

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (the "AGM") of the members of **IL JIN Electronics (India) Private Limited** ("IL JIN/Company") will be held on Tuesday, 15th day of September 2026 at 10:00 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March 2026, together with the reports of the Auditors and Board of Directors thereon and in this To consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March 2026, together with the reports of the Auditors and Board of Directors thereon regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements of the Company for the Financial Year ended 31st March 2026 together with reports of auditor's and directors thereon laid before the members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Sanjay Kumar Arora (DIN:02924307), Whole Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), Mr. Sanjay Kumar Arora (DIN: 02924307), who retires by rotation at the ensuing Annual General Meeting of the Company and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the re-appointment of Mr. Sanjay Kumar Arora (DIN: 02924307) as a Whole-time Director of the Company shall not be construed as a break in the continuity of his tenure, and all other terms and conditions of his appointment, as approved by the Board and the shareholders from time to time, shall remain unchanged and continue to be in full force and effect."

SPECIAL BUSINESS

3. Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), the Cost Auditors of the Company for the financial year 2026 – 27;

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Cost Auditor i.e. M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024) appointed by the Board of Directors at its Meeting held on 14th May 2026, to conduct the audit

of the cost records of the Company for the financial year 2026 - 27, at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand only) per annum excluding the applicable tax and out of pocket expenses, if any, as may be incurred in the course of said audit, be and is hereby ratified and approved by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (Including any duly constituted committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise thereof aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

4. Appointment of Mr. Prakash Iyer (DIN: 00956349) as an Independent Director of the Company for a term of five (5) consecutive years commencing from 13th August 2026 to 12th August 2031

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactments thereof) ("the Act"), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended from time to time, and other applicable provisions thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Prakash Iyer (DIN: 00956349), who is not disqualified under Section 164(1) and 164(2) of the Act and has provided his consent in writing to act as an Independent Director of the Company, possesses the requisite qualifications, experience, expertise, and has submitted a declaration confirming that he meets the criteria for appointment as an Independent Director under the Act and is eligible for such appointment, be and is hereby appointed as an independent director on the Board of the Company who shall hold office for a term of five (5) consecutive years commencing from 13th August 2026 up to 12th August 2031 (both days inclusive), and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Act read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Nomination and Remuneration Policy of the Company, Mr. Prakash Iyer (DIN: 00956349), shall be entitled to receive sitting fees for attending the meetings of the Board and its Committees and commission if any, in accordance with the terms and conditions of his appointment and the applicable provisions of the Act, as may be determined by the Board from time to time.

RESOLVED FURTHER THAT any one of Mr. Sanjay Kumar Arora, Whole Time Director of the Company or Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company or Ms. Sakshi Gupta, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Prakash Iyer (DIN: 00956349) as an Independent Director of the Company, including filing of the necessary forms with the Jurisdictional Registrar of Companies and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above mentioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."



5. **Appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087) as an Independent Director of the Company for a term of five (5) consecutive years commencing from 13th August 2026 to 12th August 2031**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof) ("the Act"), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended from time to time, and other applicable provisions thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Sabina Moti Bhavnani (DIN: 06553087) who is not disqualified under Section 164(1) and 164(2) of the Act and has provided her consent in writing to act as an Independent Director of the Company, possesses the requisite qualifications, experience, expertise, and has submitted a declaration confirming that she meets the criteria for appointment as an Independent Director under the Act and is eligible for such appointment, be and is hereby appointed as an independent director on the board of the Company, who shall hold office for a term of five (5) consecutive years commencing from 13th August 2026 up to 12th August 2031 (both days inclusive), and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Act read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Nomination and Remuneration Policy of the Company, Ms. Sabina Moti Bhavnani (DIN: 06553087), shall be entitled to receive sitting fees for attending the meetings of the Board and its Committees and commission, if any, in accordance with the terms and conditions of her appointment and the applicable provisions of the Act, as may be determined by the Board from time to time.

RESOLVED FURTHER THAT any one of Mr. Sanjay Kumar Arora, Whole Time Director of the Company or Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company or Ms. Sakshi Gupta, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087), as an Independent Director of the Company, including filing of the necessary forms with the Jurisdictional Registrar of Companies and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above mentioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

6. **Approval of the Payment of Commission to Mr. Arvind Uppal (DIN: 00104992), Independent Director of the Company, with effect from financial year 2026-27 onwards**

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent and approval of 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 thereof), for the payment of commission to Mr. Arvind Uppal (DIN: 00104992), Independent Director of the Company, with effect from the financial year 2026-27 onwards (on the basis of the net profits of the Company computed in the manner laid down in Section 198 of the Act), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Independent Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company, for a period not exceeding three (3) years, subject to a maximum of Rs. 50,00,000 (Rupees Fifty Lakh Only) per annum, with authority to the Board to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the fee payable to Independent Director for attending the meetings of the Board of the Company or any Committee(s) and any other purpose specified in the Section 197 of the Act thereof or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

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

7. Approval of the Payment of Commission to Ms. Sabina Moti Bhavnani (DIN: 06553087), Independent Director of the Company, with effect from financial year 2026-27 onwards

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent and approval of 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 thereof), for the payment of commission to Ms. Sabina Moti Bhavnani (DIN: 06553087), Independent Director of the Company, with effect from the financial year 2026-27 onwards (on the basis of the net profits of the Company computed in the manner laid down in Section 198 of the Act), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Independent Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company, for a period not exceeding three (3) years, subject to a maximum of Rs. 50,00,000 (Rupees Fifty Lakh Only) per annum, with authority to the Board to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the fee payable to Independent Director for attending the meetings of the Board of the Company or any Committee(s) and any other purpose specified in the Section 197 of the Act thereof

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

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

8. Approval of the Payment of Commission to Mr. Prakash Iyer (DIN: 00956349), Independent Director of the Company, with effect from financial year 2026-27 onwards

“**RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required and based on the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent and approval of 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 thereof), for the payment of commission to Mr. Prakash Iyer (DIN: 00956349), Independent Director of the Company, with effect from the financial year 2026-27 onwards (on the basis of the net profits of the Company computed in the manner laid down in Section 198 of the Act), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Independent Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company, for a period not exceeding three (3) years, subject to a maximum of Rs. 50,00,000 (Rupees Fifty Lakh Only) per annum, with authority to the Board to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the fee payable to Independent Director for attending the meetings of the Board of the Company or any Committee(s) and any other purpose specified in the Section 197 of the Act thereof or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

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

9. Approval of the Payment of Commission to Mr. Jasbir Singh (DIN: 00259632), Director of the Company, with effect from financial year 2026-27 onwards

“**RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required and based on the

recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent and approval of 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 thereof), for the payment of commission to Mr. Jasbir Singh (DIN: 00259632), Director of the Company, with effect from the financial year 2026-27 onwards (on the basis of the net profits of the Company computed in the manner laid down in Section 198 of the Act), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company, for a period not exceeding three (3) years, but not exceeding Rs. 7,00,00,000 (Rupees Seven Crore Only) per annum, with authority to the Board to determine the manner, proportion in which the amount be distributed among non - executive Directors.

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

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

10. Approval of the Payment of Commission to Mr. Daljit Singh (DIN: 02023964), Director of the Company, with effect from financial year 2026–27 onwards

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent and approval of 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 thereof), for the payment of commission to Mr. Daljit Singh (DIN:02023964), Director of the Company, with effect from the financial year 2026-27 onwards (on the basis of the net profits of the Company computed in the manner laid down in Section 198 of the Act), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company, for a period not exceeding three (3) years, but not exceeding Rs. 7,00,00,000 (Rupees Seven Crore Only), with authority to the Board to determine the manner, proportion in which the amount be distributed among Non-Executive Directors.

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

aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

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

11. Approval for Increase in the overall ceiling of Managerial Remuneration payable to Mr. Sanjay Kumar Arora (DIN: 02924307), Whole Time Director of the Company

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at their meeting held on 29th July 2024 and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the approval of the Board of Directors of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for the revision in the overall ceiling of remuneration payable to Mr. Sanjay Kumar Arora (DIN : 02924307), Whole Time Director of the Company from Rs. 5,00,00,000/- (Rupees Five Crore only) per annum to Rs. 6,00,00,000/- (Rupees Six Crore Only) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to revise the remuneration payable to Mr. Sanjay Kumar Arora from time to time, on the recommendation of the Nomination and Remuneration Committee, subject to the overall ceiling of Rs. 6,00,00,000/- (Rupees Six Crore Only) per annum, during the remaining tenure of his appointment as Whole Time Director ending on 14th May 2028.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. Sanjay Kumar Arora (DIN: 02924307) in any financial year may exceed the maximum limits prescribed under Section 197 of the Act, subject to the aforesaid ceiling of Rs. 6,00,00,000/- (Rupees Six Crore Only) per annum, and in the event of inadequacy or absence of profits in any financial year, Mr. Sanjay Kumar Arora shall be entitled to receive remuneration, commission, perquisites and other benefits up to the limits approved above as minimum remuneration, in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Act, relating to the payment of remuneration to the managerial personnel, the Board of the Company, subject to the recommendations of the NRC, be and is hereby authorized to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration, within a maximum ceiling as set out hereinabove in the resolution and to do all necessary acts, deeds and things as it may,

in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

12. Approval of the remuneration payable to Directors in excess of the limits prescribed under Section 197 of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the resolution passed at the Extra-Ordinary General Meeting of the Company held on 7th March 2024, and pursuant to the provisions of Section 197 of the Companies Act, 2013 (“the Act”), read with Schedule V and other applicable provisions of the Act, if any, and the rules made thereunder, including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the approval of the Board of Directors of the Company, the consent and approval of the members of the Company be and is hereby accorded for payment of remuneration to all the Directors of the Company, notwithstanding that the aggregate remuneration payable to such Directors may exceed the overall limit of 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act, with an overall upper limit on to the remuneration payable to all the Directors of the Company including the Managing Director, Whole Time Directors, and other Directors, not exceeding of Rs. 30,00,00,000 (Rupees Thirty Crore Only) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including any duly constituted committee thereof), be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution including payment of remuneration as above in such amount, proportion and manner as may be decided by the Board from time to time within the overall upper limit prescribed under this resolution.”

13. Approval of Related Party Transaction for payment of remuneration to Mr. Sudhir Goyal for holding an office or place of profit in the Company as the Chief Financial Officer of the Company, in excess of the limits specified under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014

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

“RESOLVED THAT pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), and based on the recommendations and approval of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for Mr. Sudhir Goyal, a related party within the meaning of Section 2(76) of the Act, who is serving as the Chief Financial Officer and Key Managerial Personnel of Amber Enterprises India Limited (“Amber”), the holding company, to hold an office or place of profit in the Company as the Chief Financial Officer and Key Managerial Personnel, with effect from 13th August 2026, at a total remuneration not exceeding Rs. 2,00,00,000/- (Rupees Two Crore only) per annum, payable by the Company, on such terms and conditions as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the aforesaid remuneration may be revised from time to time in accordance with the normal annual increment and compensation review cycle of the Company; provided, however, that any revision resulting in the aggregate remuneration exceeding Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum, shall be subject to obtaining the requisite approvals of the Audit Committee, Board and shareholders of the Company and of Amber Enterprises India Limited, the holding listed company and such other statutory, regulatory or corporate approvals as may be required under the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws.

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, be and are hereby severally authorised to do all such acts, deeds, matters and things and to sign, execute and file all such applications, documents, declarations, forms and writings as may be necessary or expedient for giving effect to this Resolution, including making necessary statutory and regulatory filings and entries in, and authentication of, the Register of Contracts and Arrangements maintained under Section 189 of the Act, and to settle any questions, difficulties or issues that may arise in this regard."

14. Approval of the revised Employee Stock Option Plan of the Company i.e. the "IL JIN EMPLOYEE STOCK OPTION PLAN 2025" ("ESOP 2025" or "Plan")

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

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Act") and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, ("SBEB Regulations"), relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions as may be necessary, in supersession and modification to the earlier resolution passed by the shareholders in their meeting held on 26th September 2025, thereby approving the 'IL JIN Employee Stock Option Plan 2025' ("ESOP 2025" / "Plan"), the consent of the shareholders of the Company, be and is hereby accorded towards the amendments made under the ESOP 2025, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/ ESOP Compensation Committee, which the Board has constituted), with a view to give effect the following amendments:

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
Clause 1.3 - Background of Plan	The Plan is established with effect from 26 th September 2025 on which the Current Shareholders of the Company have approved the Plan	The Plan is established with effect from 26 th September 2025 on which the shareholders of the Company have approved the Plan. The Company is contemplating listing its Shares through an initial public offer ("IPO"). Consequently, the ESOP 2025 has been amended in the shareholders' meeting by way of a special resolution dated 15th September 2026 with a view to align ESOP 2025 as per the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other modifications as approved by the shareholders.
Definition - Applicable Law	"Applicable Law" means every rule, regulation or law relating to Employee Stock Options, including, without limitation, the Companies Act including any enactment or re-enactment thereof, and all relevant tax, securities, exchange control or corporate laws of India.	"Applicable Law" means every rule, regulation or law relating to Employee Stock Options, including, without limitation, the Act, all relevant regulations of the Securities and Exchange Board of India particularly in connection with Post IPO, including Securities and Exchange Board of India Act 1992, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities Contracts (Regulation) Act, 1956, ("SCRA Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), each as amended and enacted from time to time read with all circulars, directions and notifications issued thereunder and all the relevant tax, securities, foreign exchange control or corporate laws or amendments thereof including any circular, notification issued thereunder by regulatory authorities of India or of any relevant jurisdiction or of any Stock

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		Exchange on which the Shares may be listed or quoted.
Definition - Associate Company	New Insertion	"Associate Company" shall have the same meaning as defined under section 2(6) of the Act.
Definition - Committee	"Committee" means the Compensation Committee or Nomination and Remuneration Committee, or any other Committee by whatever name called, constituted or re-constituted from time to time by the Board entrusting administration of the Plan.	Addition: Provided that, Post IPO, the ESOP Compensation Committee or the Nomination and Remuneration Committee of the Board, as constituted or reconstituted from time to time under Regulation 19 of the SEBI LODR Regulations, as amended from time to time and having such powers as specified under the SBEB Regulations read with powers specified in this Plan.
Definition - Company	"Company" means "IL JIN Electronics (India) Private Limited", a company registered in India under the provisions of the Companies Act, 1956 having CIN: U31909PN2001PTC224946 and having its registered office at "Gat No. 161/2 Pimple Jagtap Road, Haveli, Maharashtra, India - 412216"	"Company" means IL JIN Electronics (India) Private Limited, a company incorporated in India under the provisions of the Companies Act, 1956, having CIN: U31909PN2001PTC224946, with its registered office at Gat No. 161/2, Pimple Jagtap Road, Haveli, Maharashtra, India - 412216, and corporate office at 27 & 28, Ecotech-3, Extension-2, Udyog Kendra 2, Ecotech III, Greater Noida, Uttar Pradesh, India - 201306. The name of the Company is presently under process for change, and upon approval of the requisite authorities, the Company shall be referred to by its changed name. Any reference to the "Company" herein shall be deemed to include its present name, its changed name upon such approval, and any subsequent name by which the Company may hereafter be known. Further, in the event of any change in the registered office, corporate office, CIN, or other particulars of the Company pursuant to applicable law, such

