



Date: 23 November 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

Sub : **Notice of Postal Ballot/ E-voting**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), please find enclosed Notice of Postal Ballot/ E-voting ("Notice") being sent to the shareholders, seeking their approval by way of Special Resolutions for the matters set out in the Notice dated 23 November 2020.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020 and 33/2020 dated 28 September 2020 issued by Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, 20 November 2020 ("Cut-off date"). The communication of the assent or dissent of the shareholders would only take place through the e-voting system.

The shareholders whose e-mail addresses are not registered are requested to register their e-mail addresses and mobile numbers by following the procedure specified in the Notice.

The Company has engaged the services of KFin Technologies Private Limited ("KFintech") to provide e-voting facility to its shareholders. The e-voting period shall commence on Tuesday, 24 November, 2020 at 9.00 a.m. (1ST) and end on Wednesday, 23 December, 2020 at 5.00 p.m. (1ST). The e-voting module shall be disabled by KFintech thereafter. Voting rights of the shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The Notice will also be available on the Company's website www.ambergroupindia.com.

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

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

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



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

Thanking You,

For **Amber Enterprises India Limited**

(Konica Yadav)
Company Secretary and Compliance Officer

Encl : As above

CC :

1. Central Depository Services (India) Ltd., Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Pare I, Mumbai – 400 013.
2. National Securities Depository Ltd., Trade World, A-Wing, 4th Floor, Kamala Mills Compound, Lower Pare, Mumbai – 400 013.
3. KFin Technologies Private Limited, Selenium Building, Tower B, Plot No 3 I & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

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

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

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



POSTAL BALLOT NOTICE

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

Dear Shareholder(s)

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Amber Enterprises India Limited (“the Company”) by means of Postal Ballot including Electronic Voting (e-voting), pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated 15 June, 2020 and 33/2020 dated 28 September, 2020 issued by the Ministry of Corporate Affairs in view of COVID-19.

The statement pursuant to Section 102(1) of the Act setting out all material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot (the “Notice”).

The Company 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 including 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.

Members shall vote by means of e-voting.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI LODR Regulations, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The scrutiniser will submit his report to the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot through electronic means shall be declared by the Chairman or any other person authorised by him within 48 hours from receipt of the scrutiniser’s report, at the Registered Office of the Company and also by placing the same on the Company's website: www.ambergroupindia.com and on the website of KFinTech Technologies Private Limited (“KFinTech”): <https://evoting.karvy.com> and the results will simultaneously be communicated to the Stock Exchanges.

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

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

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



SPECIAL BUSINESS

1. Ratification of “Amber Enterprises India Limited - Employee Stock Option Plan 2017”.

To consider, and if thought fit, to pass the following resolution(s) as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the ratification of the **“Amber Enterprises India Limited - Employee Stock Option Plan 2017” (“ESOP 2017”/ “Plan”)** as aligned with the provisions of the SEBI SBEB Regulations, which was originally approved by the members of the Company vide Special Resolution dated 26 September 2017 prior to initial public offer of shares of the Company, which now authorises the Board of Directors of the Company (*hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution and SEBI SBEB Regulations*) to create, offer and grant not more than 5,18,300 (Five Lakh Eighteen Thousand Three Hundred) employee stock options, from time to time, in one or more tranches to such person(s) who are in permanent employment of the Company including any whole-time or executive director and other eligible personnel as per SEBI SBEB Regulation, on such terms and conditions as may be determined in accordance with the provisions of the ESOP 2017 and in due compliance with the applicable laws including SEBI SBEB Regulations, exercisable into equal number of equity shares of the Company, with each such option would be exercisable into one equity share of a face value of Rs. 10/- (Rupees Ten) each fully paid-up under ESOP 2017.”

“RESOLVED FURTHER THAT the equity shares so issued as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares that are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are split-up or consolidated, then the number of shares to be issued and the exercise price payable by the option grantees under the ESOP 2017 shall automatically stand reduced or augmented, as the case may be in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such split-up or consolidation, without affecting any other rights or obligations of the said grantees.”

