

# Shogini Technoarts Pvt. Ltd.

**REGD. OFFICE :**

S No. 5 (P), Hissa No. 2/4/2, Shogini Building,  
Katraj-Dehuroad By-Pass, Near Sinhagad Road Fly over  
Ambegaon Budruk, Taluka Haveli, Dist. Pune – 411046.  
Tel. : 020 66471700  
Email : [Info@shogini.com](mailto:Info@shogini.com)  
Website : [www.shogini.com](http://www.shogini.com)

**WORKS :**

Gat No. 788, Khed Shivapur  
Taluka Haveli, Dist. Pune, 412205  
Fax : 020 66471820  
Tel. : 020 66471800  
Email : [streception@shogini.com](mailto:streception@shogini.com)  
CIN – U32104PN1982PTC028059

## SHORTER NOTICE

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of **Shogini Technoarts Pvt Ltd** will be held at shorter notice on Monday, 1<sup>st</sup> day of December 2025 at Gat No. 788, Khed Shivapur, Tal Haveli, Pune, Maharashtra, India-412205 at 05:00 P.M. IST to transact the following businesses:

### SPECIAL BUSINESS

1. **AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY AND ADOPTING ENTRENCHMENT PROVISIONS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the shareholders’ agreement dated 14 November 2025, executed by and among Company, IL JIN Electronics (India) Private Limited, Mr. Abhijit Srinivas Tamhankar and Mrs. Seema Rhushikesh Modak ("Shareholder’s Agreement") and in accordance with the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment or re-enactment thereof) and subject to such other approvals, permission and consents as may be required, including approvals from the Registrar of Companies and any other regulatory/statutory authorities/persons, approval of the members of the Company be and is hereby accorded to amend, replace, adopt and substitute the existing Articles of Association of the Company with the new set of amended and restated Articles of Association of the Company (including the entrenchment provisions contained therein) (the “Restated Articles”), incorporating the provisions of the Shareholders’ Agreement.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby severally authorized, for and on behalf of the Company, to take all necessary steps for giving effect to the foregoing resolution, including but not limited to signing and executing all necessary documents, papers, forms, and returns, and filing the requisite e-Forms with the Registrar of Companies, and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or desirable to give effect to this resolution.”

2. **APPOINTMENT OF MR. JASBIR SINGH (00259632) AS A DIRECTOR**

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

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**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules, regulations, notifications, circulars and orders made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Jasbir Singh (DIN: 00259632) be and is hereby appointed as a non-executive promoter director of the Company to hold office with effect from 1<sup>st</sup> December 2025 and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** confirmations in Form DIR-8 under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, notices of disclosure of interest or concern in Form MBP-1 under Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and consent to act as a director under Section 152(5) of the Companies Act, 2013, read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, as submitted by Mr. Jasbir Singh (DIN: 00259632) be and are hereby taken on record.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one director of the Company be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary, proper, or desirable, including but not limited to signing and filing the necessary forms, returns, documents and papers with the Registrar of Companies, and to take such steps as may be necessary to give effect to the foregoing resolution.”

### 3. **APPOINTMENT OF MR. SANJAY KUMAR ARORA (DIN: 02924307) AS A DIRECTOR**

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules, regulations, notifications, circulars and orders made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Sanjay Kumar Arora (DIN: 02924307) be and is hereby appointed as a non-executive promoter director of the Company to hold office with effect from 1<sup>st</sup> December 2025 and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** confirmations in Form DIR-8 under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules,

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2014, notices of disclosure of interest or concern in Form MBP-1 under Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and consent to act as a director under Section 152(5) of the Companies Act, 2013, read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, as submitted by Mr. Sanjay Kumar Arora (DIN: 02924307) be and are hereby taken on record.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one director of the Company be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary, proper, or desirable, including but not limited to signing and filing the necessary forms, returns, documents and papers with the Registrar of Companies, and to take such steps as may be necessary to give effect to the foregoing resolution.”

#### 4. **APPOINTMENT OF MR. SANTOSH GUNDAPI (DIN: 09227594) AS A DIRECTOR**

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules, regulations, notifications, circulars and orders made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Santosh Gundapi (DIN: 09227594) be and is hereby appointed as a non-executive promoter director of the Company to hold office with effect from 1<sup>st</sup> December 2025 and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** confirmations in Form DIR-8 under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, notices of disclosure of interest or concern in Form MBP-1 under Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and consent to act as a director under Section 152(5) of the Companies Act, 2013, read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, as submitted by Mr. Santosh Gundapi (DIN: 09227594) be and are hereby taken on record.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one director of the Company be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary, proper, or desirable, including but not limited to signing and filing the necessary forms, returns, documents and papers with the

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Registrar of Companies, and to take such steps as may be necessary to give effect to the foregoing resolution.”

5. **APPOINTMENT OF MR. PRAKASH IYER (DIN: 00956349) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and based on the recommendation and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof), and subject to all such other approvals as may be required, Mr. Prakash Iyer (DIN: 00956349), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director by the Board with effect from 1st December 2025 in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Schedule IV thereto, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 2 (Two) consecutive years commencing from 1December 2025 up to 30 November 2027, and whose office shall not be liable to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies and other statutory authorities, and to execute all documents, applications and writings as may be required in this regard.”

6. **APPOINTMENT OF MS. SIMRAN SINGH (DIN: 01716011) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and based on the recommendation and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof), and subject to all such other approvals as may be required, Ms. Simran Singh (DIN: 01716011), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director by the Board with effect from 01st December 2025 in terms of Section 161(1) of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Schedule IV thereto, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 2 (Two) consecutive years commencing from 1 December 2025 up to 30 November 2027, and whose office shall not be liable to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies and other statutory authorities, and to execute all documents, applications and writings as may be required in this regard.”

7. **AUTHORIZATION UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules framed there under, (“the Rules”), if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of articles of association of the Company and other applicable laws, if any, the consent of the members be and hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this resolution), to borrow any sum or sums of moneys whether rupee loans or foreign currency loans or other external commercial borrowings in one or more tranches (*apart from temporary loans obtained from the*

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*Company's Bankers in the ordinary course of business*) from the Banks and / or Financial / Lending Institutions and/ or Body Corporate(s) or from any other sources, such as, Foreign Banks, Foreign Investment / Financial Institutions or Funds or other Bodies or such other Persons / Individuals, Authorities / Entities located in India or abroad whether by way of cash credit, working capital, term loan, advances in any form, bill discounting, commercial paper or other forms of credit or warrants, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company's assets and properties whether moveable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work in-progress and book debts of the Company on such terms and conditions as may be considered suitable by the Board upto a limit, the outstanding of which shall not exceed [(apart from temporary loans obtained from the Company's bankers in the ordinary course of business, at any given time (including money already borrowed)] Rs. 500 Crore (Rupees Five Hundred Crore only) or aggregate of Company's paid-up share capital, free reserves and securities premium, whichever is higher.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to Board to arrange or fix terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and to sign and execute and/ or cause to sign and execute all Deed(s), Agreement(s), Deed(s) of Mortgage, Charge, Hypothecation, Lien, Undertaking(s), Declarations, letters of application and Undertaking(s), Guarantee(s) and other writing(s) and amendment(s)/ modification(s)/ alteration(s) thereto as may be necessary or required for this purpose and to issue such receipt(s), promissory note(s) etc.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised 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 in respect of the borrowing(s) 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.

**RESOLVED FURTHER THAT** any of the Director/s of the Company be and is/are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required."

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## 8. **AUTHORIZATION UNDER SECTION 180(1)(A) OF COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with rules made thereunder (**“the Rules”**), if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the enabling provisions of the Memorandum and the Articles of Association of the Company, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this resolution), for creation of charge / mortgage / pledge / hypothecation on security(ies) together with existing charge / mortgage / pledge / hypothecation on security(ies), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or to sell, lease or otherwise dispose off whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board may think fit, including but not limited to or in favour of banks, public financial institutions, non-banking financial institutions, mutual funds, trusts including InvITs, body(ies) corporate, and trustees for the holders of debentures, or any other person(s)/party(ies) (hereinafter referred to as **“Lenders”**), for the purpose, including but not limited (a) to sale, lease or dispose off the whole or substantially the whole of the undertaking(s) or one or more undertaking(s), or (b) to secure the financial assistance provided/ to be provided by the Lenders to the Company and/or its associate or subsidiary or holding or group companies by way of loans and/ or advances and/ or letters of credit and/ or bank guarantees or otherwise, together with all interests, additional interest, default interest, commitment fees, premia on prepayment, any fees, costs, charges, expenses and all other monies payable by the Company and / or its associate or subsidiary or holding or group companies to the Lenders, not exceeding the limits approved under Section 180(1)(c) of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, and to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary; resolve or settle any question, difficulty, dispute or doubt that may arise in regard to creating of mortgages/ charges as aforesaid; further delegate the powers / authorities expressly or impliedly granted under this resolution to any of its committees, employees / officers of the Company, authorised representative(s); hiring any

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consultants, agents, advisors, etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from the Members.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company be and is/are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

9. **APPROVAL OF EMPLOYMENT AGREEMENT AND CHANGE IN TERM OF APPOINTMENT INCLUDING REMUNERATION OF MR. ABHIJIT SRINIWAS TAMHANKAR (DIN: 01515483), MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the articles of association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Share Purchase Agreement and the Shareholders’ Agreement dated 14 November 2025, the consent of the members of the Company be and is hereby accorded to execute, finalize, and enter into an Employment Agreement with Mr. Abhijit Srinivas Tamhankar (DIN: 01515483), Managing Director of the Company, for a revised term of three (3) years commencing from 1 December 2025 to 30 November 2028, at a remuneration of Rs. 1,54,96,000/- per annum, on such terms and conditions as set out in the Employment Agreement dated 1 December 2025 (as tabled at the meeting).

**RESOLVED FURTHER THAT** the tenure of Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) as Managing Director of the Company be and is hereby modified and shall be effective from 1 December 2025 to 30 November 2028, in accordance with the provisions of the said Employment Agreement.

**RESOLVED FURTHER THAT** Mr. Abhijit Srinivas Tamhankar (DIN: 01515483), as Managing Director, shall be entrusted with the powers, authorities, functions, duties, and responsibilities as defined in the said Employment Agreement and as may be delegated or amended by the Board from time to time, and shall be entitled to such remuneration and benefits as specifically defined therein.

**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, (including its committees thereof), be

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and is hereby authorized to vary the remuneration plus perquisites and other benefits etc. from time to time, subject to approval of the members of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized severally to:

- File necessary e-forms with the Registrar of Companies;
- Make necessary entries/endorsements in the Register of Directors and Key Managerial Personnel and the Register of Contracts;
- And do all such acts, deeds, matters, and things as may be necessary, incidental, desirable, or expedient to give effect to the above resolutions.

**RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to any party, authority, or person as may be required, under the signature of any one Director of the Company.”

10. **APPROVAL OF EMPLOYMENT AGREEMENT AND CHANGE IN TERM OF APPOINTMENT INCLUDING REMUNERATION OF MRS. GEETA ABHIJIT TAMHANKAR (DIN: 00389092), WHOLE TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Share Purchase Agreement and the Shareholders’ Agreement dated 14 November 2025, the consent of the members of the Company be and is hereby accorded to execute, finalize, and enter into an Employment Agreement with Mrs. Geeta Abhijit Tamhankar (DIN: 00389092), Whole Time Director of the Company, for a revised term of three (3) years commencing from 1 December 2025 to 30 November 2028, at a remuneration of Rs. 1,45,96,000/- per annum, on such terms and conditions as set out in the Employment Agreement dated 1 December 2025 (as tabled at the meeting).

**RESOLVED FURTHER THAT** the tenure of Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) as Whole Time Director of the Company be and is hereby modified and shall be effective from 1 December 2025 to 30 November 2028, in accordance with the provisions of the said Employment Agreement.

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**RESOLVED FURTHER THAT** Mrs. Geeta Abhijit Tamhankar (DIN: 00389092), as Whole Time Director, shall be entrusted with the powers, authorities, functions, duties, and responsibilities as defined in the said Employment Agreement and as may be delegated or amended by the Board from time to time, and shall be entitled to such remuneration and benefits as specifically defined therein.

**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, (including its committees thereof), be and is hereby authorized to vary her remuneration plus perquisites and other benefits etc. from time to time, subject to approval of the members of the Company;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized severally to:

- File necessary e-forms with the Registrar of Companies;
- Make necessary entries/endorsements in the Register of Directors and Key Managerial Personnel and the Register of Contracts;
- And do all such acts, deeds, matters, and things as may be necessary, incidental, desirable, or expedient to give effect to the above resolutions.

**RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to any party, authority, or person as may be required, under the signature of any one Director of the Company.”

11. **TO CONSIDER AND APPROVE THE MATTER OF PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS (EXISTING AND FUTURE) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the Company be and is hereby accorded for the payment of commission to the Non-Executive Directors (including Independent Directors) of the Company, with effect from the financial year 2025–26, based on the net profits of the Company computed in accordance with Section 198 of the Act.

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**RESOLVED FURTHER THAT** the total commission payable to all Non-Executive Directors (including Independent Directors) in any financial year may exceed one percent of the net profits of the Company, for a period not exceeding three years, subject to approval of the members of the Company by way of a special resolution, and the Board of Directors (including any duly constituted Committee thereof) be and is hereby authorised to determine the manner and proportion in which such commission shall be distributed among them.

**RESOLVED FURTHER THAT** such commission shall be in addition to the sitting fees payable to Non-Executive Directors (including Independent Directors) for attending meetings of the Board or Committees thereof, and reimbursement of expenses, if any, incurred in connection with the discharge of their duties, and shall be distributed in such manner and proportion as the Board may deem fit from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any duly constituted Committee thereof) be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard.”

12. **TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO DIRECTORS EXCEEDING THE OVERALL MANAGERIAL REMUNERATION LIMIT AS PER THE PROVISIONS OF SECTION 197 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** 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) or re-enactment(s) thereof for the time being in force), the 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 aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration of 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

**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 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

# Shogini Technoarts Pvt. Ltd.

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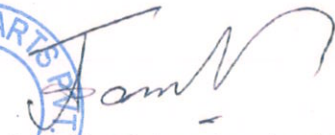

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CIN – U32104PN1982PTC028059

payment of remuneration as above in such amount, proportion and manner as may be decided by the Board from time to time.”

By order of the Board of Directors  
For Shogini Technoarts Private Limited

(Abhijit Srinivas Tamhankar)

Managing Director

DIN: 01515483

Place: Pune

Date: 01.12.2025

Address: Utkarsh Bunglow, Plot no. 21, Vidisha Colony,  
Off Lane 11 Shahu colony, Karve Nagar, Pune 411052

# Shogini Technoarts Pvt. Ltd.

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## Notes

1. The explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder concerning the special business in respect of item no. 1 to 11 as set out in the notice is annexed hereto and forms part of the notice.

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

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

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

3. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
4. Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its resolution authorizing them to attend and vote on their behalf at the EGM by e-mail to [stpaccts@shogini.com](mailto:stpaccts@shogini.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.

# Shogini Technoarts Pvt. Ltd.

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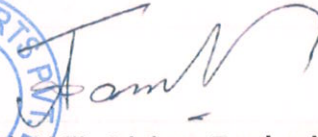

7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. In respect of members whose e-mail ids are registered with the Company, the Notice of the EGM is being sent in electronic mode to their emails registered with the Company. 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. Satellite Corporate Services Pvt Ltd, having its Registered Office: A106/107, Dattani Plaza, East West Indl. Estate, Safed Pool, Kurla Andheri Road Mumbai Maharashtra India - 400072 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 documents referred to in the accompanying notice and the explanatory statement shall be available for inspection to the members at the registered office of the Company during the office hours from 5:00 P.M. from the date of Notice till the time of the meeting.
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 commencement of the EGM to [stpaccs@shogini.com](mailto:stpaccs@shogini.com).

# Shogini Technoarts Pvt. Ltd.

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14. The route map to the venue of the Extra Ordinary General Meeting of the Company is annexed herewith for easy convenience of recipients of Notice in accordance with the provisions of Secretarial Standard-2.

By order of the Board of Directors  
For Shogini Technoarts Private Limited

(Abhijit Srinivas Tamhankar)  
Managing Director  
DIN: 01515483

Place: Pune  
Date: 01.12.2025

Address: Utkarsh Bunglow, Plot no. 21, Vidisha  
Colony, Off Lane 11 Shahu colony, Karve Nagar,  
Pune 411052

# Shogini Technoarts Pvt. Ltd.

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## Explanatory Statement

*{Pursuant to Section 102 of the Companies Act, 2013, to the resolutions proposed to be passed at the Extra Ordinary General Meeting to be held at Shorter Notice on 01.12.2025 at 5:00 P.M. IST}*

### **ITEM NO. 1**

Pursuant to the terms and conditions contained in the Share Purchase Agreement dated 14 November 2025, executed between Shogini Technoarts Pvt Ltd (“Shogini” / “Company”), IL JIN Electronics (India) Private Limited (“IL JIN” / “Purchaser”), and following sellers shareholders:-

Sl. No.	Name of the Seller Shareholders
1.	Mrs. Seema Rhushikesh Modak
2.	Mrs. Seema Rhushikesh Modak & Mr. Rhushikesh Ravikiran Modak
3.	Mr. Rhushikesh Ravikiran Modak & Mrs. Seema Rhushikesh Modak
4.	Mr. Abhijit S Tamhankar
5.	Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale
6.	Mr. Vinayak Vishnu Athavale J/W Mrs. Deepa Vinayak Athavale
7.	Mr. Achyut Govind Karandikar Mr. Mohan Achyut Karandikar

On 1 December 2025, IL JIN acquired 7,92,000 equity shares from the existing shareholders, representing 80% of the company’s equity share capital. Consequently, the company has become a subsidiary of IL JIN and a step-down subsidiary of Amber Enterprises India Limited (“Amber”), the holding company of IL JIN.

Hence, the Company shall now be considered a “Deemed Public Company” by virtue of provision of Section 2(71) of the Companies Act, 2013 effective from 01<sup>st</sup> December 2025.

Further, in order to define the terms and conditions governing the relationship of parties and IL JIN as the shareholders of the Company, inter se, as well as with the Company, it is proposed that the Articles of Association (‘AOA’) of the Company be amended and entrenched provisions to be included in the same.

The Board of Directors of the Company at their meeting held on even date i.e. 01 December 2025, duly approved the alteration of the existing AOA of the Company by inclusion of entrenched provisions in the AOA, subject to the approval of the members of the Company.

# Shogini Technoarts Pvt. Ltd.

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In accordance with the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the approval of all the members is required to amend and adopt entrenched, amended and restated provisions in the AOA of the Company, at a duly convened Extra Ordinary General Meeting of the Company, henceforth the resolution as stated at item no. 1 be and is hereby proposed for your unanimous approval.

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 resolution proposed at item no. 1, except to the extent of their shareholding, if any in the Company.

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

The existing Articles of Association of the Company shall be replaced in their entirety with the new Articles of Association, comprising Regulations 1 to 10. The draft of the new Articles of Association is available for inspection at the Registered Office of the Company and at the venue of the Meeting during business hours.

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

## **ITEM NO. 2, 3 & 4**

Pursuant to the terms and conditions contained in the Share Purchase Agreement dated 14 November 2025, executed between Shogini Technoarts Pvt Ltd (“Shogini” / “Company”), IL JIN Electronics (India) Private Limited (“IL JIN” / “Purchaser”), and following sellers shareholders:-

Sl. No.	Name of the Seller Shareholders
1.	Mrs. Seema Rhushikesh Modak
2.	Mrs. Seema Rhushikesh Modak & Mr. Rhushikesh Ravikiran Modak
3.	Mr. Rhushikesh Ravikiran Modak & Mrs. Seema Rhushikesh Modak
4.	Mr. Abhijit S Tamhankar
5.	Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale
6.	Mr. Vinayak Vishnu Athavale J/W Mrs. Deepa Vinayak Athavale
7.	Mr. Achyut Govind Karandikar Mr. Mohan Achyut Karandikar

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CIN – U32104PN1982PTC028059

and Shareholders' Agreement dated 14 November 2025 executed between the Company, IL JIN, Mr. Abhijit Srinivas Tamhankar and Mrs. Seema Rhushikesh Modak ('SHA'), IL JIN has acquired 7,92,000 equity shares from the sellers shareholders of the Company, on 1<sup>st</sup> December 2025, constituting 80% of the equity share capital of the Company, consequent to which the Company has become a subsidiary of IL JIN and a Step Down subsidiary of Amber Enterprises India Limited, the Holding company of IL JIN.

Further, as per Clause 3.1 of the SHA dated 14 November 2025, IL JIN is vested with a right to nominate and appoint 3 (Three) directors on the Board of the Company. Accordingly, IL JIN has the right to nominate and appoint the majority of the Directors on the Board of the Company.

Further, pursuant to Clause 3.1 of the Shareholders' Agreement dated 14 November 2025, IL JIN holds the right to nominate and appoint the majority of the Directors on the Board.

