



AN AMBER GROUP COMPANY

## 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 on shorter notice on Friday, 26<sup>th</sup> day of September, 2025, at 10:00 A.M. IST, at 1<sup>st</sup> Floor, Universal Trade Tower, Sector-49, Sohna Road, Gurugram- 122018 to transact the following business:

### **SPECIAL BUSINESS:**

1. **APPROVAL OF EMPLOYEE STOCK OPTION PLAN OF THE COMPANY I.E. THE "IL JIN EMPLOYEE STOCK OPTION PLAN 2025" ("ESOP 2025" OR "PLAN") AND GRANT OF OPTIONS TO THE EMPLOYEES/DIRECTORS OF THE COMPANY UNDER THE SAID PLAN**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 62(1)(b), 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment or modification thereof, for the time being in force) and in accordance to the Memorandum of Association and Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee, an in principal approval and consent of the members of the Company be and is hereby accorded respectively to the **"IL JIN Employee Stock Option Plan 2025" ("ESOP 2025"/ "Plan")** and to the Board of Directors of the Company (hereinafter referred to as *"the Board"* which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution), and to create, offer, and grant, in one or more tranches from time to time, up to 4,00,000 (Four Lakh) employee stock options ("Options") under the Plan, to or for the benefit of employees who are in permanent employment of the Company, its Subsidiary(ies), or its Holding Company, whether located in India or abroad, including directors (whether whole-time or not), but excluding promoters, persons belonging to the promoter group, independent directors, and directors holding directly or indirectly, more than 10% (Ten Percent) of the outstanding equity shares of the Company.

**RESOLVED FURTHER THAT** each Option shall entitle the holder to acquire one equity share of the Company of face value Rs. 10 each (or revision, if any), fully paid-up, aggregating to not more than 4,00,000 (Four Lakh) equity shares, to be transferred to the option grantees in one or more tranches at such time(s) as may be determined by the Company. The Options shall be exercisable subject to payment/recovery of the requisite exercise price and applicable taxes, and on such further terms, conditions, and in such manner as may be decided by the Board in accordance with applicable laws and the provisions of the Plan.

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

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

**Contact**  
E: [info@iljin.co.in](mailto:info@iljin.co.in)  
W: [www.iljin.co.in](http://www.iljin.co.in)



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**RESOLVED FURTHER THAT** the equity shares of the Company as specified hereinabove shall be free and clear of all encumbrances and be credited as fully paid-up and will rank pari passu in all respects and identical with the exiting equity shares of the Company, with reference to all rights and benefits, including but not limited to voting rights, dividends, stock splits, bonus and/or rights issuance.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares as required to be issued.

**RESOLVED FURTHER THAT** if the Company's equity shares are sub-divided or consolidated in future, the maximum number of shares available under the Plan shall be automatically adjusted in proportion to the change in face value of the shares, so that the overall value remains consistent.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** the Company shall maintain a Register of Employee Stock Options in Form SH-6 at its registered office or such other place as may be approved by the Board, in accordance with Rule 12(10) of the Companies (Share Capital and Debentures) Rules, 2014, and ensure that the register is duly authenticated by the Company Secretary or any other person authorized by the Board.

**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company; Mr. Sanjay Kumar Arora, Whole Time Director of the Company or Ms. Sakshi Gupta, Company Secretary of the Company or Mr. Sudhir Goyal, Authorised Signatory of the Company be and are hereby severally authorised to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of the resolution and for necessary execution thereof and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation of the Plan as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage.



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**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. **APPROVAL OF GRANT OF OPTIONS TO THE EMPLOYEES/ DIRECTORS OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER “IL JIN EMPLOYEE STOCK OPTION PLAN 2025”**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment or modification thereof, for the time being in force) and as per the Memorandum of Association and Articles of Association of the Company 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 (*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*) to create, offer and grant such number of employee stock options (“Options”) to the eligible employees of the subsidiary company(ies) of the Company, who are in permanent employment whether located in India or abroad, including directors (whether whole-time or not), but excluding promoters, persons belonging to the promoter group, independent directors, and directors holding directly or indirectly, more than 10% (ten percent) of the outstanding equity shares of the Company, as determined in terms of “IL JIN Employee Stock Option Plan 2025” (“ESOP 2025”/ “Plan”), in one or more tranches.

**RESOLVED FURTHER THAT** each Option shall entitle the holder to acquire one equity share of the Company of face value Rs. 10 each (or revision, if any), fully paid-up, aggregating to such number of options as may be determined, to be transferred to the option grantees in one or more tranches at such time(s) as may be determined by the Company. The Options shall be exercisable subject to payment/recovery of the requisite exercise price and applicable taxes, and on such further terms, conditions, and in such manner as may be decided by the Board in accordance with applicable laws and the provisions of the Plan.

