



Date: 05.10.2024

To  
Secretary  
Listing Department

To  
Secretary  
Listing Department

**BSE Limited**

Department of Corporate Services Phiroze  
Jeejeebhoy Towers Dalal Street, Mumbai – 400  
001

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Mumbai – 400 050

Scrip Code : 540902  
ISIN : INE371P01015

Scrip Code : AMBER  
ISIN : INE371P01015

**Sub.: Notice of Postal Ballot – Amber Enterprises India Limited**

Dear Sir/Ma'am

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI LODR Regulations”) and all other applicable provisions under the said Regulations and relevant circulars issued by the Securities and Exchange Board of India, enclosed herewith is the Notice and explanatory statement dated 16 September 2024, pertaining to the following special businesses for seeking approval of the Members of Amber Enterprises India Limited (“the Company”) through remote e-Voting :

S. No.	Special Business	Type of Resolution
1.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>ILJIN Electronics (India) Private Limited (“ILJIN”), Subsidiary</b>	Special Resolution
2.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Pravartaka Tooling Services Private Limited (“Pravartaka”), Subsidiary</b>	Special Resolution
3.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of	Special Resolution

**Amber Enterprises India Limited**

**Corp. Address:**  
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CIN: L28910PB1990PLC010265

**Regd. Office:**  
C-1, Phase II, Focal Point, RajpuraTown-140401, Punjab  
Tel.: +91 1762 232126, 232646 | Fax: +91 1762 232127



	security(ies) in connection with any Loan taken/ to be taken by <b>Ascent Circuits Private Limited (“Ascent”), Step-Down Subsidiary</b>	
4.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Stelltek Technologies Private Limited (“Stelltek”), joint venture of ILJIN</b>	Special Resolution
5.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Resojet Private Limited (“Resojet”), joint venture company</b>	Special Resolution
6.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>future subsidiaries, future joint ventures, future associates or newly incorporated companies (“Future Group entities”)</b>	Special Resolution
7.	Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition by the Company exceeding the limits ascribed under section 186 of the Companies Act, 2013;	Special Resolution
8.	Appointment of Mr. Prakash Iyer (DIN: 00956349) as Non-Executive Independent Director of the Company;	Special Resolution
9.	Appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087) as Non-Executive Independent Director of the Company;	Special Resolution
10.	Appointment of Mr. Sachin Gupta (DIN: 09532098) as a Director and further designating him as the Whole Time Director of the Company, for a term of 5 (Five) consecutive years, with effect from 9 August 2024 to 8 August 2029;	Ordinary Resolution
11.	Approval of payment of managerial remuneration to Mr. Sachin Gupta (DIN: 09532098), Whole Time Director, of the Company;	Special Resolution

The Company will initiate the process of Postal Ballot only by way of remote electronic process (“remote e-Voting”), for seeking approval of Members for the above matter, in terms of the Postal Ballot Notice dated 16 September 2024.

In compliance with General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 10/2021 dated 23 June 2021, 03/2022 dated 05 May 2022, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023 and 09/2024 dated 19 September 2024 other relevant circulars and notifications issued by the Ministry of Corporate Affairs (“MCA”), the Postal Ballot Notice will be sent electronically through email only to the Members whose names appear in the Register of Members/ List of Beneficial Owners as received from KFin Technologies Limited, the

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Registrar and Share Transfer agent and whose e-mail addresses are available with the Company as at 5:00 p.m. (IST) on Monday, 30 September 2024 (“Cut-off date”).

The Company has engaged the services of KFin Technologies Limited for facilitating remote e-Voting to enable the Members to cast their votes electronically. A Member shall only avail this facility as per the instructions provided in the Postal Ballot Notice. The timelines of remote e-voting are tabulated hereinbelow for informational purpose:

Commencement of remote e-Voting	Monday, 7 October 2024, at 9:00 a.m. (IST)
Conclusion of remote e-Voting	Tuesday, 5 November 2024, at 5:00 p.m. (IST)

During the remote e-Voting period, Members of the Company holding shares either in physical or electronic form, as on the Cut-off date, i.e. Monday, 30 September 2024, shall be eligible to cast their vote electronically.

The Postal Ballot Notice will also be available on the Company’s website i.e. [www.ambergrouppindia.com](http://www.ambergrouppindia.com).

We request you to take the above on record and that the same be treated as compliance under applicable regulation(s) under the SEBI LODR Regulations.

Thanking You,  
For **Amber Enterprises India Limited**

**(Konica Yadav)**  
**Company Secretary and Compliance Officer**

Enc.: Postal Ballot Notice



## POSTAL BALLOT NOTICE (01/FY 2024-25 : 16 September 2024)

Sl. No.		Content
I.		<b>Address to Members</b>
II.	<b>Resolution(s) :</b>	
1.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken <b>by ILJIN Electronics (India) Private Limited (“ILJIN”), subsidiary</b>	Special Resolution 5 - 5
2.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Pravartaka Tooling Services Private Limited (“Pravartaka”), subsidiary</b>	Special Resolution 6 - 6
3.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Ascent Circuits Private Limited (“Ascent”), step-down subsidiary</b>	Special Resolution 7 - 7
4.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Stelltek Technologies Private Limited (“Stelltek”), joint venture of ILJIN</b>	Special Resolution 7 - 8
5.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by <b>Resojet Private Limited (“Resojet”), joint venture company</b>	Special Resolution 8 - 9
6.	Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in	Special Resolution 9 - 10

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	connection with any Loan taken/ to be taken by <b>future subsidiaries, future joint ventures, future associates or newly incorporated companies (“Future Group entities”)</b> .		
7.	Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition by the Company exceeding the limits ascribed under section 186 of the Companies Act, 2013;	Special Resolution	<b>10 – 11</b>
8.	Appointment of Mr. Prakash Iyer (DIN: 00956349) as Non-Executive Independent Director of the Company;	Special Resolution	<b>11 - 12</b>
9.	Appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087) as Non-Executive Independent Director of the Company;	Special Resolution	<b>12 – 13</b>
10.	Appointment of Mr. Sachin Gupta (DIN: 09532098) as a Director and further designating him as the Whole Time Director of the Company, for a term of 5 (Five) consecutive years, with effect from 9 August 2024 to 8 August 2029;	Ordinary Resolution	<b>13 - 13</b>
11.	Approval of payment of managerial remuneration to Mr. Sachin Gupta (DIN: 09532098), Whole Time Director, of the Company;	Special Resolution	<b>14 - 15</b>
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## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

**Notice** is hereby given that the resolutions set out below are proposed for approval by the members of Amber Enterprises India Limited (**“the Company”**) by means of Postal Ballot, only by remote e-voting process (**“e-voting”**) being provided by the Company to all its members, to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**“the Act”**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) and also Circular Nos. SEBI/HO/CFD/CMD1/CMR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 issued by Securities and Exchange Board of India (**“SEBI”**) (hereinafter collectively referred to as **“Circulars”**), and Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement setting out all material facts and the reasons / rationale pertaining to the resolutions proposed in this Postal Ballot Notice and additional information as required under the SEBI LODR Regulations and Circulars issued thereunder is also annexed for your consideration and forms a part of this Postal Ballot Notice.

