



Date: 22 October 2024

To

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 050
Scrip Code: 540902 ISIN : INE371P01015	Scrip Code: AMBER ISIN : INE371P01015

Dear Sir/Ma'am

Subject: Outcome of Board Meeting and intimation regarding acquisition through Scheme of Amalgamation under Regulation 30 of SEBI (LODR) Regulations, 2015

The Board of Directors of Amber Enterprises India Limited (“**Company**”) in their meeting held on 22 October 2024 have approved the scheme of amalgamation of AmberPR Technoplast India Private Limited (“**AmberPR**”) with and into the Company, pursuant to the provisions of Section 230-232 of the Companies Act, 2013. The scheme is subject to the approval of Hon'ble National Company Law Tribunal, Chandigarh Bench and/or other statutory/ regulatory authorities. AmberPR is a wholly owned subsidiary of the Company.

The disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure A** to this intimation.

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,
Yours faithfully,

For **Amber Enterprises India Limited**

(**Konica Yaadav**)
Company Secretary and Compliance Officer
Membership No. ACS30322

Amber Enterprises India Limited

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

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



Annexure A

DISCLOSURES IN TERMS OF REGULATION 30 OF THE SEBI LODR REGULATIONS READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED 13 JULY 2023 AND OTHER APPLICABLE SEBI CIRCULAR(S)

Sr. No.	Details of events need to be provided	Information of such events.												
1.	Name of the entity(ies) forming part of the amalgamation /merger, details in brief such as size, turnover, etc.	<p>The scheme of amalgamation provides for the amalgamation of scheme of amalgamation of AmberPR Technoplast India Private Limited (“Transferor Company”) with and into the Amber Enterprises India Limited (“Transferee Company”) (for the sake of convenience the Transferor Company and Transferee Company shall hereinafter collectively referred to “Companies”).</p> <p>The shares of the Transferee Company are listed on on National Stock Exchange of India Limited and BSE Limited.</p> <p>The Transferor Company is wholly owned subsidiary of the Transferee Company.</p> <p>The turnover & net worth of the Companies as on 31 March 2024:</p> <table border="1"> <thead> <tr> <th colspan="3">Amt in Lakh</th> </tr> <tr> <th></th> <th>Turnover</th> <th>Networth</th> </tr> </thead> <tbody> <tr> <td>Transferor Company</td> <td>12092.63</td> <td>2,923.57</td> </tr> <tr> <td>Transferee Company</td> <td>4,50,467.24</td> <td>1,71,396.96</td> </tr> </tbody> </table>	Amt in Lakh				Turnover	Networth	Transferor Company	12092.63	2,923.57	Transferee Company	4,50,467.24	1,71,396.96
Amt in Lakh														
	Turnover	Networth												
Transferor Company	12092.63	2,923.57												
Transferee Company	4,50,467.24	1,71,396.96												
2.	Whether the acquisition would fall within related party transaction(s)? If yes, whether the same is done at "arm's length.	<p>The Transferor Company is wholly owned subsidiary of the Transferee Company. The proposed amalgamation does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17 2014 issued by the Ministry of Corporate Affairs and since the same is subject to the sanction of Central Government, Ministry of Corporate Affairs, in terms of the provisions of notification no. G.S.R. 582 (E) dated 17 June, 2017. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the related party</p>												

Amber Enterprises India Limited

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

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



		transaction provisions are not applicable to the proposed scheme of amalgamation.
3.	Areas of business of the entity(ies).	<p>The Transferee Company is engaged in the business of wide range of air conditioners, its components and various other components of consumer durables, auto mobiles and other industries etc.</p> <p>The Transferor Company is engaged in business of (i) cross flow fans and its plastic parts, (ii) fans and fan guard for outdoor units of room air conditioners and (iii) plastic parts for other industries.</p>
4.	Rational of Amalgamation	<p>The Transferor Company is engaged in business of (i) cross flow fans and its plastic parts, (ii) fans and fan guard for outdoor units of room air conditioners and (iii) plastic parts for other industries and The Transferee Company is engaged in the business of wide range of air conditioners, its components and various other components of consumer durables, auto mobiles and other industries etc. As stated aforesaid the Companies are primarily engaged in the similar kind of business.</p> <p>Considering that the Transferor Company is the wholly owned subsidiary of the Transferee Company, and is involved in the similar kind of activities in which the Transferee Company is operating, thus, the management has proposed to consolidate and merger of all operations of the Transferor Company within and into the Transferee Company vide this Scheme. This Scheme is expected to result in the following additional benefits:</p> <ul style="list-style-type: none"> i. Significant reduction in multiplicity of legal and regulatory compliances, multiple record-keeping and cost saving by way of reduction of overheads, administrative, managerial, and other expenditure. ii. Synergies of operations which will help the merged entity to reap the benefits of economies of scale, improving organizational capability to enable the entity to compete in an increasingly competitive industry; and

Amber Enterprises India Limited

Corp. Address:

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

Regd. Office:

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



		<p>iii. Efficiency in management of the merged entity and deployment of funds for organic and inorganic growth opportunities, to maximize shareholder value.</p> <p>Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter members, creditors, and employees of the Companies and the same would be in the best interest of all stakeholders.</p>
5.	In case of cash consideration - There is no cash consideration. amount or otherwise share exchange ratio	Since the Transferor Company is wholly owned subsidiary of the Transferee Company, pursuant to the scheme becoming effective, the Transferee Company shall not pay any consideration and all the shares held by the Transferee Company in the Transferor Company shall stand cancelled.
6.	Brief Details of change of shareholding pattern (if any) of the listed entity.	Pursuant to the Scheme becoming effective, no shares shall be issued by the Transferee company, therefore, no change shall occur in the shareholding pattern of the Transferee Company.

Amber Enterprises India Limited

Corp. Address:

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

Regd. Office:

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