**RESOLVED FURTHER THAT** the equity shares shall be free and clear of all encumbrances and be credited as fully paid-up and will rank pari passu in all respects and identical with the exiting equity shares of the Company, with reference to all rights and benefits, including but not limited to voting rights, dividends, stock splits, bonus and/or rights issuance.

**RESOLVED FURTHER THAT** the Company shall maintain a Register of Employee Stock Options in Form SH-6 at its registered office or such other place as may be approved by the Board, in accordance with Rule 12(10) of the Companies (Share Capital and Debentures) Rules, 2014, and

ensure that the register is duly authenticated by the Company Secretary or any other person authorized by the Board.

**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company; Mr. Sanjay Kumar Arora, Whole Time Director of the Company or Ms. Sakshi Gupta, Company Secretary of the Company or Mr. Sudhir Goyal, Authorised Signatory of the Company be and are hereby severally authorised to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of the resolution and for necessary execution thereof and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation of the Plan as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage.

**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.”

3. **APPROVAL OF GRANT OF OPTIONS TO THE EMPLOYEES/ DIRECTORS OF HOLDING COMPANY OF THE COMPANY UNDER “IL JIN EMPLOYEE STOCK OPTION PLAN 2025”**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment or modification thereof, for the time being in force) and as per the Memorandum of Association and Articles of Association of the Company 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 (*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*), to create, offer and grant such number of employee stock options (“Options”), to the eligible employees of the Holding Company, who are in permanent employment whether located in India or abroad, including directors (whether whole-time or not), but excluding promoters, persons belonging to the promoter group, independent directors, and directors holding directly or indirectly, more than 10% (ten percent) of the outstanding equity shares of the Company, as determined in terms of “IL JIN Employee Stock Option Plan 2025” (“ESOP 2025”/ “Plan”), in one or more tranches.

**RESOLVED FURTHER THAT** each Option shall entitle the holder to acquire one equity share of

the Company of face value Rs. 10 each (or revision, if any), fully paid-up, aggregating to such number of options as may be determined, to be transferred to the option grantees in one or more tranches at such time(s) as may be determined by the Company. The Options shall be exercisable subject to payment/recovery of the requisite exercise price and applicable taxes, and on such further terms, conditions, and in such manner as may be decided by the Board in accordance with applicable laws and the provisions of the Plan.

**RESOLVED FURTHER THAT** the equity shares shall be free and clear of all encumbrances and be credited as fully paid-up and will rank pari passu in all respects and identical with the exiting equity shares of the Company, with reference to all rights and benefits, including but not limited to voting rights, dividends, stock splits, bonus and/or rights issuance.

**RESOLVED FURTHER THAT** the Company shall maintain a Register of Employee Stock Options in Form SH-6 at its registered office or such other place as may be approved by the Board, in accordance with Rule 12(10) of the Companies (Share Capital and Debentures) Rules, 2014, and ensure that the register is duly authenticated by the Company Secretary or any other person authorized by the Board.

**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company; Mr. Sanjay Kumar Arora, Whole Time Director of the Company or Ms. Sakshi Gupta, Company Secretary of the Company or Mr. Sudhir Goyal, Authorised Signatory of the Company be and are hereby severally authorised to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of the resolution and for necessary execution thereof and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation of the Plan as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage.

**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.”

4. **TO ISSUE 38,414 EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN) 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** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) read with Rule 14 of the

Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules and regulations (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999, the Master Circular on Foreign Investment in India issued by the Reserve Bank of India, and other applicable guidelines, rules and regulations, and subject to 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, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (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) to create, issue, offer and allot 38,414 (Thirty Eight Thousand Four Hundred and Fourteen) equity shares of face value Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 6,508.18 (Rupees Six Thousand Five Hundred Eight and Eighteen Paise Only) per share, including a premium of Rs. 6,498.18 (Rupees Six Thousand Four Hundred Ninety-Eight and Eighteen Paise Only) per share, aggregating up to Rs. 25,00,05,226.52 (Rupees Twenty Five Crore Five Thousand Two Hundred Twenty Six and Fifty Two Paise Only) on a preferential basis through private placement, in one or more tranches, to the following proposed allottee(s), in accordance with the terms and conditions set out in the definitive agreements entered into with them:

Sl. No.	Name of Proposed Allottee(s)	No. of Equity Shares	Subscription Amount for Equity Shares (in INR)
1.	Raptor Investments Limited	30,877	20,09,53,073.86
2.	Two Infinity Partners	2,202	1,43,31,012.36
3.	Chryscapital Fund X	5,335	3,47,21,140.30
<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 Companies (Share Capital and Debentures) Rules, 2014, the fair market value determined pursuant to the Valuation Report, given by Mr. Manuj Singhal, IBBI Registered Valuer (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, prepared in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), along



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with the necessary supporting documents, be and is hereby approved and 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 issue and circulate the Private Placement Offer-cum-Application Letter in Form PAS-4 to the proposed allottee(s).

