NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **IL JIN Electronics (India) Private Limited** will be held on Tuesday, 12th day of August, 2025, at 05:00 P.M. IST (7:30 P.M. SST), at Saint Pierre, One Fullerton, #02—02B, Singapore to transact the following business:

SPECIAL BUSINESS:

1. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 43, 61, and 64 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and based on the approval of the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded to divide and classify the existing authorised share capital of the Company of Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh Only) divided into 95,00,000 (Ninety Five Lakh) Equity Shares of Rs. 10 (Rupees Ten Only) each, in following manner:

- Rs. 7,00,00,000 (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each, and;
- Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakh Only) divided into 25,00,000 (Twenty Five Lakh) Preference Shares of Rs. 10 (Rupees Ten only) each.

with power to increase, reduce, classify, re-classify, sub-divide, consolidate, or re-organize the share capital of the Company or any part thereof, and to attach thereto such rights, privileges and conditions as may be determined in accordance with applicable laws and the Articles of Association of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted under the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013, **Clause V** of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh Only) divided into:

- 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each, and;
- 25,00,000 (Twenty Five Lakh) Preference Shares of Rs. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the following persons be and is hereby authorized severally to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient in connection with the above, including but not limited to making necessary filings with the Registrar of Companies, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the shareholders:

- Mr. Sanjay Kumar Arora, Whole Time Director
- Mr. Jasbir Singh, Director
- Mr. Daljit Singh, Director
- Ms. Sakshi Gupta, Company Secretary

RESOLVED FURTHER THAT any one of Mr. Sanjay Kumar Arora, Whole Time Director of the Company, Mr. Jasbir Singh, Mr. Daljit Singh, Directors of the Company or Ms. Sakshi Gupta, Company Secretary of the Company be and is hereby severally authorized to file Form SH-7 and other necessary forms or documents with the Registrar of Companies and to take all such actions as may be necessary, incidental or consequential for giving effect to the above resolution."

2. **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 FUTURE SUBSIDIARIES, FUTURE JOINT VENTURES, FUTURE ASSOCIATES OR NEWLY INCORPORATED COMPANIES ("FUTURE GROUP ENTITIES")**

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

"**RESOLVED THAT** pursuant to the provisions of 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 regulations, rules and circulars / 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, on the recommendation of the Audit Committee, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the "Loan") to any of the future subsidiaries, future joint ventures and future associates, which may be incorporated or acquired in future, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from:

a) any person other than banks or financial institutions by any of the future subsidiaries;
b) any person, including banks or financial institutions by any of the future joint ventures and future associates;

(*future subsidiaries, future joint ventures and future associates are collectively referred to as "the Future Group entities"*), being entity(ies) 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. 1000 Crore (Rupees One Thousand Crore Only) outstanding per annum, respectively for each entity, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by the Future Group entities, for their principal business activities, at a rate of interest as per the provisions of Section 186 of the Act read with applicable rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized 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."

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

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 : 29th July 2025

Notes:

1. The explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder concerning the special business in respect of item no. 1 to 2 as set out in the notice is annexed hereto and forms part of the notice.

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

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

   Proxies Register shall be made available for inspection during the period beginning from 24 hours before EGM commencement time till EGM conclusion time. The inspection must be allowed during business hours, provided the member has given at least three days' written notice to the Company

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

4. Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its resolution authorizing them to attend and vote on their behalf at the EGM by e-mail to cs_corp@ambergroupindia.com.

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

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

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

8. In respect of members whose e-mail ids are registered with the Company, the Notice of the EGM is being sent in electronic mode to their emails registered with the Company. The members who have not registered their e-mail ID are requested to register the same with the Company for receiving all communication including Notices, Circulars, etc. from the Company electronically.

9. Members are requested to notify immediately of any change of address :
   (i) To their Depository Participants (DPs) in respect of the shares held in **Dematerialized form** and;
   (ii) To the Company and Registrar & Share Transfer Agent (RTA) i.e. KFIN Technologies Limited, having its Registered Office: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West),Kurla, Mumbai, Maharashtra, India – 400 070 and Communication Address

at : Selenium Building, Tower - B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi, Telangana - 500 032 in respect of the shares held in physical form together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc. quoting correct Folio Number.

10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their Folio numbers/DPID No. and Client ID.

11. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of the Notice up to the date of EGM, i.e., 12th August 2025. Members seeking to inspect such documents can send an email to cs_corp@ambergroupindia.com.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 (hereinafter referred to as **"*the Act*"**) and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act will be available for inspection by the members at the commencement of EGM of the Company and shall remain open and accessible during the continuance of the EGM to any person having the right to attend the meeting.

13. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance via email (mentioning their name and folio no.), prior to the date of the EGM to cs_corp@ambergroupindia.com.

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

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 : 29th July 2025

Explanatory Statement

{Pursuant to Section 102 of the Companies Act, 2013, to the resolution proposed to be passed at the Extra Ordinary General Meeting to be held at shorter notice on 12 August 2025 at 05:00 P.M. IST (7:30 P.M. SST)}

ITEM NO. 1

The Company currently has a single class of authorized share capital.

Pursuant to the approval of the Scheme of Amalgamation of Ever Electronics Private Limited ("Transferor Company") with and into IL JIN Electronics (India) Private Limited ("Transferee Company"), sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated 30.05.2025 (Certified Copy received on 24.06.2025), the authorized share capital of the Transferor Company amounting to Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakh Only) has been merged with that of the Transferee Company.

Consequently, the authorized share capital of IL JIN Electronics (India) Private Limited now stands at Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh Only), divided into 95,00,000 equity shares of Rs. 10 each.

As on the date of this Notice, the subscribed, issued, and paid-up share capital of the Company is Rs. 3,93,25,920 comprising 39,32,592 equity shares of Rs. 10 each, fully paid-up.

The Board of Directors of the Company, in its meeting held on **29th July 2025**, reviewed the capital structure with the objective of augmenting long-term resources to finance business operations in line with the Company's strategic and financial plans. The Board also considered the need to support working capital requirements and general corporate purposes. Accordingly, the Board recommended reclassification of the existing Authorised Share Capital of the Company into the following two categories:

- **Rs. 7,00,00,000 (Rupees Seven Crore Only)** divided into **70,00,000 (Seventy Lakh) Equity Shares** of **Rs. 10/- (Rupees Ten Only)** each; and
- **Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakh Only)** divided into **25,00,000 (Twenty Five Lakh) Preference Shares** of **Rs. 10/- (Rupees Ten Only)** each.

The total Authorised Share Capital will remain unchanged at **Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh Only)**. This reclassification is proposed to provide flexibility in capital structuring and to enable the Company to raise funds through a mix of equity and preference instruments as may be required. The proposed change will also necessitate an amendment to Clause V of the Memorandum of Association of the Company, subject to shareholders' approval.

Pursuant to Sections 13 of the Companies Act, 2013 ('the Act'), the said reclassification of the Authorised Share Capital and the consequent alteration of Capital Clause of the Memorandum of

Association of the Company, requires approval of the Members of the Company by way of an Ordinary Resolution. Accordingly, the approval of the Members is sought to reclassify the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association of the Company.

A draft copy of the altered Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting of the Company.

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 Ordinary Resolution proposed at item no.1.

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. 1 be passed in the Interest of your Company.

ITEM NO. 2

Members of the Company are hereby informed that 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 a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that—

(a) a special resolution is passed by the company in general meeting: and
(b) the loans are utilized by the borrowing company for its principal business activities.

In the past few years your Company has been on a trajectory of organic and inorganic acquisitions that shaped your Company as a diverse group. In future also, it is anticipated that in order to achieve greater expertise, capabilities, increased market share, acceleration in the pace of innovation, geographic expansion to establish a presence in new markets and diversify the revenue streams, your Company may do new acquisitions or collaborations by way of formation of any future subsidiaries, future joint ventures or future associates, which can be either by way of fresh incorporation(s) or acquiring existing entities **("Future Group entities").**

Hence, to embark on any developmental or expansion project in form of aforesaid acquisitions or collaborations and for shaping the said Future Group entities in terms of scale and operations and revenue, the Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any

loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by the Future Group entities.

It is hereby clarified that in pursuance to the provisions of Section 185(3)(d) of the Act, with respect to the future subsidiaries, approval is only sought towards either giving of loan or giving of any guarantee or providing any security by the Company in connection with any loan taken by any of the future subsidiaries from any person other than banks or financial institutions.

