

Amber Enterprises India Limited
CIN: L28910PB1990PLC010265

P: +91 124 392 3000
E: info@ambergroupindia.com
W: www.ambergroupindia.com

Registered Office: C-1, Phase II,
Focal Point, Rajpura, Patiala-140401,
Punjab, India

Corporate Office: Universal Trade Tower,
1st Floor, Sector 49, Sohna Road,
Gurgaon-122018, Haryana, India



Date: 15 February 2026

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 Ltd.
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

Scrip Code: 540902
ISIN: INE371P01015

Symbol: AMBER
ISIN: INE371P01015

Dear Sir/Ma'am,

Sub: Execution of an Amendment Agreement to the Joint Venture Agreement dated 18 September 2023 among IL JIN Electronics (India) Private Limited (“IL JIN”), a material subsidiary of the Company, i.e. Amber Enterprises India Limited, Stelltek Technologies Private Limited, the joint venture company of IL JIN, and Nexxbase Marketing Private Limited, the joint venture partner of Stelltek

Ref: Disclosure pursuant to Regulation 30(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI (LODR) Regulations”), we wish to hereby inform the exchanges about a significant development concerning IL JIN Electronics (India) Private Limited (“IL JIN”), a material subsidiary of Amber Enterprises India Limited (“the Company” / “Amber”).

On 15 February 2026, IL JIN executed an Amendment Agreement to the Joint Venture Agreement dated 18 September 2023 with Stelltek Technologies Private Limited (“Stelltek”) and Nexxbase Marketing Private Limited (“Noise”). As a result of this Amendment Agreement, IL JIN has been granted the right to nominate and appoint the majority of Directors on the Board of Stelltek. Consequently, IL JIN shall exercise control over the management and policy decisions of Stelltek in line with the definition of “Control” under Section 2(27) of the Companies Act, 2013.

In the said context, IL JIN is initiating the appointment of Mr. Sudhir Goyal (DIN: 01104230) as a Non-Executive Additional Director on the Board of Stelltek. Mr. Goyal also serves as the Chief Financial Officer of the Company. This appointment results in IL JIN acquiring control over Stelltek through a majority Board representation, thus gaining authority over its management and decisions.

As a result of these rights relating to control over the composition of the Board of Directors, Stelltek ceases to be a joint venture of IL JIN and become a subsidiary of IL JIN, thereby becoming a step-down subsidiary of Amber.

The details as required to be disclosed in terms of the SEBI (LODR) Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January 2026 are provided in **Annexure - A** and **Annexure - B** to this intimation.

This intimation is also available on the website of the Company at www.ambergroupindia.com.

We request you to kindly take this on your record, disseminate the same on your website and oblige.

Thanking You,
Yours faithfully
For Amber Enterprises India Limited

(Konica Yaadav)
Company Secretary and Compliance Officer
M. No. A30322



Annexure - A

DETAILS AS PER SEBI (LODR) REGULATIONS IN LINE WITH SEBI CIRCULAR NO. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 DATED 30 JANUARY 2026