**RESOLVED FURTHER THAT** the draft Record of Private Placement Offer in Form PAS-5, as required under the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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 Private Placement Offer-cum-Application 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 Subscription 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 these resolutions; 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 this resolution.



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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.”

5. **TO ISSUE 26,50,513 COMPULSORILY CONVERTIBLE PREFERENCE SHARES (“CCPS”) OF FACE VALUE RS. 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY 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 pursuant to the provisions of Sections 23, 42, 55, 62(1)(c), 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules and regulations (including any statutory modifications or re-enactments thereof, for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999, the Master Circular on Foreign Investment in India issued by the Reserve Bank of India, and other applicable regulations, guidelines, or directions issued by relevant authorities, and subject to such approvals, consents, permissions and/or sanctions as may be required from any regulatory or statutory authorities (hereinafter collectively referred to as “Requisite Approvals”), and on such terms, conditions, variations, and modifications as may be prescribed in granting such approvals, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, issue, offer and allot up to 26,50,513 (Twenty Six Lakh Fifty Thousand Five Hundred and Thirteen) Compulsorily Convertible Preference Shares (“CCPS”) of face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 6,508.18 (Rupees Six Thousand Five Hundred Eight and Eighteen Paise only) per CCPS (including a premium of Rs. 6,498.18 per CCPS), aggregating up to Rs. 17,25,00,15,696.34 (Rupees One Thousand Seven Hundred Twenty Five Crore Fifteen Thousand Six Hundred Ninety Six and Thirty Four Paise only), on a preferential basis through private placement, in one or more tranches, to the following proposed allottees, in accordance with the terms and conditions set out in the definitive agreements entered into with them:

Sl. No.	Name of Proposed Allottee(s)	No of CCPS	Subscription Amount for CCPS (in INR)
1.	Raptor Investments Limited	13,27,691	8,64,08,52,012.38



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2.	Two Infinity Partners	94,664	61,60,90,351.52
3.	Chryscapital Fund X	2,29,413	1,49,30,61,098.34
4.	Incred Growth Partners Fund I	1,30,605	85,00,00,848.90
5.	Incred Wealth and Investment Services Private Limited	53,779	35,00,03,412.22
6.	Aventus Future Leaders Fund III	2,15,114	1,40,00,00,632.52
7.	Axis New opportunities AIF Series II	1,53,653	1,00,00,01,381.54
8.	Frangipani Capital Advisors LLP	46,096	30,00,01,065.28
9.	Motilal Oswal Finvest Limited	1,69,018	1,09,99,99,567.24
10.	Nuvama Crossover Opportunities Fund – Series 4A	23,048	15,00,00,532.64
11.	Nuvama Crossover Opportunities Fund – Series IIIB	53,778	34,99,96,904.04
12.	Singularity Equity Fund-I	76,827	50,00,03,944.86
13.	Singularity Growth Opportunities Fund-II	76,827	50,00,03,944.86
<b>Total</b>		<b>26,50,513</b>	<b>17,25,00,15,696.34</b>

The terms and conditions of CCPS are mentioned below:

#### 1. DIVIDEND RIGHTS

- 1.1 The CCPS 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 are non-participating.

#### 2. CONVERSION OF THE CCPS

- 2.1 In case SEBI approval is received on DRHP or 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 holders about conversion of all the CCPS by issuing a written notice (“**IPO Conversion Notice**”) to the CCPS holders. With effect from the record date as mentioned in paragraph 2.1, the CCPS held by the CCPS 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 holders. The record date for the conversion of the CCPS shall be deemed to be the date on which the Company issues the IPO Conversion Notice to the CCPS holders. If such conversion results in the CCPS 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 holder can convert its CCPS 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 holder then it shall be deemed that Non-IPO Conversion Notice has been issued by the CCPS 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 held by the CCPS 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 holders. The record date for the conversion of the CCPS 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 holder being entitled to a fractional Equity Share, the fraction shall be rounded up to the nearest whole number.
- 2.3 Each CCPS 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 and shall remain unchanged, except where the Company and Lead Investor mutually agree in writing (in consultation (and not consent/approval) with the Investor) 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 shall be permitted, and in case there is no mutual agreement between the Company and Lead Investor 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 converts into and the Conversion Ratio shall be adjusted accordingly in a manner that the holders of the CCPS receives such number of Equity Shares that the holders of CCPS would have been entitled to receive immediately after occurrence of any such Capital Restructuring had the conversion of the CCPS 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 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 the benefits originally intended under the relevant provision to the fullest extent permitted under applicable Laws.