Therefore, for the continued growth and development of the Future Group entities, it is proposed to provide Loan(s), Guarantee(s), and/or Security(ies) to Future Group entities, in terms of Section 185 of the Act, by passing a special resolution.

The Future Group entities shall be entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to sub-section-2 of the Section 185 of the Act and hence, consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017).

The approval of members of the Company be and is hereby sought for making of loan(s) including any loan represented by way of Book Debt (the "Loan") to any of the Future Group entities to be incorporated or to be acquired in future, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from:

a) any person other than banks or financial institutions by any of the **future subsidiaries**;
b) any person, including banks or financial institutions by any of the **future joint ventures and future associates**;

(*future subsidiaries, future joint ventures and future associates are collectively referred to as "the **Future Group entities**"*), up to an aggregate amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crore Only) outstanding per annum, respectively for each entity, in one or more tranches, on the terms mentioned in the resolution set out at Item No. 2 and necessary delegation of authority to the Board for this purpose.

The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by the Future Group entities for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

In compliance with Section 186 of the Act, the rate of interest on which the loan may be provided to the Group entities, shall not be lower than the prevailing yield of one year, three years, five years or ten years Government Security closest to the tenor of the loan.

For interest of Directors, Members may refer to the Register of contracts or arrangements in which directors are interested, available for inspection as detailed in notes to the notice.

None of the Directors, Key Managerial Person(s) of the Company or their relatives are, in any way, concerned or interested either financially or otherwise, in the said resolution, save and except to the extent of their shareholding and directorship in the group companies (if any).

The Board recommends the **SPECIAL RESOLUTION** as set out in Item No. 2 of this notice for the approval of members.

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

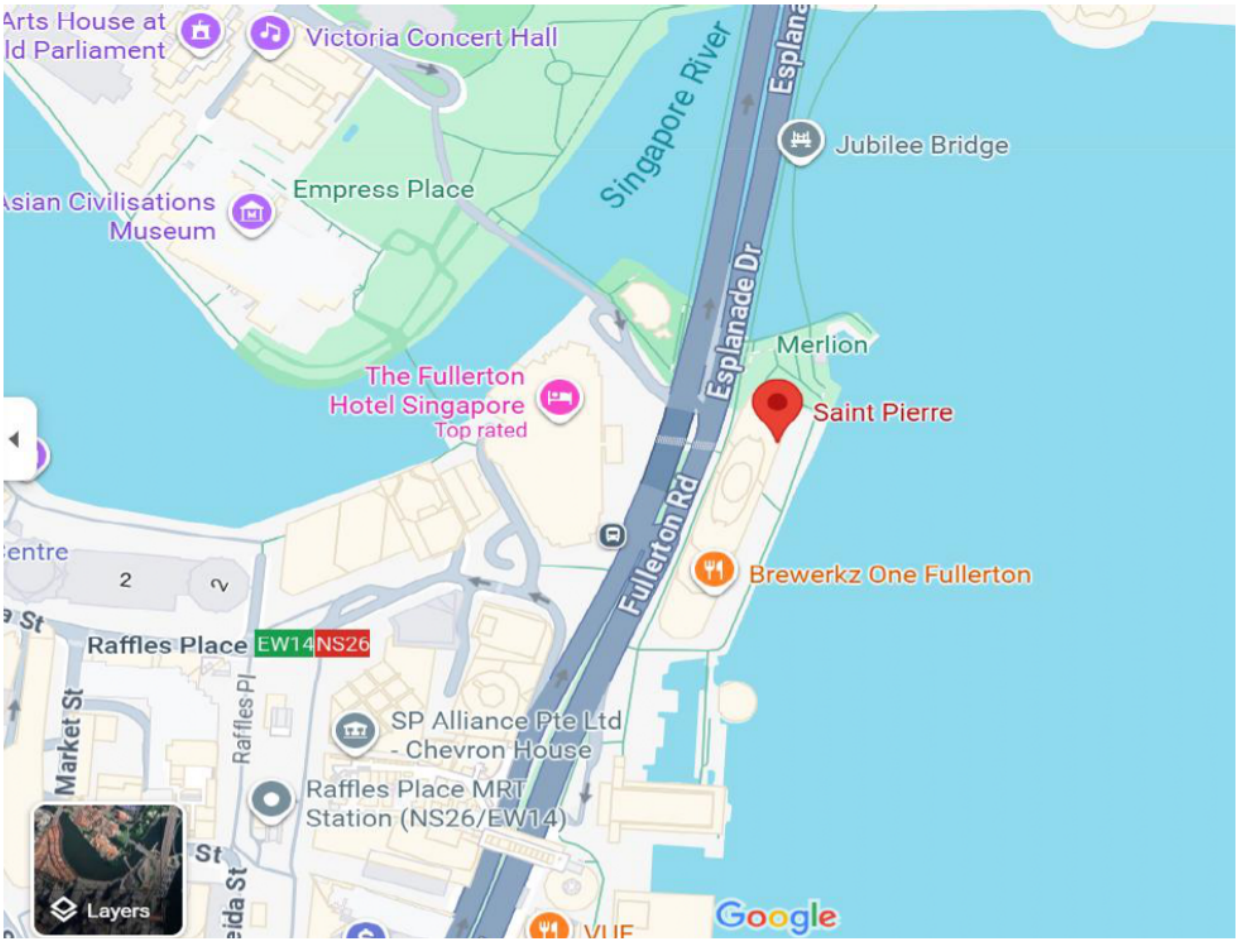
(Sakshi Gupta)
Company Secretary
Membership No. A56036
Address: 36/6, Shastri Nagar, Hans Nagar, Kanpur Nagar, Uttar Pradesh - 208005