Accordingly, the Board of Directors of IL JIN, exercised their right to nominate and appoint three (3) Directors on the Board of the Company and nominated Mr. Jasbir Singh (DIN: 00259632) and Mr. Sanjay Kumar Arora (DIN: 02924307) and Mr. Santosh Gundapi (DIN: 09227594), for appointment as Non-Executive Additional Directors on the Board of the Company, who shall hold office upto the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and liable to retire by rotation.

Further, the Board of Directors of the Company, based on the nomination received from IL JIN, in the Board meeting of the Company held on 01 December 2025, appointed Mr. Jasbir Singh (DIN: 00259632), Mr. Sanjay Kumar Arora (DIN: 02924307) and Mr. Santosh Gundapi (DIN: 09227594) as Additional Directors, in the category of Non – Executive Promoter Directors, subject to the approval of the shareholders in the ensuing general meeting of the Company.

Now, your Board recommends appointment of Mr. Jasbir Singh (DIN: 00259632), Mr. Sanjay Kumar Arora (DIN: 02924307) and Mr. Santosh Gundapi (DIN: 09227594), as the regular directors of the Company.

The brief profile(s) of above director(s) as per Secretarial Standard - 2 as prescribed by the Institute of Company Secretaries of India are given herein below :

Name of Director	Mr. Santosh Gundapi	Mr. Jasbir Singh	Mr. Sanjay Kumar Arora
Age	42 Years	50 Years	64 Years

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<b>Qualifications</b>	Bachelor's degree in Chemical Engineering from Dayananda Sagar College of Engineering, Bangalore.	Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University. Master's in Business Administration from the University of Hull, United Kingdom.	He holds an electrical engineering degree with specialization in electronics and television technology from the YMCA Institute of Engineering, Faridabad.
<b>Experience</b>	Mr. Santosh Gundapi is the Chief Executive Officer – PCB Division in IL JIN, Holding Company. He is at the helm of India's high-tech Printed Circuit Board (PCB) manufacturing transformation.  He is a visionary business leader with over 20 years of rich and diverse experience in steering operational excellence, process innovation, and total quality management across global electronics manufacturing landscapes.	Mr. Jasbir Singh is having more than 22 years of experience in the RAC & B2B manufacturing sector. Mr. Jasbir Singh is a Executive Chairman & Chief Executive Officer and Whole Time director of Amber Enterprises India Limited. He has played an Instrumental role in driving growth through organic and in organic acquisitions helping in diversifying the products and increasing addressable markets such as Mobility, Electronics, RAC & CAC, Components and Motors.  He also serves on several industry bodies enabling	Mr. Sanjay Kumar Arora is serving as Whole Time Director on the Board of the Holding Company, IL JIN, since 15 May 2023.  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.
	Mr. Gundapi has made considerable contributions		He also played an important role in entering the PCB business with the

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<p>towards identifying, evaluating and executing the inorganic opportunities for IL JIN.</p> <p>Prior to his current role, Mr. Gundapi was the Managing Director and COO at AT&amp;S India Pvt. Ltd., a trailblazer in PCB manufacturing. He began his career at AT&amp;S in 2005 as a Process Engineer, rising through progressive leadership roles including Quality Engineering Manager and Production Manager, before eventually leading operations during the challenging COVID-19 pandemic era. His strategic foresight enabled a robust turnaround of the Nanjangud facility during a globally turbulent time.</p>	<p>advocacy for the industry’s growth, including:</p> <ul style="list-style-type: none"> <li>- Co-Chair of FICCI Committee on Electronics &amp; White Goods Manufacturing</li> <li>- Co-Chair of The Indian Cellular &amp; Electronics Association (ICEA)</li> <li>- President of All India Organisation of Employers (AIOE), an allied body of FICCI</li> <li>- Vice Chairman of MEDEPC Mobile and Electronics Devices Export Promotion Council</li> </ul> <p>He also Spearheaded the Policy Advocacy execution of PLI for White Goods.</p> <p><b>Award and Accolade:</b></p> <p>Mr. Jasbir Singh has been awarded with a title of “Man of Appliances” by Consumer Electronics &amp; Appliances Manufacturers Association (“CEAMA”).</p>	<p>acquisition of Ascent Circuits.</p> <p>He continues to spearhead the Electronics Division, driving growth, innovation, and operational excellence.</p> <p>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.</p> <p><b>Award and Accolade:</b></p> <p>He is an awardee of the prestigious “Productivity Man of the Year” award among all LG Electronics subsidiaries.</p> <p><b>Specific Skills</b></p>
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Website : [www.shogini.com](http://www.shogini.com)

**WORKS :**

Gat No. 788, Khed Shivapur,  
Taluka Haveli, Dist. Pune, 412205  
Fax : 020 66471820  
Tel. : 020 66471800  
Email : [streception@shogini.com](mailto:streception@shogini.com)  
CIN – U32104PN1982PTC028059

		<b>Nature of expertise in specific functional areas:</b> Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing, Mergers and Acquisitions, Fund Raising.	<ul style="list-style-type: none"> <li>• Manufacturing of Electronics products</li> <li>• Leadership and team management</li> <li>• Strategic planning and execution</li> <li>• Operational excellence and process improvement</li> <li>• Sales and business development</li> </ul>
<b>Terms and conditions of appointment or re-appointment</b>	Inducted as a Board member w.e.f 01.12.2025	Inducted as a Board member w.e.f 01.12.2025	Inducted as a Board member w.e.f 01.12.2025
<b>Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	None	None	None
<b>Date of first appointment on the Board</b>	01.12.2025	01.12.2025	01.12.2025
<b>Shareholding in the company</b>	None	None	None

# Shogini Technoarts Pvt. Ltd.

**REGD. OFFICE :**

S No. 5 (P), Hissa No. 2/4/2, Shogini Building,  
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Ambegaon Budruk, Taluka Haveli, Dist. Pune - 411046  
Tel. : 020 66471700  
Email : Info@shogini.com  
Website : www.shogini.com

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<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None	None	None
<b>Number of Meetings of the Board attended during the year</b>	Not Applicable	Not Applicable	Not Applicable
<b>Other Directorships</b>	None	<ol style="list-style-type: none"> <li>1. Amber Enterprises India Limited</li> <li>2. IL JIN Electronics (India) Private Limited</li> <li>3. Sidwal Refrigeration Industries Private Limited</li> <li>4. Pravartaka Tooling Services Private Limited</li> <li>5. Ascent Circuits Private Limited</li> <li>6. AT Railway Sub Systems Private Limited</li> <li>7. Titagarh Firema S.p.A</li> <li>8. Ascent-K Circuit Private Limited</li> <li>9. ILJIN Holding Ltd</li> <li>10. Unitronics (1989) (R "G) Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. IL JIN Electronics (India) Private Limited</li> <li>2. Stelltek Technologies Private Limited</li> <li>3. Ascent Circuits Private Limited</li> <li>4. PICL (India) Private Limited</li> <li>5. AmberPR Technoplast India Private Limited</li> <li>6. Appserve Appliance Private Limited</li> <li>7. Ascent-K Circuit Private Limited</li> <li>8. Power - One Micro Systems Private Limited</li> <li>9. Unitronics (1989) (R"G) Ltd</li> </ol>

# Shogini Technoarts Pvt. Ltd.

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## **MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS**

### **Mr. Jasbir Singh**

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
1.	Amber Enterprises India Limited	Corporate Social Responsibility Committee	Member
		Business Responsibility & Sustainability Committee	Member
2.	IL JIN Electronics (India) Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
3.	Sidwal Refrigeration Industries Private Limited	Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member

### **Mr. Sanjay Kumar Arora**

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

### **Mr. Santosh Gundapi**

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
NIL			

Mr. Santosh Gundapi, Mr. Jasbir Singh and Mr. Sanjay Kumar Arora are deemed to be interested in the resolutions, as set out at item no. 2, 3 and 4 respectively of the Notice with regard to their appointment.

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 resolution proposed at item no. 2, 3 and 4 respectively, except to the extent of their shareholding, if any in the Company.

# Shogini Technoarts Pvt. Ltd.

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

In view of the above, the Board recommends the **ORDINARY RESOLUTIONS** at set out in item no. 2, 3 and 4, be passed in the Interest of your Company.

## **ITEM NO. 5**

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on 01 December 2025 appointed Mr. Prakash Iyer (DIN: 00956349) as an Additional Director in the capacity of Non-Executive Independent Director for a first term of 2 (Two) consecutive years from 1 December 2025 to 30 November 2027, subject to the approval of the shareholders. In terms of Section 161(1), he holds office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should be held, whichever is earlier. However, the Board approved the appointment of Mr. Prakash Iyer as an Independent Director for the above-mentioned term at the Extra-Ordinary General Meeting, w.e.f 1 December 2025.

The Company has received the following intimations/declarations from Mr. Prakash Iyer (DIN: 00956349):

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (“SEBI LODR Regulations”);
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (v) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

# Shogini Technoarts Pvt. Ltd.

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In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Prakash Iyer (DIN: 00956349), for appointment as a Non – Executive Independent Director of the Company.

In the opinion of the Board, Mr. Prakash Iyer (DIN: 00956349) possess the skills, background, expertise, skills and experience and fulfils the conditions for independence specified in the Act, the Rules made thereunder, and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board is satisfied that the appointment of Mr. Prakash Iyer (DIN: 00956349) is justified due to the following reasons :

- He carries in-depth knowledge and experience of 29 years across the financial services domain;
- He has expertise in venture investing, strategic planning, fund raising and acquisitions across various industries;
- He has extensive experience in Investment, capital raising, M&A Transactions.
- His experience of serving on the diversified boards of various multinational companies.

A copy of the draft letter for the appointment of Mr. Prakash Iyer (DIN: 00956349) as an Independent Director setting out the terms and conditions of his appointment is available and other disclosures and declarations shall open for inspection at the Registered Office of the Company on all working days of the Company during the business hours upto and including the date of the Extra Ordinary General Meeting for the duration of the Meeting.

This resolution seeks the approval of members for the appointment of Mr. Prakash Iyer (DIN: 00956349) as a Non-Executive Independent Director of the Company for the first term of 2 (Two) consecutive years with effect from 1 December 2025 to 30 November 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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.

In compliance with Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Prakash Iyer (DIN: 00956349) as an Independent Director of the Company, as an ORDINARY RESOLUTION.

# Shogini Technoarts Pvt. Ltd.

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Mr. Prakash Iyer's brief profile and additional information on Director recommended for appointment, pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished in "Annexure - A" to the Notice.

Except, Mr. Prakash Iyer, none of the director or the manager or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of ordinary resolution proposed at item No. 5 except, to the extent of his directorship in the Company.