#### 4. VOTING RIGHTS

Subject to applicable Law, the holder of CCPS shall not be entitled to any voting right till such time each CCPS are not converted into Equity Shares.

#### 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 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 against impairment.

**RESOLVED FURTHER THAT** pursuant to Section 62 of the Act, read with Rule 13 Companies (Share Capital and Debentures) Rules, 2014, the fair market value determined pursuant to the Valuation Report, given by Mr. Manuj Singhal, IBBI Registered Valuer (IBBI/RV/05/2018/10425), be and is hereby taken note off.

**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, prepared in accordance with the provisions of the Companies Act, 2013 and applicable rules (including any statutory modifications or re-enactments thereof), along with all supporting documents be and is hereby approved and 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



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severally to issue and circulate the Private Placement Offer-cum-Application Letter in Form PAS-4 to the proposed allottee(s).

**RESOLVED FURTHER THAT** the draft Record of Private Placement Offer in Form PAS-5, as required under the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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 Private Placement Offer-cum-Application Letter in Form PAS-4; ii. Allotment of the CCPS; 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 alongwith utilization of proceeds of CCPS; vii. Settling any queries, difficulties, or doubts that may arise in connection with the issuance or allotment of CCPS; 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 this resolution.

**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

IL JIN Electronics (India) Private Limited  
CIN: U31909PN2001PTC224946

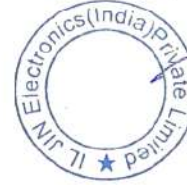
Registered Address  
Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune, Maharashtra 412216

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



AN AMBER GROUP COMPANY

For IL JIN Electronics (India) Private Limited



(Jasbir Singh)  
Director

DIN: 00259632

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

Place: Gurugram  
Date: 25 September 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  
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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 5 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 EXTRA ORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM FOR THE EGM IS ENCLOSED.**

A person can act as a proxy on behalf of members not exceeding fifty (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 the 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 member.

*Proxies Register shall be made available for inspection during the period beginning from 24 hours before EGM commencement time till EGM conclusion time.*

3. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**

4. 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 on their behalf at the EGM by e-mail to [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).

5. The Notice is being sent to all the members, whose names appear in the register of members, Directors of the Company & Statutory Auditors.

6. Members/ Proxies should bring their attendance slip/sheet duly completed for attending the meeting, no extra attendance slip will be provided at the venue of the EGM.

7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

8. 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. Members are requested to notify immediately of any change of address :

(i) To their Depository Participants (DPs) in respect of the shares held in **Dematerialized form** and;



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- (ii) To the Company and Registrar & Share Transfer Agent (RTA) i.e. KFIN Technologies Limited, having its Registered Office: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India – 400 070 and Communication Address at : Selenium Building, Tower - B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddy, Telangana - 500 032 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. quoting correct Folio Number.
10. 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/DPID No. and Client ID.
11. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours without any fee by the Members from the date of the Notice up to the date of EGM, i.e., 26<sup>th</sup> September 2025. Members seeking to inspect such documents can send an email to [cs\\_corp@ambergrouppindia.com](mailto:cs_corp@ambergrouppindia.com).
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 (hereinafter referred to as “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.
13. 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.), prior to the date of the EGM to [cs\\_corp@ambergrouppindia.com](mailto:cs_corp@ambergrouppindia.com).

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



(Jasbir Singh)  
Director

DIN: 00259632

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

Place : Gurugram  
Date: 25 September 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](mailto:info@iljin.co.in)  
W: [www.iljin.co.in](http://www.iljin.co.in)

## 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 26 September 2025 at 10:00 A.M. IST}

### **ITEM NO. 1,2,3**

The Company recognizes the pivotal role of its key employees in driving organizational growth and believes that the value they help create should be equitably shared with them. In order to foster a culture of ownership, and to attract, retain, motivate, and reward critical talent aligned with the Company's long-term objectives and enhancement of shareholder value, the Company proposes to implement the "IL JIN Employee Stock Option Plan 2025" ("ESOP 2025" or "Plan").

The Plan is intended for eligible permanent employees of the Company, its subsidiary(ies), and its holding company, whether in or outside India, including Directors, (whether whole-time or not), but excluding promoters, persons belonging to the promoter group, independent directors, and directors holding directly or indirectly, more than 10% (ten percent) of the outstanding equity shares of the Company, as permitted under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and as may be determined from time to time.

The proposed Plan complies with Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with applicable rules thereunder.

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 25th September 2025, approved the introduction of the Plan, subject to approval of the members of the Company.

