ASCENT CIRCUITS

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the members of **ASCENT CIRCUITS PRIVATE LIMITED** will be held on Wednesday, 06th day of August 2025, at 11:00 A.M. at the Registered Office of the Company at B-13, I.T.I. Industrial Estatemahadevpur, Karnataka-560048, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial Year ended 31 March 2025, together with reports of auditor's and directors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited Financial Statements of the Company for the Financial Year ended 31st March 2025 together with reports of auditor's and directors thereon laid before the meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Daljit Singh (DIN: 02023964) who retires by rotation in terms of section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Daljit Singh (DIN: 02023964) as a director, who is liable to retire by rotation."

3. To appoint a Director in place of Mr. Sanjay Kumar Arora (DIN: 02924307) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Sanjay Kumar Arora (DIN: 02924307) as a director, who is liable to retire by rotation."

Ascent Circuits Private Limited: CIN: U31200KA1999PTC024700 | **GSTIN:** 33AABCR2074D1ZV
Regd. Address: #B-13, ITI Ancillary Industrial Estate, Mahadevapura, Bangalore 560048, Karnataka, India.
Corporate Office & Factory: #111, SIPCOT Phase 1, Hosur, Tamil Nadu 635126, India.
P: +91 4344 271122 / +91 4344 271129
E: connect@ascentcircuits.com / accounts@ascentcircuits.com
www.AscentCircuits.com

SPECIAL BUSINESS

4. Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), the Cost Auditor of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Cost Auditor i.e. M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024) appointed by the Board of Directors at their Meeting held on 16 May 2025, to conduct the audit of the cost records of the Company for the Financial Year 2025 - 26, at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand only) per annum excluding the applicable tax and out of pocket expenses, if any, as may be incurred during the above said audit, be and is hereby ratified and approved by the members.

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

For and on behalf of Board of Directors
Ascent Circuits Private Limited

Ascent Circuits Private Limited

(Jasbir Singh)
Director
DIN: 00259632
Address: 514A, The Camellias, DLF Golf Links, Golf Course Road, Arjun Nagar, Haryana-122001

Place: Gurugram
Date: 16 May 2025

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") 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 AGM 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 AGM time till AGM conclusion time.

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

3. A corporate member entitled to attend the AGM shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.

4. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 30 JULY 2025 TILL 6 AUGUST 2025 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF AGM FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2025.**

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 AGM.

7. Members are requested to bring Annual Report 2024 - 25 along with them to the AGM, since extra copies will not be supplied at the meeting.

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

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

10. Members are requested to notify immediately 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.MUFG Intime India Private Limited, 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.

11. 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.

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 AGM of the Company and shall remain open and accessible during the continuance of the AGM to any person having the right to attend the meeting.

13. Pursuant to Section 101 and Section 136 of the Act read with relevant Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses with the Company.

14. Additional Information w.r.t appointment/re-appointment of Directors, as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure hereto.

15. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, upto and including the date of the AGM.

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For and on behalf of Board of Directors
Ascent Circuits Private Limited

Ascent Circuits Private Limited

(Jasbir Singh)
Director
DIN: 00259632
Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Arjun Nagar, Haryana-122001

Place: Gurugram
Date: 16 May 2025

EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013, to the resolutions proposed to be passed at the Annual General Meeting ('AGM') to be held on Wednesday, 06th day of August 2025, at 11:00 A.M. IST}

ITEM NO. 3

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof) and all other applicable rules, regulations and guidelines framed thereunder as may be applicable from time to time, the Board of Directors of the Company at their meeting held on 16 May 2025, on the recommendation of the Audit Committee, approved the appointment of M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No. 000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110096 as a Cost Auditor of the Company for the Financial Year 2025-26 at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand Only) excluding the applicable tax and out of pocket expenses, if any, as may be incurred during the said audit.

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

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

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

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

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

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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.