The Board recommends the **Ordinary Resolution** as set out in Item no. 5 of this notice for the approval of members.

**ITEM NO. 6**

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on 1 December 2025 appointed Ms. Simran Singh (DIN: 01716011) as an Additional Director in the capacity of Non-Executive Independent Director for a first term of 2 (two) consecutive years from 1 December 2025 to 30 November 2027, subject to the approval of the shareholders. In terms of Section 161(1), she holds office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, the Board proposed to appoint Ms. Simran Singh as an Independent Director for the above-mentioned term at the Extra-Ordinary General Meeting, w.e.f 1 December 2025.

The Company has received the following intimations/declarations from Ms. Simran Singh (DIN: 01716011):

- (vi) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (vii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (viii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("SEBI LODR Regulations");
- (ix) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (x) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

# Shogini Technoarts Pvt. Ltd.

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In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Ms. Simran Singh (DIN: 01716011), for appointment as a Non – Executive Independent Director of the Company.

In the opinion of the Board, Ms. Simran Singh (DIN: 01716011) possess the skills, background, expertise, skills and experience and fulfils the conditions for independence specified in the Act, the Rules made thereunder, and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board is satisfied that the appointment of Ms. Simran Singh (DIN: 01716011) is justified due to the following reasons:

- She carries in-depth knowledge and experience of 35 years with the fast growing retail industry.
- She has extensive experience in retail brands in the country.
- She has been the industry expert consulted (through Gerson Lehrman) by a number of PE companies at the time of making investments in Indian retail brands. As retail expert, she has also worked on a number of assignments for the International Trade Center, Geneva.
- She was a gold medalist and scholarship holder during her BA (Honours) in mathematics from Punjab University.

A copy of the draft letter for the appointment of Ms. Simran Singh (DIN: 01716011) as an Independent Director setting out the terms and conditions of his appointment is available and other disclosures and declarations shall open for inspection at the Registered Office of the Company on all working days of the Company during the business hours upto and including the date of the Extra Ordinary General Meeting for the duration of the Meeting.

This resolution seeks the approval of members for the appointment of Ms. Simran Singh (DIN: 01716011) as a Non-Executive Independent Director of the Company for the first term of 2 (Two) consecutive years with effect from 1 December 2025 to 30 November 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

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.

# Shogini Technoarts Pvt. Ltd.

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In compliance with Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Ms. Simran Singh (DIN: 01716011) as an Independent Director of the Company, as an ORDINARY RESOLUTION.

Ms. Simran Singh's brief profile and additional information on Director recommended for appointment, pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as "**Annexure – A**" to the Notice.

Except, Ms. Simran Singh, none of the director or the manager or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of ordinary resolution proposed at item No. 6 except, to the extent of her directorship in the Company.

The Board recommends the **Ordinary Resolution** as set out in Item no. 6 of this notice for the approval of members.

**ITEM NO. 7 & 8**

Keeping in view your Company's existing and future financial requirements for furtherance of Company's business operations, your Company anticipates that the Company may require funds for smooth functioning of its operations.

For this purpose and as per section 180 (1) (c) of the Companies Act, 2013 ("the Act"), the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (*apart from temporary loans obtained from the Company's bankers in the ordinary course of business*) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Hence, it is proposed to avail borrowing limit up to Rs. 500 Crore or aggregate of Company's paid-up share capital, free reserves and securities premium, whichever is higher and for this, approval of members shall also be required.

Accordingly, in the meeting of the Board of Directors of the Company held on even date i.e. 1 December 2025, the approval of the Board members was accorded, to avail funds from the Banks and/or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources, upto, higher of the following limit:

- i) Rs. 500 Crore or
- ii) aggregate of Company's paid-up share capital, free reserves and securities premium

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*subject to the approval of the members of the Company by way of a special resolution.*

Hence, consent and approval of the members of the Company by way of a special resolution is required for giving authority to the Board of Directors of the Company (including its committee thereof) to avail funds from the Banks and/ or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources, upto, higher of the following limit:

- i) Rs. 500 Crore or
- ii) aggregate of Company's paid-up share capital, free reserves and securities premium

Further, in order to facilitate the borrowings availed/to be availed by the Company, it would be necessary, that the said borrowings may be secured by way of creating charge on the assets or undertaking of the Company.

Hence, it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Act, for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, consenting to the creation of the said mortgage or charge or hypothecation, not exceeding the limits approved under Section 180(1)(c) of the Act.

Accordingly, consent and approval of the members of the Company by way of a special resolution is required for giving authority to the Board of Directors of the Company (including its committee thereof) for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, not exceeding the limits approved under Section 180(1)(c) of the Act i.e. Rs. 500 Crore.

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 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 Special Resolutions proposed at Item No. 7 and 8, except to the extent of their shareholding in the Company, if any.

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

# Shogini Technoarts Pvt. Ltd.

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The special resolutions set out in items no. 7 and 8 of this Notice is accordingly recommended for your approval.

## **ITEM NO. 9**

Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) has been associated with the Company for nearly three decades, having first joined the Board as a Director on 1 September 1996. Over the years, he has played a pivotal role in guiding the Company's strategic direction and growth.

Recognizing his leadership and contributions, the Board appointed him as the Managing Director with effect from 1 April 2017. In this capacity, he has been responsible for overseeing the overall management, operations, and business development of the Company, while also providing vision and direction to the senior management team.

Subsequently, upon the completion of his initial tenure, the shareholders re-appointed Mr. Tamhankar as Chairman and Managing Director of the Company for a further term of three (3) years, commencing from 1 April 2023 and concluding on 31 March 2026. His re-appointment reflects the continued confidence of the Board and shareholders in his ability to lead the Company, drive sustainable growth, and uphold the highest standards of corporate governance.

Pursuant to the terms and conditions contained in the Share Purchase Agreement dated 14 November 2025, executed between Shogini Technoarts Pvt Ltd ("Shogini" / "Company"), IL JIN Electronics (India) Private Limited ("IL JIN" / "Purchaser"), and following sellers shareholders :

Sl. No.	Name of the Seller Shareholders
1.	Mrs. Seema Rhushikesh Modak
2.	Mrs. Seema Rhushikesh Modak & Mr. Rhushikesh Ravikiran Modak
3.	Mr. Rhushikesh Ravikiran Modak & Mrs. Seema Rhushikesh Modak
4.	Mr. Abhijit S Tamhankar
5.	Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale
6.	Mr. Vinayak Vishnu Athavale J/W Mrs. Deepa Vinayak Athavale
7.	Mr. Achyut Govind Karandikar Mr. Mohan Achyut Karandikar

and Shareholders' Agreement dated 14 November 2025 executed between the Company, IL JIN, Mr. Abhijit Srinivas Tamhankar and Mrs. Seema Rhushikesh Modak ('SHA'), the parties agreed that an

# Shogini Technoarts Pvt. Ltd.

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Employment Agreement be executed between the Company and Mr. Abhijit Srinivas Tamhankar, to outlines the revised remuneration, roles, responsibilities, and terms of his re-appointment as Managing Director and Chairman of the Company, for a renewed term of three (3) years, effective from 1 December 2025.

Accordingly, the Board of Directors, at its meeting held on 1 December 2025, considered and approved the re-appointment of Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) as the Chairman and Managing Director of the Company for a further term of three (3) consecutive years, commencing from 1 December 2025 and concluding on 30 November 2028. The re-appointment was approved in accordance with the terms and conditions set out in the Employment Agreement, read in conjunction with the Shareholders' Agreement dated 14 November 2025.

The Board further resolved to approve the execution of the Employment Agreement with Mr. Tamhankar, thereby formalizing his continued engagement as Chairman and Managing Director of the Company. The Board placed on record its appreciation of Mr. Tamhankar's longstanding association, leadership, and valuable contributions to the growth and governance of the Company, and expressed confidence in his ability to steer the Company through its next phase of development.

Additional Information on Director recommended for appointment/re-appointment/revision or variation in terms of appointment and remuneration as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in "**Annexure-A**" hereto.

## Remuneration

### **Salary, Allowances and Perquisites (hereinafter referred to as "Remuneration"):**

#### **1. REMUNERATION**

- 1.1. The Company shall pay to Mr. Abhijit during the continuance of Employment Agreement, in consideration of the performance of his duties, a fixed remuneration of INR 1,54,96,000 (Indian Rupees One Crore, Fifty-Four Lakhs, and Ninety-Six Thousand only) per annum, break up of which may be agreed mutually between the Parties, along with other retirement benefits (if any), along with other retirement benefits (if any), and perquisites as are specified hereunder.
- 1.2. In addition to the remuneration payable under Employment Agreement, Mr. Abhijit shall be entitled to be reimbursed by the Company for reasonable and necessary out-of-pocket business expenses incurred during the course of fulfilling his duties under this Agreement, including expenses for travelling, refreshments and any other expenses incurred by Mr. Abhijit on behalf of the Company. The Company will reimburse to Mr. Abhijit reasonable out-of-pocket expenses and

# Shogini Technoarts Pvt. Ltd.

**REGD. OFFICE :**

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Ambegaon Budruk, Taluka Haveli, Dist. Pune - 411046  
Tel. : 020 66471700  
Email : [Info@shogini.com](mailto:Info@shogini.com)  
Website : [www.shogini.com](http://www.shogini.com)

**WORKS :**

Gat No. 788, Khed Shivapur,  
Taluka Haveli, Dist. Pune, 412205  
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Email : [streception@shogini.com](mailto:streception@shogini.com)  
CIN - U32104PN1982PTC028059

disbursements directly attributable to the business of the Company, incurred by Mr. Abhijit which shall be borne by the Company and shall be reimbursed subject to Applicable Law and Company's policies.

- 1.3. Further, Mr. Abhijit may be entitled to annual appraisal and increments as decided by the Board.
- 1.4. Any tax liability arising in respect of payments made pursuant to Employment Agreement or income earned by Mr. Abhijit while this Agreement is in effect, shall be borne by Mr. Abhijit. All payments made to Mr. Abhijit pursuant to the Employment Agreement shall be subject to withholding taxes (if applicable) in accordance with the provisions of Applicable Law.

Mr. Abhijit Srinivas Tamhankar shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

The Board of Directors or Committee thereof may, on their discretion, revise/modify any of the terms and remuneration from time to time, within the stipulated limits

## **PERQUISITES**

Mr. Abhijit Srinivas Tamhankar shall be entitled to the following perquisites which include but are not limited to:

1. Free use of company owned Car for the business of the Company: [MH12PH1137]
2. Free telephone facility at the residence of Mr. Abhijit Srinivas Tamhankar.
3. Mobile facility including cost of the instrument, for the business purpose.