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		changed particulars shall be deemed to form part of this definition without requiring any amendment to this Plan, to the extent permitted under applicable law.
Definition - Company Policies/Terms of Employment	Applicable to Company, Subsidiary and Holding Company employees.	"Company Policies/Terms of Employment" means the Company's policies for Employees and the terms of employment as contained in the employment letter and the Company handbook, if any, which includes provisions requiring a desired level of performance, securing confidentiality, non-compete and non-poaching of other Employees and customers. Company Policies/ Terms of Employment of Group Company shall be deemed to be "Company Policies/ Terms of Employment" for such Option Grantee.
Definition -Disciplinary Proceedings	New Insertion	"Disciplinary Proceedings" means involved in alleged fraud, embezzlement, theft, financial irregularity, breach of confidentiality obligations, insider trading, corruption, bribery, wilful misconduct, sexual harassment established under applicable policies, material violation of Company policies or any act causing significant reputational, financial or legal harm to the Company or its affiliates.
Definition - Employee	"Employee" means (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; (iii) employees as mentioned in (i) and (ii) above of a Subsidiary(ies), in India or outside India, or of a Holding Company of the Company	"Employee" means Prior to Listing, the term "Employee" subject to the requirements of Applicable Laws, to the extent applicable, means – (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;

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
	but excludes a. an employee who is a Promoter or belongs to the Promoter Group; b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and c. a Director being an Independent Director.	(iii) employees as mentioned in (i) and (ii) above of a Subsidiary(ies), in India 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; b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and c. a Director being an Independent Director. Post IPO, the term "Employee" subject to the requirements of Applicable Law, to the extent applicable, means – an employee as designated by the Company, who is exclusively working in India or outside India; or a. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group; or b. an employee as defined in sub clause (a) or (b), of a Group Company, including Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company of the Company. but does not include (i) an employee who is a Promoter or a person belonging to the Promoter Group; or (ii) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares of the Company; or (iii) an Independent Director. Provided that the Company shall take prior approval from the shareholders of

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		the Company by way of a separate special resolution to Grant Options to the Employees of any of its Group Company.
Definition - Fair Market Value	"Fair Market Value" means the value of a Share of the Company as determined by a registered valuer, as required by Applicable Laws for the time being in force and appointed by the Company from time to time.	Addition: "Fair Market Value" means the value of a Share of the Company as determined by a registered valuer, required under the Applicable Law for the time being in force and appointed by the Company from time to time. Provided that Post IPO, the term "Fair Market Value" shall refer to "Market Price" within the meaning of SBEB Regulations.
Definition - Grant Date	New Insertion	"Grant Date" means the date of the meeting of the Committee in which Grant of Options to the Employees is approved or any such date which may be determined by the Committee as the Grant date. Explanation: For accounting purposes, the Grant Date will be determined in accordance with applicable accounting standards.
Definition - Grant Letter	New Insertion	"Grant Letter" shall mean a written letter issued by the Company to an Option Grantee, governing the terms and conditions of Grant, Vesting and Exercise of the Options and includes an addendum thereof.
Definition - Group / Group Company	New Insertion	"Group" or "Group Company" shall mean the Subsidiary or subsidiaries or holding company of the Company, as per the Act. Provided that, Post IPO, "Group" shall have the meaning assigned to it under the regulation 2(1)(r) of SBEB Regulations, as amended from time to

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		time and shall include Subsidiary Company, Associate Company or the Holding Company. Provided further that, Post IPO, the phrase "Group Company" shall mean and include companies defined under the definition of "Group" under SBEB Regulations, as amended from time to time.
Definition - Independent Director	"Independent Director" means a Director within the meaning of Section 149(6) of the Companies Act.	"Independent Director" means a Director within the meaning of Section 149(6) of the Act and the applicable provisions of the SEBI LODR Regulations.
Definition - Listing	"Listing" means listing of the Company's Shares on any recognized Stock Exchange in India which includes listing of Shares pursuant to initial public offering of Shares as per Applicable Laws.	"Initial Public Offering" or "IPO" or "Listing" means listing of the Company's shares on any recognized Stock Exchange in India which includes listing of shares pursuant to initial public offering of shares as per Applicable Law.
Definition - Market Price	New Insertion	"Market Price" means the latest available closing price on the recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date. Explanation: In the case of shares listed on more than one recognized Stock Exchange, then the closing price on the Stock Exchange having the highest trading volume on the said date shall be considered.
Definition - Merchant Banker	New Insertion	"Merchant Banker" shall have the same meaning assigned to it under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, who is registered under Section 12 of the Securities and Exchange Board of India Act, 1992.

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
Definition Parent Group	Deletion	"Parent Group" means the other subsidiary(ies), associates and joint ventures of the Holding Company.
Definition - Promoter	"Promoter" means a person: (a) who has been named as such in a prospectus or is identified by the Company in the annual return; (b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, Director or otherwise; or (c) in accordance with whose advice, directions, or instructions the Board is accustomed to act: Provided that nothing in Sub-clause (c) shall apply to a person who is acting merely in a professional capacity.	"Promoter" means a person: (a) who has been named as such in a prospectus or is identified by the Company in the annual return; (b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, Director or otherwise; or (c) in accordance with whose advice, directions, or instructions the Board is accustomed to act: Provided that nothing in Sub-clause (c) shall apply to a person who is acting merely in a professional capacity. Provided further that upon filing of the draft red herring prospectus, the term 'Promoter' defined hereinabove shall mean such persons classified as a 'Promoter' in such draft red herring prospectus, red herring prospectus and prospectus, in accordance with the provisions of the SEBI ICDR Regulations.
Definition - Promoter Group	"Promoter Group" means (a) an immediate relative of the Promoter (i.e., spouse of that person, or any parent, brother, sister, or child of the person or of the spouse); (b) persons whose Shareholding is aggregated for the purpose of disclosing 'shareholding of the promoter group' in the offer document.	"Promoter Group" means (a) an immediate relative of the Promoter (i.e., spouse of that person, or any parent, brother, sister, or child of the person or of the spouse); (b) persons whose shareholding is aggregated for the purpose of disclosing 'shareholding of the promoter group' in the offer document. Post IPO, the term "Promoter Group" shall have the same meaning assigned to it under Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Definition - Relevant Date	New Insertion	"Relevant Date" means any of the following dates as the context require:

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		a. in the case of Grant, the Grant Date; or b. in the case of Exercise, the date on which the notice of Exercise is given to the Company by the Grantee.
Definition - Secretarial Auditor	New Insertion	"Secretarial Auditor" means a company secretary in practice appointed by the Company under Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 to conduct secretarial audit pursuant to regulation 24A of the LODR Regulations.
Definition Shares	"Shares" means equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each fully paid-up including the equity shares arising out of the Exercise of Options granted under the Plan.	"Shares" means equity shares of the Company of face value of Rs. 5/- (Rupees Five Only) each fully paid-up including the equity shares arising out of the Exercise of Options granted under the Plan.
Clause 2.2 (f) (Interpretation)	in the context of an Eligible Employee of a Holding Company or Subsidiary Company, any reference to Company Policies, terms of employment shall refer to such the Holding Company or Subsidiary Company, as the case may be	in the context of an eligible Employee of a Group Company, any reference to the Company Policies, terms and conditions of employment or service conditions under this Scheme shall be construed as a reference to the policies, terms and conditions of employment or service conditions, as applicable, of such Group Company.
Clause 3.1 Authority and Ceiling	The Current Shareholders of the Company have vide their resolution dated 26 September 2025 approved the Plan authorizing the Board/Committee to grant not exceeding 4,00,000 (Four Lakh) Options ("ESOP Pool") to the eligible Employees under the Plan in one or more tranches, from time to time, which in aggregate exercisable into not more than equivalent number of Shares i.e 4,00,000 (Four Lakh) with each such Option conferring a right upon the Employees to apply for one	The shareholders of the Company, vide their resolution dated 26 September 2025, approved the Plan and authorized the Board/Committee to grant up to 4,00,000 (Four Lakh) Options (Original Pool) to eligible Employees under the Plan, in one or more tranches from time to time. Subsequently, the Original Pool has been adjusted/revised to 2,08,00,000 (Two Crore Eight Lakh) Options (FN) ("ESOP Pool"). Accordingly, the Board/Committee is authorized to grant, from time to time and in one or more tranches, Options to eligible Employees under the Plan, which, in aggregate, shall

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
	Share in the Company in accordance with the terms and conditions as may be decided under the Plan.	be exercisable into not more than 2,08,00,000 (Two Crore Eight Lakh) Equity Shares of the Company, having a face value of Rs. 5 (Rupees Five) each, subject to the terms and conditions of the Plan and applicable laws. Each Option granted under the Plan shall confer upon the eligible Employee the right to apply for and be allotted one Equity Share of the Company upon exercise of such Option, subject to the applicable vesting, exercise and other terms and conditions of the Plan and applicable laws. Footnote (FN): The ESOP Pool originally comprised 4,00,000 (Four Lakh) Options exercisable into 4,00,000 (Four Lakh) equity shares of face value Rs. 10 each, as approved by the shareholders on 26 September 2025. Pursuant to the approval of the Board of Directors at its meeting held on 11th July 2026 and the subsequent approval of the shareholders at the Extraordinary General Meeting held on 15th July 2026, the Company executed the sub-division of the equity shares of the Company from Rs. 10 each to Rs. 5 each and issue of bonus equity shares in the ratio of 25:1, the ESOP Pool was proportionately adjusted to 2,08,00,000 (Two Crore Eight Lakh Only) Options exercisable into 2,08,00,000 (Two Crore Eight Lakh Only) Equity Shares of face value Rs. 5 each, without any increase in the aggregate value of the ESOP Pool.
Clause 3.2 Authority and Ceiling	The maximum number of Options under the Plan that may be granted to any Employee in any year and in aggregate shall not exceed 30,000 (Thirty	The maximum number of Options under the Plan that may be granted to any Employee per grant and in aggregate has been proportionately adjusted and shall not exceed 15,60,000 (Fifteen Lakh Sixty

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
	Thousand) at the time of grant of Option under the Plan.	Thousand) at the time of grant of Option under the Plan.
Clause 3.6 Authority and Ceiling	Prior approval of shareholders in the general meeting shall be obtained in case the Grant of Options to any identified Employee in any financial year is equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Option.	Prior approval of shareholders in the general meeting shall be obtained in case the Grant of Options to any single eligible Employee in any financial year is equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Option.
Clause 3.7 Authority and Ceiling	New Insertion	Any change shall be made in the terms of options under this Plan only upon prior approval of the shareholders, by way of a special resolution.
Clause 4: (4.3) Administration	New sub-clause added	Post IPO, the Company shall also frame suitable policies and systems to ensure that there is no violation of (a) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) (b) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 (as amended from time to time) and (c) any other regulation as may be notified by the Securities and Exchange Board of India or any other authority from time to time, by the Company, and any of its Employee.
Clause 5.2 - Applicability	The Plan shall be applicable to the Company, its Subsidiary(ies) Company, its Holding Company and any successor Company thereof and may be granted to the Employees of the Company, as determined by the Board at its sole discretion.	Prior to Listing, this Plan shall be applicable to: i. the Company (including any successor company thereof), its Employees; and ii. Subsidiary Company and Holding Company of the Company and their employees/ directors, to the extent

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		any of them covered as "Employees" under the Plan. Post IPO, the Plan shall be applicable to the Employees of the Company and Group Company. Provided that in case of any Grant to the Employees of the Group Company, the Company shall obtain prior approval of the shareholders of the Company by way of a separate requisite resolution.
Clause 5.3 - Applicability	Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board at its sole discretion, from time to time.	The eligibility of an Employee for the grant of Options under the Plan shall be determined by the Board/Committee, in its sole discretion, based on factors including, but not limited to, the Employee's designation, role, period of service, individual performance, achievement of performance-linked parameters, potential contribution to the growth of the Company, and such other criteria as the Board/Committee may determine, from time to time.
Clause 6.5	New sub-clause added	Where the Company grants Options under the Plan after the Listing of its Equity Shares, the Company shall, prior to such Grant, obtain all necessary approvals, including the in-principal approval(s) of the recognised Stock Exchange(s) if any, wherever required, and the one-time approval of the shareholders by way of ratification of the Plan, in accordance with the applicable provisions of the SBEB Regulations and other Applicable Law, rules, regulations and guidelines, as amended from time to time.
Clause 7.2, 7.3 & 7.4	Applicable to Company, Subsidiary and Holding Company only.	Added provisions: Post IPO , this sub-clause (7.2, 7.3 and 7.4) shall be applicable to the Company or its Group Company including Subsidiary Company or its Associate Company, if any and the

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		Holding Company of the Company and its Employees.
Clause 7.6 - Acceleration of Vesting	Applicable in case of Liquidity Events.	Clarified as " Prior to Listing ". Added statement: " Post IPO, this Sub-Clause shall defunct. "
Clause 8.1 - Exercise Price	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.	Prior to Listing , 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. Post IPO , the Exercise Price per Option shall be as determined by the Committee and as set out in the Grant Letter and shall not be less than the face value of the Shares and may be up to the Market Price of the Shares, as on the Grant Date.
Clause 8.2(a) - Exercise while in employment	The Vested Options can be exercised by the Option Grantees within a maximum period of 4 (Four) years or upon the happening of a Liquidity Event whichever is later and within such period as prescribed by the Board. The Exercise Period shall be intimated in the Grant Letter.	Prior to Listing , the Vested Options can be exercised by the Option Grantees within a maximum period of 4 (Four) years from the Vesting Date or upon the happening of a Liquidity Event whichever is later and within such period as prescribed by the Board. The Exercise Period shall be intimated in the Grant Letter. Post IPO , the maximum Exercise Period shall be such period as may be specified in the Grant Letter, which shall not exceed 4 (Four) years from the Vesting Date, subject to minimum vesting period of 12 months from the Grant Date
Clause 8.2(b)	Separation provisions linked with Liquidity Events.	Detailed bifurcation into Prior Listing and Post IPO exercise treatment. Liquidity Event references removed from post-listing framework.
Clause 9.1 - Strategic Sale Drag Along	Fully operative.	Added statement: " Post IPO, this Sub-Clause shall defunct. "
Clause 9.2 - Investor Purchase Offer	Fully operative.	Added statement: " Post IPO, this Sub-Clause shall defunct. "