**The Particulars as required under the applicable laws are cited herein below :**

**a) Total number of Options to be granted:**

A total of 4,00,000 Four Lakh Options would be available for being granted to the eligible employees of the Companies as defined under the Plan. Each Option when exercised would be converted into one equity share of face value of Rs. 10 (Rupees Ten) each fully paid-up.

Options lapsed or cancelled due to any reason including the reason for lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Board is authorized to re-grant such lapsed / cancelled Options as per the Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

**b) Identification of classes of employees entitled to participate in the Plan:**

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a director of the Company, whether a whole-time director or not but excluding an independent director; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) above, of the Subsidiary Company(ies), in or outside India, or of a Holding Company of the Company; but excludes
  - a) an employee who is a Promoter or belongs to the Promoter Group; and
  - b) a director who either by himself or through his relatives or through any body-corporate directly or indirectly, holds more than 10% of the issued and subscribed Shares of the Company.

**c) Appraisal process for determining the eligibility of the Employees to Employee Stock Options:**

Appraisal process for determining the eligibility of the employees will be based on designation, period of service, work performance and such other criteria as may be determined by the Board at its sole discretion, from time to time.

**d) Requirements of vesting and period of vesting:**

Vesting of Options would be subject to continued employment with the Company, its Subsidiary(ies) Company and Holding Company and thus the Options would Vest essentially on passage of time. In addition to this, the Board may also specify certain performance criteria subject to satisfaction with which the Options would vest.

The vesting period of Options granted shall not be earlier than the minimum period of 1 (one) year and not later than the maximum period of 6 (Six) years. However, 1st vesting will start 3 (Three) years from the date of joining or 1 year from the date of grant, whichever is later, subject to discretion of the Board.

**e) The maximum period within which the Options shall be vested:**

The Options granted shall vest in not more than the maximum period of 6 (Six) years, from the date of grant of such Options.



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**f) The exercise price or pricing formula:**

The Exercise Price per Option as determined by the Board shall not be less than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the letter of Grant at the time of Grant.

**g) The exercise period and the process of exercise:**

Vested Options can be exercised by the Option Grantee within a maximum period of 4 (Four) years from the date of Vesting of the Options. The Exercise Period shall be intimated in the Grant Letter.

The vested Options can be exercised by the option grantees by a written application to the Company/ Trust in the format as may be prescribed by the Board. The Options will lapse if not exercised within the specified exercise period.

**h) Lock-in period:**

The Shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws.

**i) Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options under the Plan that may be granted to each employee in any year shall in aggregate not more than 4,00,000 (Four Lakh) Options at the time of grant of Option.

**j) Method of Option valuation:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value for valuation of the Options granted as per prescribed under Guidance Note/ Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

**k) The conditions under which Options vested in employees may lapse:**

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.



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l) **The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of termination of employment due to misconduct of an option grantee, all the vested options shall lapse and cannot be exercised.

In case of resignation/termination (other than due to Misconduct) of an option grantee, all the Vested Options as on date of resignation/ termination can be exercised by the Option Grantee within 30 days from the date of Resignation/Termination or upon the happening of a Liquidity Event whichever is later and within such period as prescribed by the Board in this regard.

In case of retirement of an option grantee, all vested options as on the date of submission of resignation shall be exercisable by the option grantee within 4 (Four) Years from the date of retirement or upon the happening of a Liquidity Event whichever is later and within such period as prescribed by the Board in this regard.

In the case of termination of employment due to Death/Permanent Incapacity of an option grantee, all vested options may be exercised by the option grantee or his/her nominees or legal heirs immediately after, but in no event later of 4 (Four) Years from the date of such event or upon the happening of a Liquidity Event whichever is later and within such period as prescribed by the Board in this regard.

m) **Disclosure and Accounting Policies:**

The Company shall comply with the disclosure and the accounting policies as prescribed under prevailing accounting guidelines/ standards. In case, the Company is required to account for the share-based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall be disclosed in the Directors' Report.

A draft copy of the Plan 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.

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 resolutions proposed at item Nos. 1, 2 & 3 except, to the extent of their shareholding, if any in the Company.



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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.

In view of the above, the Board recommends the **SPECIAL RESOLUTIONS** at set out in item Nos. 1, 2 & 3 be passed in the Interest of your Company.

#### **ITEM NO. 4**

In view of the Company's future outlook, growth targets, and strategic roadmap, a series of initiatives are being undertaken to drive both organic and inorganic growth, particularly within the electronics division. Accordingly, the Shareholders' Agreement(s) ("SHA") and Securities Subscription Agreement(s) ("SSA") (together referred to as the "Definitive Transaction Agreements") have been executed between Amber Enterprises India Limited (the holding company), the Company i.e., ILJIN Electronics (India) Private Limited ("ILJIN"), Mr. Hyun Chul Sim, and the following investors: Raptor Investments Limited, Two Infinity Partners, and Chryscapital Fund X (collectively referred to as the "Investors").