a)	Name(s) of parties with whom the agreement is entered	Stelltek Technologies Private Limited AND Nexxbase Marketing Private Limited AND IL JIN Electronics (India) Private Limited AND
b)	Purpose of entering into the agreement	To grant the right to IL JIN Electronics (India) Private Limited (“IL JIN”), to nominate and appoint the majority of Directors on the Board of Stelltek Technologies Private Limited (“Stelltek”) and exercise control over the management and policy decisions of Stelltek in accordance with the definition of “Control” under Section 2(27) of the Companies Act, 2013 and Clause 2.3 (xiii) of the Amendment Agreement. Accordingly, IL JIN is initiating the appointment of Mr. Sudhir Goyal (DIN: 01104230) as a Non-Executive Additional Director on the Board of Stelltek, who also serves as the Chief Financial Officer of the Company. This appointment results in IL JIN acquiring control over Stelltek through a majority Board representation, thus gaining authority over its management and decisions. As a result of these rights relating to control over the composition of the Board of Directors, Stelltek ceases to be a joint venture of IL JIN and become a subsidiary of IL JIN, thereby becoming a step-down subsidiary of Amber.
c)	Shareholding, if any, in the entity with whom the agreement is executed	IL JIN holds 50% shareholding in Stelltek
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	IL JIN has been granted the right to secure majority representation on the Board of Directors of Stelltek, enabling IL JIN to nominate and appoint an additional Director and thereby constitute a Board majority. The amendment is focused solely on restructuring the Board composition to reflect IL JIN’s enhanced governance role.
e)	Whether, the said parties are related to Promoter /Promoter Group/ Group Companies in any manner. If yes, nature of relationship	<ul style="list-style-type: none"> IL JIN is a material subsidiary of Amber. Stelltek is a Joint Venture Company of IL JIN. However, Nexxbase Marketing Private Limited (“Noise”/ “Nexxbase”) is a Joint Venture Partner of Stelltek and an independent third party
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Yes.
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	There is no issuance of shares, since the acquisition relates to the obtaining of control through the right to appoint the majority of directors or to control the management or policy decisions, no shares are required to be issued to any party.
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable

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i)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	Amendment of Agreement
a)	Name of parties to the agreement;	1. IL JIN Electronics (India) Private Limited 2. Nexxbase Marketing Private Limited 3. Stelltek Technologies Private Limited (Became Party to the agreement via execution of Deed of Adherence executed on 25 January 2024)
b)	Nature of the agreement;	IL JIN has executed an Amendment Agreement to the Joint Venture Agreement dated 18 September 2023, with Stelltek and Nexxbase.
c)	Date of execution of the agreement;	15 February 2026
d)	Details of amendment and impact thereof or reasons of termination and impact thereof.	<p>This amendment is to expressly provide IL JIN with the right to nominate and appoint majority of directors on Board of Stelltek, thereby ensuring majority representation on the Board of Stelltek.</p> <p>Consequent to the amendment, IL JIN acquires <i>control</i> over Stelltek through the right to appoint the majority of its Directors, as per Section 2(27) of the Companies Act, 2013 and Clause 2.3 (xiii) of the Amendment Agreement.</p> <p>Accordingly, Stelltek become a subsidiary of IL JIN and, in turn, a step-down subsidiary of Amber. This change affects the governance structure of Stelltek; however, there is no change in its shareholding, capital structure.</p>



Annexure - B

DETAILS AS PER SEBI (LODR) REGULATIONS IN LINE WITH SEBI CIRCULAR NO. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 DATED 30 JANUARY 2026