The Board of Directors has appointed M/s V. Jhavar & Co., a firm of Practising Company Secretaries (FCS No. 10300, CP No. 11204), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Postal Ballot Notice. The Company has engaged the services of KFin Technologies Limited (**“KFinTech”** or **“Registrar and Transfer Agent”**) as the agency to provide e-voting facility. The instructions for remote e-voting are provided in this

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Postal Ballot Notice. This Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (“**BSE**”) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“**NSE**”) at [www.nseindia.com](http://www.nseindia.com) and on the website of KFinTech at [www.kfintech.com](http://www.kfintech.com).

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

The votes can be cast during the following voting period:

**The remote e-voting period shall commence at 9.00 a. m. (IST) on Monday, 7 October 2024 and shall end at 5.00 p.m. (IST) on Tuesday, 5 November, 2024.**

*The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.*

The Scrutiniser will submit his report, after the completion of scrutiny, to the Executive Chairman & Chief Executive Officer and Whole Time Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Thursday, 7 November 2024, and will be displayed on the Company’s website at [www.ambergroupindia.com](http://www.ambergroupindia.com) and the website of KFinTech at <https://evoting.kfintech.com> and will also be displayed at the registered office and corporate office of the Company.

The results declared along with the Scrutinizer's Report on the Postal Ballot will simultaneously be intimated to the Stock Exchange(s) where the equity shares of the Company are listed i.e. BSE Limited (**‘BSE’**) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (**‘NSE’**) at [www.nseindia.com](http://www.nseindia.com).

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## **SPECIAL BUSINESSES**

**Item No. 1 – Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by ILJIN Electronics (India) Private Limited, Subsidiary**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the special resolution passed by the Members at the 29<sup>th</sup> Annual General Meeting of the Company held on 23 August 2019 and pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from any person other than banks or financial institutions by ILJIN Electronics (India) Private Limited (“ILJIN”), the subsidiary, being an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by ILJIN for its principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

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

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**Item No. 2 – Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Pravartaka Tooling Services Private Limited, Subsidiary**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the special resolution passed by the Members at the 32<sup>nd</sup> Annual General Meeting of the Company held on 02 August 2022 and pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from any person other than banks or financial institutions by Pravartaka Tooling Services Private Limited (“Pravartaka”), the subsidiary, being an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by Pravartaka for its principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

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

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**Item No. 3 – Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Ascent Circuits Private Limited, Step-Down Subsidiary**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from any person other than banks or financial institutions by Ascent Circuits Private Limited (“Ascent”), the Step Down Subsidiary, being an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by Ascent for its principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

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

**Item No. 4 – Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Stelltek Technologies Private Limited, Joint Venture of ILJIN Electronics (India) Private Limited, the Subsidiary Company**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

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**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Stelltek Technologies Private Limited (“Stelltek”), Joint Venture Company of ILJIN Electronics (India) Private Limited, the subsidiary company, being an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) outstanding per annum, respectively for each entity, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by Stelltek for its principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

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

**Item No. 5 – Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Resojet Private Limited, Joint Venture company**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including

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any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/ or providing of security(ies) in connection with any loan taken/ to be taken by Resojet Private Limited (“Resojet”), Joint Venture Company being an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 100 Crore (Rupees Hundred Crore Only) outstanding per annum, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by Resojet for its principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

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

**Item No. 6 – Authorization under Section 185 of the Companies Act, 2013 in relation to making of loan including any loan represented by way of Book Debt (the “Loan”) to, and/ or giving of guarantee(s), and/ or providing of security(ies) in connection with any Loan taken/ to be taken by future subsidiaries, future joint ventures, future associates or newly incorporated companies (“Future Group entities”).**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the “Loan”) to any of the future subsidiaries, future joint ventures and future associates, which may be incorporated or acquired in future, and/ or giving of guarantee(s), and/ or providing of security(ies) in connection with any loan taken/ to be taken from:

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

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(future subsidiaries, future joint ventures and future associates are collectively referred to as “the **Future Group entities**”), being entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 250 Crore (Rupees Two Hundred and Fifty Crore Only) outstanding per annum, respectively for each entity, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by the Future Group entities, for their principal business activities, at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

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

**Item No. 7 - Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition by the Company exceeding the limits ascribed under section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION** :

**“RESOLVED THAT** in supersession of the special resolution passed by the Members at the 29<sup>th</sup> Annual General Meeting of the Company held on 23 August 2019 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other consents, permissions, approvals as may be required in that behalf, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient in one or more tranches to any person or other bodies corporate for an amount which is higher of any of the following amounts:
  - a. Rs. 2000 Crore; or
  - b. Sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more;

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- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to any person or other body corporate in one or more tranches for an amount which is higher of any of the following amounts:
  - a. Rs. 2000 Crore; or
  - b. Sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more; and
- acquire by way of subscription, purchase or otherwise the securities in one or more tranches of any other body corporate, for an amount which is higher of any of the following amounts:
  - a. Rs. 2000 Crore; or
  - b. Sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to invest in the bodies corporate and to make loans to body corporate and any person; and to provide guarantees/security on behalf of any body corporate or person to such person(s) on such terms and conditions as may be deemed fit and expedient by the Board of Directors of the Company as per the provisions prescribed under the Act read with Rules made thereunder as amended from time to time, notwithstanding that in the event of deficit/losses, at any time, the limit(s) under Section 186 shall be Rs. 2000 Crore for the respective activities as cited above.

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

#### **Item No. 8 – Appointment of Mr. Prakash Iyer (DIN: 00956349) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to 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 and Regulation 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), and any other applicable provisions, if any, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and enabling provisions of the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and subject to such other approvals as may be required, Mr.

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Prakash Iyer (DIN: 00956349), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors effective from 19 September 2024, in terms of Section 161(1) of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR Regulations and who has submitted a declaration to that effect 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 Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (Two) consecutive years commencing from 19 September 2024 till 18 September 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof) and/or any other person authorized by the Board in this behalf, be and is hereby severally and/ or jointly authorized to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