Pursuant to the terms of the Definitive Transaction Agreements, the Company is required to issue and allot 38,414 (Thirty Eight Thousand Four Hundred and Fourteen) equity shares to the Investors.

The Board of Directors, at its meeting held on 25th September 2025, considered and approved the proposal to raise capital aggregating to approximately Rs. 25 crore by way of preferential allotment of equity shares through private placement to the above-mentioned Investors. Accordingly, the Company proposes to issue and allot 38,414 equity shares of face value Rs. 10 each, at an issue price of Rs. 6,508.18 per share (including a premium of Rs. 6,498.18 per share), aggregating to Rs. 25,00,05,226.52 (Rupees Twenty Five Crore Five Thousand Two Hundred Twenty Six and Fifty Two Paise only), in one or more tranches.

The proposed issuance shall be made in accordance with the terms and conditions stipulated in the SHA and SSA entered into between the Company and the Investors.

The details of the investors, along with the number of equity shares proposed to be allotted and the corresponding subscription amount, are as follows:

Sl. No.	Name of Investor	No. of Equity Shares	Subscription Amount for Equity Shares (in INR)
1.	Raptor Investments Limited	30,877	20,09,53,073.86
2.	Two Infinity Partners	2,202	1,43,31,012.36
3.	Chryscapital Fund X	5,335	3,47,21,140.30
<b>Total</b>		<b>38,414</b>	<b>25,00,05,226.52</b>



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In accordance with the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, 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 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	The object of the issue	:	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	The total number of shares or other securities to be issued	:	38,414 Equity Shares
III	The Price or Price band at/within which the allotment is proposed	:	Rs. 10 each (Rupees Ten Only) at an issue price of Rs. 6508.18 (Rupees Six Thousand Five Hundred and Eight and Eighteen Paise Only) per Equity Share (including a premium of Rs. 6498.18 (Rupees Six Thousand Four Hundred and Ninety Eight and Eighteen Paise Only)
IV	The relevant date on the basis of which price has been arrived at along with report of registered valuer	:	Relevant Date: 31 August 2025  The Valuation report given 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.
V	Relevant date with reference to which the price has been arrived at	:	31 August 2025



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VI	The class or classes of persons to whom the allotment is proposed to be made	:	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	Intention of promoters, directors or key managerial personnel to subscribe to the offer	:	Apart from above Investor 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	:	Sl. No.	Name of Proposed Allottee	Number of Equity Shares	% of post Issue Shareholding
			1	Chryscapital Fund X	5,335	0.10
			2	Raptor Investments Limited	30,877	0.57
			3	Two Infinity Partners	2,202	0.04
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 IL JIN Electronics (India) Private Limited.</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	:	None			
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-					

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  
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	CATEGORY	PRE-ISSUE		POST-ISSUE	
		No. of Shares	% age of Share holding	No of Shares	% age of Share holding
(A)	<b>PROMOTER HOLDINGS</b>				
1	Indian:				
	Individual				
	Body Corporate	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>
2	Foreign Promoters	-	-	-	-
	<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>NON-PROMOTER HOLDINGS</b>				
1	Institutional Investors	-	-	5,335	0.10
2	Non - Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	33,079	0.61
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	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>

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. 4 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 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) 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.



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Accordingly, special resolution as set out in item No. 4 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. 4 be passed in the Interest of your Company.

**ITEM NO. 5**

In view of the Company's future outlook, growth targets, and strategic roadmap, a series of initiatives are being undertaken to drive both organic and inorganic growth, particularly within the electronics division. Accordingly, the Shareholders' Agreement(s) ("SHA") and Securities Subscription Agreement(s) ("SSA") (together referred to as the "Definitive Transaction Agreements") have been executed between Amber Enterprises India Limited (the holding company), the Company i.e., ILJIN Electronics (India) Private Limited ("ILJIN"), Mr. Hyun Chul Sim, and other investors, the details are mentioned herein below :