Place: Gurugram
Date : 29th July 2025

Route Map of the Venue

https://maps.app.goo.gl/8iDHnFE5Q1M8dMxn9

Saint Pierre, One Fullerton, #02—02B, Singapore



CIN	:	**U31909PN2001PTC224946**
NAME OF THE COMPANY	:	**IL JIN ELECTRONICS (INDIA) PRIVATE LIMITED**
REGISTERED OFFICE:	:	Gat No. 161/2, Pimple Jagtap Road, Koregaon Bhima, Pune, Haveli, Maharashtra, India-412216
TELEPHONE	:	+91-120-3938310
WEBSITE	:	www.iljin.co.in
Email ID	:	admin@iljin.co.in

ATTENDANCE SLIP

Members or their proxies are requested to fill and present this form for admission at the entrance of the meeting hall, duly signed in accordance with their specimen signatures registered with the Company.

Name of Member(s) including joint holders, if any **[in Block Letter(s)]**	:
Registered Address of the Sole/First named Member	:
Registered Folio No./*DP ID No. and Client ID No. (*Applicable to Members holdings shares in dematerialized form)	:
No. of Shares held	:

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held at shorter notice on Tuesday, 12th day of August, 2025 at 05:00 P.M. IST (7:30 P.M. SST) at Saint Pierre, One Fullerton, #02—02B, Singapore

Please (√) in the box

MEMBER ☐ PROXY ☐

Signature of the Member's/ proxy

Note: Please bring the attendance slip to meeting hall and hand it over at the entrance of the hall.

Form No. MGT – 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	**U31909PN2001PTC224946**
Name of Company	:	**IL JIN Electronics (India) Private Limited**
Registered Office:	:	Gat No. 161/2, Pimple Jagtap Road, Koregaon Bhima, Pune, Haveli, Maharashtra, India - 412216

Name of Member(s)	:
Registered Address	:
E- mail Id	:
Folio No./ Client Id	:
DP Id	:
No. of Shares	:

I/We being a member of _____ shares of **IL JIN Electronics (India) Private Limited** hereby appoint:

1. Name:
2. Address:
3. E-mail Id:
4. Signature:

or failing him/her

1. Name:
2. Address:
3. E-mail Id:
4. Signature:

or failing him/her

1. Name:
2. Address:
3. E-mail Id:
4. Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of **IL JIN Electronics (India) Private Limited** to be held at shorter notice on Tuesday, 12th day of August, 2025 at 05:00 P.M. IST (7:30 P.M. SST) at Saint Pierre, One Fullerton, #02—02B, Singapore and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No	Resolution	For	Against
1.	RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed this _____ day of _____, 2025.

Affix a Rs.1/- Revenue stamp.

Signature of the Member:_____

Signature of Proxy holder(s): _____

NOTE:

(i) *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.*

(ii) *The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company. The Proxy need not be a member of the Company.*