



Date: 16 April 2020

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

Subject: Submission of Corporate Governance Report

Dear Sir/Ma'am,

Please find enclosed the Compliance Report on Corporate Governance for the quarter ended 31 March 2020 as per the requirements of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We request you to kindly take this on your record.

Thanking You,

For **Amber Enterprises India Limited**

Sd/-

(Konica Yadav)

Company Secretary and Compliance Officer

Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - %companyName%
 2. Quarter ending - %quarterEnded%

i. Composition Of Board Of Director

T i t l e (M r . / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t y i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t y i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	J A S B I R S I N G H	0 0 2 5 9 6 3	A M W P S 5	C & E D	C E O	01- O c t - 2 0 0 4	25- A u g - 2 0 1 7			2 8- M a y - 1 9	NA		1	0	1	0	AC,R C	

		2	0						7								
		4	P						5								
M	DA	0	B	ED	M	01-	25-		6	0	NA		1	0	1	0	SC,RC
r.	LJI	2	T		D	Jan	Aug-		0	1-							
	T	0	F			-	2017			May							
	SI	2	P			200				-							
	NG	3	S			8				1							
	H	9	8							9							
		6	4							7							
		4	0							8							
			9														
			E														
M	M	0	A	NED		12-	12-			3	NA		2	0	1	0	SC,NR
r.	AN	2	W	,ND		Jan	Jan-			1-							
	OJ	2	A			-	2017			Dec							
	KU	2	P			201				-							
	M	4	S			7				1							
	AR	2	6							9							
	SE	9	7							7							
	HR	9	8							2							
	A		3														
	W		N														
	AT																
M	GI	0	A	ID		20-	23-		6	2	Yes	2	3	3	4	4	AC,N
r.	RIS	0	A			Sep	Aug-		0	9-		3-					
	H	4	G			-	2019			May		A					
	KU	4	P			201				-		u					
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	AR	3	1							9		2					
	AH	3	4							4		0					
	UJ	9	1							6		1					
	A		6									9					
			Q														
M	SU	0	A	ID		20-	23-		6	0	NA		5	5	6	1	AC
s.	DH	2	E			Sep	Aug-		0	1-							
	A	2	N			-	2019			May							
	PIL	6	P			201				-							
	LA	3	P			7				1							
	I	9	4							9							
		5	1							5							
		0	5							0							
			1														
			N														
M	SA	0	A	ID		20-	23-		6	0	NA		1	1	2	1	AC,SC
r.	TW	0	C			Sep	Aug-		0	6-							
	IN	1	A			-	2019			Ju							
	DE	6	P			201				1-							
	R	4	S			7				1							
	SI	9	5							9							

	NG	0	9							6							
	H	3	5							4							
			3J														

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	GIRISH KUMAR AHUJA	ID	Chairperson	20-Sep-2017	
2	SATWINDER SINGH	ID	Member	20-Sep-2017	
3	SUDHA PILLAI	ID	Member	26-Sep-2017	
4	JASBIR SINGH	C & ED	Member	20-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SATWINDER SINGH	ID	Chairperson	20-Sep-2017	
2	MANOJ KUMAR SEHRAWAT	NED,ND	Member	20-Sep-2017	
3	DALJIT SINGH	ED	Member	20-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JASBIR SINGH	C & ED	Chairperson	08-Feb-2019	
2	DALJIT SINGH	ED	Member	08-Feb-2019	
3	SANJAY ARORA	Member	Member	08-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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1	SATWINDER SINGH	ID	Chairperson	20-Sep-2017	
2	GIRISH KUMAR AHUJA	ID	Member	20-Sep-2017	
3	MANOJ KUMAR SEHRAWAT	NED,ND	Member	20-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
07-Nov-2019	30-Jan-2020	Yes	6	3
	19-Mar-2020	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-Nov-2019		Yes	4	3
Audit Committee		30-Jan-2020	Yes	4	4
Audit Committee		19-Mar-2020	Yes	4	4
Nomination & Remuneration Committee		30-Jan-2020	Yes	3	3
Stakeholders Relationship Committee		30-Jan-2020	Yes	3	3
Risk Management Committee		25-Jan-2020	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	

Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

%affirmComments%

Name : **%affirmName%**
Designation : **%affirmDesignation%**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.ambergroupindia.c
Terms and conditions of appointment of	Yes		www.ambergroupindia.c
Composition of various committees of	Yes		www.ambergroupindia.c
Code of conduct of board of directors and	Yes		www.ambergroupindia.c
Details of establishment of vigil mechanism/	Yes		www.ambergroupindia.c
Criteria of making payments to non-	Yes		www.ambergroupindia.c
Policy on dealing with related party	Yes		www.ambergroupindia.c
Policy for determining 'material' subsidiaries	Yes		www.ambergroupindia.c
Details of familiarization programs imparted	Yes		www.ambergroupindia.c
Email address for grievance redressal and other relevant details entity who are	Yes		www.ambergroupindia.c
Contact information of the designated	Yes		www.ambergroupindia.c
Financial results	Yes		www.ambergroupindia.c
Shareholding pattern	Yes		www.ambergroupindia.c
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.ambergroupindia.c
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.ambergroupindia.c
Credit rating or revision in credit rating	Yes		www.ambergroupindia.c
Separate audited financial statements of	Yes		www.ambergroupindia.c
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ambergroupindia.c
Materiality Policy as per Regulation 30	Yes		www.ambergroupindia.c
Dividend Distribution policy as per	Yes		www.ambergroupindia.c
It is certified that these contents on the	Yes		www.ambergroupindia.c
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Konica Yadav**
Designation : **Company Secretary & Compliance Officer**