Type of Agreement	First Party	Second Party	Third Party	Fourth Party	Fifth Party	Sixth Party	Compulsorily Convertible Preference Shares ("CCPS")
Securities Subscription Agreement	Singularity Fund - I Equity	Singularity Growth Opportunities Fund - II	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	153654
Shareholders' Agreement	Singularity Fund - I Equity	Singularity Growth Opportunities Fund - II	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	Mr. Hyun Chul Sim	NA	-
Securities Subscription Agreement	Axis New Opportunities AIF - Series II	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	NA	153653
Shareholders' Agreement	Axis New Opportunities AIF - Series II	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	Mr. Hyun Chul Sim	NA	NA	-
Securities Subscription Agreement	Nuvama Crossover Opportunities Fund - Series IIIB	Nuvama Crossover Opportunities Fund - Series 4A	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	76826
Shareholders' Agreement	Nuvama Crossover Opportunities Fund - Series IIIB	Nuvama Crossover Opportunities Fund - Series 4A	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	Mr. Hyun Chul Sim	NA	-



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Securities Subscription Agreement	Motilal Oswal Finvest Limited	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	NA	169018
Shareholders' Agreement	Motilal Oswal Finvest Limited	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	Mr. Hyun Chul Sim	NA	NA	-
Securities Subscription Agreement	Aventus Future Leaders Fund III	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	NA	215114
Shareholders' Agreement	Aventus Future Leaders Fund III	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	Mr. Hyun Chul Sim	NA	NA	-
Securities Subscription Agreement	Incred Wealth And Investment Services Private Limited	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	NA	30731
Securities Subscription Agreement	Frangipani Capital Advisors LLP	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	NA	46096
Shareholders' Agreement	Frangipani Capital Advisors LLP	Il Jin Electronics (India) Private Limited	Amber Enterprises India Limited	Mr. Hyun Chul Sim	NA	NA	-
Shareholders' Agreement	Raptor Investments Limited	Two Infinity Partners	Chryscapital Fund X	Il JIN Electronics (India) Private Limited	Amber Enterprises India Limited	Hyun Chul Sim	16,51,768
Securities Subscription Agreement	Raptor Investments Limited	Two Infinity Partners	Chryscapital Fund X	Il JIN Electronics (India) Private Limited	Amber Enterprises India Limited	NA	-
Shareholders' Agreement	Incred Growth Partners Fund I	Incred Wealth and Investment Services Private Limited	Il JIN Electronics (India) Private Limited	Amber Enterprises India Limited	Hyun Chul Sim	NA	1,53,653
Securities Subscription Agreement	Incred Growth Partners Fund I	Incred Wealth and Investment Services Private Limited	Il JIN Electronics (India) Private Limited	Amber Enterprises India Limited	NA	NA	-
<b>Total</b>							<b>26,50,513</b>

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



AN AMBER GROUP COMPANY

Pursuant to the terms of the Definitive Transaction Agreements, the Company is required to issue and allot 26,50,513 (Twenty Six Lakh Fifty Thousand Five Hundred and Thirteen) Compulsorily Convertible Preference Shares (“CCPS”) to the above Investors.

The Board of Directors, at its meeting held on 25th September 2025, considered and approved the proposal to raise capital aggregating to approximately Rs. 1725 crore by way of preferential allotment of CCPS through private placement to the above-mentioned Investors. Accordingly, the Company proposes to issue and allot 26,50,513 (Twenty Six Lakh Fifty Thousand Five Hundred and Thirteen) CCPS of Face Value Rs. 10 each (Rupees Ten Only) at an issue price of Rs. 6,508.18 (Rupees Six Thousand Five Hundred and Eight and Eighteen Paise Only) per CCPS (including a premium of Rs. 6,498.18 (Rupees Six Thousand Four Hundred and Ninety Eight and Eighteen Paise Only) per CCPS aggregating to up to Rs. 17,25,00,15,696.34 (Rupees One Thousand Seven Hundred Twenty Five Crore Fifteen Thousand Six Hundred Ninety Six and Thirty Four Paise), in one or more tranches.

The proposed issuance shall be made in accordance with the terms and conditions stipulated in the SHA and SSA entered into between the Company and the Investors.

The details of the investors, along with the number of CCPS proposed to be allotted and the corresponding subscription amount, are as follows:

Sl. No.	Name of Proposed Allottee(s)	No of CCPS	Subscription Amount for CCPS (in INR)
1.	Raptor Investments Limited	13,27,691	8,64,08,52,012.38
2.	Two Infinity Partners	94,664	61,60,90,351.52
3.	Chryscapital Fund X	2,29,413	1,49,30,61,098.34
4.	Incred Growth Partners Fund I	1,30,605	85,00,00,848.90
5.	Incred Wealth and Investment Services Private Limited	53,779	35,00,03,412.22
6.	Avendus Future Leaders Fund III	2,15,114	1,40,00,00,632.52
7.	Axis New opportunities AIF Series II	1,53,653	1,00,00,01,381.54
8.	Frangipani Capital Advisors LLP	46,096	30,00,01,065.28
9.	Motilal Oswal Finvest Limited	1,69,018	1,09,99,99,567.24
10.	Nuvama Crossover Opportunities Fund – Series 4A	23,048	15,00,00,532.64
11.	Nuvama Crossover Opportunities Fund – Series IIIB	53,778	34,99,96,904.04
12.	Singularity Equity Fund-I	76,827	50,00,03,944.86
13.	Singularity Growth Opportunities Fund-II	76,827	50,00,03,944.86
<b>Total</b>		<b>26,50,513</b>	<b>17,25,00,15,696.34</b>