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
Clause 9.4 - Other Liquidity Events	Board may designate any other event as Liquidity Event.	Restricted to "prior to listing".
Clause 10 - Cash Settlement	New sub-clause added 10.4	Any cash settlement under this Clause shall be subject to compliance with Applicable Laws, accounting standards, tax requirements and such approvals as may be required from time to time.
Clause 10 - Cash Settlement	Cash settlement framework applicable.	Added: "Post IPO, sub-clauses 10.1 to 10.4 shall defunct."
Clause 11 - Right of First Refusal	ROFR rights available.	Added Clause 11.8: ROFR provisions cease upon listing of the Company.
Clause 14 - Lock-in of Shares	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.	The Shares issued upon Exercise shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that and Post IPO under the SEBI ICDR Regulations, or code of conduct framed, if any, by the Company, and under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
Clause 15.3 (New)	New sub-clause added	In case the Company proposes Listing, all the exercisable Vested Options can be exercised within such period ("Notified Period") prior to the date of filing of prospectus with appropriate authorities as may be notified by the Board prior to such Listing. For effecting this, the Company shall issue notice to the Participant, legal heir or nominee as the case may be, prior to filing of prospectus with appropriate authorities, at their registered address available in the records of the Company for the Exercise of the Vested Options. In case, the Participant, legal heir or nominee as the case may be, fails to exercise the Vested Options within the Notified Period, such Vested Options shall continue to remain exercisable, subject to the terms of the Plan, and may be exercised at any time within the maximum Exercise Period specified under Clause 8.2(b). Upon expiry of such maximum Exercise Period, any unexercised Vested Options shall

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
		lapse and the Participant, legal heir or nominee, as the case may be, shall have no claim or recourse in respect thereof.
Clause 15.4 (New)	New sub-clause added	Post IPO, a. the Company shall not Grant options under the Plan unless it obtains in-principle approval from the Stock Exchanges where it is listed. b. the Company shall appoint a Merchant Banker for the implementation of the Plan upto in-principle approval from the Stock Exchanges where it is listed. c. subject to the approval of the stock exchange(s), the Shares issued and allotted on Exercise of the options shall be listed on the recognized Stock Exchange(s) on which the Shares of the Company are listed.
Clause 16 - Other Terms and Conditions (16.4)	If the Company issues bonus or rights Shares, the Option Grantee will not be eligible for the bonus or rights Shares in the capacity of an Option Grantee. However, an adjustment to the number of Options or the Exercise Price or both would be made in accordance with Sub-clause 4.2(f) of the Plan.	If the Company issues bonus or rights Shares, the Option Grantee will not be eligible for the bonus or rights Shares in the capacity of an Option Grantee. However, an adjustment to the number of Options or the Exercise Price or both would be made in accordance with Sub-clause 4.2(f) of the Plan with the objective of preserving the intrinsic/economic value of the Options on a pre and post corporate action basis.
Clause 17.1	Reference to Income Tax Act and applicable foreign tax laws.	Added words " enactment or re-enactment thereof ".
Clause 18 - Certificate from Secretarial Auditors (New Clause)	New clause added	Post IPO, the Board shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the Plan has been implemented in accordance with the SBEB Regulations and in accordance with the resolution of the Company in the general meeting.
Clause 19 - Authority to Vary Terms	Provided the variation carried out by Board or the Shareholders of the Company	Provided the variation carried out by Board/Committee or the shareholders of the Company shall not have detrimental

Clause Reference (As per Amended Plan)	Existing Clause	Proposed Amended Clause
	shall not have detrimental effect to the interest of existing Option Grantees.	effect to the interest of existing Option Grantees. The notice for passing special resolution for variation of terms of the Plan shall disclose full of the variation, the rationale therefor, and the details of the employees who are beneficiaries of such variation.
Clause 19 - Authority to Vary Terms	New Provision added	The Board/Committee may re-price the Options, which are not exercised, whether or not they have been vested, if the Plan is rendered unattractive due to fall in the price of the shares in the stock market. Provided that the Company ensures that such repricing is not detrimental to the interests of the Employees and approval of the shareholders by a special resolution has been obtained for such repricing.
Clause 23.2 - Accounting & Disclosures	New sub-clause added	Post IPO , the Company shall comply with the necessary disclosure mandates provided under the Act followed by the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB Regulations along with the disclosures mandated under the Regulation 14 of SBEB Regulations for any material change to be disclosed in Board's Report and website disclosures in Part F of Schedule I of the SBEB Regulations.
In addition to the proposed amendments, necessary changes have also been made to clauses dealing with the definitions of terms used in ESOP 2025, the administration powers of the Nomination and Remuneration Committee in alignment with the SBEB Regulations. Further, cosmetic changes have been introduced, and other required disclosures to be made, in compliance with applicable laws.		

RESOLVED FURTHER THAT the Equity Shares as specified hereinabove shall be issued and allotted by the Company to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

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 Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the price of acquisition payable by the eligible employees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per Shares shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company or Mr. Sanjay Kumar Arora, Whole Time Director of the Company or Mr. Sudhir Goyal, Chief Financial Officer of the Company or Ms. Sakshi Gupta, Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds, matters and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board of Directors of the Company (Including any duly constituted committee thereof), be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company, to do all such acts that are necessary and 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, being incidental to the effective implementation and administration of the ESOP 2025 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."

15. Approval of Inter-Corporate Loans, Investments, Guarantee or Security and Acquisition by the Company exceeding the limits ascribed under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at the Extraordinary General Meeting held on 14th February 2025, on recommendation of the Audit Committee and approval of Board of Directors of the Company and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other consents, permissions, approvals as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted and any person(s) authorized by the Board to exercise the powers conferred by this resolution), to:

- make loans from time to time on such terms and conditions as it may deem expedient in one or more tranches to any person or other body corporates for an amount which is higher of any of the following amounts:

- a) Rs. 10,000 Crore; or
 - b) Sixty per cent of the paid-up share capital, free reserves and securities premium account or one hundred per cent of Company's free reserves and securities premium account, whichever is more;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to any person or other body corporates in one or more tranches for an amount which is higher of any of the following amounts:
- a) Rs. 10,000 Crore; or
 - b) Sixty per cent of the paid-up share capital, free reserves and securities premium account or one hundred percent of Company's free reserves and securities premium account, whichever is more;
- acquire by way of subscription, purchase or otherwise the securities in one or more tranches of any other body corporate, for an amount which is higher of any of the following amounts:
- a) Rs. 10,000 Crore; or
 - b) Sixty per cent of the paid-up share capital, free reserves and securities premium account or one hundred percent of Company's free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to authorize the Board to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and to make loans to body corporates and any person; and to provide guarantees/security on behalf of any body corporate or person to such person(s) on such terms and conditions as may be deemed fit and expedient by the Board of Directors of the Company as per the provisions prescribed under the Act, read with Rules made thereunder as amended from time to time, notwithstanding that in the event of deficit/losses, at any time, the limit(s) under Section 186 shall be Rs. 10,000 Crore for the respective activities as cited above.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof."

16. Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the "Loan") to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Ascent Circuits Private Limited ("Ascent Circuits"), Subsidiary Company of the Company

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

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Extraordinary General Meeting held on 14th February 2025, and pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Rules"), and other applicable rules, regulations, circulars and guidelines in force from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval 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 hereinafter may constitute to exercise its powers including the powers conferred by this resolution) for making of loan(s) including any loan represented by way of book debt (the "Loan"), and/ or giving guarantee(s), and/or providing security(ies) in connection with any loan availed/ or to be availed from any person other than banks or financial institutions by **Ascent Circuits Private Limited ("Ascent Circuits")**, a subsidiary of the Company and an entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/ security given by the Company shall be utilised by Ascent Circuits for its principal business activities, at a rate of interest as per the provisions of Section 186 of the Act read with applicable rules and on such terms and conditions as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company, be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid loan/ guarantee/ security, with such modifications as may be required from time to time, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

17. **Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the "Loan") to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Ascent-K Circuit Private Limited ("Ascent-K"), Subsidiary Company of the Company**

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

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Extraordinary General Meeting held on 14th February 2025 and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Rules") and other applicable rules, regulations, circulars and guidelines in force from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, approval 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 hereinafter may constitute to exercise its powers including the powers conferred by this resolution) for making of loan(s) including any loan represented by way of book debt (the "Loan"), and/ or giving guarantee(s), and/or providing security(ies) in connection with any loan availed/ or to be availed from any person other than banks or financial institutions by **Ascent-K Circuit Private Limited ("Ascent-K")**, a subsidiary of the Company and an entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 2,500 Crore (Rupees Two Thousand and Five Hundred Crore Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/ security given by the Company shall be utilised by Ascent-K for its principal business activities, at a rate of interest as per the provisions of Section 186 of



AN AMBER GROUP COMPANY

the Act read with applicable rules and on such terms and conditions as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company, be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid loan/ guarantee/ security, with such modifications as may be required from time to time, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Place: Gurugram
Date : 13th August 2026

For and on behalf of Board of Directors
IL JIN Electronics (India) Private Limited


Sakshi Gupta)
Company Secretary

Membership No. A56036

Address: 36/6, Shastri Nagar, Hans Nagar,
Kanpur Nagar, Uttar Pradesh - 208005

Notes:

1. Pursuant to the Ministry of Corporate Affairs ('MCA') vide General Circular No. 3/2025 dated 22nd September 2025 read with General Circular No. 20/2020 dated 5th May 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 14/2020 dated 8th April 2020 and other applicable circulars (collectively referred to as 'MCA Circulars'), companies are allowed to hold Annual General Meeting through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the provision of the Companies Act, 2013 ("the Act"), the Company has decided to hold its 25th Annual General Meeting ("AGM") through Video Conference / Other Audio Visual Means ("VC" / "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 15th April 2020, issued by the ICSI, the proceedings of this AGM shall be deemed to be conducted at the registered office of the Company at Gat No. 161/2 Pimple Jagtap Road, Koregaon Bhima, Pune, Haveli, Maharashtra, India, 412216, the deemed venue of this AGM.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the special business under item no. 3 to 17 of the accompanying Notice is annexed hereto and forms part of this Notice.
4. In line with the aforesaid MCA Circular, the Notice of the AGM and Annual Report for the financial year 2025-26, consisting of financial statements for the financial year ended 31st March 2026, Directors Report, Auditors Report and other attachments of the financial statements and Reports are 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 AGM and the Annual Report for the financial year 2025-26 and all other communications sent by the Company, from time to time, 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 PAN 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.
 - 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 AGM 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 AGM and hence, the Proxy Form, Attendance Slip and Route Map to AGM venue are not annexed to this Notice.
6. The attendance of Members attending the AGM 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 AGM 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 AGM by e-mail to cs_corp@ambergroupindia.com.

8. The Notice is being sent to all the members, whose names appear in the register of members, Directors of the Company, Statutory Auditors, Secretarial Auditors, Internal Auditors and Cost Auditors.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members may also note that the Notice of AGM and the Annual Report for the financial year 2025-26 will also be available on the Company's website www.iljin.co.in for download.
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 AGM, i.e., 15th September 2026. Members seeking to inspect such documents can send an email to cs_corp@ambergrouppindia.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 AGM and the same can be accessed by sending a request to the Company at cs_corp@ambergrouppindia.com upto the conclusion of AGM.
11. Members who would like to express their views or ask questions during the AGM 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 AGM to cs_corp@ambergrouppindia.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 AGM, Members are requested to convey their vote by sending email at cs_corp@ambergrouppindia.com.
13. The register of members and share transfer books will remain closed from 8th September 2026 till 15th September 2026 for the purpose of the AGM.
14. Instructions for joining the AGM through VC/ OAVM are as follows:
 - As the AGM will be conducted through Microsoft Teams Application, Teams Meeting invite will be sent to the registered emails of the organizer representatives of the Members, closer to the date of the AGM.
 - 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.
15. Instructions for members/participants for attending the AGM through VC/ OAVM are as under:

- Facility of joining the AGM 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 AGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their 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 AGM.
 - We recommend not to use / join through web-version because it may have voice and video quality issue. 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).
16. Additional Information w.r.t appointment/re-appointment of a Director, as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure hereto.

For and on behalf of Board of Directors
IL JIN Electronics (India) Private Limited



(Sakshi Gupta)

Company Secretary

Membership No. A56036

Address: 36/6, Shastri Nagar, Hans Nagar,
Kanpur Nagar, Uttar Pradesh - 208005

Place: Gurugram
Date : 13th August 2026

EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013, to the resolution proposed to be passed at the Annual General Meeting to be held on Tuesday, 15th day of September 2026 at 10:00 A.M. IST}

ITEM NO. 3

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof) and all other applicable rules, regulations and guidelines framed thereunder as may be applicable from time to time, the Board of Directors of the Company at their meeting held on 14th May 2026 on the recommendation of the Audit Committee, approved the appointment of M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No. 000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110096 as a Cost Auditor of the Company for the financial year 2026-27 at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand Only) excluding the applicable tax and out-of-pocket expenses, if any, as may be incurred during the said audit.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is being sought to ratify the remuneration payable to the Cost Auditor.

The partners of the Firm hold a valid certificate of practice under sub-section (1) of Section 6 of Cost and Works Accountants Act, 1959.

M/s K.G. Goyal & Associates, a firm of Cost Accountants, has certified that their appointment is within the limits prescribed under section 141(3)(g) read with Section 148 of the Act and further they are independent firm of Cost Accountants and having arm's length relationship with our Company.

M/s. K.G. Goyal & Associates also confirmed that there are no orders or proceedings which are pending against their firm or any of their partners relating professional matters of conduct before the Institute of Cost Accountants of India or any competent authority or any court.

None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of an Ordinary Resolution proposed at item no. 3.

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

The Board of Directors of your Company recommends that the Ordinary Resolution under Item No. 3 be passed in the Interest of your Company.

ITEM NO. 4

In order to strengthen the composition of the Board, enhance the Company's corporate governance framework, and ensure adequate representation of Independent Directors on the Board of the Company, it is proposed to appoint an Independent Director on the Board of the Company in accordance with the applicable provisions of the Companies Act, 2013 (“the Act”).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 13th August 2026, appointed Mr. Prakash Iyer (DIN: 00956349) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for first term of five (5) consecutive years, commencing from 13th August 2026 up to 12th August 2031, subject to the approval of the shareholders.

Pursuant to Section 161(1) of the Act, Mr. Prakash Iyer shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier. Accordingly, the approval of the shareholders is being sought for his appointment as a Non-Executive Independent Director of the Company for the aforesaid term of five (5) consecutive years.

Accordingly, the approval of the members is being sought for the appointment of Mr. Prakash Iyer (DIN: 00956349) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years commencing from 13th August 2026 up to 12th August 2031.

The Company has received the following declarations, confirmations and intimations from Mr. Prakash Iyer:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013;
- (iii) Declaration of independence confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act;
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (v) Declaration regarding compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, pursuant to Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Prakash Iyer for appointment as a Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Prakash Iyer fulfils the conditions specified under the Act for appointment as an Independent Director and is independent of the management. Considering his qualifications, extensive experience, knowledge and expertise, the Board is of the view that his association would be beneficial to the Company and accordingly recommends the resolution set out in the Notice for approval of the members.

The Board is satisfied that the appointment of Mr. Prakash Iyer as an Independent Director of the Company is justified considering his rich and diverse experience, knowledge and expertise, inter alia, for the following reasons:

- He possesses over 30 years of extensive experience in the financial services sector.
- He has significant expertise in venture investing, strategic planning, fundraising, mergers and acquisitions, and business growth strategies across diverse industries.
- He has substantial experience in investments, capital raising and execution of M&A transactions.
- He has served on the boards of various multinational and reputed organizations, bringing valuable insights into corporate governance, strategy and risk management.