## **2. TERMS OF EMPLOYMENT**

- 2.1. Unless terminated earlier in accordance with the provisions of Employment Agreement, the employment term of Mr. Abhijit as the Managing Director and Chairman of the Company, subject to Applicable Law, shall be: (a) for a period of 3 (Three) years from the Effective Date; or (b) until the Purchaser acquires all (and not merely a part) of the Remaining Sale Shares in accordance with the terms of the SHA, whichever occurs earlier, and thereafter, for the balance period up to the completion of 4 (Four) years from the Effective Date, Mr. Abhijit shall continue to be employed in such capacity as may be mutually agreed between the Company and Mr. Abhijit for transition and handholding purposes ("Term").

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- 2.2. Mr. Abhijit hereby agrees to perform the duties and serve the Company on a majority portion of his working hours and best efforts basis on the terms set forth in Employment Agreement.
- 2.3. Subject to Applicable Law, Mr. Abhijit hereby undertakes to devote material portion of his working time in the business of the Company, during the Term of this Agreement except during (i) permitted holidays and leave periods, (ii) reasonable periods of illness, (iii) other incapacity due to restriction under Applicable Law.
- 2.4. Mr. Abhijit shall faithfully and diligently perform and exercise such powers in relation to Company and the Business, being consistent with his position and role, as vested or assigned to him from time to time by or under the authority of the Board.
- 2.5. Mr. Abhijit shall be bound by any and all rules, regulations, policies and procedures of the Company, as amended from time to time, during the Term of Employment Agreement.
- 2.6. Mr. Abhijit shall not have any claim against the Company for damages in the event and before the expiration of Employment Agreement, the tenure of his office is determined by reason of reconstruction or amalgamation whether by winding up of the Company or otherwise.
- 2.7. Mr. Abhijit shall be entitled for continuity of services with the Company and shall not be deemed to be interrupted by reason of execution of Employment Agreement.

Subject to the superintendence, control and direction of the Board of Directors, Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) shall manage and conduct the business and affairs of the Company with prime focus on business development, introduction of new products & categories, expansion strategies, driving business growth by identifying new prospects and converting more leads into customers.

The period of office of Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) shall be liable to be determined by retirement of directors by rotation. If he is re-appointed as a Director, immediately on retirement by rotation, he shall continue to hold office of Managing Director and Chairman and such re-appointment as Director shall not be deemed to constitute a break in his appointment as a Managing Director.

A copy of the Employment Agreement for the re-appointment setting out the terms and conditions of Mr. Abhijit Srinivas Tamhankar, Chairman and Managing Director, alongwith terms of remuneration is open for inspection at the Registered Office of the Company on all working days of the Company during the business hours upto the date of the Extra Ordinary General Meeting and at the venue of the meeting for the duration of the meeting.

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

Except, Mr. Abhijit Srinivas Tamhankar and his spouse, Mrs. Geeta Abhijit Tamhankar, none of the Directors or the Manager or any other Key Managerial Personnel or their relatives are concerned or interested whether financially or otherwise, if any, in the resolution set out at Item No. 9, except to the extent of their shareholding, if any or directorship.

The Board of Directors of your Company recommends that the **Ordinary Resolution** under Item No. 9 be passed in the interest of your Company.

**ITEM NO. 10**

Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) has been associated with the Company for nearly three decades, having first joined the Board as a Director on 1 July 1998. Over the years, she has played a pivotal role in guiding the Company's strategic direction and growth.

Recognizing her leadership and contributions, the Board appointed her as the Whole Time Director, designated as Director Marketing and Commercial with effect from 1 April 2017. In this capacity, she has been responsible for overseeing the overall management, operations, and business development of the Company.

Pursuant to the terms and conditions contained in the Share Purchase Agreement dated 14 November 2025, executed between Shogini Technoarts Pvt Ltd ("Shogini" / "Company"), IL JIN Electronics (India) Private Limited ("IL JIN" / "Purchaser"), and following sellers shareholders:-

Sl. No.	Name of the Seller Shareholders
1.	Mrs. Seema Rhushikesh Modak
2.	Mrs. Seema Rhushikesh Modak & Mr. Rhushikesh Ravikiran Modak
3.	Mr. Rhushikesh Ravikiran Modak & Mrs. Seema Rhushikesh Modak
4.	Mr. Abhijit S Tamhankar
5.	Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale
6.	Mr. Vinayak Vishnu Athavale J/W Mrs. Deepa Vinayak Athavale
7.	Mr. Achyut Govind Karandikar Mr. Mohan Achyut Karandikar

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and Shareholders' Agreement dated 14 November 2025 executed between the Company, IL JIN, Mr. Abhijit Srinivas Tamhankar and Mrs. Seema Rhushikesh Modak ('SHA'), the parties agreed that an Employment Agreement be executed between the Company and Mrs. Geeta Abhijit Tamhankar (DIN: 00389092), to outline the revised remuneration, roles, responsibilities, and terms of her re-appointment as Whole Time Director, designated as Director Marketing and Commercial of the Company, for a renewed term of three (3) years, effective from 1 December 2025.

Accordingly, the Board of Directors, at its meeting held on 1 December 2025, considered and approved the re-appointment of Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) as the Whole Time Director, designated as Director Marketing and Commercial, for a further term of three (3) consecutive years, commencing from 1 December 2025 and concluding on 30 November 2028. The re-appointment was approved in accordance with the terms and conditions set out in the Employment Agreement, read in conjunction with the Shareholders' Agreement dated 14 November 2025.

The Board further resolved to approve the execution of the Employment Agreement with Mrs. Geeta Abhijit Tamhankar (DIN: 00389092), thereby formalizing her continued engagement as Whole Time Director of the Company. The Board placed on record its appreciation of Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) longstanding association, leadership, and valuable contributions to the growth and governance of the Company, and expressed confidence in her ability to steer the Company through its next phase of development.

Additional Information on Director recommended for appointment/re-appointment/revision or variation in terms of appointment and remuneration as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in "Annexure-A" hereto.

## **Remuneration**

### **Salary, Allowances and Perquisites (hereinafter referred to as "Remuneration"):**

#### **1. REMUNERATION**

- 1.1. The Company shall pay to Mrs. Geeta during the continuance of Employment Agreement, in consideration of the performance of her duties, a fixed remuneration of INR 1,45,96,000 (Indian Rupees One Crore, Forty-Five Lakhs, and Ninety Six Thousand only) per annum, break up of which may be agreed mutually between the Parties, along with other retirement benefits (if any), and perquisites as are specified hereto.
- 1.2. In addition to the remuneration payable under this Agreement, Mrs. Geeta shall be entitled to be reimbursed by the Company for reasonable and necessary out-of-pocket business expenses

# Shogini Technoarts Pvt. Ltd.

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incurred during the course of fulfilling her duties under Employment Agreement, including expenses for travelling, refreshments and any other expenses incurred by Mrs. Geeta on behalf of the Company. The Company will reimburse to Mrs. Geeta reasonable out-of-pocket expenses and disbursements directly attributable to the business of the Company, incurred by Mrs. Geeta which shall be borne by the Company and shall be reimbursed subject to Applicable Law and Company's policies.

- 1.3. Further, Mrs. Geeta may be entitled to annual appraisal and increments as decided by the Board.
- 1.4. Any tax liability arising in respect of payments made pursuant to Employment Agreement or income earned by Mrs. Geeta while Employment Agreement is in effect, shall be borne by Mrs. Geeta. All payments made to Mrs. Geeta pursuant to Employment Agreement shall be subject to withholding taxes (if applicable) in accordance with the provisions of Applicable Law.

Mrs. Geeta shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

The Board of Directors or Committee thereof may, on their discretion, revise/modify any of the terms and remuneration from time to time, within the stipulated limits

## **PERQUISITES**

Mrs. Geeta shall be entitled to the following perquisites which include but are not limited to:

1. Free use of company owned Car for the business of the Company: [MH12TS9672]
2. Free telephone facility at the residence of Mrs. Geeta Abhijit Tamhankar.
3. Mobile facility including cost of the instrument, for the business purpose.

## **2. TERMS OF EMPLOYMENT**

- Unless terminated earlier in accordance with the provisions of Employment Agreement, the employment term of Mrs. Geeta as the Director - Marketing & Commercial of the Company and as a Director on the Board of the Company, subject to Applicable Law, shall be: (a) for a period of 3 (Three) years from the Effective Date; or (b) until the Purchaser acquires all (and not merely a part) of the Remaining Sale Shares in accordance with the terms of the SHA, whichever occurs earlier, and thereafter, for the balance period up to the completion of 4 (Four) years from the Effective Date, Mrs. Geeta shall continue to be employed in such capacity as may be mutually agreed between the Company and Mrs. Geeta for transition and handholding purposes ("Term").

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CIN - U32104PN1982PTC028059

- Mrs. Geeta hereby agrees to perform the duties and serve the Company on a majority portion of her working hours and best efforts basis on the terms set forth in Employment Agreement.
- Subject to Applicable Law, Mrs. Geeta hereby undertakes to devote material portion of her working time in the business of the Company, during the Term of this Agreement except during (i) permitted holidays and leave periods, (ii) reasonable periods of illness, (iii) other incapacity due to restriction under Applicable Law.
- Mrs. Geeta shall faithfully and diligently perform and exercise such powers in relation to Company and the Business, being consistent with her position and role, as vested or assigned to her from time to time by or under the authority of the Board.
- Mrs. Geeta shall be bound by any and all rules, regulations, policies and procedures of the Company, as amended from time to time, during the Term of Employment Agreement.
- Mrs. Geeta shall not have any claim against the Company for damages in the event and before the expiration of Employment Agreement, the tenure of her office is determined by reason of reconstruction or amalgamation whether by winding up of the Company or otherwise.
- Mrs. Geeta shall be entitled for continuity of services with the Company and shall not be deemed to be interrupted by reason of execution of Employment Agreement.

Subject to the superintendence, control and direction of the Board of Directors, Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) shall manage and conduct the business and affairs of the Company with prime focus on business development, introduction of new products & categories, expansion strategies, driving business growth by identifying new prospects and converting more leads into customers.

The period of office of Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) shall be liable to be determined by retirement of directors by rotation. If he is re-appointed as a Director, immediately on retirement by rotation, he shall continue to hold office of Whole Time Director and such re-appointment as Director shall not be deemed to constitute a break in her appointment as a Whole Time Director.

A copy of the Employment Agreement for the re-appointment setting out the terms and conditions of Mrs. Geeta Abhijit Tamhankar (DIN: 00389092), alongwith terms of remuneration is open for inspection at the Registered Office of the Company on all working days of the Company during the business hours upto the date of the Extra Ordinary General Meeting and at the venue of the meeting for the duration of the meeting.