#### **Item No. 9 – Appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to 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, Regulation 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), and any other applicable provisions, if any, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company and subject to such other approvals as may be required, Ms. Sabina Moti Bhavnani (DIN: 06553087), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors effective from 20 September 2024, in terms of Section 161(1) of the Act, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR Regulations and who has submitted a declaration to that effect 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 Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (Two) consecutive years commencing from 19 September 2024 till 18 September 2026.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof) and/ or any other person authorized by the Board in this behalf, be and is hereby severally and/ or jointly authorized to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**Item No. 10 – Appointment of Mr. Sachin Gupta (DIN: 09532098) as a Director, and further designating him as the Whole Time Director of the Company, for a term of 5 (Five) consecutive years, with effect from 9 August 2024 to 8 August 2029**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Sachin Gupta (DIN: 09532098), be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Sections 196, 197, 203, read with Schedule V and all other applicable provisions, if any, of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from the time to time (“**SEBI LODR Regulations**”), and the enabling provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”) and approval of the Board of Directors of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to appoint Mr. Sachin Gupta, as the Whole Time Director, of the Company, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Whole Time Director, to hold the office for a period of 5 (Five) consecutive years with effect from 9 August 2024 to 8 August 2029, liable to retire by rotation, on terms and conditions as mentioned in the explanatory statement pursuant to Section 102(1) of the Act, forming part of this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof) and/ or any other person authorized by the Board in this behalf, be and is hereby severally and/ or jointly authorized to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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**Item No. 11 – Approval of payment of managerial remuneration to Mr. Sachin Gupta (DIN: 09532098), Whole Time Director, of the Company:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 (**“the Act”**), if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**) and the enabling provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (**“NRC”**) and the approval of the Board of Directors of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to pay the managerial remuneration to Mr. Sachin Gupta (DIN: 09532098), the Whole Time Director of the Company, amounting of Rs. 16,66,668 per month aggregating to Rs. 2,00,00,016 per annum inclusive of perquisites as per the Company policy, with such increments as the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall be deemed to include any committee thereof), may decide from time to time on the recommendation of the Nomination and Remuneration Committee, subject to a ceiling of Rs. 4,00,00,000/- (Rupees Four Crore only) per annum, during the period of upto 3 (Three) years w.e.f 9 August 2024.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to Mr. Sachin Gupta (DIN: 09532098), in a financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Act and in the event of inadequacy or absence of profits arising in any financial year, Mr. Sachin Gupta (DIN: 09532098) shall be entitled to receive remuneration plus perquisites and other benefits etc. upto the limit as approved by the members herein above, as minimum remuneration.

**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 Directors of the Company, (including its committees thereof), subject to the recommendations of the Nomination and Remuneration Committee, be and is hereby authorized to vary the remuneration plus perquisites and other benefits etc. within such prescribed limits.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and

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approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**By order of the Board of Directors  
For Amber Enterprises India Limited**

Sd/-

**(Konica Yadav)**

**Company Secretary and Compliance Officer  
Membership No. ACS30322**

**Place : Gurugram**

**Date : 16 September 2024**

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**NOTES :**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”), in respect of the proposed Resolutions given in this Notice stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as “**Annexure – A**” to this Postal Ballot Notice.
3. In compliance with the aforesaid MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as communication of assent / dissent by the Members will be through the remote e-voting system only.
4. Accordingly, in compliance with the applicable provisions of the Act and the said MCA Circular :
  - The Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories;
  - As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot
  - The communication of assent / dissent of the Members will take place through the remote e-voting system only.
  - Members may note that the Notice has been uploaded on the website of the Company at <https://www.ambergrouppindia.com/postal-ballot/>
  - The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Limited (“KFinTech”) (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at [www.kfintech.com](http://www.kfintech.com).
5. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a

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scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at [vikramjhawar.cs@gmail.com](mailto:vikramjhawar.cs@gmail.com) with a copy marked to KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com).

6. All the documents referred to in the accompanying Postal Ballot Notice and Statement, if any, may be accessed for inspection upon log-in to <https://evoting.kfintech.com>. The said documents will also be available for electronic inspection by the Members during normal business hours on all working days of the Company from the date of sending this Postal Ballot Notice only through electronic mode till Tuesday, 5 November 2024 (last date of remote e-voting).
7. Members who have not updated their e-mail address are requested to register the same in respect of shares held by them in electronic form with the Depository through their Depository participant and in respect of shares held in physical form, if any by writing to Company's Registrar and Share Transfer Agent, KFin Technologies Limited either by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.
8. In light of the aforesaid Circulars, shareholders who have not registered their email address and in consequence could not receive the Postal Ballot may temporarily get their email registered with the KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com) and following the registration process as guided thereafter.
9. Those Members who have already registered their email address are requested to keep their email addresses validated with their DPs/ the Company/ RTA to enable servicing of notices / documents/ annual reports and other information electronically to their email address in future.

#### **Information and Other Instructions Relating to Remote E-Voting:**

10. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations and the MCA Circular, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the Resolutions set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
11. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/ MRD-PoD-2/P/CIR/2023/166 dated 6 October 2023) read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login

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credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

12. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
13. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: **Monday, 7 October, 2024, at 9:00 a.m. (IST) and shall end on Tuesday, 5 November, 2024, at 5:00 p.m. (IST)**. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.
14. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Executive Chairman & Chief Executive Officer and Whole Time Director of the Company or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at [www.ambergrouppindia.com](http://www.ambergrouppindia.com) and on the website of KFinTech at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.
15. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 30 October 2024. Further, Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
16. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolutions set forth in this Postal Ballot Notice is Monday, 30 September 2024. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
17. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolutions, in accordance with the process specified in this Postal Ballot Notice.
18. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

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19. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
20. The detailed process and manner for remote e-voting are explained herein below:
- (I) **E-Voting procedure for Individual Shareholders holding securities in Demat:**
- a) **Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for Internet based Demat Account Statement (IDeAS) facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on the link against Amber Enterprises India Limited or e-Voting service provider “KFinTech” and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Amber Enterprises India Limited or e-Voting service provider name “KFinTech” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>

#### Amber Enterprises India Limited

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- Voting is in progress.</p> <p>Click on company name and you will be redirected to KFinTech e-voting website for casting your vote during the remote e-voting period.</p>
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**b) Method of Login for individual Shareholders holding the securities in demat mode through their Depository Participants.**

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on Amber Enterprises India Limited or e-Voting service provider name “KFinTech” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve their User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following

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phone numbers NSDL - Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free numbers: 1800 1020 990 / 1800 22 44 30; or Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. - 1800 22 55 33.

**(II) E-Voting procedure for Institutional Shareholders and Shareholders holding securities in Physical form:**

- i The details of the process and manner of remote e-voting are given below:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID / Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password to cast your votes.
- ii After entering the details appropriately, click on LOGIN.
- iii You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. Amber Enterprises India Limited (EVENT NO. 8461)
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm,

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you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- ix. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through e-mail at [vikramjhawar.cs@gmail.com](mailto:vikramjhawar.cs@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

**Process for those members whose email addresses/mobile numbers are not registered with the Company/Depositories:**

- i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :
- a. Members holding shares in physical form, may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFinTech by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Postal Ballot Notice and the remote e-voting instructions.
  - b. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant/s.
- ii. Those Members who have not registered their email Ids and in consequence the Postal Ballot Notice and e-voting instructions could not be served, may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFinTech by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Postal Ballot and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- iii. Those Members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFinTech, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

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**Query / Grievance:** In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Godavarthi Vasantha Rao Chowdari, Manager – Corporate Registry, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech’s toll free No. 1800-309-4001 for any further clarifications.

**By order of the Board of Directors  
For Amber Enterprises India Limited**

Sd/-

**(Konica Yadav)**

**Company Secretary and Compliance Officer  
Membership No. ACS30322**

**Place : Gurugram  
Date : 16.09.2024**

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**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR REGULATIONS”).**

**ITEM(S) NO. 1 to 5**

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 (“**the Act**”), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that—

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

Members are hereby further informed that the following entities being subsidiaries, step down subsidiary and Joint Venture entities of the Company (hereinafter referred to as “**Group Companies**”) are in the prospect of growth and have plans to expand their business operations:

1. ILJIN Electronics (India) Private Limited (‘ILJIN’), subsidiary
2. Pravartaka Tooling Services Private Limited, subsidiary
3. Ascent Circuits private Limited, step-down subsidiary
4. Stelltek Technologies Private Limited, joint venture of ILJIN
5. Resojet Private Limited, joint venture company

The funding requirements of the above Group Companies are currently met through funds borrowed or infused by the respective joint venture partners in their inter-se equity shareholding ratio, as the case may be.