A copy of the draft letter of appointment of Mr. Prakash Iyer setting out the terms and conditions of his appointment, together with other relevant documents, is available for inspection by the members through electronic mode during the period up to and including the date of the 25th Annual General Meeting.

The terms and conditions of appointment of Independent Directors are available on the Company's website at: <https://www.iljin.co.in/investor-relations/>.

The resolution seeks approval of the members for the appointment of Mr. Prakash Iyer as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 13th August 2026 up to 12th August 2031 (both days inclusive), pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force. During his tenure as an Independent Director, he shall not be liable to retire by rotation.

The Board is of the opinion that Mr. Prakash Iyer fulfils the conditions specified under the Act for appointment as an Independent Director and is independent of the management. The Board believes that his appointment would be of significant value to the Company in view of his vast experience and professional expertise.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions thereof, the appointment of Mr. Prakash Iyer as an Independent Director is placed before the members for approval by way of a **Special Resolution**.

The brief profile and other disclosures relating to Mr. Prakash Iyer, as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in **Annexure-B** forming part of this Notice.

Except Mr. Prakash Iyer and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board confirms that all material facts and relevant information concerning this item of business have been disclosed and, to the best of its knowledge and belief, no other information is required to enable the members to make an informed decision on the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

In order to further strengthen the composition of the Board, enhance the Company's corporate governance framework, and ensure adequate representation of Independent Directors on the Board of the Company, it is proposed to appoint an Independent Director on the Board of the Company in accordance with the applicable provisions of the Companies Act, 2013 ("the Act").

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 13th August 2026, appointed Ms. Sabina Moti Bhavnani (DIN: 06553087) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a first term of five (5) consecutive years, commencing from 13th August 2026 up to 12th August 2031, subject to the approval of the shareholders.

Pursuant to Section 161(1) of the Act, Ms. Sabina Moti Bhavnani shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier. Accordingly, the approval of the shareholders is being sought for her appointment as a Non-Executive Independent Director of the Company for the aforesaid term of five (5) consecutive years.

Accordingly, the approval of the members is being sought for the appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years commencing from 13th August 2026 up to 12th August 2031.

The Company has received the following declarations, confirmations and intimations from Ms. Sabina Moti Bhavnani:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013;
- (iii) Declaration of independence confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act;
- (iv) Confirmation that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (v) Declaration regarding compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 relating to registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, pursuant to Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Ms. Sabina Moti Bhavnani for appointment as a Non-Executive Independent Director of the Company.

In the opinion of the Board, Ms. Sabina Moti Bhavnani fulfils the conditions specified under the Act for appointment as an Independent Director and is independent of the management. Considering her extensive experience, knowledge and expertise, the Board is of the view that her association would be beneficial to the Company and accordingly recommends the resolution set out in the Notice for approval of the members.

The Board is satisfied that the appointment of Ms. Sabina Moti Bhavnani as an Independent Director of the Company is justified considering her rich and diverse experience, knowledge and expertise, inter alia, for the following reasons:

- She possesses over 30 years of extensive experience across Corporate Advisory, Mergers & Acquisitions, Private Equity and Corporate Finance.
- She has advised and worked on a wide range of strategic transactions involving corporate restructuring, investments, acquisitions and financial advisory assignments.
- She brings valuable expertise in corporate governance, business strategy and financial management gained through her extensive professional experience.
- She has served on the boards of various multinational and reputed organizations, bringing valuable insights into corporate governance, strategy and risk management.

A copy of the draft letter of appointment of Ms. Sabina Moti Bhavnani setting out the terms and conditions of her appointment, together with other relevant documents, is available for inspection by the members through electronic mode during the period up to and including the date of the 25th Annual General Meeting.

The terms and conditions of appointment of Independent Directors are available on the Company's website at: <https://www.iljin.co.in/investor-relations/>.

The resolution seeks approval of the members for the appointment of Ms. Sabina Moti Bhavnani as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 13th August 2026 up to 12th August 2031 (both days inclusive), pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force. During her tenure as an Independent Director, she shall not be liable to retire by rotation.

The Board is of the opinion that Ms. Sabina Moti Bhavnani fulfils the conditions specified under the Act for appointment as an Independent Director and is independent of the management. The Board believes that her appointment would be of significant value to the Company in view of her vast experience and professional expertise.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions thereof, the appointment of Ms. Sabina Moti Bhavnani as an Independent Director is placed before the members for approval by way of a Special Resolution.

The brief profile and other disclosures relating to Ms. Sabina Moti Bhavnani, as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure-B** forming part of this Notice.

Except Ms. Sabina Moti Bhavnani and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board confirms that all material facts and relevant information concerning this item of business have been disclosed and, to the best of its knowledge and belief, no other information is required to enable the members to make an informed decision on the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out at Item No. 5 of the Notice for approval by the members.

ITEM NOS. 6 TO 10

The Non-Executive Directors of the Company, including Independent Directors, bring with them rich and diverse experience across various functional areas such as business strategy, financial governance, corporate governance, risk management, research and innovation. Through their active participation and guidance, they contribute significantly towards the formulation and oversight of the Company's long-term strategic objectives, governance framework and sustainable growth initiatives.

In recognition of the valuable contribution made by the Non-Executive Directors, and with a view to appropriately compensating them for the time, expertise and efforts devoted towards the affairs of the Company, the Board of Directors, at its meeting held on 13th August 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the proposal for payment of commission to the Non-Executive Directors, including Independent Directors, excluding the Nominee Director.

The Board believes that such remuneration would assist the Company in retaining and attracting high-calibre professionals on its Board and would further support the Company's long-term growth, governance standards and value creation initiatives.

The commission payable to the Non-Executive Directors, including Independent Directors, excluding the Nominee Director, shall be in addition to the sitting fees paid for attending meetings of the Board and its Committees.

Pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, a company having a Managing Director, Whole-time Director or Manager may pay remuneration by way of commission to its Directors, other than the Managing Director and Whole-time Directors, subject to the limits prescribed under the Act and calculated in accordance with the provisions of Section 198 of the Act.

The shareholders of the Company had, at their General Meeting held on 7th March 2024, approved the payment of commission to the Directors of the Company, other than the Managing Director and Whole-time Directors, for a period of three years commencing from the financial year 2023-24. The said approval shall remain valid up to the financial year 2025-26. Accordingly, approval of the members is being sought for continuation of such payment with effect from the financial year 2026-27.

Any payment in excess of the prescribed statutory limits requires the approval of the members by way of a Special Resolution.

Having regard to the increased responsibilities and contribution of the Non-Executive Directors and Independent Directors towards strategic guidance, governance oversight and long-term value creation, the Board considers it appropriate to seek approval of the members for payment of commission to the Non-Executive Directors, including Independent Directors, excluding the Nominee Director, in excess of one percent (1%) of the net profits of the Company computed in accordance with Section 198 of the Act, or such higher limit as may be prescribed under the Act from time to time.

Accordingly, approval of the members is being sought by way of a **Special Resolution** set out at Item Nos. 6 to 10 of the Notice for payment of commission to the Non-Executive Directors, including Independent Directors, excluding the Nominee Director, commencing from the financial year 2026-27, for a period not exceeding three (3) years. The aggregate amount of commission and the manner and proportion of its distribution amongst the eligible Directors shall be determined by the Board of Directors or a duly authorised Committee thereof from time to time.

The following Directors shall be eligible to receive commission under the proposed arrangement, subject to the approval of the members and applicable legal requirements:

Sl. No.	Name of Director	Category
1	Mr. Jasbir Singh	Non-Executive Director
2	Mr. Daljit Singh	Non-Executive Director
3	Mr. Arvind Uppal	Non-Executive Independent Director
4	Mr. Prakash Iyer	Non-Executive Independent Director
5	Ms. Sabina Moti Bhavnani	Non-Executive Independent Director

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

I. General Information:																						
Sl. No	Particulars	Mr. Arvind Uppal	Mr. Jasbir Singh	Mr. Daljit Singh	Mr. Prakash Iyer	Ms. Sabina Moti Bhavnani																
1.	Nature of industry	IL JIN Electronics (India) Private Limited ("IL JIN"/ "Company") is a company incorporated under the provisions of the Companies Act 1956, on 11th September 2001, having its Registered Office at Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal Shirur, Pune, Maharashtra - 412216. It is engaged in the business of Electronic Manufacturing Services (EMS), encompasses printed circuits board assembly and box build solution, PCBA operations are engaged in assembly of printed circuits boards and box built operations undertake complete "Build to Print" or "Build to Specifications" assembly of complex electronic products, sub systems and finished devices including telecommunications equipments, smart meters, wearables and hearables, automotive electronics and Industrial Control System serving a wide range of industries.																				
2.	Date or expected date of commencement of commercial production	The Company was incorporated several years ago and has been engaged in its business activities since its incorporation. The exact date of commencement of commercial production is not available from the records currently available.																				
3.	In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
4.	Financial performance based on given indicators	(Amount in Rs. Lakh) <table><tr><td>Financial year</td><td>2025-26</td><td>2024-25</td><td>2023-24</td></tr><tr><td>Gross Revenue</td><td>2,29,278.90</td><td>1,87,852.59</td><td>91,514.57</td></tr><tr><td>Profit after Tax</td><td>5,394.95</td><td>2,729.58</td><td>846.40</td></tr><tr><td>Earnings per share (Basic)</td><td>82.92</td><td>52.34</td><td>44.86</td></tr></table>					Financial year	2025-26	2024-25	2023-24	Gross Revenue	2,29,278.90	1,87,852.59	91,514.57	Profit after Tax	5,394.95	2,729.58	846.40	Earnings per share (Basic)	82.92	52.34	44.86
Financial year	2025-26	2024-25	2023-24																			
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Profit after Tax	5,394.95	2,729.58	846.40																			
Earnings per share (Basic)	82.92	52.34	44.86																			
5.	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration, nor has any direct foreign capital investment been made in the Company during the preceding three financial years, except as detailed below: 1. Joint Venture with Korea Circuit Co. Ltd. (South Korea) During the Financial Year 2024-25, the Company entered into a Joint Venture Agreement dated 15 October 2024 with Korea Circuit Co. Ltd. ("KCC"), a leading manufacturer of printed circuit boards based in South Korea, for the establishment of a joint venture company in India. Pursuant to the Joint Venture Agreement, Ascent-K Circuit Private Limited was incorporated on 7 April 2025 to undertake the business of manufacturing, assembling and marketing High Density Interconnect (HDI), Flexible (Flex) and Semiconductor Substrate Printed Circuit Boards (PCBs). The proposed shareholding structure of the joint venture company is 70:30, with the Company holding 70% and KCC holding 30%. 2. Strategic Overseas Investment and Acquisition of Unitronics (1989) (R"G) Ltd. During the Financial Year 2025-26, the Company entered into definitive agreements with the controlling shareholders of Unitronics (1989) (R"G) Ltd. ("Unitronics"), namely FIMI Opportunity V, L.P., FIMI Israel Opportunity V, Limited Partnership (collectively, "FIMI"), and Mr. Haim Shani, for the acquisition of approximately 40.24% of the issued and outstanding share capital of Unitronics (excluding dormant shares), either directly or indirectly through its subsidiary, for an aggregate consideration of NIS 156.08 million. To facilitate the aforesaid acquisition and strengthen its global presence, the Company made a strategic overseas investment through the incorporation of ILJIN Holding Ltd ("ILJIN Holding"), a company incorporated under the laws of the State of Israel on 7th September 2025. On 21 September 2025, the Company acquired the entire initial share capital of ILJIN Holding comprising 100 ordinary shares, representing 100% ownership. Subsequently, on 6th October 2025, the Company subscribed to 11,04,39,476 ordinary shares of ILJIN Holding.																				

		Consequently, ILJIN Holding became a Wholly Owned Subsidiary of the Company and a step-down wholly owned subsidiary of Amber . ILJIN Holding was established as a dedicated investment vehicle for undertaking the acquisition of Unitronics.																												
		Pursuant to the definitive agreements, ILJIN Holding acquired a 40.20% equity stake in Unitronics on 9 th October 2025. As a result, Unitronics became a subsidiary of ILJIN Holding and a step-down subsidiary of the Company and Amber.																												
		Thereafter, ILJIN Holding undertook additional acquisitions from time to time, increasing its shareholding in Unitronics to 49.66% of the equity share capital as on 31st March 2026 .																												
		Accordingly, Unitronics continues to be a subsidiary of ILJIN Holding and a step-down subsidiary of the Company.																												
II. Information about the appointee:																														
6.	Background details	Bachelor's degree in chemical engineering from IIT Delhi and Master's in Business Administration, FMS Delhi.	Bachelor's degree in production engineering (Industrial Production) from Karnataka University. Master's in business administration from the University of Hull, United Kingdom.	Bachelor's degree in electronic engineering from Nagpur University. Master's degree in information technology from the Rochester Institute of Technology.	Bachelor's degree in commerce from Pune University. Master's degree in commerce from Pune University. Chartered Accountant, from the Institute of Chartered Accountants of India. Cost Accountant, from the Institute of Cost and Work Accountants of India.	MBA in Finance from the Narsee Monjee Institute of Management Studies Bachelor of Commerce from the University of Mumbai, HR College																								
7.	Past remuneration (Per Annum)	<table><tr><th>Financial Year</th><th>Commission</th></tr><tr><td>2025-26</td><td>Rs. 5 Lakh</td></tr><tr><td>2024-25</td><td>Rs. 7.5 Lakh</td></tr><tr><td>2023-24</td><td>Rs. 5 Lakh</td></tr></table>	Financial Year	Commission	2025-26	Rs. 5 Lakh	2024-25	Rs. 7.5 Lakh	2023-24	Rs. 5 Lakh	<table><tr><th>Financial Year</th><th>Commission</th></tr><tr><td>2025-26</td><td>Rs. 55 Lakh</td></tr><tr><td>2024-25</td><td>Rs. 55 Lakh</td></tr><tr><td>2023-24</td><td>Nil</td></tr></table>	Financial Year	Commission	2025-26	Rs. 55 Lakh	2024-25	Rs. 55 Lakh	2023-24	Nil	<table><tr><th>Financial Year</th><th>Commission</th></tr><tr><td>2025-26</td><td>Rs. 30 Lakh</td></tr><tr><td>2024-25</td><td>Rs. 30 Lakh</td></tr><tr><td>2023-24</td><td>Nil</td></tr></table>	Financial Year	Commission	2025-26	Rs. 30 Lakh	2024-25	Rs. 30 Lakh	2023-24	Nil	N.A. Since appointed w.e.f 13 th August 2026	N.A. Since appointed w.e.f 13 th August 2026
Financial Year	Commission																													
2025-26	Rs. 5 Lakh																													
2024-25	Rs. 7.5 Lakh																													
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2023-24	Nil																													
Financial Year	Commission																													
2025-26	Rs. 30 Lakh																													
2024-25	Rs. 30 Lakh																													
2023-24	Nil																													
8.	Recognition or awards	Award and Accolades: 'Business Leader of the year - 2016' awarded by Indo American Chamber of Commerce. 'Best CEO Consumer Durables - 2015' awarded by Business Today. 'Appliance Man of the Year - 2011' awarded by Confederation of Electronics and Appliance Manufacturers Association - Business Leader of the Year - 2008' awarded by NDTV Profit	Mr. Jasbir Singh has been awarded with a title of "Man of Appliances" by Consumer Electronics & Appliances Manufacturers Association ("CEAMA"). Additionally, he is a recipient of the prestigious the EY Entrepreneur of the Year 2025 award in the Manufacturing category.	In 2016, he received "Entrepreneur of the Year" award from Ludhiana Management Association	None	None																								
9.	Job profile and his suitability	Mr. Arvind Uppal has been serving on the Board of the Company as an Independent Director since 13 th May 2022. He has over thirty-three years in the consumer	Mr. Jasbir Singh has been serving on the Board of the Company as Director since 21 st December 2017. He is having more than 23 years of experience in the RAC & B2B manufacturing sector. Mr. Jasbir Singh is	Mr. Daljit Singh has been serving on the Board of the Company as Director since 21 st December 2017. He has more than 18 years of experience in the RAC & B2B manufacturing sector. Mr. Daljit Singh	Mr. Prakash Iyer is currently the Managing Partner & General Partner for Calculus Defence Fund (a Category II SEBI	Ms. Sabina Bhavnani brings 30+ years of experience across Corporate Advisory, Mergers & Acquisitions,																								