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

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to understand the meaning, scope and implications of the items of business and to take decision thereon.

Except, Mrs. Geeta Abhijit Tamhankar and her spouse, Mr. Abhijit Srinivas Tamhankar, none of the Directors or the Manager or any other Key Managerial Personnel or their relatives are concerned or interested whether financially or otherwise, if any, in the resolution set out at Item No. 10, except to the extent of their shareholding, if any or directorship.

The Board of Directors of your Company recommends that the **Ordinary Resolution** under Item No. 10 be passed in the interest of your Company.

**ITEM NO. 11**

The Company has recently onboarded Additional Directors in the category of Non-Executive Directors, nominated by IL JIN Electronics (India) Private Limited, the holding company. These individuals are highly accomplished professionals with extensive expertise in areas such as business strategy, financial governance, corporate governance, research, and innovation. Their induction on to the Board is expected to significantly contribute in shaping the Company's long-term strategic direction, enhancing group-level decision-making, and strengthening oversight in risk management and regulatory compliance.

Hence, considering the rich experience and expertise brought by them to the Board, the Board of Directors, at their meeting held on even date i.e. 1<sup>st</sup> December 2025, approved the proposal that adequate commission should be paid to the Non-Executive Directors (Existing and Future) (Including Independent Directors), so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

*The aforesaid commission payable to the Non - Executive Directors (Including Independent Directors) shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.*

As per Section 197 of the Companies Act, 2013, the remuneration payable to directors who are neither managing nor whole-time directors shall not exceed 1% of the net profits of the Company in a financial year if there is a managing or Whole Time Director or manager, and 3% in any other case.

Any payment exceeding these limits requires the approval of shareholders by way of a **special resolution**.

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Accordingly, the Board has sought consent of the shareholders, to approve the payment of commission to Non-Executive Directors (Including Independent Directors) in excess of the said statutory limit of 1% of the net profits of the Company.

This proposal is aimed at retaining and attracting high-quality talent to support the Company's sustained growth and governance standards.

Hence, consent and approval of the members is hereby sought for resolutions set forth in item no. 11 relating to payment of commission to Non - Executive Directors (Existing and Future) (Including Independent Directors) in every financial year from F.Y. 2025 – 26 and onwards, **exceeding one percent** (or such higher limits as may be prescribed under the Act by way of amendment or re-enactment thereof) per annum of the net profits of the Company, **for a period not exceeding three years**. The manner and proportion of which shall be reviewed by the Board of Directors or its duly constituted committee, from time to time.

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

I. General Information:						
Sl. No.	Particulars	Mr. Jasbir Singh	Mr. Sanjay Kumar Arora	Mr. Santosh Gundapi	Mr. Prakash Iyer	Ms. Simran Singh
1.	Nature of industry	Shogini Technoarts Pvt Ltd ("Shogini"), is a company incorporated under the provisions of the Companies Act 1956, on 23 August 1982, having its Registered Office at Gat No. 788, Khed, Shivapur, Tal Haveli Dist. Pune, Maharashtra - 412205. It is engaged in the business of manufacturing various types of PCBs including but not limited to single sided, double sided, multilayered, metal and flexible PCBs catering to a wide range of applications.				
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 23 <sup>rd</sup> August 1982 and commercial production commenced on the same day.				
3.	In the case of new companies, expected date of commencement of activities as per project	Not Applicable				

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	approved by financial institutions appearing in the prospectus					
4.	Financial performance based on given indicators	(Amount in Lakh)				
		<b>Financial year</b>	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>	
		<b>Gross Revenue</b>	39,074.19	33,250.60	29,737.74	
		<b>Profit after Tax</b>	3,982.53	3,355.56	1,317.68	
		<b>Earnings per share (Actual)</b>	402.28	338.95	133.10	
5.	Foreign investments or collaborations, if any	The Company has not entered any foreign collaboration, and no direct capital investment has been made in the Company during the previous three financial years.				
<b>II. Information about the appointee:</b>						
6.	Background details	Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University. Master's in Business Administration from the University of Hull, United Kingdom.	He holds an electrical engineering degree with specialization in electronics and television technology from the YMCA Institute of Engineering, Faridabad.	Bachelor's degree in Chemical Engineering from Dayananda Sagar College of Engineering, Bangalore.	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.	Bachelors in arts (Honours) in mathematics from the Punjab University. Master of Business Administration (MBA), Faculty of Management Studies, University of Delhi
7.	Past remuneration (Per Annum)	None	None	None	None	None
8.	Recognition or awards	Mr. Jasbir Singh has been awarded with a title of "Man of Appliances" by Consumer Electronics &	He is an awardee of the prestigious "Productivity Man of the Year" award among all LG	None	None	None

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		Appliances Manufacturers Association (“CEAMA”).	Electronics subsidiaries.			
9.	Job profile and his suitability	<p>Mr. Jasbir Singh is having more than 22 years of experience in the RAC &amp; B2B manufacturing sector. Mr. Jasbir Singh is a Executive Chairman &amp; Chief Executive Officer and Whole-Time director of Amber Enterprises India Limited, the ultimate holding company. He has played an Instrumental role in driving growth through organic and in organic acquisitions helping in diversifying the products and increasing addressable markets such as Mobility, Electronics, RAC &amp; CAC, Components and Motors.</p> <p>He also serves on several industry bodies enabling advocacy for the industry’s growth, including:</p> <ul style="list-style-type: none"> <li>- Co-Chair of FICCI Committee on Electronics &amp; White</li> </ul>	<p>Mr. Sanjay Kumar Arora is serving as Whole Time Director on the Board of the Holding Company, IL JIN, since 15 May 2023. He played a pivotal role towards laying a blueprint and execution of EMS biz for Amber Group.</p> <p>Under his leadership the Electronics Division achieved new scales and established itself as a leading player in the EMS industry.</p> <p>He enabled the entry of Electronics division of IL JIN into newer segments and adding many new customers.</p> <p>He also played an important role in entering the PCB business with the acquisition of Ascent Circuits.</p> <p>He continues to spearhead the Electronics Division, driving growth,</p>	<p>Mr. Santosh Gundapi is the Chief Executive Officer – PCB Division in IL JIN, Holding Company. He is at the helm of India’s high-tech Printed Circuit Board (PCB) manufacturing transformation.</p> <p>He is a visionary business leader with over 20 years of rich and diverse experience in steering operational excellence, process innovation, and total quality management across global electronics manufacturing landscapes.</p> <p>Mr. Gundapi has made considerable contributions towards identifying, evaluating and executing the inorganic opportunities for IL JIN.</p>	<p>He is currently the Chief Investments Officer (CIO) for Haldirams Nagpur group.</p> <p>In past he served as a Chief Executive Officer of Butterfly Appliances.</p> <p>He carries in-depth knowledge and experience of 29 years across the financial services domain. His body of work includes equity and debt research (with ICRA credit ratings), investment banking (Arthur Andersen, Ernst &amp; Young), private equity and venture investing (with Actis, Reliance Private Equity and currently manages Haldirams Family Office for investing and M&amp;A advisory), operational expertise (as CEO of Butterfly Appliances) Mr. Prakash Iyer scripted and</p>	<p>She has been inducted as a member of Board w.e.f 01 December 2025, as an Additional Director in the capacity of Independent Director.</p> <p>A professional with 35 years of experience, Ms. Simran Singh has spent a major part of her career working with the fast growing retail industry.</p> <p>Being one of the early professionals in the field she has helped launch and scale some of the significant retail brands in the country.</p> <p>She is a multi-faceted professional and has worked both as a retail professional, managing large and diverse teams nationally, and as an entrepreneur. She has held academic positions, worked</p>

# Shogini Technoarts Pvt. Ltd.

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	Goods Manufacturing - Co-Chair of The Indian Cellular & Electronics Association (ICEA) - President of All India Organisation of Employers (AIOE), an allied body of FICCI - Vice Chairman of MEDEPC Mobile and Electronics Devices Export Promotion Council  He also Spearheaded the Policy Advocacy execution of PLI for White Goods.  <b>Award and Accolade:</b>  Mr. Jasbir Singh has been awarded with a title of “Man of Appliances” by Consumer Electronics & Appliances Manufacturers Association (“CEAMA”).  <b>Nature of expertise in specific functional areas:</b> Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing,	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.  <b>Award and Accolade:</b>  He is an awardee of the prestigious “Productivity Man of the Year” award among all LG Electronics subsidiaries.  <b>Specific Skills</b> <ul style="list-style-type: none"> <li>• Manufacturing of Electronics products</li> <li>• Leadership and team management</li> </ul>	Prior to his current role, Mr. Gundapi was the Managing Director and COO at AT&S India Pvt. Ltd., a trailblazer in PCB manufacturing. He began his career at AT&S in 2005 as a Process Engineer, rising through progressive leadership roles including Quality Engineering Manager and Production Manager, before eventually leading operations during the challenging COVID-19 pandemic era. His strategic foresight enabled a robust turnaround of the Nanjangud facility during a globally turbulent time.	delivered a historic turnaround in operational performance as CEO at Butterfly Gandhimathi Appliances while and Charted a long-term strategy for growth.  He continues to play a key role in venture investing, strategic advisory especially M&A while continuing to advise the Haldiram's group in managing their Family Office for investing and spearheads the M&A function. In this role he works very closely with the startup companies guiding them in growth strategies and fund raising. 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,	as consultant with international organizations, and written for leading newspapers including Business Standard, Economic Times, and industry specific publications.  She has been the industry expert consulted (through Gerson Lehrman) by a number of PE companies at the time of making investments in Indian retail brands. As retail expert, she has also worked on a number of assignments for the International Trade Center, Geneva.  She has a strong sense of social responsibility and has been actively involved at a personal level in areas of mental health, student education and animal care.  Moved by the challenges of the elderly in India, she has launched a social enterprise
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		Mergers and Acquisitions, Fund Raising.	<ul style="list-style-type: none"> <li>Strategic planning and execution</li> <li>Operational excellence and process improvement</li> <li>Sales and business development</li> </ul>		M&A, Expert in turnarounds, Team Management, Strategic Planning, Marketing Strategy.	— Amaltas Senior Care in 2021.  She was a gold medalist and scholarship holder during her BA (Honours) in mathematics from Punjab University.
10.	Remuneration proposed (Commission)	As mentioned in the explanatory statement of this Notice.	As mentioned in the explanatory statement of this Notice.	As mentioned in the explanatory statement of this Notice.	As mentioned in the explanatory statement of this Notice.	As mentioned in the explanatory statement of this Notice.
11.	Comparative remuneration profile with respect to industry, size of the company, position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	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. Sanjay Kumar Arora 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. Santosh 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 Mr. Gundapi 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. Simran Singh is in line with prevailing market standards and is further justified by the extensive experience, expertise, and value he brings to the Company.
12	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	As on 30.09.2025, Mr. Jasbir Singh held 70,59,165 Equity Shares in the Ultimate Holding Company i.e. Amber Enterprises India Limited (“Amber”) comprising of 20.08% of the Paid up share capital of Amber.	He does not have any relationship with Directors, Managers and Key Managerial Personnel of the Company. However, he is serving as a Whole Time Director of ILJIN Electronics (India) Private Limited, the Holding Company.	He does not have any relationship with Directors, Managers and Key Managerial Personnel of the Company.	He does not have any relationship with Directors, Managers and Key Managerial Personnel of the Company.	He does not have any relationship with Directors, Managers and Key Managerial Personnel of the Company.
				Further, as on 30.09.2025, Mr. Gundapi held 50		