Since, the said Group Companies are small in terms of scale and operations and revenue, they face challenges in obtaining credit facilities from financial institutions clubbed with delay in sanction making it very difficult to embark on any developmental or expansion projects which ultimately leads to hindering the growth of the Company. Therefore, it is contemplated that the Company may be required to give loan(s) including loan represented by way of Book Debt (the “loan”) to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the “Loan”) taken/ to be taken by the above Group Companies.

Post acquisitions/collaborations with Amber Enterprises India Limited (“Amber”), these Group Companies are embarking on a very rapid growth trajectory, which without the support of the parent company/joint venture partner i.e. Amber, would not have been possible.

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Hence, in view of the perennial financing challenges faced by the Group Companies and their continued growth and development, it is proposed to provide Loan(s), Guarantee(s), and/or Security(ies) to the aforementioned Group Companies in whom any of the Director of the Company is interested, in terms of Section 185 of the Act, by passing a special resolution.

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

The Group Companies are entities covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to sub-section-2 of the Section 185 of the Act and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by the Group Companies of an aggregate outstanding amount not exceeding respectively for each entity as mentioned in the below table, on the terms and conditions as mentioned in the resolutions set out at Item No. 1 to 5 and necessary delegation of authority to the Board for this purpose.

The relevant disclosures as required under Section 185 of the Act with respect to particulars of the loans given, or guarantee given or security provided are as under:

Sl. No.	Name of the respective ‘Borrowing Entity’	Maximum Limit (in Rs.) (Outstanding Per Annum)	Approval Sought towards	Relation of borrowing entity with the Company
1.	IL JIN Electronics (India) Private Limited (“ILJIN”)	500 Crore	Grant of loan to the ILJIN and to give any guarantee or provide any security in connection with any loan taken by ILJIN from any person other than banks or financial institutions	Subsidiary
2.	Pravartaka Tooling Services Private Limited (“Pravartaka”)	200 Crore	Grant of loan to Pravartaka and to give any guarantee or provide any security in connection with any loan taken by the Pravartaka from any person other than	Subsidiary

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			banks or financial institutions	
3.	Ascent Circuits private Limited (“Ascent”)	500 Crore	Grant of loan to Ascent and to give any guarantee or provide any security in connection with any loan taken by Ascent from any person other than banks or financial institutions	Step down subsidiary
4.	Stelltek Technologies Private Limited (“Stelltek”)	100 Crore	Grant of loan to Stelltek and to give any guarantee or provide any security in connection with any loan taken by the Stelltek from any person, banks or financial institutions	Joint venture company of ILJIN
5.	Resojet Private Limited (“Resojet”)	100 Crore	Grant of loan to Resojet and to give any guarantee or provide any security in connection with any loan taken by Resojet from any person, banks or financial institutions	Joint venture company

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

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

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

The Board recommends the **SPECIAL RESOLUTION** as set out in Item No. 1 to 5 of this notice for the approval of members

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## **ITEM NO. 6**

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 (“**the Act**”), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that—

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

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

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

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

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

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

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

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

(*future subsidiaries, future joint ventures and future associates are collectively referred to as “the Future Group entities”*), up to an aggregate amount not exceeding Rs. 250 Crore (Rupees Two Hundred and Fifty Crore Only) outstanding per annum, respectively for each entity, in one or more tranches, on the terms mentioned in the resolution set out at Item No. 6 and necessary delegation of authority to the Board for this purpose.

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

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

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

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

The Board recommends the **SPECIAL RESOLUTION** as set out in Item No. 6 of this notice for the approval of members.

#### **ITEM NO. 7**

As per the provisions of Section 186 of the Companies Act 2013 (“**the Act**”), and as may be amended from time to time, the Board of Directors of the Company can provide any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of :-

- i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or,
- ii) Hundred per cent of its free reserves and securities premium account, whichever is more

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if Special Resolution is passed by the Members of the Company except for the loans, guarantee or security provided to wholly owned subsidiary or a joint venture or investments made in the wholly owned subsidiary.

The members of the Company at the 29<sup>th</sup> Annual General Meeting of the Company held on 23 August 2019 had approved limits under Section 186 of the Act, for the following:

- make loans from time to time on such terms and conditions as it may deem expedient in one or more tranches to any person or other bodies corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1000 Crore;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate in one or more tranches in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1000 Crore; and
- acquire by way of subscription, purchase or otherwise the securities in one or more tranches of any other body corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1000 Crore.

*notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.*

Further, since the erstwhile approval sought from the members on 23 August 2019, the Company has been on a trajectory of organic and inorganic acquisitions involving huge investments, providing loan, giving guarantees and securities on behalf of its group companies, to embark their growth and expansion, which was not possible without the support of the Company i.e. Amber Enterprises India Limited, that shaped your Company as a diverse group and also led to attainment of the periphery of the approved maximum limit.

The current loans, guarantees or securities given and investments made by the Company are well within the limits approved by the members of the Company on 23 August 2019, however in the last 5 years, the growth engine of the Company was fuelled by strategic acquisitions thereby strengthening our position in consumer durables, EMS and railway subsystems & mobility segments. Accordingly, in the future also we look forward towards leveraging on to the scale of operations and explore new business verticals.

Hence, it was thought expedient by the Board to increase the blanket approval from Rs. 1000 Crore to 2000 Crore in each category after the period of five years, which is in excess of the limits prescribed under Section 186 of the Act, keeping in view followings :

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1. The ongoing and prospective acquisitions and collaborations;
2. The future plans of the Company to fulfil long term strategic and business objectives;
3. Achieving greater financial flexibility and to enable optimal financing structure and keeping sufficient safeguard;
4. To provide a cushion by adhering to the statutory compliances for delivering non-hindered growth, in terms of both market share of the business of the Company and market capitalization.

It is hereby stated that the limit(s) provided under the Section 186(2) of the Act towards grant of loan, giving of any guarantee or provide security in connection with a loan to any other body corporate or person and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate are as under:

- (i) sixty per cent of its paid-up share capital, free reserves and securities premium account; or
- (ii) one hundred per cent of its free reserves and securities premium account;

whichever is more.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the permission to increase in the blanket approval, in excess of the limits under Section 186(2) of the Act, as above, is being sought pursuant to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to body corporates or persons as per the limits specified in the resolution. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Act and relevant Rules made thereunder. The Board of Directors accordingly recommends passing the Special Resolution for the following:

- make loans from time to time on such terms and conditions as it may deem expedient in one or more tranches to any person or other bodies corporate for an amount which is higher of any of the following amounts:
  - a. Rs. 2000 Crore; or
  - b. Sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to any person or other body corporate in one or more tranches for an amount which is higher of any of the following amounts:
  - a. Rs. 2000 Crore; or
  - b. Sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more; and

#### Amber Enterprises India Limited

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 Universal Trade Tower, 1st Floor, Sector 49, Gurgaon-1 22018  
 Tel.: +91 124 3923000 | Fax: +91 124 3923016,17  
 CIN: L28910PB1990PLC010265

**Regd. Office:**  
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- acquire by way of subscription, purchase or otherwise the securities in one or more tranches of any other body corporate, for an amount which is higher of any of the following amounts:
  - a. Rs. 2000 Crore; or
  - b. Sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

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 resolutions set out at Item No. 7 except to the extent of their shareholding or directorship.