	Industry. Presently he is also serving as a Non Executive - Non Independent Director & Chairperson of Whirlpool of India Ltd and holding directorships in other companies.	a Executive Chairman & has demonstrated exceptional leadership and Whole-Time directorship and expertise. Prior to of Amber Enterprises joining the Company, he India Limited, the holding company. He has played Stanley in New York for an Instrumental role in six years, beginning his driving growth through career as a Graduate organic and in organic Trainee. His extensive acquisitions helping knowledge and diversifying the products experience have been and increasing Instrumental in addressable markets such transforming the as Mobility, Electronics, Company into a total RAC & CAC, Components solution provider for the and Motors. HVAC industry. He also serves on several Under Mr. Daljit Singh's industry bodies enabling astute leadership, the advocacy for the Company has grown into industry's growth, a multi-location organization in India and including: - Co-Chair of FICCI diversified into various Committee on Electronics product categories. His & White keen and commendable Goods Manufacturing contributions have - Co-Chair of The Indian significantly impacted the Cellular & Electronics overall growth of the Association (ICEA) Company. Additionally, - President of All India Mr. Daljit Singh played a Organisation of pivotal role in the Employers successful completion of (AIOE), an allied body of the Initial Public Offering FICCI of Amber Enterprises - Vice Chairman of India Limited, the holding MEDEPC Mobile and Company. - Electronics - Devices Export Mr. Daljit Singh's Promotion Council leadership skills and meticulous attention to He also Spearheaded the execution have driven the Policy Advocacy Company towards execution of PLI for White operational excellence, Goods. technological advancements, new product lineups, and continuous innovation. Nature of expertise in specific functional areas: Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing, Mergers and Acquisitions, Fund Raising.	Registered AIF focused on Aerospace & Defence Investments). In the past he served as the Chief Investment Officer (CIO) for Haldirams Nagpur group and as the Chief Executive Officer (CEO) of Butterfly Appliances as well as a Director on the Board of many portfolio companies. He carries in-depth knowledge and experience of 30 years across the financial services domain. His body of work includes equity and debt research (with ICRA credit ratings), investment banking (Arthur Andersen, Ernst & Young), private equity and venture investing (with Actis, Reliance Private Equity and Haldirams Family Office for investing and M&A advisory), operational expertise (as CEO of Butterfly Appliances) Mr. Prakash Iyer scripted and delivered a historic turnaround in operational performance as CEO at Butterfly Gandhimathi Appliances and charted a long-term strategy for growth. In his immediately preceding role,	Private Equity, and Corporate Finance. She is currently assisting the IL&FS Board in the monetization of Group assets under a shadow IBC process under Section 241/242 of the Companies Act, heading the Monetization Deal Team responsible for Roads, Waste Management, and Construction assets. She serves as a Director on the InvIT Hold Co and several Group Road SPVs, and is a member of the Group Executive Committee of IL&FS — a Board-delegated body empowered to take decisions on monetization transactions and other executive and administrative matters relating to the IL&FS Group resolution. She also serves on the Board of Standard Chartered Capital as an Independent Director. Nature of expertise in specific functional areas: Corporate Advisory, Mergers & Acquisitions, Private Equity, and Corporate Finance.
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					he managed the Haidirams Group Family Office investments and spearheaded their M&A function. In this role, he has worked closely with startup companies, guiding them on growth strategies, capital raising, strategic partnerships, and business scaling. He continues to play a key role in venture investing, strategic advisory especially M&A. He works closely with the Venture Catalysts group in various advisory capacities and also with 100 Unicorns Fund and Elev8, Venture Partners. Nature of expertise in specific functional areas: Investing & capital raising, M&A, Expert in turnarounds, Team Management, Strategic Planning, Marketing Strategy.	
10.	Remuneration proposed (Commission)	As mentioned in resolution no. 6 and the explanatory statement of this Notice.	As mentioned in resolution no. 9 and the explanatory statement of this Notice.	As mentioned in resolution no. 10 and the explanatory statement of this Notice.	As mentioned in resolution no. 8 and the explanatory statement of this Notice.	As mentioned in resolution no. 7 and the explanatory statement of this Notice.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of	The commission being offered to Mr. Arvind Uppal is in line with prevailing market standards and is further justified by the extensive experience, expertise, and value he brings to the Company.	The commission being offered to Mr. Jasbir Singh is in line with prevailing market standards and is further justified by the extensive experience, expertise, and value he brings to the Company.	The commission being offered to Mr. Daljit Singh is in line with prevailing market standards and is further justified by the extensive experience, expertise, and value he brings to the Company.	The commission being offered to Mr. Prakash Iyer is in line with prevailing market standards and is further justified by the extensive experience, expertise, and value he brings to the Company.	The commission being offered to Ms. Sabina Moti Bhavnani is in line with prevailing market standards and is further justified by the extensive experience,

	expatriates the relevant details would be with respect to the country of his origin)				experience, expertise, and value he brings to the Company.	expertise, and value she brings to the Company.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is serving on the Board of the Company as an Independent Director of the Company. He does not have any other relationship with Directors, Managers and Key Managerial Personnel of the Company.	He is serving as a Non-Executive Director of the Company. Mr. Daljit Singh, Director of the Company, is the brother of Mr. Jasbir Singh.	He is serving as a Non-Executive Director of the Company. Mr. Jasbir Singh, Director of the Company, is the brother of Mr. Daljit Singh.	He does not have any relationship with Directors, Managers and Key Managerial Personnel of the Company.	She does not have any relationship with Directors, Managers and Key Managerial Personnel of the Company.
III. Other information:						
13.	Reasons for loss or inadequate profits	The Company is in a growth-oriented phase and is undertaking significant capital expenditure towards capacity expansion and strengthening of its operational infrastructure to meet the ever-increasing customer demand. These investments, along with the associated costs of expansion and scaling-up of operations, have impacted the profitability of the Company in the near term. The Company expects these strategic investments to support sustainable growth and enhance profitability in the long term.				
14.	Steps taken or proposed to be taken for improvement	The Company is focusing on geographic expansion, strengthening its market presence and broadening its customer base to drive revenue growth and improve profitability.				
15.	Expected increase in productivity and profits in measurable terms	The Company expects its capacity expansion, geographic growth and broader customer base to result in higher operational efficiency, productivity and revenues. These initiatives are expected to contribute to a significant and sustainable improvement in the Company's profitability in the coming years.				

Except the Non-Executive Directors of the Company, including Independent Directors (excluding the Nominee Director), to the extent of the commission that may be paid to them pursuant to the proposed resolution, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 6 to 10 respectively, except to the extent of their respective shareholding, if any, in the Company.

The Board confirms that all material facts relating to the aforesaid resolution have been disclosed in this Explanatory Statement and that, to the best of its knowledge and belief, no other information is required to be disclosed to enable the members to understand the meaning, scope and implications of the proposed resolution and to take an informed decision thereon.

Accordingly, the Board of Directors recommends the **SPECIAL RESOLUTION** set out at Item Nos. 6 to 10 of the Notice for approval by the members.

ITEM NO. 11

The members are informed that Mr. Sanjay Kumar Arora (DIN: 02924307) has been serving as the Whole-Time Director of the Company since 15th May 2023 and has made significant contributions towards the growth, operational efficiency and overall management of the Company.

Mr. Arora possesses extensive industry knowledge, rich professional experience and strong leadership capabilities. He has a deep understanding of technological advancements, product development initiatives and innovation-driven business strategies, and has been providing valuable strategic guidance towards the Company's growth and development. His significant contribution towards operational excellence, business

expansion and the achievement of the Company's long-term strategic objectives has been instrumental in strengthening the Company's market position and overall performance.

Having regard to his continued leadership, expanding role and responsibilities, and valuable contribution towards the Company's growth and success, the Board is of the view that it is appropriate to enhance the overall remuneration ceiling payable to Mr. Arora. The proposed enhancement is also intended to align his remuneration with prevailing industry practices and compensation levels for managerial personnel occupying comparable positions in companies of similar size and scale, while supporting the Company's objective of retaining key managerial talent and ensuring continuity of leadership.

The members are further informed that the remuneration payable to Mr. Sanjay Kumar Arora was earlier revised with effect from 1st June 2026 and fixed at Rs. 30,92,900/- (Rupees Thirty Lakh Ninety-Two Thousand Nine Hundred Only) per month, aggregating to Rs. 3,71,14,800/- (Rupees Three Crore Seventy One Lakh Fourteen Thousand Eight Hundred Only) per annum, together with such perquisites, allowances and other benefits as may be admissible in accordance with the policies of the Company. The Board was also authorised to grant increments from time to time based on the recommendation of the Nomination and Remuneration Committee, subject to an overall remuneration ceiling of Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum.

In view of the enhanced role and responsibilities undertaken by Mr. Arora and to provide flexibility for future revisions in remuneration in line with the Company's growth trajectory and prevailing industry practices, it is proposed to increase the overall remuneration ceiling payable to him from Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum to Rs. 6,00,00,000/- (Rupees Six Crore Only) per annum.

The Nomination and Remuneration Committee, at its meeting held on 13th August 2026, recommended the aforesaid enhancement and the Board of Directors, at its meeting held on 13th August 2026, approved the same, subject to the approval of the members.

The proposed remuneration ceiling has been determined after considering the size and scale of the Company's operations, prevailing industry benchmarks, remuneration practices of comparable companies, and the experience, expertise, leadership contribution, responsibilities and overall performance of Mr. Sanjay Kumar Arora.

The aggregate remuneration payable to Mr. Sanjay Kumar Arora in any financial year may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and accordingly approval of the members is being sought by way of a Special Resolution.

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

I. General Information:		
Sl. No.		Mr. Sanjay Kumar Arora
1	Nature of Industry	IL JIN Electronics (India) Private Limited ("IL JIN"/"Company") is a company incorporated under the provisions of the Companies Act 1956, on 11th September 2001, having its Registered Office at Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal Shirur, Pune, Maharashtra - 412216. It is engaged in the business of Electronic Manufacturing Services (EMS), encompasses printed circuits board assembly and box build solution, PCBA operations are engaged in assembly of printed circuits boards and box built operations undertake complete "Build to Print" or "Build to Specifications" assembly of complex electronic products, sub systems and finished devices including telecommunications equipments, smart meters, wearables and hearables, automotive electronics and Industrial Control System serving a wide range of industries.
2	Date or expected date of commencement of commercial production	The Company was incorporated several years ago and has been engaged in its business activities since its incorporation. The exact date of commencement of commercial production is not available from the records currently available.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
4	Financial performance based on given indicators	<table><tr><th colspan="4">(Amount in Rs. Lakh)</th></tr><tr><th>Financial year</th><th>2025-26</th><th>2024-25</th><th>2023-24</th></tr><tr><td>Gross Revenue</td><td>2,29,278.90</td><td>1,87,852.59</td><td>91,514.57</td></tr><tr><td>Profit after Tax</td><td>5,394.95</td><td>2,729.58</td><td>846.40</td></tr><tr><td>Earnings per share (Basic)</td><td>82.92</td><td>52.34</td><td>44.86</td></tr></table>	(Amount in Rs. Lakh)				Financial year	2025-26	2024-25	2023-24	Gross Revenue	2,29,278.90	1,87,852.59	91,514.57	Profit after Tax	5,394.95	2,729.58	846.40	Earnings per share (Basic)	82.92	52.34	44.86
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Earnings per share (Basic)	82.92	52.34	44.86																			
5	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration, nor has any direct foreign capital investment been made in the Company during the preceding three financial years, except as detailed below: 1. Joint Venture with Korea Circuit Co. Ltd. (South Korea) During the Financial Year 2024-25, the Company entered into a Joint Venture Agreement dated 15th October 2024 with Korea Circuit Co. Ltd. ("KCC"), a leading manufacturer of printed circuit boards based in South Korea, for the establishment of a joint venture company in India. Pursuant to the Joint Venture Agreement, Ascent-K Circuit Private Limited was incorporated on 7th April 2025 to undertake the business of manufacturing, assembling and marketing High Density Interconnect (HDI), Flexible (Flex) and Semiconductor Substrate Printed Circuit Boards (PCBs). The proposed shareholding structure of the joint venture company is 70:30, with the Company holding 70% and KCC holding 30%. 2. Strategic Overseas Investment and Acquisition of Unitronics (1989) (R"G) Ltd. During the Financial Year 2025-26, the Company entered into definitive agreements with the controlling shareholders of Unitronics (1989) (R"G) Ltd. ("Unitronics"), namely FIMI Opportunity V, L.P., FIMI Israel Opportunity V, Limited Partnership (collectively, "FIMI"), and Mr. Haim Shani, for the acquisition of approximately 40.24% of the issued and outstanding share capital of Unitronics (excluding dormant shares), either directly or indirectly through its subsidiary, for an aggregate consideration of NIS 156.08 million. To facilitate the aforesaid acquisition and strengthen its global presence, the Company made a strategic overseas investment through the incorporation of ILJIN Holding Ltd ("ILJIN Holding"), a company incorporated under the laws of the State of Israel on 7th September 2025. On 21 September 2025, the Company acquired the entire initial share capital of ILJIN Holding comprising 100 ordinary shares, representing 100% ownership. Subsequently, on 6th October 2025, the Company subscribed to 11,04,39,476 ordinary shares of ILJIN Holding. Consequently, ILJIN Holding became a Wholly Owned Subsidiary of the Company and a step-down wholly owned subsidiary of Amber. ILJIN Holding was established as a dedicated investment vehicle for undertaking the acquisition of Unitronics. Pursuant to the definitive agreements, ILJIN Holding acquired a 40.20% equity stake in Unitronics on 9th October 2025. As a result, Unitronics became a subsidiary of ILJIN Holding and a step-down subsidiary of the Company and Amber. Thereafter, ILJIN Holding undertook additional acquisitions from time to time, increasing its shareholding in Unitronics to 49.66% of the equity share capital as on 31st March 2026. Accordingly, Unitronics continues to be a subsidiary of ILJIN Holding and a step-down subsidiary of the Company.																				
II. Information about the appointee:																						
6	Background details	He holds an electrical engineering degree with specialization in electronics and television technology from the YMCA Institute of Engineering, Faridabad.																				
7	Past remuneration (Per Annum)	<table><tr><th>Financial Year</th><th>2025-26</th><th>2024-25</th><th>2023-24</th></tr><tr><td>Remuneration</td><td>Rs. 319.77 Lakh</td><td>Rs. 279.22 Lakh</td><td>Rs. 248.30 Lakh</td></tr></table>	Financial Year	2025-26	2024-25	2023-24	Remuneration	Rs. 319.77 Lakh	Rs. 279.22 Lakh	Rs. 248.30 Lakh												
Financial Year	2025-26	2024-25	2023-24																			
Remuneration	Rs. 319.77 Lakh	Rs. 279.22 Lakh	Rs. 248.30 Lakh																			