b)	Name of the target entity, details in brief such as size, turnover etc.	<p>Stelltek Technologies Private Limited (“Stelltek”), is a company incorporated under the provisions of the Companies Act 2013, on 26 December 2023, having its Registered Office at Unit No. 404, 4th Floor, Universal Trade Tower, Sohna Road, Sector-49, Gurgaon, Haryana, India, 122018.</p> <p>It is engaged in the business Manufacturing, assembling and designing of wearables and other smart electronics products.</p> <p>Capital and Turnover Details:</p> <table border="1" data-bbox="769 726 1360 947"> <tr> <td>Authorized Share Capital</td> <td colspan="2">Rs. 3,00,00,000/-</td> </tr> <tr> <td>Paid-up Share Capital</td> <td colspan="2">Rs. 10,00,000/-</td> </tr> <tr> <td rowspan="3">Turnover</td> <td>Financial Year</td> <td>Turnover (Rs. in Lakh)</td> </tr> <tr> <td>2024 - 2025</td> <td>0</td> </tr> <tr> <td>2023 - 2024</td> <td>0</td> </tr> </table>	Authorized Share Capital	Rs. 3,00,00,000/-		Paid-up Share Capital	Rs. 10,00,000/-		Turnover	Financial Year	Turnover (Rs. in Lakh)	2024 - 2025	0	2023 - 2024	0
Authorized Share Capital	Rs. 3,00,00,000/-														
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Turnover	Financial Year	Turnover (Rs. in Lakh)													
	2024 - 2025	0													
	2023 - 2024	0													
c)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	Yes, Stelltek is the Joint Venture between IL JIN Electronics (India) Private Limited (“IL JIN”), material Subsidiary of Amber Enterprises India Limited (“the Company”/ “Amber”) and Nexxbase Marketing Private Limited (“Noise”/ “Nexxbase”).													
d)	Industry to which the entity being acquired belongs	Electronics Industry													
e)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Rationale Behind the Acquisition</p> <p>The acquisition of control by IL JIN is intended to reinforce effective governance and ensure greater strategic alignment between Stelltek’s operations and the long-term business objectives of the group. By securing majority representation on the Board, ILJIN will be able to enhance managerial oversight, streamline key decision-making processes, and drive improved operational efficiency within Stelltek.</p> <p>This restructuring is aimed at strengthening accountability, enabling better integration of Stelltek’s capabilities with IL JIN’s business priorities, and supporting the sustained growth and stability of the joint venture’s operations as a step-down subsidiary within the Amber Group.</p>													
f)	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approvals are required for the said acquisition.													
g)	Indicative time period for completion of the acquisition	The acquisition of control stands completed with immediate effect, consequent to the appointment of the majority of directors on the Board of Stelltek													
h)	Consideration - whether cash consideration or share swap or any other form and details of the same	Not Applicable													



i)	Cost of acquisition and/or the price at which the shares are acquired	Not Applicable													
j)	Percentage of shareholding / control acquired and / or number of shares acquired	<p>IL JIN has not acquired any additional stake in Stelltek pursuant to this amendment of the agreement.</p> <p>Control has been acquired through rights vested to IL JIN, relating to the control of the composition of the Board of Directors of Stelltek and control over the management and policy decisions of Stelltek, resulting in the acquisition of control under Section 2(27) of the Companies Act, 2013 and Clause 2.3 (xiii) of the Amendment Agreement.</p>													
k)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Stelltek Technologies Private Limited (“Stelltek”), is a company incorporated under the provisions of the Companies Act 2013, on 26 December 2023, having its Registered Office at Unit No. 404, 4th Floor, Universal Trade Tower, Sohna Road, Sector-49, Gurgaon, Haryana, India, 122018.</p> <p>It is engaged in the business Manufacturing, assembling and designing of wearables and other smart electronics products.</p> <p>Capital and Turnover Details:</p> <table border="1" data-bbox="769 886 1362 1104"> <tr> <td data-bbox="769 886 1045 936">Authorized Share Capital</td> <td colspan="2" data-bbox="1045 886 1362 936">Rs. 3,00,00,000/-</td> </tr> <tr> <td data-bbox="769 936 1045 987">Paid-up Share Capital</td> <td colspan="2" data-bbox="1045 936 1362 987">Rs. 10,00,000/-</td> </tr> <tr> <td data-bbox="769 987 1045 1104" rowspan="3">Turnover</td> <td data-bbox="1045 987 1192 1050">Financial Year</td> <td data-bbox="1192 987 1362 1050">Turnover (Rs. in Lakh)</td> </tr> <tr> <td data-bbox="1045 1050 1192 1079">2024 - 2025</td> <td data-bbox="1192 1050 1362 1079">0</td> </tr> <tr> <td data-bbox="1045 1079 1192 1104">2023 - 2024</td> <td data-bbox="1192 1079 1362 1104">0</td> </tr> </table>	Authorized Share Capital	Rs. 3,00,00,000/-		Paid-up Share Capital	Rs. 10,00,000/-		Turnover	Financial Year	Turnover (Rs. in Lakh)	2024 - 2025	0	2023 - 2024	0
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