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		Further, as on 30.09.2025, Mr. Sanjay Kumar Arora held 629 Equity Shares in the Ultimate Holding Company i.e. Amber Enterprises India Limited (“Amber”).	Equity Shares in the Ultimate Holding Company i.e. Amber		
<b>III. Other information:</b>					
13.	Reasons for loss or inadequate profits	As the Company’s focus is growth oriented, it is majorly incurring capital expenditures for its capacity expansion for coping up with the ever-increasing customer demand.			
14.	Steps taken or proposed to be taken for improvement	The Company is focusing on the geographic expansion of its business and broadening its customer base.			
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.			

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.

Except, all Non-Executive Directors, none of the Directors or the Manager or any other Key Managerial Personnel or their relatives are concerned or interested whether financially or otherwise, if any, in the resolution set out at item no. 11, except to the extent of their shareholding, if any or directorship.

The Board of Directors of your Company recommends that the **Special Resolution** in item no. 11 of this Notice, be passed in the interest of your Company.

## **ITEM NO. 12**

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the remuneration payable to any one Managing Director or Whole-time Director or Manager in a public company shall not exceed five percent of the net profits of the Company. Further, the remuneration payable to directors who are neither Managing Directors nor Whole-time Directors shall not exceed one percent of the net profits of the Company, where there is a Managing Director, Whole-time Director, or Manager.

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Further, as per Section 197 of the Act, the total managerial remuneration payable by a public company to its directors, including Managing Director(s), Whole-time Director(s), and Manager, in respect of any financial year shall not exceed eleven percent of the net profits of the Company, computed in accordance with Section 198 of the Act, except with the approval of the members by way of a special resolution.

Additionally, in terms of Schedule V to the Act, in the event of inadequacy or absence of profits, remuneration in excess of the prescribed limits may be paid, subject to approval of the members by way of a special resolution for a period not exceeding three years.

In view of the Company's strong financial performance, strategic growth initiatives, increasing scale of operations, and the anticipated strengthening of the Board with additional directors, the Board of Directors considers it appropriate to approve payment of remuneration in excess of the limits prescribed under Section 197 of the Act.

Accordingly, approval of the members is sought, pursuant to Section 197 of the Act, for payment of remuneration to all Directors of the Company, including Independent Directors, notwithstanding that the aggregate remuneration paid or payable may exceed eleven percent of the net profits of the Company, as computed under Section 198 of the Act, for a period of three years commencing from 1 December 2025 to 30 November 2028.

The Board is of the view that the proposed remuneration is commensurate with the roles and responsibilities of the Directors, aligned with industry benchmarks, and in the best interests of the Company and its stakeholders.

All Directors of the Company and their relatives may be deemed to be concerned or interested in this resolution. Except as stated above, none of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors confirms that all material facts and relevant disclosures have been provided and that no other information is required to enable the members to understand the meaning, scope, and implications of the proposed resolution.

**The Statement in terms of Section II of Part II of Schedule V of the Act is included in Agenda No. 11.**

The Board of Directors of your Company recommends that the **Special Resolution** in item no. 12 of this Notice, be passed in the interest of your Company.

# Shogini Technoarts Pvt. Ltd.

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By order of the Board of Directors  
For Shogini Technoarts Pvt Ltd



(Abhijit Srinivas Tamhankar)

Managing Director

DIN: 01515483

Address: Utkarsh Bunglow, Plot no. 21, Vidisha  
Colony, Off Lane 11 Shahu colony, Karve Nagar,  
Pune 411052

Place: Pune

Date: 01.12.2025

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## ANNEXURE - A

### 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. Abhijit Srinivas Tamhankar	Mrs. Geeta Abhijit Tamhankar	Mr. Prakash Iyer	Ms. Simran Singh
Age	56 Years	53 Years	58 Years	60 Years
Qualifications	Bachelor's degree in Computer Engineering from Pune University.  Diploma in Business Management from Pune University.	Bachelor's degree in Electronics & Telecommunication Engineering from Pune University.	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.	Bachelors in arts (Honours) in mathematics from the Punjab University.  Master of Business Administration (MBA), Faculty of Management Studies, University of Delhi
Experience	He is currently the Chairman & Managing Director of Shogini	She is currently the Whole Time Director Designated as Director - Marketing &	He is currently the Chief Investments Officer (CIO) for Haldirams Nagpur group.	She has been inducted as a member of Board w.e.f 01 December 2025, as an Additional Director

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<p>Technoarts Pvt. Ltd. since 2023.</p> <p>In past he served as Managing Director &amp; CEO of Shogini fom 2017 to 2023.</p> <p>He was served as a Whole Time Director of Shogini since 1996</p> <p>Before Joining Shogini he served as the IT Department Head at ARAI for 4 years, overseeing all information technology functions &amp; strategies.</p>	<p>Commercial of Shogini. She have 27 years of Experience of PCB Manufacturing.</p>	<p>In past he served as a Chief Executive Officer of Butterfly Appliances.</p> <p>He carries in-depth knowledge and experience of 29 years across the financial services domain. His body of work includes equity and debt research (with ICRA credit ratings), investment banking (Arthur Andersen, Ernst &amp; Young), private equity and venture investing (with Actis, Reliance Private Equity and currently manages Haldirams Family Office for investing and M&amp;A advisory), operational expertise (as CEO of Butterfly Appliances) Mr. Prakash Iyer scripted and delivered a historic turnaround in operational</p>	<p>in the capacity of Independent Director.</p> <p>A professional with 35 years of experience, Ms. Simran Singh has spent a major part of her career working with the fast growing retail industry.</p> <p>Being one of the early professionals in the field she has helped launch and scale some of the significant retail brands in the country.</p> <p>She is a multi-faceted professional and has worked both as retail professional, managing large and diverse teams nationally, and as an entrepreneur. She has held academic positions, worked as consultant with international organizations, and written for leading newspapers</p>
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			<p>performance as CEO at Butterfly Gandhimathi Appliances while and Charted a long-term strategy for growth.</p> <p>He continues to play a key role in venture investing, strategic advisory especially M&amp;A while continuing to advise the Haldirams group in managing their Family Office for investing and spearheads the M&amp;A function. In this role he works very closely with the startup companies guiding them in growth strategies and fund raising. He works closely with the Venture Catalysts group in various advisory capacities and also with 100 Unicorns Fund and Elev8, Venture Partners.</p>	<p>including Business Standard, Economic Times, and industry specific publications.</p> <p>She has been the industry expert consulted (through Gerson Lehrman) by a number of PE companies at the time of making investments in Indian retail brands. As retail expert, she has also worked on a number of assignments for the International Trade Center, Geneva.</p> <p>She has a strong sense of social responsibility and has been actively involved at a personal level in areas of mental health, student education and animal care. Moved by the challenges of the elderly in India, she has launched a social enterprise — Amaltas Senior Care in 2021.</p>
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			Nature of expertise in specific functional areas: Investing & capital raising, M&A, Expert in turnarounds, Team Management, Strategic Planning, Marketing Strategy.	She was a gold medalist and scholarship holder during her BA (Honours) in mathematics from Punjab University.
<b>Terms and conditions of appointment or re-appointment</b>	He had been serving on the Board of the Company as a Director since 01 <sup>st</sup> September 1996 and was re-appointed as Managing Director of the Company, since 01st April 2017 and was last re-appointed as the Chairman & Managing Director of the Company for a term of three (3) years commencing from 01st April 2023 and ending on 31st March 2026.	She had been serving on the Board of the Company as a Director since 01 <sup>st</sup> July 1998 and was re-appointed as Whole-time Director of the Company, since 01st July 1998 and was last re-appointed as the Whole Time Director of the Company for a term of three (3) years commencing from 01st April 2023 and ending on 31st March 2026.	He has been inducted as a member of Board w.e.f 01 December 2025 in the capacity of Independent Director, he is not liable to retire by rotation.	She has been inducted as a member of Board w.e.f 01 December 2025, in the capacity of Independent Director, she is not liable to retire by rotation.
		In view of the Share Purchase Agreement Share Purchase Agreement dated		