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

For and on behalf of Board of Directors
Ascent Circuits Private Limited

(Jasbir Singh)
Director
DIN: 00259632
Address: 514A, The Camellias, DLF Golf Links, Golf Course Road, Arjun Nagar, Haryana-122001

Place: Gurugram
Date: 16 May 2025

ANNEXURE A

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

Name of Director	Mr. Daljit Singh	Mr. Sanjay Kumar Arora
Age	47 Years	64 Years
Qualifications	Bachelor's degree in electronic engineering from Nagpur University. Master's degree in Information Technology from the Rochester Institute of Technology	He holds an electrical engineering degree with specialization in electronics and television technology from the YMCA Institute of Engineering, Faridabad.
Experience/Expertise	Mr. Daljit Singh is having more than 17 years of experience in RAC and B2B manufacturing sector. Mr. Daljit Singh has been serving as a Director on the Board of the Company as a Director, since 02 February 2024. Since 1 January 2008, Mr. Daljit Singh is associated with Amber Enterprises India Limited ("Amber"), the holding company, at present Mr. Daljit Singh is serving as a Managing Director on the Board of Amber. Mr. Daljit Singh has been very instrumental in executing the strategy of converting the Amber Group into total solution provider for HVAC industry. Under Mr. Daljit Singh astute leadership, Amber Group not only became multi location organization in India but also diversified into various product	He has been inducted as a member of Board with effect from 2 February 2024, liable to retire by rotation. He is a member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Directors of the Company. Mr. Sanjay Kumar Arora is serving as a Whole Time Director on the Board ILJIN Electronics (India) Private Limited, the holding company, since 15 May 2023. He has more than 41 years of experience in the manufacturing industry.

	categories for India. Mr. Daljit Singh has provided keen and commendable contribution to overall growth of Amber and has played an Instrumental role in driving growth through organic and in organic acquisitions. Mr. Daljit Singh leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation. **Award and Accolade :** In Year 2016 Mr. Daljit Singh received "Entrepreneur of the Year" award from Ludhiana Management Association. **Nature of expertise in specific functional areas:** Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing, Mergers and Acquisitions, Fund Raising.	
Terms and conditions of appointment or re-appointment	He has been inducted as a member of Board w.e.f 02 February 2024, liable to retire by rotation.	He has been inducted as a member of Board w.e.f. 2 February 2024, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such	Rs. 25,00,000 Commission has been paid in the Financial Year 2024 -25	Nil

person, if applicable		
Date of first appointment on the Board	02 February 2024	02 February 2024
Shareholding in the company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Jasbir Singh, Director of the Company is his Brother	Nil
Number of Meetings of the Board attended during the Financial Year	3	4
Other Directorships	1. Amber Enterprises India Limited 2. PICL (India) Private Limited; 3. AT Railway Sub Systems Private Limited 4. Ever Electronics Private Limited; 5. Sidwal Refrigeration Industries Private Limited 6. Pravartaka Tooling Services Private Limited; 7. Yujin Machinery India Private Limited; 8. Amber Enterprises USA Inc. 9. ILJIN Electronics (India) Private Limited 10. Ascent-K Circuit Private Limited	1. Appserve Appliance Private Limited 2. Stelltek Technologies Private Limited 3. AmberPR Technoplast India Private Limited 4. PICL (India) Private Limited 5. ILJIN Electronics (India) Private Limited 6. Ascent-K Circuit Private Limited

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MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Name of Director	Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
Mr. Daljit Singh	1.	Amber Enterprises India Limited	Stakeholders Relationship Committee	Member
			Corporate Social Responsibility Committee	Member
			Risk Management Committee	Member
			Business Responsibility and Sustainability Committee	Member
	2.	IL JIN Electronics (India) Private Limited	Nomination and Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
	3.	Ever Electronics Private Limited	Nomination and Remuneration Committee	Member
	4.	Sidwal Refrigeration Industries Private Limited	Corporate Social Responsibility Committee	Member
	5.	Pravartaka Tooling Services Private Limited	Nomination and Remuneration Committee	Member