The Board recommends the **SPECIAL RESOLUTION** as set out in Item No. 7 of this notice for the approval of members.

#### **ITEM NO. 8**

Pursuant to Section 161 of the Companies Act, 2013 (“**the Act**”), the Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee of the Board, at their meeting held on 16 September 2024 had appointed Mr. Prakash Iyer (DIN: 00956349) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for the first term of 2 (Two) consecutive years with effect from 19 September 2024 to 18 September 2026 (both days inclusive), subject to the approval of the shareholders of the Company through a special resolution via Postal Ballot.

Since, pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI LODR Regulations”), the Company requires to ensure that, approval of shareholders for appointment of a Director on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

in the context of the above regulation, approval of the shareholders of the Company is being hereby taken via postal ballot.

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;

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- (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) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) 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;
- (vi) 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.

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, the SEBI LODR Regulations 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 for electronic inspection by the members during normal business hours on working days up to the date of Postal Ballot.

Terms of the Appointment of Independent Directors of the Company are available on the website of the Company at [www.ambergrouppindia.com](http://www.ambergrouppindia.com).

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)

**Amber Enterprises India Limited**



consecutive years with effect from 19 September 2024 to 18 September 2026 (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 and Regulation 25 of the SEBI LODR Regulations, the approval of the Members is sought for the appointment of Mr. Prakash Iyer (DIN: 00956349) as an Independent Director of the Company, as a **SPECIAL RESOLUTION**.

Mr. Prakash Iyer's brief profile and additional information on Director recommended for appointment, pursuant to Regulation 36(3) of the SEBI LODR Regulations and 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, Mr. Prakash Iyer, 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 resolutions set out at Item No. 8 except to the extent of their shareholding or directorship.

The Board recommends the **SPECIAL RESOLUTION** as set out in Item no. 8 of this notice for the approval of members.

#### **ITEM NO. 9**

Pursuant to Section 161 of the Companies Act, 2013 ("**the Act**"), the Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee of the Board, at their meeting held on 16 September 2024 had appointed Ms. Sabina Moti Bhavnani (DIN: 06553087), as an Additional Director in the capacity of Non-Executive and Independent Director of the Company for the first term of 2 (Two) consecutive years with effect from 19 September 2024 to 18 September 2026 (both days inclusive) subject to the approval of the shareholders of the Company through a special resolution via Postal Ballot.

Since, pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("**SEBI LODR Regulations**"), the Company requires to ensure that, approval of shareholders for appointment of a Director on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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In the context of the above regulation, approval of the shareholders of the Company is being hereby taken via postal ballot.

The Company has received the following intimations/declarations from Ms. Sabina Moti Bhavnani (DIN: 06553087) :

- (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 she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) 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**”);
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) 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;
- (vi) 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.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Ms. Sabina Moti Bhavnani (DIN: 06553087), for appointment as a Non – Executive Independent Director.

In the opinion of the Board, Ms. Sabina Moti Bhavnani (DIN: 06553087), possess the skills, background, expertise, skills and experience and fulfils the conditions for independence specified in the Act, the Rules made thereunder, the SEBI LODR Regulations 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. Sabina Moti Bhavnani (DIN: 06553087), is justified due to the following reasons:

- She carries over 30 years of experience across Corporate Advisory, Mergers & Acquisitions, Private Equity and Corporate Finance.
- Her experience of serving on the diversified boards of various multinational companies.

A copy of the draft letter for the appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087), as an Independent Director setting out the terms and conditions of her appointment is available

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for electronic inspection by the members during normal business hours on working days up to date of Postal Ballot.

Terms of the Appointment of Independent Directors of the Company are available on the website of the Company at [www.ambergrouppindia.com](http://www.ambergrouppindia.com).

This resolution seeks the approval of members for the appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087), as a Non-Executive Independent Director of the Company for the first term of 2 (Two) consecutive years with effect from 19 September 2024 to 18 September 2026 (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.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI LODR Regulations, the approval of the Members is sought for the appointment of Ms. Sabina Moti Bhavnani (DIN: 06553087), as an Independent Director of the Company, as a **SPECIAL RESOLUTION**.

Ms. Sabina Moti Bhavnani's brief profile and additional information on Director recommended for appointment, pursuant to Regulation 36(3) of the SEBI LODR Regulations and 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. Sabina Moti Bhavnani, 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 resolutions set out at Item No. 9 except to the extent of their shareholding or directorship.

The Board recommends the **SPECIAL RESOLUTION** as set out in Item no. 9 of this notice for the approval of members.

#### **ITEM NO. 10 & 11**

Mr. Sachin Gupta is an Engineering Graduate with an illustrious professional career spanning over 24 years and experience spanning in consumer durables industry.

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He is accredited with various professional developmental certifications, including PGDM in Business Administration, Black Belt Six Sigma, Toyota Production System Certification, Lean Manufacturing.

He was earlier serving as the Chief Executive Office of the Room Air Conditioner & Commercial Central Air Conditioner (CAC) [CEO – RAC & CAC] Division of Amber Enterprises India Limited. He has been associated with our Company since 1 November 2014. Since then, he has been leading the AC business & built it to its current leadership position in B2B space.

He has played an instrumental role for successful completion of IPO of the Company in the year 2018. He is entrusted with responsibility of overall AC business of the Company with prime focus on business development, introduction of new products & categories and leading expansion strategies, driving business growth in our Company by identifying new prospects and converting more leads into customers.

Under his supervision, the business of the Company has grown and improved in areas such as sales, revenue, product offerings, talent acquisition, customer service, and brand awareness.

Hence, on the basis of the knowledge, acumen, expertise and experience of Mr. Sachin Gupta, in his fields of expertise and the substantial contribution made by him during his service in the Company, in the best interest of the Company, based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors of the Company ("the Board"), at their meeting held on 09 August, 2024, in accordance with the provisions of Section 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') had appointed Mr. Sachin Gupta, (DIN: 09532098) as an Additional Director and designated him as the Whole Time Director ("WTD") on the Board of Company, whose office is liable to retire by rotation, for a term of 5 (Five) years, w.e.f 09 August 2024 to 8 August 2029, subject to the approval of the members of the Company.

Considering the rich experience and contribution of Mr. Sachin Gupta, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, the Board accorded its consent to pay managerial remuneration of Rs. 16,66,668/- per month aggregating to Rs. 2,00,00,016/- per annum to Mr. Sachin Gupta inclusive of such perquisites as may be allowed to him as per the Company policy as mentioned in his appointment letter and in this explanatory statement, with such increments as the Board or a duly constituted Committee thereof, may decide from time to time, subject to a ceiling of Rs. 4,00,00,000/- (Rupees Four Crore Only) for a term of three years, w.e.f 9 August 2024.