8	Recognition or awards	He is an awardee of the prestigious "Productivity Man of the Year" award among all LG Electronics subsidiaries.
9	Job profile and his suitability	Mr. Sanjay Kumar Arora has been associated with the Company as a Director since 15th May 2023. Effective from 15th May 2023, he was appointed as the Whole Time Director of the Company, liable to retire by rotation for a term of five (5) consecutive years, as approved by the members at the Annual General Meeting held on 08th August 2023. He brings with him over 42 years of extensive experience in the manufacturing industry. He played a pivotal role towards laying a blueprint and execution of EMS biz for Amber Group. Under his leadership the Electronics Division achieved new scales and established itself as a leading player in the EMS industry. He enabled the entry of Electronics division of IL JIN into newer segments and adding many new customers. He also played an important role in entering the PCB business with the acquisition of Ascent Circuits. He continues to spearhead the Electronics Division, driving growth, innovation, and operational excellence. Mr. Arora is a results-driven Electrical Engineer specializing in Electronics and Television Technology, with four decades of experience in leading Indian and multinational companies, like Onida, LG, and Amber Group. Proven track record of excellence in manufacturing, after-sales service, sales, and greenfield projects. Specific Skills • Manufacturing of Electronics products • Leadership and team management • Strategic planning and execution • Operational excellence and process improvement • Sales and business development
10	Remuneration proposed	An increase in the overall ceiling of managerial remuneration payable to Mr. Sanjay Kumar Arora from Rs. 5,00,00,000 (Rupees Five Crore Only) per annum to Rs. 6,00,00,000 (Rupees Six Crore Only) per annum. Within the enhanced overall ceiling, Mr. Sanjay Kumar Arora shall be entitled to receive remuneration comprising salary, perquisites, allowances, performance incentives, retirement benefits and such other benefits as may be determined by the Board of Directors (including any Committee thereof) from time to time, in accordance with the terms of his appointment and the applicable provisions of the Act.
11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size, scale, and complexity of our operations and the responsibilities entrusted to Mr. Sanjay Kumar Arora, the proposed remuneration is appropriate and justified. It is also in line with industry benchmarks and remuneration of CEOs and Whole-Time Directors in comparable companies, ensuring competitiveness in attracting and retaining senior leadership talent.
12	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sanjay Kumar Arora is serving as the Whole-Time Director of the Company and is entitled to remuneration and other benefits as approved by the Board and the Members of the Company from time to time. He also holds equity shares in the Company in his personal capacity. Except for the aforesaid remuneration and shareholding, Mr. Sanjay Kumar Arora does not have any other pecuniary relationship, directly or indirectly, with the Company. He is not related to any Director or Key Managerial Personnel of the Company.
III. Other information:		
13	Reasons of loss or inadequate profits	The Company is in a growth-oriented phase and is undertaking significant capital expenditure towards capacity expansion and strengthening of its operational infrastructure to meet the ever-increasing customer demand. These investments, along with the associated costs of expansion and scaling-up of operations, have impacted the profitability of the Company in the near term. The Company expects these strategic investments to support sustainable growth and enhance profitability in the long term.
14	Steps taken or proposed to be taken for improvement	The Company is focusing on geographic expansion, strengthening its market presence and broadening its customer base to drive revenue growth and improve profitability.
15	Expected increase in productivity and profits in measurable terms	The Company expects its capacity expansion, geographic growth and broader customer base to result in higher operational efficiency, productivity and revenues. These initiatives are expected to contribute to a significant and sustainable improvement in the Company's profitability in the coming years.

Mr. Sanjay Kumar Arora and his relatives may be deemed to be concerned or interested in the resolution to the extent of the remuneration payable to him as Whole Time Director and his shareholding, if any, in the Company. Save and except the aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board confirms that all material facts relating to the proposed resolution have been disclosed in this Explanatory Statement and that, to the best of its knowledge and belief, no other information is required to be disclosed to enable the members to understand the meaning, scope and implications of the proposed Special Resolution and to make an informed decision thereon.

Accordingly, the Board of Directors recommends the **SPECIAL RESOLUTION** set out at Item No. 11 of the Notice for approval by the members.

ITEM NO. 12

The members of the Company had, at the Extraordinary General Meeting held on 7th March 2024, approved the payment of managerial remuneration to the Directors of the Company, including the Managing Director, Whole-Time Directors and Manager, exceeding the limits prescribed under Section 197 of the Companies Act, 2013 ("the Act").

Pursuant to the provisions of Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a company may pay remuneration to its Directors, including the Managing Director, Whole Time Directors and Manager, exceeding eleven percent (11%) of the net profits of the Company for any financial year computed in accordance with Section 198 of the Act, subject to the approval of the members by way of a Special Resolution.

Considering the Company's anticipated growth trajectory, expected strong financial performance, strategic expansion plans, increasing scale of operations, growing business complexities and the proposed strengthening of its leadership structure, the Nomination and Remuneration Committee, at its meeting held on 13th August 2026, recommended revision of the overall ceiling on managerial remuneration payable to the Directors of the Company. The Board of Directors, at its meeting held on 13th August 2026, approved the said recommendation, subject to the approval of the members of the Company.

Accordingly, approval of the members is being sought to permit payment of aggregate managerial remuneration to the Directors of the Company, including the Managing Director, Whole-Time Directors and/or Manager, in excess of eleven percent (11%) of the net profits of the Company computed in accordance with Section 198 of the Act, subject to an overall monetary ceiling of Rs. 30,00,00,000 (Rupees Thirty Crore Only) per annum, upon such terms and conditions as may be determined by the Board of Directors from time to time and in accordance with the applicable provisions of the Act and the rules made thereunder.

The Company has consistently delivered strong financial performance and maintained stable profitability. The proposed revision in the remuneration ceiling has been considered after taking into account the Company's size, scale of operations, business performance, strategic objectives, industry benchmarks and remuneration practices prevailing in comparable companies. The Board is of the view that the proposed remuneration structure is reasonable, commercially prudent and aligned with the permissible limits prescribed under the Act and Schedule V thereto.

Further, in the event of absence or inadequacy of profits in any financial year, remuneration shall be payable in accordance with the provisions of Schedule V to the Act and subject to such approvals as may be required under applicable law.

The proposed revision is intended to provide the Company with adequate flexibility to attract, retain and appropriately reward competent leadership, while ensuring continuity of management, strengthening corporate governance and supporting the Company's long-term growth strategy, business requirements and regulatory expectations.

The Board believes that the proposed remuneration ceiling is commensurate with the responsibilities shouldered by the Directors, the increased complexity of the Company's operations and the significant contribution made by the leadership team towards the Company's growth and value creation, and is therefore in the best interests of the Company and its stakeholders.

The Statement containing the information required under Section II of Part II of Schedule V to the Act forms part of the Explanatory Statement pertaining to Item Nos. 6 to 10 and 11 of this Notice and should be read in conjunction with this Item.

All the Directors of the Company and their respective relatives may be deemed to be concerned or interested in the resolution to the extent of the remuneration that may be payable to them and/or their shareholding, if any, in the Company. Save and except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

The Board confirms that all material facts relating to the proposed resolution have been disclosed in this Explanatory Statement and that, to the best of its knowledge and belief, no other information is required to be disclosed to enable the members to understand the meaning, scope and implications of the proposed resolution and to make an informed decision thereon.

Accordingly, the Board of Directors recommends the **SPECIAL RESOLUTION** set out at Item No. 12 of the Notice for approval by the members.

ITEM NO. 13

Mr. Sudhir Goyal is presently serving as the Chief Financial Officer and Key Managerial Personnel ("KMP") of Amber Enterprises India Limited ("Amber"), the Holding Company of the Company. By virtue of being a KMP of the Holding Company, Mr. Sudhir Goyal qualifies as a Related Party of the Company in terms of Section 2(76)(ix) of the Companies Act, 2013 ("the Act").

The Board of Directors, at its meeting held on 13th August 2026, appointed Mr. Sudhir Goyal as the Chief Financial Officer and Key Managerial Personnel of the Company pursuant to the provisions of Sections 2(51), 203 and other applicable provisions of the Act. Such appointment was considered necessary in view of the Company's increasing scale of operations, enhanced regulatory and compliance requirements, and the statutory requirement to appoint whole-time Key Managerial Personnel under the Act.

Mr. Sudhir Goyal is a qualified Chartered Accountant with more than two decades of experience in financial management, treasury operations, fund raising, mergers and acquisitions, strategic planning, financial controls, taxation, risk management and corporate governance. He has been associated with Amber since October 2012 and has played a significant role in the growth of the Amber Group, including successfully leading various capital market transactions, fund raising initiatives, strategic acquisitions and business expansion initiatives.

Considering his qualifications, skills, experience and expertise, the Board was of the opinion that Mr. Goyal possesses the requisite capabilities to effectively discharge the responsibilities of Chief Financial Officer of the Company.

At the time of his appointment, having regard to the requirement of obtaining approvals from the Audit Committee and Board of Directors of Amber and such other approvals as may be required under applicable law, the remuneration payable to Mr. Sudhir Goyal was fixed at Rs. 2,50,000 (Rupees Two Lakh Fifty Thousand Only) per month.

Subsequently, the Nomination and Remuneration Committee and the Audit Committee of the Company undertook a detailed review of the scope of responsibilities attached to the office of Chief Financial Officer, prevailing industry benchmarks, remuneration practices of comparable organizations, and the strategic significance of the role. Based on such review, the Committees recommended revision of the remuneration payable to Mr. Sudhir Goyal to an amount not exceeding Rs. 2,00,00,000 (Rupees Two Crore Only) per annum.

The Board of Directors, after considering the recommendations of the Nomination and Remuneration Committee and Audit Committee, approved the proposed revision in remuneration, subject to obtaining the requisite approvals of the shareholders of the Company and Amber and such other approvals as may be required under applicable law.

Pending receipt of the requisite approvals, Mr. Sudhir Goyal shall continue to receive remuneration of Rs. 2,50,000 (Rupees Two Lakh Fifty Thousand Only) per month.

The proposed revision in remuneration constitutes a modification of an existing Related Party Transaction involving appointment to an office or place of profit under Section 188(1)(f) of the Act.

Since the proposed remuneration exceeds Rs. 2,50,000 per month, approval of the members is being sought pursuant to the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The remuneration payable to Mr. Sudhir Goyal shall not exceed Rs. 2,00,00,000 (Rupees Two Crore Only) per annum and may comprise salary, allowances, perquisites, incentives and other employment-related benefits as may be determined by the Board of Directors from time to time.

The aforesaid remuneration may be revised from time to time in accordance with the Company's normal annual increment and compensation review cycle. However, any revision resulting in remuneration exceeding Rs. 2,00,00,000 (Rupees Two Crore Only) per annum shall be subject to obtaining such approvals as may be required under the Act and other applicable laws.

The Audit Committee and Board of Directors are of the opinion that the proposed remuneration is fair, reasonable and commensurate with the qualifications, expertise, experience and responsibilities entrusted to Mr. Sudhir Goyal and that the proposed transaction is in the best interests of the Company.

Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

(a) Name of the Related Party:

Mr. Sudhir Goyal

(b) Name of the Director or Key Managerial Personnel who is related, if any:

Mr. Sudhir Goyal, Chief Financial Officer and Key Managerial Personnel of Amber Enterprises India Limited.

(c) Nature of Relationship:

Mr. Sudhir Goyal is the Chief Financial Officer and Key Managerial Personnel of Amber Enterprises India Limited, the Holding Company of the Company, and is therefore a Related Party under Section 2(76)(ix) of the Act.

(d) Nature, Material Terms, Monetary Value and Particulars of the Arrangement:

The proposed arrangement relates to the appointment of Mr. Sudhir Goyal as Chief Financial Officer and Key Managerial Personnel of the Company and the payment of remuneration and employment-related benefits in connection therewith.

The aggregate remuneration payable shall not exceed Rs. 2,00,00,000 (Rupees Two Crore Only) per annum.

Pending receipt of the requisite approvals, Mr. Sudhir Goyal shall continue to receive remuneration of Rs. 2,50,000 (Rupees Two Lakh Fifty Thousand Only) per month.

The remuneration may be revised by the Board from time to time within the aforesaid ceiling and in accordance with the Company's compensation policies.

(e) Any Other Information Relevant for Members:

The Board considers the appointment and continued association of Mr. Sudhir Goyal with the Company to be beneficial in view of his extensive experience in finance, treasury, fund raising, mergers and acquisitions, strategic planning, corporate governance and risk management.

The proposed remuneration is commensurate with his responsibilities and prevailing industry practices.

Except Mr. Sudhir Goyal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13, except to the extent of their respective shareholding, if any, in the Company.

The Board confirms that all material facts relating to the proposed transaction have been disclosed in this Explanatory Statement and that no other information is required to be disclosed to enable the members to take an informed decision.

Accordingly, the Board of Directors recommends the **ORDINARY RESOLUTION** set out at Item No. 13 of the Notice for approval by the members.

ITEM NO. 14

IL JIN Electronics (India) Private Limited (the "Company") is currently in the process of conversion from a private limited company into an unlisted public limited company. Pursuant to the approval granted by the Registrar of Companies, the Company shall be converted into an unlisted public limited company, and its name shall stand changed from **IL JIN Electronics (India) Private Limited** to **IL JIN Electronics (India) Limited**.

Accordingly, upon receipt of such approval, all references to the Company in this document and all related documents shall be construed as references to **IL JIN Electronics (India) Limited**.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation Plan. Basis these objectives, the Company has already implemented an IL JIN Employee Stock Option Plan 2025 ("**ESOP 2025**" / "**Plan**") by obtaining shareholders approval on 26th September 2025.

The Company has, as on the date hereof, granted approximately 1,14,150 (One Lakh Fourteen Thousand One Hundred Fifty) employee stock options ("**Options**") out of the total 4,00,000 (Four Lakh) Options reserved under the ESOP 2025. Accordingly, approximately 2,85,850 (Two Lakh Eighty-Five Thousand Eight Hundred Fifty) Options remain available for future grants under the ESOP 2025.

