

Date : 8 April 2019

To  
Secretary  
Listing Department**BSE Limited**Department of Corporate Services Phiroze  
Jeejeebhoy Towers Dalal Street, Mumbai –  
400 001  
Scrip Code : 540902  
ISIN : INE371P01015To  
Secretary  
Listing Department**National Stock Exchange of India Limited**Exchange Plaza, Bandra Kurla Complex,  
Mumbai – 400 050  
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 2019 as per the requirements of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take this on your record.

Thanking You,

**For Amber Enterprises India Limited**

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

  
(Konica Yadav)

Company Secretary and Compliance Officer

**Corp. Address :**Universal Trade Tower, 1st Floor, Sector 49, Gurgaon-122018  
Tel.: +91 124 3923000 | Fax : +91 124 3923016,17**Regd. Office :**C-1, Phase II, Focal Point, Rajpura Town-140401, Punjab  
Tel.: +91 1762 232126, 232646 | Fax : +91 1762 232127

<b>General information about company</b>	
Scrip code	540902
NSE Symbol	AMBER
MSEI Symbol	
ISIN	INE371P01015
Name of the entity	AMBER ENTERPRISES INDIA LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	JASBIR SINGH	AMWPS9504P	00259632	Executive Director	Chairperson	CEO	25-08-2017			1	1	0		
2	Mr	DALJIT SINGH	BTFPS8409E	02023964	Executive Director	Not Applicable	MD	25-08-2017			1	1	0		
3	Mr	MANOJ KUMAR SEHRAWAT	AWAPS6783N	02224299	Non-Executive - Non Independent Director	Not Applicable		12-01-2017			2	1	0		
4	Mr	SATWINDER SINGH	ACAPS5953J	00164903	Non-Executive - Independent Director	Not Applicable	Shareholder Director	20-09-2017		24	1	2	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	SUDHA PILLAI	AENPP4151N	02263950	Non-Executive - Independent Director	Not Applicable	Shareholder Director	20-09-2017		24	4	5	0		
6	Mr	GIRISH KUMAR AHUJA	AAGPA1416Q	00446339	Non-Executive - Independent Director	Not Applicable	Shareholder Director	20-09-2017		24	2	3	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00446339	GIRISH KUMAR AHUJA	Non-Executive - Independent Director	Chairperson	20-09-2017		
2	02263950	SUDHA PILLAI	Non-Executive - Independent Director	Member	26-09-2017		
3	00259632	JASBIR SINGH	Executive Director	Member	20-09-2017		
4	00164903	SATWINDER SINGH	Non-Executive - Independent Director	Member	20-09-2017		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00164903	SATWINDER SINGH	Non-Executive - Independent Director	Chairperson	20-09-2017		
2	00446339	GIRISH KUMAR AHUJA	Non-Executive - Independent Director	Member	20-09-2017		
3	02224299	MANOJ KUMAR SEHRAWAT	Non-Executive - Non Independent Director	Member	20-09-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00164903	SATWINDER SINGH	Non-Executive - Independent Director	Chairperson	20-09-2017		
2	02224299	MANOJ KUMAR SEHRAWAT	Non-Executive - Non Independent Director	Member	20-09-2017		
3	02023964	DALJIT SINGH	Executive Director	Member	20-09-2017		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00259632	JASBIR SINGH	Executive Director	Chairperson	08-02-2019		
2	02023964	DALJIT SINGH	Executive Director	Member	08-02-2019		
3	02924307	SANJAY ARORA	Member	Member	08-02-2019		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02263950	SUDHA PILLAI	Non-Executive - Independent Director	Chairperson	20-09-2017		
2	00259632	JASBIR SINGH	Executive Director	Member	20-09-2017		
3	02023964	DALJIT SINGH	Executive Director	Member	20-09-2017		
4	02224299	MANOJ KUMAR SEHRAWAT	Non-Executive - Non Independent Director	Member	20-09-2017		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	01-11-2018			
2		08-02-2019	98	
3		22-03-2019	41	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	08-02-2019	Yes	2	01-11-2018	98		
2	Audit Committee	22-03-2019	Yes	2	01-11-2018	140		Two Audit Committee meetings were held in 4th quarter of the Financial Year 2018 - 19
3	Stakeholders Relationship Committee	08-02-2019	Yes	2	01-11-2018	98		
4	Corporate Social Responsibility Committee	08-02-2019	Yes	2	01-11-2018	98		

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	KONICA YADAV
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		WWW.AMBERGROUPINDIA.COM
2	Terms and conditions of appointment of independent directors	Yes		WWW.AMBERGROUPINDIA.COM
3	Composition of various committees of board of directors	Yes		WWW.AMBERGROUPINDIA.COM
4	Code of conduct of board of directors and senior management personnel	Yes		WWW.AMBERGROUPINDIA.COM
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		WWW.AMBERGROUPINDIA.COM
6	Criteria of making payments to non-executive directors	Yes		WWW.AMBERGROUPINDIA.COM
7	Policy on dealing with related party transactions	Yes		WWW.AMBERGROUPINDIA.COM
8	Policy for determining 'material' subsidiaries	Yes		WWW.AMBERGROUPINDIA.COM
9	Details of familiarization programmes imparted to independent directors	Yes		WWW.AMBERGROUPINDIA.COM



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		WWW.AMBERGROUPINDIA.COM
11	email address for grievance redressal and other relevant details	Yes		WWW.AMBERGROUPINDIA.COM
12	Financial results	Yes		WWW.AMBERGROUPINDIA.COM
13	Shareholding pattern	Yes		WWW.AMBERGROUPINDIA.COM
14	Details of agreements entered into with the media companies and/or their associates	Yes		WWW.AMBERGROUPINDIA.COM
15	New name and the old name of the listed entity	Yes		WWW.AMBERGROUPINDIA.COM

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	KONICA YADAV
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	KONICA YADAV
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	KONICA YADAV
Designation of person	Company Secretary and Compliance Officer
Place	GURUGRAM
Date	08-04-2019