The Company has received the following disclosures from Mr. Sachin Gupta (DIN: 09532098) :

- 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");

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- 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. Notice of Disclosure of Interest in Form MBP-1 as per the provisions of Section 184(1) of the Act;
- IV. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June, 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018, that he has not been debarred or disqualified from holding office of a director of the Company by virtue of any order passed by SEBI or such other Statutory Authorities;
- V. Confirmation that he satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act, for being eligible for this appointment as Whole Time Director;

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

Hence, on the basis of the knowledge, acumen, expertise and experience of Mr. Sachin Gupta (DIN: 09532098), in his fields of expertise and the substantial contribution made by him in the Company during his service in the Company, in the best interest of the Company, it is proposed to appoint Mr. Sachin Gupta (DIN: 09532098) as the Director and thereon being designated as the Whole Time Director of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years, with effect from 9 August 2024 to 8 August 2029.

Hence, approval from the Members of the Company by way of Ordinary Resolution is sought for appointment of Mr. Sachin Gupta (DIN: 09532098) as the Director and thereon designating him as the Whole Time Director for a period of 5 (Five) years, w.e.f. 09 August 2024 up to 09 August 2029 and subsequently approval of the Members is sought by way of Special Resolution towards payment of managerial remuneration to him.

Mr. Sachin Gupta (DIN: 09532098), shall be entitled to receive abovesaid remuneration inclusive of such perquisites as may be allowed to him as per the Company policy as mentioned in his appointment letter and mentioned in his appointment letter and in this explanatory statement, with such increments as the Board or a duly constituted Committee thereof, may decide from time to time on the recommendation of the Nomination and Remuneration Committee, subject to a ceiling of Rs. 4,00,00,000/- (Rupees Four Crore Only) per annum, during the period of upto 3 (Three) years w.e.f 9 August 2024, upto the limit as approved by the members herein above, as minimum remuneration.

At the 34th AGM of the Company held on 9 August 2024, the Members of the Company sought their approval in terms of Section 197 of the Act for payment of remuneration/commission to all Directors including Independent Directors, notwithstanding that aggregate remuneration of all Directors may exceed from 11% of the net profits of the Company as calculated under Section 198 of the Act, subject to the aggregate remuneration as payable to all Directors of the Company not exceeding Rs. 12 Crore overall.

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**The terms of appointment and remuneration payable to Mr. Sachin Gupta (DIN: 09532098), Whole Time Director of the Company are as follows:**

**Period of Appointment**

for a period of 5 (Five) consecutive years, with effect from 9 August 2024 to 8 August 2029.

**Remuneration**

**Salary, Allowances and Perquisites (hereinafter referred to as “Remuneration”):**

1. Mr. Sachin Gupta is entitled to remuneration of Rs. 16,66,668 per month aggregating to Rs. 2,00,00,016/- per annum, subject to a ceiling of Rs. 4,00,00,000/- (Rupees Four Crore only) per annum, during the period of upto 3 (Three) years, w.e.f 9 August 2024.

*Remuneration of Mr. Sachin Gupta will be as fixed by the Board of Directors from time to time after considering the recommendations of the NRC, within the aforesaid ceiling as approved by the members of the Company.*

2. For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.
3. The perquisite value computed in terms of the Income Tax Act, 1961, upon exercise of the stock options granted / to be granted to Mr. Sachin Gupta, under the existing or future Employees Stock Options Plan of the Company, shall not be included in the overall ceiling on remuneration payable to him.
4. Provision for use of the Company’s car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
5. Company’s contribution to Provident Fund and Superannuation or Annuity Fund, if any, to the extent these either singly or together are not taxable under the income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
6. Mr. Sachin Gupta shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

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

**Minimum Remuneration:** Notwithstanding anything contained herein, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Whole Time Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Sachin Gupta, as provided herein above.

**Other Terms:**

Subject to the superintendence, control and direction of the Board of Directors and Managing Director, Mr. Sachin Gupta, shall manage and conduct the business and affairs of the Company relating to responsibility of overall AC business 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. Sachin Gupta 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 break in his appointment as a Whole Time Director.

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

<b>I. General Information:</b>		
1.	Nature of industry	The Company is a Public Listed Company incorporated on 2 April 1990 under the Companies Act, 1956. The Company and its subsidiaries are engaged in the manufacturing of complete Room Air Conditioners (“RACs”) including window air conditioners (“WACs”), Indoor units (“IDUs”) and Outdoor units (“ODUs”) of split air conditioners (“SACs”) and Air conditioners for Railways, Metro trains, Buses, Defence etc. It is also engaged in the manufacture of critical and reliability functional components of above-mentioned Air conditioners such as heat exchangers, multi flow condensers, sheet metal components, System Tubing, Motors, Printed circuit board assembly, injection moulding components and other components. It is also engaged in the business of manufacture of components for the other consumer durables and automobiles such as case liners for refrigerator, plastic extrusion sheets for consumer durables, sheet metal components for various consumer durables/appliances and automobile sector, washing machine tub assemblies and metal ceiling industries.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 2 April 1990 with Registration No. 010265, in the State of Punjab under the Companies Act, 1956. Further, the Company had commenced its business on the same date i.e. 2 April 1990

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3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																								
4.	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th colspan="4" style="text-align: right;">(Amount in Lakh)</th> </tr> <tr> <th>Financial year</th> <th>FY 2023 - 24</th> <th>FY 2022-23</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>4,50,467.24</td> <td>502,272.58</td> <td>313,760.43</td> </tr> <tr> <td>Profit before Tax</td> <td>5,579.98</td> <td>6,631.19</td> <td>6,979.60</td> </tr> <tr> <td>Profit after Tax</td> <td>4,055.89</td> <td>4,891.95</td> <td>4,810.02</td> </tr> <tr> <td>Earnings per share</td> <td>12.04</td> <td>14.52</td> <td>14.28</td> </tr> </tbody> </table>	(Amount in Lakh)				Financial year	FY 2023 - 24	FY 2022-23	FY 2021-22	Gross Revenue	4,50,467.24	502,272.58	313,760.43	Profit before Tax	5,579.98	6,631.19	6,979.60	Profit after Tax	4,055.89	4,891.95	4,810.02	Earnings per share	12.04	14.52	14.28
(Amount in Lakh)																										
Financial year	FY 2023 - 24	FY 2022-23	FY 2021-22																							
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Profit after Tax	4,055.89	4,891.95	4,810.02																							
Earnings per share	12.04	14.52	14.28																							
5.	Foreign investments or collaborations, if any	<p>The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years, except the following:</p> <p>The Company invested 100,000 USD for acquiring 100% stake in our foreign subsidiary Amber Enterprises USA INC. and it became the wholly owned subsidiary w.e.f. 13 September 2021.</p> <p>The foreign investors, mainly comprising, FIIs and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases. As at 31 March 2024, the aggregate foreign shareholding in the Company was 25.98% (foreign portfolio investors).</p> <p>Further, during the period under review one of the Step-Down Subsidiaries of the Company namely AT Railway Sub Systems Private Limited (“AT Railway”), a wholly owned subsidiary of Sidwal Refrigeration Industries Private Limited (“Sidwal” an Amber Enterprises India Limited’s (“Amber”) wholly owned material subsidiary), has entered into a Joint Venture (“JV”) With South Korea based entity Yujin Machinery Ltd. (“Yujin”). Pursuant to the JV, entity named Yujin Machinery India Private Limited (“Yujin India”), with AT Railway owning 55% stake, 35% stake held by Yujin and of the stake in Yujin India is held by South Korea based Dujin International and Singapore based Sinkodia Pte. Ltd., both holding 5% stake each in Yujin India.</p>																								
<b>II. Information about the appointee:</b>																										
1.	Background details	Mr. Sachin Gupta holds a bachelor’s degree in electrical engineering from Punjab Technical University and master’s degree in business administration from All India Institute of Management studies, Chennai.																								
2.	Past remuneration	Rs. 1,65,00,000/- Per Annum remuneration was drawn in previous year as an employee of the Company																								
3.	Recognition or awards	Not Applicable																								