Subsequently, the shareholders of the Company, at the Extraordinary General Meeting held on 15th July 2026, approved the sub-division of the equity shares of the Company from a face value of Rs. 10 each to Rs. 5 each and issuance of bonus shares in the ratio of 25:1. Pursuant to such sub-division and approval of bonus issue, the ESOP Pool has been proportionately adjusted from 4,00,000 (Four Lakh) Options to 2,08,00,000 (Two Crore Eight Lakh Only) Options, exercisable into 2,08,00,000 (Two Crore Eight Lakh Only) equity shares of face value Rs. 5 each, without any increase in the aggregate value of the ESOP Pool.

Consequently, the Options previously granted stand adjusted to 59,35,800 (Fifty-Nine Lakh Thirty-Five Thousand Eight Hundred) Options, and 1,48,64,200 (One Crore Forty-Eight Lakh Sixty-Four Thousand Two Hundred) Options remain available for future grants under the amended ESOP 2025.

Further, considering the Company's business expansion plans and the milestones achieved, including the proposed fund raising, it has been recommended to align the ESOP Plan with applicable Regulations, not just limited to Companies Act, 2013 ("**the Act**") but extended to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, ("**SBEB Regulations**") and to align with the best industry practices.

Given the nature of proposed amendments, none of the amendments are detrimental to the interests of any existing option grantees. The beneficiaries of these amendments shall be the existing option grantees, to the extent applicable, and future employees to whom the Company may intend to grant options under ESOP 2025.

Further, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company, at their respective meetings held on 13th August 2026 had approved the aforesaid proposed amendments, subject to your approval.

Such amendments require your prior approval by way of special resolution pursuant to Section 62(1)(b) of the Act read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014. Therefore, the said resolution is put for your approval.

Rationale

The proposed amendments to ESOP 2025 are intended to align the Plan with the regulatory and governance requirements applicable to a listed company, streamline its administration, address practical implementation requirements, and align with prevailing market practices. The amendments will facilitate the efficient administration of the Plan both before and after the proposed listing while ensuring continued compliance with applicable laws and regulations.

The proposed amendments are clarificatory, regulatory and administrative in nature and are not prejudicial to the interests of the existing Option Grantees. To the extent applicable, the amendments are expected to provide greater clarity and administrative efficiency for existing Option Grantees and shall also apply to future grants made under ESOP 2025.

a. The details of variation

The proposed variation comprises amendments to the ESOP 2025 to align the said Plan with the applicable provisions of the SBEB Regulations, incorporate pre-IPO regulatory and governance requirements, and make consequential, administrative and clarificatory changes. The detailed variations are set out in the resolution and the amended ESOP 2025 is being placed before the Members for their approval.

b. The details of the employees who are beneficiaries of such variation

The beneficiaries of these amendments shall be the existing option grantees, to the extent applicable, and future employees to whom the Company may intend to grant options under ESOP 2025.

c. The total number of options to be offered and granted

Under ESOP 2025, the Company would grant up to 2,08,00,000 (Two Crore Eight Lakh Only) Options in one or more tranches to eligible employees that would entitle the Option grantees (in aggregate) to acquire, not exceeding 2,08,00,000 (Two Crore Eight Lakh Only) Shares fully paid-up.

The ESOP Pool originally comprised 4,00,000 (Four Lakh) Options exercisable into 4,00,000 (Four Lakh) equity shares of face value Rs. 10 each, as approved by the shareholders on 26th September 2025. Pursuant to the sub-division of the equity shares of the Company from Rs. 10 each to Rs. 5 each and issuance of bonus shares in the ratio of 25:1 approved by the shareholders at the Extraordinary General Meeting held on 15th July 2026, the ESOP Pool was proportionately adjusted to 2,08,00,000 (Two Crore Eight Lakh Only) Options exercisable into 2,08,00,000 (Two Crore Eight Lakh Only) Equity Shares of face value Rs. 5 each, without any increase in the aggregate value of the ESOP Pool.

If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Options pool as mentioned in Plan and shall become available for future Grants, subject to compliance with all applicable laws.

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.

d. Identification of classes of employees entitled to participate and be beneficiaries in the Plan

“Employee” means Prior to listing, the term **“Employee”** subject to the requirements of applicable laws, to the extent applicable, means –

- a) a permanent employee of the Company who has been working in India or outside India; or
 - b) a director of the Company, whether a whole-time director or not but excluding an independent director;
- or

c) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the Company;

but does not include:

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

Post IPO, the term “Employee” subject to the requirements of applicable laws, to the extent applicable, means

- a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group; or
- c) an employee as defined in sub clause (a) or (b), of a group company, including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company.

but does not include

- (i) an employee who is a promoter or a person belonging to the promoter group; or
- (ii) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares of the Company; or
- (iii) an independent director.

e. The appraisal process for determining the eligibility of employees for the Plan

The eligibility of an Employee for the grant of Options under the Plan shall be determined by the Board/Committee, in its sole discretion, based on factors including, but not limited to, the Employee's designation, role, period of service, individual performance, achievement of performance-linked parameters, potential contribution to the growth of the Company, and such other criteria as the Board/Committee may determine, from time to time.

f. Requirements of vesting and period of vesting

The requirements of vesting and period of vesting under ESOP 2025 shall remain the same, as last approved by the shareholders, which is as under:

The Options granted under the Plan shall vest not earlier than the minimum vesting period of 1 (One) year and not later than maximum period of 6 (Six) years from the date of Grant. The Board/Committee at its discretion may grant Option specifying Vesting Period ranging from minimum and maximum period as afore stated. 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 Board/Committee.

Provided further that in the event of death or permanent incapacity, the minimum vesting period of 1 (one) year shall not be applicable and in such instances, the Options shall vest on the date of death or permanent incapacity, as the case may be.

Prior to listing, the vesting of Options shall be contingent upon the employee's continued employment/ service with the Company, its subsidiary company or holding company of the Company as the case may be.

In addition, the Board/Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Board/Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate.

Post IPO, this sub-clause shall be applicable to the Company or its group company including subsidiary company or its associate company, if any and the holding company of the Company and its employees.

g. Maximum period within which the Options shall be vested

The maximum period within which the options shall be vested shall remain the same, as last approved by the shareholders, which is as under:

All the Options granted on any date shall vest not later than the maximum vesting period of **6 (Six)** years from the date of each grant.

h. Exercise price or pricing formula

Prior to Listing, the exercise price or pricing formula shall remain the same, as last approved by the shareholders, which is as under:

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.

Post IPO, the Exercise Price per Option shall be as determined by the Committee and as set out in the Grant Letter and shall not be less than the face value of the Shares and may be up to the Market Price of the Shares, as on the Grant Date.

Provided that where the Exercise Price of any Grant is fixed at a discount exceeding 25% of the Market Price of the Shares as on the Grant Date, the vesting of such Grant shall be subject to enhanced performance-based conditions, including the achievement of pre-determined financial, operational, strategic and/or individual performance metrics, as may be prescribed by the Committee.

i. Exercise period and process of exercise

Prior to Listing, the Vested Options can be exercised by the Option Grantees within a maximum period of 4 (Four) years from the Vesting Date or upon the happening of a Liquidity Event whichever is later and within such period as prescribed by the Board. The Exercise Period shall be intimated in the Grant Letter.

Post IPO, the maximum Exercise Period shall be such period as may be specified in the Grant Letter, which shall not exceed 4 (Four) years from the Vesting Date, subject to minimum vesting period of 12 months from the Grant Date.

Payment of the exercise price (including applicable taxes) shall be made by a crossed cheque, or by any electronic mode or a demand draft drawn in favour of the Company or in such other manner as the Company/Board/Committee may decide from time to time.

j. Lock-in period

The lock-in period shall remain the same, as last approved by the shareholders, which is as below:

The Shares issued upon exercise shall not be subject to any lock-in period restriction after such issue except as required under the applicable laws including that and Post IPO under the ICDR Regulations, or code of conduct framed, if any, by the Company, and under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

k. Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options that may be granted to each employee per grant and in aggregate (taking into account all grants) shall vary depending upon the designation and the appraisal/ assessment process. However, pursuant to such sub-division, per employee and per grant shall not exceed 15,60,000 (Fifteen Lakh Sixty Thousand Only) and in aggregate shall not exceed 15,60,000 (Fifteen Lakh Sixty Thousand Only) Options at the time of grant.

l. Method of Option valuation

The method of option valuation shall remain the same, as last approved by the shareholders, which is as below:

The Company shall adopt 'fair value method' for valuation of Options or any other method as prescribed in the accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

Post IPO, the Company shall comply with the necessary disclosure mandates provided under the Act followed by the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB Regulations along with the disclosures mandated under the Regulation 14 of SBEB Regulations for any material change to be disclosed in Board's Report and website disclosures in Part F of Schedule I of the SBEB Regulations.

m. The conditions under which Options vested in employees may lapse

The conditions under which options vested in the hands of employees may lapse shall remain the same, as last approved by the shareholders, which is as below:

The vested Options shall lapse in case of termination of employment due to cause 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.

n. 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

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 are as under:

Event of Separation	Prior to Listing	Post IPO
Resignation / Termination (other than Misconduct)	Vested Options exercisable within 30 days from cessation or upon a Liquidity Event, whichever is later; Unvested Options lapse.	Vested Options exercisable within 30 days from cessation; Unvested Options lapse.
Retirement	Vested Options exercisable within 4 years from retirement or upon a Liquidity Event, whichever is later; Unvested Options lapse.	Vested Options exercisable within 4 years from retirement; Unvested options shall continue to vest in accordance with the respective vesting schedules in accordance with the ESOP 2025 and the Applicable Law.
Death / Permanent Incapacity	Unvested Options vest immediately. Vested and accelerated Options may be exercised by the Option Grantee, nominee or legal heir, as applicable, within 4 years from the event or upon a Liquidity Event, whichever is later.	Unvested Options vest immediately. Vested and accelerated Options may be exercised by the Option Grantee, nominee or legal heir, as applicable, within 4 years from the event.
Transfer Group Company	Vested Options exercisable within 4 years from transfer or upon a Liquidity Event, whichever is later; Unvested Options lapse.	Vested Options exercisable within 4 years from transfer; Unvested options, shall continue to vest in the event an eligible employee is transferred or deputed to the Group Company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed eligible employee even after the transfer or deputation.
Other Cases of Separation	Treatment of Vested Options to be determined by the Board; Unvested Options lapse unless otherwise required by law.	Treatment of Vested Options to be determined by the Committee; Unvested Options lapse unless otherwise required by law.

o. Disclosure and Accounting Policies

The accounting policies shall remain the same, as last approved by the shareholders, which is as under:

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 copy of both the existing and draft amended ESOP 2025 is available for electronic inspection and members seeking to inspect documents referred to in this Notice may send a request by email cs_corp@ambergrouppindia.com, mentioning their folio number/DP ID and Client ID, and the same shall be available electronically without any fee from the date of circulation of this Notice up to the date of the AGM.

None of the Directors, key managerial personnel of the Company including their relatives, are interested or concerned in the resolutions, except to the extent of their direct or indirect shareholding, if any, in the Company and the benefits lawfully accruing to them under the Company's ESOP 2025 Scheme.

The Board of Directors confirms that all material facts relevant to the aforesaid resolution have been disclosed in this Explanatory Statement and that no other information is required to be disclosed to enable the members to understand the meaning, scope and implications of the said item of business and to take a decision thereon.

Accordingly, the Board of Directors recommends the **SPECIAL RESOLUTION** set out at Item No. 14 for approval of the members in the interest of the Company.

Item No. 15

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act"), and as may be amended from time to time, a company is required to obtain the approval of its members by way of a Special Resolution where the aggregate of loans, investments, guarantees and securities proposed to be made exceeds the limits prescribed under Section 186(2) of the Act, namely:

- (i) 60% of the aggregate of the Company's paid-up share capital, free reserves and securities premium account; or
- (ii) 100% of its free reserves and securities premium account, whichever is higher.

However, in terms of the provisions of Section 186 of the Act, approval of the members is not required in respect of loans, guarantees or securities provided to a wholly owned subsidiary or a joint venture, or investments made in a wholly owned subsidiary, to the extent exempted under the Act.

The members of the Company had, at the Extraordinary General Meeting held on 14th February 2025, approved the enhancement of limits under Section 186 of the Act authorizing the Board of Directors to:

- make loans;
- provide guarantees or securities; and
- make investments in securities of other bodies corporate,

up to an aggregate amount of Rs. 5,000 Crore, or the limits prescribed under Section 186(2) of the Act, whichever is higher.

As on the date of this Notice, the aggregate loans, guarantees, securities and investments made by the Company remain within the limits approved by the members.

The Company, as part of its long-term business strategy, continuously evaluates opportunities for expansion, diversification and value creation through both organic and inorganic growth initiatives. Such opportunities may include increasing investments in existing subsidiaries, including step-down subsidiaries, joint ventures and associate companies, undertaking strategic acquisitions, participating in new business ventures, entering into collaborations, and making investments in entities operating in sectors aligned with the Company's growth objectives.

Over the years, the Company and its group entities have witnessed significant growth in operations, scale and business opportunities. In view of the Company's future expansion plans, including prospective acquisitions, strategic investments, expansion of existing businesses, establishment of new ventures and other growth-oriented initiatives, it may become necessary for the Company to make investments exceeding the limits specified under Section 186 of the Act.

Further, in order to support the funding requirements of subsidiaries, joint ventures, associate companies and other investee entities, and to facilitate their business operations, expansion plans, working capital requirements, capital expenditure programmes, strategic acquisitions and other corporate purposes, the Company may be required to provide loans, guarantees and/or securities in favour of banks, financial institutions and other lenders. Such support enables the concerned entities to access funding on commercially favourable terms and contributes to the overall growth and value creation of the Company and its group structure.

Accordingly, the Board of Directors, at its meeting held on 13th August 2026, approved, subject to the approval of the members, the proposal to enhance the existing limits from Rs. 5,000 Crore to Rs. 10,000 Crore in each category under Section 186 of the Act, inter alia, considering the following:

1. Ongoing and prospective acquisitions, strategic investments and business collaborations;
2. The future plans of the Company to achieve its long-term strategic and business objectives;
3. Achieving greater financial flexibility and enabling optimal financing structure and keeping sufficient safeguard;
4. Ability to support operational and expansion requirements of subsidiaries, joint ventures and other business entities, wherever considered necessary;
5. To provide a cushion by adhering to the statutory compliances for delivering non-hindered growth, in terms of the business of the Company.

Accordingly, approval of the members is being sought to authorize the Board of Directors and/or any Committee thereof to:

A. Grant Loans

To make loans, from time to time and in one or more tranches, to any person or other body corporate on such terms and conditions as the Board may deem appropriate, for an amount not exceeding the higher of:

- Rs. 10,000 Crore; or
- 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities premium account of the Company, whichever is higher.

B. Provide Guarantees or Securities

To give guarantees or provide securities in connection with loans made by any other person to any person or body corporate, in one or more tranches, for an amount not exceeding the higher of:

- Rs. 10,000 Crore; or
- 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities premium account of the Company, whichever is higher.

C. Make Investments

To acquire, by way of subscription, purchase or otherwise, securities of any other body corporate in one or more tranches, for an amount not exceeding the higher of:

- Rs. 10,000 Crore; or
- 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities premium account of the Company, whichever is higher.