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In accordance with the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013, 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 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	The object of the issue	:	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	The total number of shares or other securities to be issued	:	26,50,513 Compulsorily Convertible Preference Shares						
III	The Price or Price band at/within which the allotment is proposed	:	Rs. 10 each (Rupees Ten Only) at an issue price of Rs. 6508.18 (Rupees Six Thousand Five Hundred and Eight and Eighteen Paise Only) per CCPS (including a premium of Rs. 6,498.18 (Rupees Six Thousand Four Hundred and Ninety Eight and Eighteen Paise Only)						
IV	The relevant date on the basis of which price has been arrived at along with report of registered valuer	:	Relevant Date: 31 August 2025  The Valuation report given 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.						
V	Relevant date with reference to which the price has been arrived at	:	31 August 2025						
VI	The class or classes of persons to whom the allotment is proposed to be made	:	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Proposed Allottee(s)</th> <th>Class or class of Persons</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sl. No.	Name of Proposed Allottee(s)	Class or class of Persons			
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	
			4	Incred Growth Partners Fund I	Institutional Investors	
			5	Incred Wealth and Investment Services Private Limited	Private Corporate Bodies	
			6	Avendus Future Leaders Fund III	Institutional Investors	
			7	Axis New opportunities AIF Series II	Institutional Investors	
			8	Frangipani Capital Advisors LLP	Private Corporate Bodies	
			9	Motilal Oswal Finvest Limited	Private Corporate Bodies	
			10	Nuvama Crossover Opportunities Fund - Series 4A	Institutional Investors	
			11	Nuvama Crossover Opportunities Fund - Series IIIB	Institutional Investors	
			12	Singularity Equity Fund-I	Institutional Investors	
			13	Singularity Growth Opportunities Fund-II	Institutional Investors	
VII	Intention of promoters, directors or key managerial personnel to subscribe to the offer	:	Apart from above Investor 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	:	Sl. No	Name of Proposed Allottee(s)	Number of CCPS	% of post Issue Shareholding
			1	Raptor Investments Limited	13,27,691	50.09
			2	Two Infinity Partners	94,664	3.57
			3	Chryscapital Fund X	2,29,413	8.66
			4	Incred Growth Partners Fund I	1,30,605	4.93
			5	Incred Wealth and Investment Services Private Limited	53,779	2.03
			6	Avendus Future Leaders Fund III	2,15,114	8.12

			7	Axis opportunities Series II	New AIF	1,53,653	5.80
			8	Frangipani Advisors LLP	Capital	46,096	1.74
			9	Motilal Oswal Finvest Limited		1,69,018	6.38
			10	Nuvama Opportunities Fund - Series 4A	Crossover	23,048	0.87
			11	Nuvama Opportunities Fund - Series IIIB	Crossover	53,778	2.03
			12	Singularity Fund-I	Equity	76,827	2.90
			13	Singularity Opportunities Fund-II	Growth	76,827	2.90
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 IL JIN Electronics (India) Private Limited.				
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	:	None				
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						

<b>I.</b>	<b>Equity Shares</b>				
1	Indian:				
	Individual				
	Body Corporate	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>
2	Foreign Promoters	-	-	-	-
	<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>I.</b>	<b>Equity Shares</b>				
1	Institutional Investors	-	-	5,335	0.10
2	Non - Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	33,079	0.61
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	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>				
1	Institutional Investors	-	-	9,59,265	36.19
2	Non - Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	16,91,248	63.81
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	<b>SUB TOTAL</b>	<b>-</b>	<b>-</b>	<b>26,50,513</b>	<b>100</b>
	<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>26,50,513</b>	<b>100</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.5 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 Companies Act, 2013 and read with Rule 13 of Companies (Share Capital and



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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 by way of preferential allotment on private placement basis. Accordingly, special resolution as set out in item No.5 of the notice is sought to be passed by members of the Company to make issue and allotment of CCPS on private placement basis.

In view of the above, the Board recommends the **SPECIAL RESOLUTION** at set out in item No. 5 be passed in the Interest of your Company.

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



(Jasbir Singh)  
Director

DIN: 00259632

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

Place: Gurugram

Date: 25 September 2025

IL JIN Electronics (India) Private Limited  
CIN: U31909PN2001PTC224946

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

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