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4.	Job profile and his suitability	<p>Mr. Sachin Gupta is an Engineering Graduate with an illustrious professional career spanning over 24 years and experience spanning in consumer durables industry.</p> <p>He is accredited with various professional developmental certifications, including PGDM in Business Administration, Black Belt Six Sigma, Toyota Production System Certification, Lean Manufacturing.</p> <p>He was earlier serving as the Chief Executive Office of the Room Air Conditioner &amp; Commercial Central Air Conditioner (CAC) [CEO – RAC &amp; CAC] Division of Amber. He has been associated with our Company since 1 November 2014. Since then, he has been leading the AC business &amp; built it to its current leadership position in B2B space.</p> <p>He has played an instrumental role in for successful completion of IPO of the Company in the year 2018. He is entrusted with responsibility of overall AC business of the Company with prime focus on business development, introduction of new products &amp; categories and leading expansion strategies, driving business growth in our Company by identifying new prospects and converting more leads into customers.</p> <p>Under his supervision the business of the Company has grown and improved in areas such as sales, revenue, product offerings, talent acquisition, customer service, and brand awareness.</p>
5	Remuneration proposed	<p>The Board of Directors the Company accorded their consent to pay managerial remuneration to Mr. Sachin Gupta (DIN: 09532098) of Rs. 16,66,668 per month aggregating to Rs. 2,00,00,016/- per annum.</p> <p>Mr. Sachin Gupta (DIN: 09532098) shall be entitled to receive abovesaid remuneration inclusive of such perquisites as may be allowed to him as per the Company policy as mentioned in his appointment letter and in this explanatory statement, with such increments as the Board or its duly constituted Committee thereof, may decide from time to time on the recommendation of the Nomination and Remuneration Committee, subject to a ceiling of Rs. 4,00,00,000/- (Rupees Four Crore Only) per annum, during the period of upto 3 (Three) years w.e.f 9 August 2024, subject to approval of members of the Company.</p>
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Mr. Sachin Gupta, has been drawing remuneration in this range for the past several years, therefore, retaining him at this remuneration is imperative. Further, taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the</p>

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		remuneration paid to similar appointee(s)/ executive(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sachin Gupta is not having any direct or indirect pecuniary relationship with the Company, or with the managerial personnel.
<b>III. Other information:</b>		
1.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring capital expenditures for its capacity expansion to cope with the ever increasing customer demands and strategic acquisitions.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> <li>➤ Company is focusing on geographic expansion of its business;</li> <li>➤ Adding new customers base;</li> <li>➤ Assisting new product portfolio;</li> </ul>
3.	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.

A copy of the draft letter for the appointment of Mr. Sachin Gupta as a Whole Time Director setting out the terms and conditions of his appointment is available for electronic inspection by the members during normal business hours on working days up to date of Postal Ballot.

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.

Mr. Sachin Gupta's brief profile and additional information on Director recommended for appointment, pursuant to Regulation 36(3) of the SEBI LODR Regulations and 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, Mr. Sachin Gupta, 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 resolutions set out at Item No. 10 & 11, except to the extent of their shareholding or directorship.

The Board of Directors of your Company recommends that the **ORDINARY RESOLUTION under Item No. 10 for appointment of Mr. Sachin Gupta as a Director and thereon designating him as the Whole Time Director for a term of 5 (Five) years.**

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Further, in view of the recommendations of the Nomination and Remuneration Committee, your Board recommends the remuneration proposed under **Item No. 11 of this notice to be passed as a SPECIAL RESOLUTION.**

**By order of the Board of Directors  
For Amber Enterprises India Limited**

Sd/-

**(Konica Yadav)**

**Company Secretary and Compliance Officer  
Membership No. ACS30322**

**Place : Gurugram**

**Date : 16 September 2024**

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## ANNEXURE A

### ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI LODR REGULATIONS AND SECRETARIAL STANDARD – 2, PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

**Mr. Prakash Iyer**

**DIN: 00956349**

	<p><b>Date of Birth:</b> 12 May 1968</p> <p><b>Age:</b> 56 Years</p> <p><b>Qualifications:</b> Bachelor's degree in commerce from Pune University.</p> <p>Master's degree in commerce from Pune University.</p> <p><b>Professional Degree</b></p> <p>Chartered Accountant, from the Institute of Chartered Accountants of India.</p> <p><b>Terms and conditions of appointment or re-appointment:</b> Inducted as a Board member with effect from 19 September 2024, not liable to retire by rotation.</p> <p><b>Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable:</b> He is eligible for receiving sitting fees for attending Board and committee meetings of the Company and commission, subject to approval of Nomination and Remuneration Committee and the Board.</p> <p><b>Date of first appointment on the Board:</b> He has been Inducted as a Board member with effect from 19 September 2024 as an additional Director in the capacity of Non – Executive Independent Director, not liable to retire by rotation.</p> <p><b>Shareholding in the Company including as a beneficial owner:</b> Nil</p>
<p><b>Brief Resume, Experience and Expertise in Functional Area,</b></p> <p>Mr. Prakash Iyer is currently the Chief Investments Officer (CIO) for Haldiram's Nagpur group.</p> <p>In past he served as a Chief Executive Officer of Butterfly Appliances.</p> <p>Mr. Prakash Iyer 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</p>	