The proposed enhancement is intended to provide the Company with adequate financial headroom and financial flexibility and operational agility to pursue its strategic and investment objectives without the need to seek repeated shareholder approvals within the approved limits. It may be noted that the proposed enhancement does not constitute a commitment to utilize the entire approved amount. All loans, investments, guarantees and securities shall be undertaken only as and when required based on specific business requirements, commercial considerations and financial prudence, and shall be in compliance with the provisions of the Act, the Rules made thereunder and other applicable laws.

The loans, investments, guarantees and securities, as the case may be, shall be made in accordance with the applicable provisions of the Act and the Rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 15 of the Notice, except to the extent of their shareholding, directorship or other interest, if any, in the Company or in the entities that may receive such loans, investments, guarantees or securities in the ordinary course of business.

The Board confirms that all material facts relating to the aforesaid resolution have been disclosed in this Explanatory Statement and that, to the best of its knowledge and belief, no other information is required to be disclosed to enable the members to understand the meaning, scope and implications of the proposed resolution and to make an informed decision thereon.

Accordingly, the Board of Directors recommends the **SPECIAL RESOLUTION** set out at Item No. 15 of the Notice for approval by the members.

Item Nos. 16 and 17

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan, including any loan represented by way of book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company is interested, subject to the conditions that:

- (a) a Special Resolution is passed by the members of the company; and
- (b) the loan is utilized by the borrowing entity for its principal business activities.

Ascent Circuits Private Limited ("Ascent Circuits") and Ascent-K Circuit Private Limited ("Ascent-K") are subsidiaries of the Company and fall within the category of "a person in whom any of the director of the company is interested" as specified under Section 185(2)(b) of the Act.

Accordingly, approval of the members by way of Special Resolution is required in respect of loans proposed to be granted to such entities and/or guarantees or securities proposed to be provided in connection with loans availed or proposed to be availed by such entities from any person other than banks and financial institutions.

The members of the Company had, at the Extraordinary General Meeting held on 14th February 2025, approved the grant of loans and providing guarantees and/or securities in favour of Ascent Circuits and Ascent-K up to an aggregate amount of Rs. 1,000 Crore each.

Subsequent to the aforesaid approval, the Company acquired additional equity stake in Ascent Circuits in two tranches on 19th June 2026 and 3rd July 2026, resulting in the Company's shareholding in Ascent Circuits increasing to 98.50%.

The funding requirements of the Subsidiaries are expected to increase significantly in line with their expansion plans, capacity enhancement initiatives, capital expenditure programmes and growing working capital requirements. Accordingly, the existing approvals may not provide adequate financial headroom to support the future funding requirements of the Subsidiaries.

Ascent Circuits Private Limited

Ascent Circuits, being a subsidiary of the Company operating in a high-growth business segment, is undertaking significant expansion of its manufacturing capabilities. The business requires substantial investments towards manufacturing infrastructure, advanced equipment, technology upgrades and capacity enhancement initiatives. Further, the proposed scale-up of operations is expected to increase working capital requirements relating to procurement, inventory management, vendor payments and execution of customer orders.

In addition, Ascent Circuits may pursue inorganic growth opportunities through strategic investments, acquisitions, joint ventures and other business combinations to strengthen its capabilities, expand its market presence and support its long-term growth strategy.

Considering the above, it is proposed to enhance:

- the limit for grant of loans, including loans represented by way of book debt, from **Rs. 1,000 Crore to Rs. 2,000 Crore**; and
- the limit for providing guarantees and/or securities in connection with borrowings from persons other than banks and financial institutions from **Rs. 1,000 Crore to Rs. 2,000 Crore**.

Ascent-K Circuit Private Limited

Ascent-K, being a relatively new subsidiary of the Company, is in the process of establishing its manufacturing facility and is expected to require substantial funding towards setting up manufacturing and operational infrastructure, procurement of plant and equipment, technology implementation, initial operating expenses and working capital requirements.

Given the growth potential of the business and the capital-intensive nature of its expansion plans, Ascent-K may also evaluate inorganic growth opportunities through strategic investments, acquisitions, collaborations, joint ventures and other business arrangements to accelerate business development and strengthen its competitive position.

Accordingly, it is proposed to enhance:

- the limit for grant of loans, including loans represented by way of book debt, from **Rs. 1,000 Crore to Rs. 2,500 Crore**; and
- the limit for providing guarantees and/or securities in connection with borrowings from persons other than banks and financial institutions from **Rs. 1,000 Crore to Rs. 2,500 Crore**.

The details of the proposed enhancement are set out below:

Particulars	Ascent Circuits (‘Rs. in Crore’)	Ascent-K (‘Rs. in Crore’)
Existing approval limit (Loans and Guarantees)	1,000	1,000
Proposed limit for Loans and/or Book Debt	2,000	2,500
Proposed limit for Guarantees/Securities in connection with loans from persons other than banks/FIs	2,000	2,500
Relationship with Company	Subsidiary	Subsidiary

The proposed approvals are intended to provide adequate funding cushion and financial flexibility to support the growth plans, operational requirements, capital expenditure programmes, working capital needs, strategic initiatives and business expansion of the Subsidiaries. The proposed approval does not constitute any commitment to utilize the entire approved amount.

Any loan, guarantee or security shall be extended only on a need-based basis after considering the business requirements, financial position, business plans and commercial viability of the respective Subsidiary and shall be on such terms and conditions as may be approved by the Audit Committee and/or the Board of Directors in accordance with applicable laws.

The proposed approval will also enable the Company to respond efficiently to evolving business opportunities and temporary funding requirements, including bridge funding requirements, without seeking separate shareholder approval for each transaction within the approved limits.

Any financial assistance extended pursuant to the proposed approval shall be utilized solely for the principal business activities of the respective Subsidiaries and matters incidental thereto. The benefit of such assistance is expected to accrue to the Company through operational growth, business expansion and enhancement in the value of its investments in the Subsidiaries, thereby benefiting the shareholders of the Company.

It is clarified that the proposed limits are enabling approvals and are not intended to be utilized automatically or in their entirety. Any loan, guarantee or security shall be provided based on the actual requirements of the concerned Subsidiary, its financial position, business plans and commercial rationale, and in compliance with the provisions of the Act and other applicable laws.

Further, the aggregate value of the proposed loans, guarantees and/or securities may exceed the limits prescribed under Section 186(2) of the Act and shall accordingly be subject to such approvals as may be required under Sections 185 and 186 of the Act and other applicable laws.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 16 and 17, except to the extent of their shareholding, directorship or other interest, if any, in the Company.

The Board confirms that all material facts relevant to the aforesaid resolutions have been disclosed in this Explanatory Statement and that, to the best of its knowledge and belief, no other information is required to be disclosed to enable the members to understand the meaning, scope and implications of the proposed resolutions and to take an informed decision thereon.



AN AMBER GROUP COMPANY

Accordingly, the Board of Directors recommends the **SPECIAL RESOLUTIONS** set out at Item Nos. 16 and 17 of the Notice for approval by the members.

For and on behalf of Board of Directors
IL JIN Electronics (India) Private Limited


(Sakshi Gupta)
Company Secretary

Membership No. A56036

**Address: 36/6, Shastri Nagar, Hans Nagar,
Kanpur Nagar, Uttar Pradesh - 208005**

Place: Gurugram
Date : 13th August 2026

ANNEXURE A
ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS PER SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Sanjay Kumar Arora
Age	65 Years
Qualifications	He holds an electrical engineering degree with specialization in electronics and television technology from the YMCA Institute of Engineering, Faridabad.
Experience/Expertise	Mr. Sanjay Kumar Arora has been associated with the Company as a Whole Time Director since 15th May 2023. Effective from 15th May 2023, he was appointed as the Whole Time Director of the Company, liable to retire by rotation for a term of Five (5) consecutive years, as approved by the members at the Annual General Meeting held on 8th August 2023. He brings with him over 42 years of extensive experience in the manufacturing industry. He played a pivotal role towards laying a blueprint and execution of EMS biz for Amber Group. Under his leadership the Electronics Division achieved new scales and established itself as a leading player in the EMS industry. He enabled the entry of Electronics division of IL JIN into newer segments and adding many new customers. He also played an important role in entering the PCB business with the acquisition of Ascent Circuits. He continues to spearhead the Electronics Division, driving growth, innovation, and operational excellence. Mr. Arora is a results-driven Electrical Engineer specialising in Electronics and Television Technology, with four decades of experience in leading Indian and multinational companies, like Onida, LG, and Amber Group. Proven track record of excellence in manufacturing, after-sales service, sales, and greenfield projects. Specific Skills • Manufacturing of Electronics products • Leadership and team management • Strategic planning and execution • Operational excellence and process improvement • Sales and business development
Terms and conditions of appointment or re-appointment	He has been inducted as a member of Board w.e.f 15 th May 2023, liable to retire by rotation.

Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration proposed to be paid is not applicable. However, details of the remuneration last drawn by Mr. Sanjay Kumar Arora is Rs. 3,19,76,670/- per annum in the financial year 2025-26.
Date of first appointment on the Board	15 th May 2023
Shareholding in the company	11,000 Equity Shares (0.08%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the financial year (2025 -26)	8
Other Directorships	- Ascent Circuits Private Limited - PICL (India) Private Limited - AmberPR Technoplast India Private Limited - Appserve Appliance Private Limited - Ascent-K Circuit Private Limited - Stelltek Technologies Private Limited - Power-One Micro Systems Private Limited - Unitronics (1989) (R"G) Ltd - Shogini Technoarts Private Limited - MoMagic Wireless Private Limited

MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
1.	Ascent Circuits Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2.	Power-One Micro Systems Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
3.	Shogini Technoarts Pvt Ltd	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member

ANNEXURE – B
ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARDS-2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Prakash Iyer (DIN: 00956349)	Ms. Sabina Moti Bhavnani (DIN: 06553087)
Age	58 Years	58 Years
Qualifications	Bachelor's degree in Commerce from Pune University. Master Degree in Commerce from Pune University. Chartered Accountant, from the Institute of Chartered Accountants of India. Cost Accountant, from the Institute of Cost and Work Accountants of India.	MBA in Finance from the Narsee Monjee Institute of Management Studies Bachelor of Commerce HR College from the University of Mumbai.
Experience	Mr. Prakash Iyer is currently the Managing Partner & General Partner for Calculus Defence Fund (a Category II SEBI Registered AIF focused on Aerospace & Defence investments). In the past he served as the Chief Investment Officer (CIO) for Haldirams Nagpur group and as the Chief Executive Officer (CEO) of Butterfly Appliances as well as a Director on the Board of many portfolio companies. Mr. Prakash Iyer carries in-depth knowledge and experience of 30 years across the financial services domain. His body of work includes equity and debt research (with ICRA credit ratings), investment banking (Arthur Andersen, Ernst & Young), private equity and venture investing (with Actis, Reliance Private Equity and Haldirams Family Office for investing and M&A advisory), operational expertise (as CEO of Butterfly Appliances) Mr. Prakash Iyer scripted and delivered a historic turnaround in operational performance as CEO at Butterfly Gandhimathi Appliances and charted a long-term strategy for growth. In his immediately preceding role, he managed the Haldirams Group Family	Ms. Sabina Bhavnani brings 30+ years of experience across Corporate Advisory, Mergers & Acquisitions, Private Equity, and Corporate Finance. She is currently assisting the IL&FS Board in the monetization of Group assets under a shadow IBC process under Section 241/242 of the Companies Act, heading the Monetization Deal Team responsible for Roads, Waste Management, and Construction assets. She serves as a Director on the InvIT Hold Co and several Group Road SPVs, and is a member of the Group Executive Committee of IL&FS — a Board-delegated body empowered to take decisions on monetization transactions and other executive and administrative matters relating to the IL&FS Group resolution. She also serves on the Board of Standard Chartered Capital as an Independent Director. Nature of expertise in specific functional areas: Corporate Advisory, Mergers & Acquisitions, Private Equity, and Corporate Finance.

	Office investments and spearheaded their M&A function. In this role, he has worked closely with startup companies, guiding them on growth strategies, capital raising, strategic partnerships, and business scaling. Mr. Prakash Iyer continues to play a key role in venture investing, strategic advisory especially M&A. He works closely with the Venture Catalysts group in various advisory capacities and also with 100 Unicorns Fund and Elev8, Venture Partners. Nature of expertise in specific functional areas: Investing & capital raising, M&A, Expert in turnarounds, Team Management, Strategic Planning, Marketing Strategy. Skills and capabilities required for the role and the manner in which the proposed person meets such requirements: Refer to item No. 4 of the Notice and Explanatory Statement. Justification for choosing the appointee for appointment as Independent Director: Refer to Item No. 4 of the Notice and Explanatory Statement.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements: Refer Item No. 5 of the Notice and Explanatory Statement Justification for choosing the appointee for appointment as Independent Director: Refer Item No. 5 of the Notice and Explanatory Statement
Terms and conditions of appointment or re-appointment	He has been inducted as a Board member of Board with effect from 13 th August 2026 in the capacity of Independent Director, not liable to retire by rotation.	She has been Inducted as a Board member with effect from 13 th August 2026 in the capacity of Independent Director, not liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	He is eligible for receiving sitting fees for attending Board and committee meetings of the Company and commission, subject to approval of Nomination and Remuneration Committee and Board. Last Drawn: NA	She is eligible for receiving sitting fees for attending Board and committee meetings of the Company and commission, subject to approval of Nomination and Remuneration Committee and Board. Last Drawn: NA
Date of first appointment on the Board	13 th August 2026	13 th August 2026
Shareholding in the company	Nil	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the year	N.A.	N.A.
Other Directorships	1. Ascent Circuits Private Limited 2. Amber Enterprises India Limited 3. Sidwal Refrigeration Industries Private Limited 4. DCG Tech Limited 5. Power One Micro Systems Private Limited 6. Unitronics (1989) (R"G) Ltd 7. Ajna Aerospace & Defence Private Limited 8. Shogini Technoarts Pvt Ltd 9. Aksh Quantum Defence Private Limited 10. Netraa Analytics & Technologies Private Limited 11. Indolem Technologies Systems Private Limited 12. Tychon Global Systems Private Limited	1. Hill County Properties Limited 2. Unique Waste Processing Company Limited 3. Tierra Enviro Limited 4. Hill County Sez Private Limited 5. Maytas Logiparks (Malkapur) Private Limited 6. IL&FS Maritime Infrastructure Company Limited 7. Roadstar Infra Private Limited 8. Amber Enterprises India Limited 9. Standard Chartered Capital Limited

MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Mr. Prakash Iyer

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
1.	Ascent Circuits Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
2.	Amber Enterprises India Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Stakeholder Relationship Committee	Member
3.	Sidwal Refrigeration Industries Private Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
4.	DCG Tech Limited	Nomination and Remuneration Committee	Member
5.	Power-One Micro Systems Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
6.	Shogini Technoarts Pvt Ltd	Audit Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member

Ms. Sabina Moti Bhavnani

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairperson
1.	Hill County Properties Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
2.	IL&FS Maritime Infrastructure Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
3.	Amber Enterprises India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Chairperson
		Corporate Social Responsibility Committee	Chairperson
		Business Responsibility and Sustainability Committee	Chairperson
4.	Standard Chartered Capital Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member