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	<p>In view of the Share Purchase Agreement Share Purchase Agreement dated 14<sup>th</sup> November 2025, executed between Shogini Technoarts Private Limited ("Shogini" / "Company"), ILJIN Electronics (India) Private Limited ("ILJIN" / "Purchaser"), Mr. Abhijit Srinivas Tamhankar, Mrs. Seema Rhushikesh Modak, Mrs. Seema Rhushikesh Modak J/W Mr. Rhushikesh Ravikiran Modak, Mr. Rhushikesh Ravikiran Modak J/W Mrs. Seema Rhushikesh Modak, Mr. Vinayak Vishnu Athavale J/W Mrs. Deepa Vinayak Athavale, Mr. Achyut Govind Karandikar J/W Mr. Mohan Achyut Karandikar, Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale and Seema Rhushikesh Modak, Mr. Vinayak Vishnu Athavale J/W</p>	<p>14<sup>th</sup> November 2025, executed between Shogini Technoarts Private Limited ("Shogini" / "Company"), ILJIN Electronics (India) Private Limited ("ILJIN" / "Purchaser"), Mr. Abhijit Srinivas Tamhankar, Mrs. Seema Rhushikesh Modak, Mrs. Seema Rhushikesh Modak J/W Mr. Rhushikesh Ravikiran Modak, Mr. Rhushikesh Ravikiran Modak J/W Mrs. Seema Rhushikesh Modak, Mr. Vinayak Vishnu Athavale J/W Mrs. Deepa Vinayak Athavale, Mr. Achyut Govind Karandikar J/W Mr. Mohan Achyut Karandikar, Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale and Shareholders' Agreement dated 14 November 2025 executed between</p>		
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	<p>Mrs. Deepa Vinayak Athavale, Mr. Achyut Govind Karandikar J/W Mr. Mohan Achyut Karandikar, Mrs. Deepa Vinayak Athavale J/W Mr. Vinayak Vishnu Athavale and Shareholders' Agreement dated 14 November 2025 executed between the Company, ILJIN, Mr. Abhijit Tamhankar and Mrs. Seema Rhushikesh Modak, there is a requirement to execute a revised Employment Agreement with Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) which sets out the revised remuneration, duties, responsibilities,</p>	<p>the Company, ILJIN, Mr. Abhijit Tamhankar and Mrs. Seema Rhushikesh Modak, there is a requirement to execute a revised Employment Agreement with Mrs. Geeta Abhijit Tamhankar (DIN: 00389092) which sets out the revised remuneration, duties, responsibilities, and terms of her appointment as Whole-time Director for a fresh term of three (3) years, effective from 1 December 2025.</p>		
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	and terms of his appointment as Managing Director for a fresh term of three (3) years, effective from 1 December 2025.			
<b>Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	<b><u>Details of remuneration sought to be paid</u></b>  Mr. Abhijit Srinivas Tamhankar (DIN: 01515483) shall be entitled to receive, INR 1,54,96,000 (Indian Rupees One Crore, Fifty-Four Lakhs, and Ninety-Six Thousand only) per annum, as per the Employment Agreement.  <b><u>Last drawn remuneration</u></b>  Rs. 4,22,50,643/- per annum plus any other perquisites as allowed to him	<b><u>Details of remuneration sought to be paid</u></b>  Ms. Geeta Abhijit Tamhankar (DIN : 00389092) shall be entitled to receive, INR 1,45,96,000 (Indian Rupees One Crore, Forty-Five Lakhs, and Ninety Six Thousand only) per annum, as per the Employment Agreement.  <b><u>Last drawn remuneration</u></b>  Rs. 1,40,20,000/- per annum plus any other perquisites as allowed to her as per the Company's policy.	Nil	Nil

# Shogini Technoarts Pvt. Ltd.

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	as per the Company's policy.			
<b>Date of first appointment on the Board</b>	01 September 1996	01 July 1998	01 December 2025	01 December 2025
<b>Shareholding in the company</b>	99,000 (10%)	Nil	Nil	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mrs. Geeta Abhijit Tamhankar is his wife	Mr. Abhijit Srinivas Tamhankar is her husband	None	None
<b>Number of Meetings of the Board attended during the year</b>	10	10	Nil	Nil
<b>Other Directorships</b>	Nil	Nil	1. NRV Designx Private Limited 2. Onedios Services Private Limited 3. Ascent Circuits Private Limited 4. Amber Enterprises India Limited 5. Sidwal Refrigeration Industries Private Limited 6. DCG Tech Limited	1. Travelmatics Pvt Ltd 2. Sidwal Refrigeration Industries Private Limited 3. Pravartaka Tooling Services Private Limited 4. Ascent Circuits Private Limited 5. Power One Micro Systems Private Limited

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			7. Power One Micro Systems Private Limited	
			8. Unitronics (1989) (R"G) Ltd.	

## **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

### **Ms. Simran Singh**

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
1.	Sidwal Refrigeration Industries Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee s	Chairperson
2.	Pravartaka Tooling Services Private Limited	Nomination and Remuneration Committee	Chairperson
		Audit Committee	Member
3.	Ascent Circuits Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Nomination and Remuneration Committee	Member

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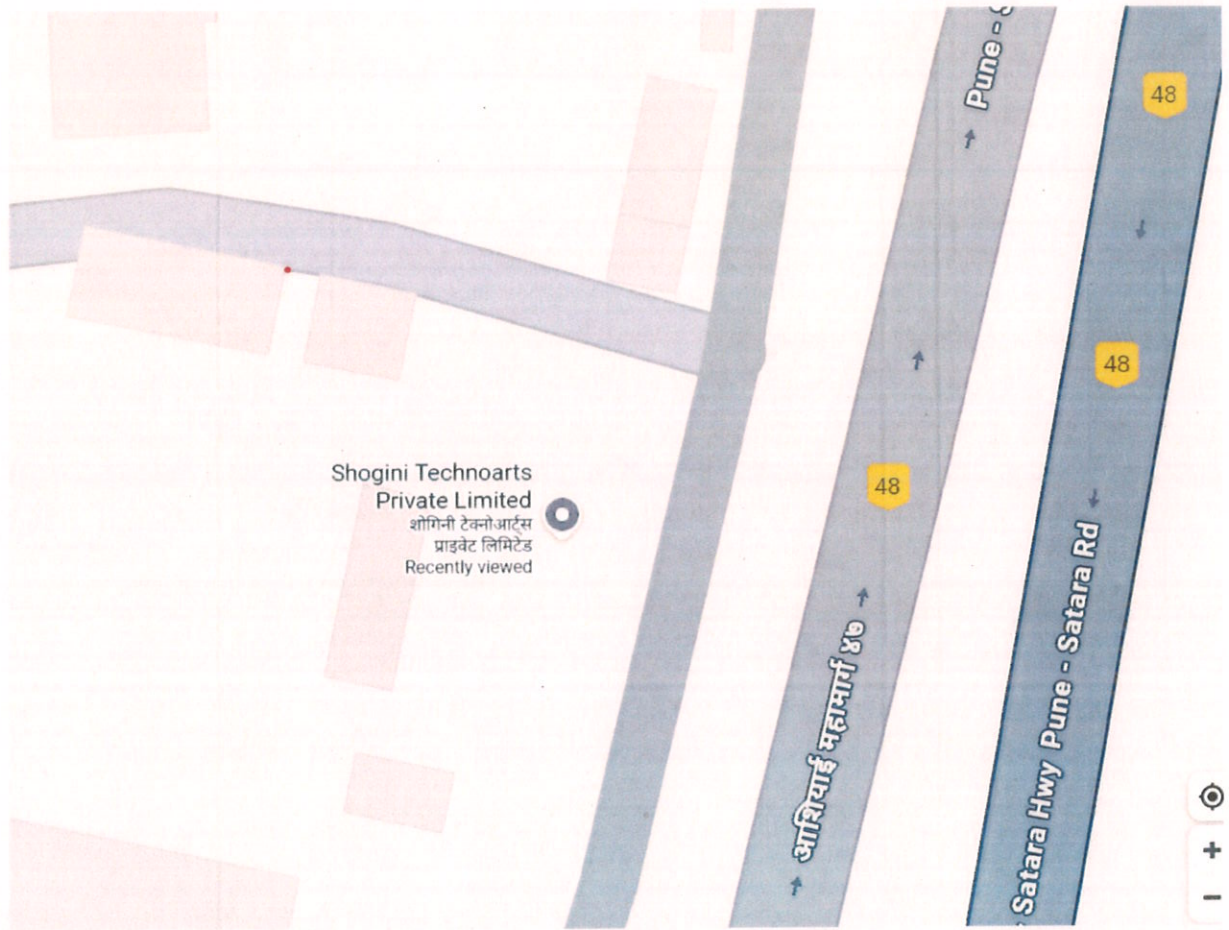
4.	Power – One Micro Systems Private Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairperson

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**Route Map to the Venue of the Extra Ordinary General Meeting of Shogini Technoarts Pvt. Ltd. to be held on Monday, 1st day of December 2025 at 02:30 P.M. IST at the registered office of the Company at Gat No. 788, Khed Shivapur, Tal Haveli, Pune, Maharashtra, India-412205**



# Shogini Technoarts Pvt. Ltd.

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NAME OF THE COMPANY : Shogini Technoarts Pvt. Ltd.  
REGISTERED OFFICE: : Gat No. 788, Khed Shivapur, Tal Haveli, Pune, Maharashtra,  
India-412205  
Website : <https://www.shogini.com/>  
Email : [accounts@shogini.com](mailto:accounts@shogini.com)  
Tel : 020-66471700

### 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 Shogini Technoarts Pvt. Ltd. held on Monday, 1<sup>st</sup> day of December, 2025 at 05.00 P.M. IST at the Registered Office of the Company at Gat No. 788, Khed Shivapur, Tal Haveli, Pune, Maharashtra, India-412205.

Please (v) 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.

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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 : U32104PN1982PTC028059  
NAME OF THE COMPANY : Shogini Technoarts Pvt. Ltd.  
REGISTERED OFFICE: : Gat No. 788, Khed Shivapur, Tal Haveli,  
Pune, Maharashtra, India-412205

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 **Shogini Technoarts Pvt. Ltd.**, hereby appoint:

Name:

Address:

E-mail Id:

Signature:

or failing him/her

Name:

# Shogini Technoarts Pvt. Ltd.

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CIN – U32104PN1982PTC028059

Address:

E-mail Id:

Signature:

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or failing him/her

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Name:

Address:

E-mail Id:

Signature:

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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 Shogini Technoarts Pvt. Ltd held on Monday, 1<sup>st</sup> day of December, 2025 at 05.00 P.M. IST at the Registered Office of the Company at Gat No. 788, Khed Shivapur, Tal Haveli, Pune, Maharashtra, India - 412 205 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
1.	Amendment in Articles of Association of the Company and Adopting entrenchment provisions in Articles of Association of the Company;		
2.	Appointment of Mr. Jasbir Singh (DIN: 00259632) as a Director;		
3.	Appointment of Mr. Sanjay Kumar Arora (DIN: 02924307) as a Director;		
4.	Appointment of Mr. Santosh Gundapi (DIN: 09227594) as a Director;		
5.	Appointment of Mr. Prakash Iyer (DIN: 00956349) as an Independent Director of the Company;		
6.	Appointment of Ms. Simran Singh (DIN: 01716011) as an Independent Director of the Company;		
7.	Authorization under Section 180(1)(c) of Companies Act, 2013;		
8.	Authorization under Section 180(1)(a) of Companies Act, 2013;		
9.	Approval of Employment Agreement and change in term of appointment including remuneration of Mr. Abhijit Srinivas Tamhankar (DIN: 01515483), Managing Director of the Company;		

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10.	Approval of Employment Agreement and change in term of appointment including remuneration of Mrs. Geeta Abhijit Tamhankar (DIN: 00389092), Whole Time Director of the Company;		
11.	To consider and approve the matter of payment of commission to non-executive directors (existing and future) of the Company;		
12.	To consider and approve the remuneration to directors exceeding the overall managerial remuneration limit as per the provisions of Section 197 of the Companies Act, 2013.		

Signed this \_\_\_\_\_, 2025.

Affix  
Revenue  
stamp of not  
less than Rs.  
1

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.