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<p>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 performance as CEO at Butterfly Gandhimathi Appliances while and Charted a long-term strategy for growth.</p> <p>Mr. Prakash Iyer 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><b>Nature of expertise in specific functional areas:</b> Investing &amp; capital raising, M&amp;A, Expert in turnarounds, Team Management, Strategic Planning, Marketing Strategy.</p>	<p><b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:</b> He is not having any relationship with Directors, Managers and Key Managerial Personnel of the Company.</p> <p><b>Number of Meetings of the Board attended during the year :</b> N.A.</p> <p>Since, he has been inducted as a Board member w.e.f 19 September 2024.</p> <p><b>Other Directorships (in other Companies including Listed entities) :</b></p> <ol style="list-style-type: none"> <li>1. Ascent Circuits Private Limited</li> <li>2. Ever Electronics Private Limited</li> <li>3. OneDios Services Pvt Ltd</li> <li>4. NRV Designx Private Limited</li> <li>5. Elevate Capital Management Private Limited</li> <li>6. Impact Index Cricket Private Limited</li> </ol> <p><b>Listed entities from which the person has resigned in the past three years:</b> None</p> <p><b><u>MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS</u></b></p> <table border="1"> <thead> <tr> <th>Names of the Company</th> <th>Type of Committee</th> <th>Membership Status</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Ascent Circuits Private Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Ever Electronics Private Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairman</td> </tr> </tbody> </table>	Names of the Company	Type of Committee	Membership Status	Ascent Circuits Private Limited	Audit Committee	Chairman	Nomination and Remuneration Committee	Chairman	Corporate Social Responsibility Committee	Member	Ever Electronics Private Limited	Audit Committee	Chairman	Nomination and Remuneration Committee	Chairman
Names of the Company	Type of Committee	Membership Status														
Ascent Circuits Private Limited	Audit Committee	Chairman														
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**Ms. Sabina Moti Bhavnani**

**DIN: 06553087**



**Brief Resume, Experience and Expertise in Functional Area,**

Ms. Sabina Bhavnani is having 30+ years of experience across Corporate Advisory, Mergers & Acquisitions, Private Equity and Corporate Finance.

She is Assisting the IL&FS Board in monetization of Group assets under a shadow IBC process under Section 241/242 of the Companies Act and head of the Monetization Deal Team which is responsible for Roads, Waste Management and Construction assets.

She is serving as a Director on the InvIT Hold Co and several group Road SPVs.

**Nature of expertise in specific functional areas:** Corporate Advisory, Mergers & Acquisitions, Private Equity and Corporate Finance.

**Date of Birth: 28 April 1968**

**Age : 56 Years**

**Qualifications:** MBA in Finance from the Narsee Monjee Institute of Management Studies

Bachelor of Commerce from the University of Mumbai, HR College

**Terms and conditions of appointment or re-appointment:** She has been Inducted as a Board member with effect from 19 September 2024 not liable to retire by rotation.

**Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable:** She is eligible for receiving sitting fees for attending Board and committee meetings of the Company and commission, subject to approval of Nomination and Remuneration Committee and Board.

**Date of first appointment on the Board:** She has been Inducted as a Board member with effect from 19 September 2024 as an additional Director in the capacity of Non – Executive Independent Director, not liable to retire by rotation.

**Shareholding in the company including as beneficial owner:** Nil

**Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:** She is not having any relationship with Directors, Managers and Key Managerial Personnel of the Company.

**Number of Meetings of the Board attended during the year:** N.A.

Since, she has been inducted as a Board member w.e.f 19 September 2024.

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	<p><b>Other Directorships (in other companies including listed entities):</b></p> <ol style="list-style-type: none"> <li>1. Hill County Properties Limited</li> <li>2. Unique Waste Processing Company Limited</li> <li>3. Tierra Enviro Limited</li> <li>4. Hill County Sez Private Limited</li> <li>5. Maytas Logiparks (Malkapur) Private Limited</li> <li>6. IL&amp;Fs Maritime Infrastructure Company Limited</li> <li>7. Hyderabad Expressways Limited</li> <li>8. Cyberabad Expressways Limited</li> <li>9. Pondicherry -Tindivanam Tollway Private Limited</li> <li>10. Roadstar Infra Private Limited</li> </ol> <p><b>Listed entities from which the person has resigned in the past three years:</b> None</p> <p><b><u>MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS</u></b></p> <table border="1"> <thead> <tr> <th>Names of the Company</th> <th>Type of Committee</th> <th>Membership Status</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Hill County Properties Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">IL&amp;FS Maritime Infrastructure Company Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </tbody> </table>	Names of the Company	Type of Committee	Membership Status	Hill County Properties Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	IL&FS Maritime Infrastructure Company Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Member
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**Mr. Sachin Gupta**

**DIN: 09532098**



**Brief Resume, Experience and Expertise in Functional Area**

Mr. Sachin Gupta is an Engineering Graduate with an illustrious professional career spanning over 24 years and experience spanning in consumer durables industry.

He is accredited with various professional developmental certifications, including PGDM in Business Administration, Black Belt Six Sigma, Toyota Production System Certification, Lean Manufacturing.

He was earlier serving as the Chief Executive Office of the Room Air Conditioner & Commercial Central Air Conditioner (CAC) [CEO – RAC & CAC] Division of Amber. He has been associated with our Company since 1 November 2014. Since then, he has been leading the AC

**Date of Birth: 7 April 1981**

**Age: 43 Years**

**Qualifications:** Bachelor's degree in electrical engineering from Punjab Technical University.

Master's degree in business administration from All India Institute of Management studies, Chennai.

**Terms and conditions of appointment or re-appointment:** He is Inducted as a Board member with effect from 9 August 2024, for a term of 5 years, liable to retire by rotation. Kindly refer the explanatory statement for Item No. 10 and 11 of this Postal Ballot Notice.

**Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable:** Kindly refer explanatory statement for item no. 9 and 10 of this Postal Ballot notice.

**Date of first appointment on the Board:** He has been Inducted as a Board member with effect from 9 August 2024 as an additional Director in the category of Executive Director and designated as Whole time Director, liable to retire by rotation.

**Shareholding in the Company including as beneficial owner:**

1003 Equity Shares  
0.0029% Shareholding

**Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:** He is not having any relationship with Directors, Managers and Key Managerial Personnel of the Company.

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<p>business &amp; built it to its current leadership position in B2B space.</p> <p>He has played an instrumental role in for successful completion of IPO of the Company in the year 2018. He is entrusted with responsibility of overall AC business of the Company with prime focus on business development, introduction of new products &amp; categories and leading expansion strategies, driving business growth in our Company by identifying new prospects and converting more leads into customers.</p> <p>Under his supervision the business of the Company has grown and improved in areas such as sales, revenue, product offerings, talent acquisition, customer service, and brand awareness.</p>	<p><b>Number of Meetings of the Board attended during the year:</b> Nil</p> <p><b>Other Directorships (in other companies including listed entities):</b></p> <ol style="list-style-type: none"> <li>1. Sricity Electronics Manufacturing Cluster Private Limited;</li> <li>2. Resojet Private Limited</li> </ol> <p><b>Listed entities from which the person has resigned in the past three years:</b> None</p> <p><b><u>MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS</u></b></p> <table border="1"> <thead> <tr> <th>Names of the Company</th> <th>Type of Committee</th> <th>Membership Status</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">NIL</td> </tr> </tbody> </table>	Names of the Company	Type of Committee	Membership Status	NIL		
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NIL							

**By order of the Board of Directors  
For Amber Enterprises India Limited**

Sd/-

**(Konica Yadav)**

**Company Secretary and Compliance Officer**

**Membership No. ACS30322**

**Place : Gurugram**

**Date : 16 September 2024**

**Amber Enterprises India Limited**

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