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



“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2017.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

Item No. 2:

Approval for increasing total number of employee stock options reserved under “Amber Enterprises India Limited - Employee Stock Option Plan 2017”:

To consider, and if thought fit, to pass the following resolution(s) as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, subject to the ratification of the ‘**Amber Enterprises India Limited - Employee Stock Option Plan 2017**’ (“**ESOP 2017**”/“**Plan**”), consent of the Company be and is hereby accorded to amend the ESOP 2017 by way of increasing the number of employee stock options (“Options”) reserved thereunder from **5,18,300 (Five Lakh Eighteen Thousand Three Hundred)** Options to **10,10,800 (Ten Lakh Ten Thousand Eight Hundred)** Options by creating additional **4,92,500 (Four Lakh Ninety Two Thousand Five Hundred)** Options for grant to the eligible employees determined under ESOP 2017 read with SEBI SBEB Regulation, from time to time, in one or more tranches, convertible into equal number of equity shares of the Company of face value of Rs.10/- each fully paid-up upon exercise under ESOP 2017.”

“RESOLVED FURTHER THAT the equity shares so issued as mentioned hereinabove shall rank *pari passu* with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares that are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.”

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



“RESOLVED FURTHER THAT in case the equity shares of the Company are split-up or consolidated, then the number of shares to be issued and the exercise price payable by the option grantees under the ESOP 2017 shall automatically stand reduced or augmented, as the case may be in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such split-up or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2017.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

Item No. 3 :

Grant of stock options to the employees of Subsidiary Companies (“Subsidiaries”) under “Amber Enterprises India Limited - Employee Stock Option Plan 2017”.

To consider, and if thought fit, to pass the following resolution(s) as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies, Act, 2013 (the “Act”) read with rules framed thereunder and the provisions of Regulation 6 of the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required or condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (*hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution and SEBI SBEB Regulations*), the consent of the members be and is hereby accorded to extend the benefits of ‘**Amber Enterprises India Limited - Employee Stock Option Plan 2017’ (“ESOP 2017”/ “Plan”)** including the issuance of Options and shares thereunder to and for the benefit of present and future permanent employees of the present and future Subsidiaries of the Company and its director(s), whether whole time director or not but excluding independent directors, whether working in India or outside India but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the

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



Company, to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares to the intent that the number of Securities offered under ESOP 2017 to the Eligible Employees of the Subsidiaries..

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under ESOP 2017 shall rank pari – passu inter-se in all respects with the then existing Equity Shares of the Company for all purposes.

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2017.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

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

**Place : Gurugram
Date : 23 November 2020**

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

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



Notes

1. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice of Postal Ballot ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 20 November 2020 ("Cut-off Date"). A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.
3. The Postal Ballot Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Shareholders, whose e-mail addresses are registered with KFin Technologies Private Limited, the Company's Registrar and Transfer Agent ("KFinTech" or "RTA") or with the Depositories/Depository Participants and whose names appear in the Register of Shareholders/list of Beneficial Owners as on 20 November 2020, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated 15 June, 2020 and 33/2020 dated 28 September 2020 ("MCA Circulars").
4. The Notice shall also be uploaded on the website of the Company (www.ambergrouppindia.com), on the website of KFinTech (<https://evoting.kfintech.com/>) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.
5. All the Shareholders of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in Note No. 13. As per the MCA Circulars and in view of limited postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot.
6. The Company hereby requests all its Shareholders to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the Shareholders through e-mail.
7. Those Shareholders who have not yet registered their email addresses are requested to get their email addresses and mobile numbers registered with KFinTech, by following the guidelines mentioned below :

Guidelines to register email address:

- a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>.
- b) Select the Company name i.e. Amber Enterprises India Limited.

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



- c) Enter DPID-CLID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - d) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
 - e) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - f) Enter the email address and Mobile No.
 - g) System will check the authenticity of DPID-CLID/Physical Folio No. and PAN/Certificate No., as the case may be, and send the OTPs at the registered Mobile No. as well as email address for validation.
 - h) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
 - i) The Company through KFinTech will send the Notice and the e-voting instructions along with the User ID and Password to the email address given by you.
 - j) Alternatively, Shareholders may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFinTech to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - k) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice and the e-voting instructions along with the User ID and Password. Such Shareholders will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - l) In case of queries, Shareholders are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 345 4001.
8. Dispatch of the Notice shall be deemed to be completed on Monday, 23 November, 2020.
 9. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulation 44 of Listing Regulations, the Company has extended e-voting facility to its Shareholders to enable them to cast their votes electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility.
 10. The voting rights of the Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20 November, 2020.

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

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

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



11. The e-voting commences on **Tuesday, 24 November, 2020 at 9.00 A.M. (IST) and ends on Wednesday, 23 December, 2020 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter. During this period, the Shareholders of the Company (including those Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) holding shares in physical form or dematerialized form, as on the cut-off date i.e. 20 November, 2020, may cast their vote by electronic means in the manner and set out herein Note No. 13. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
12. The Board of Director has appointed M/s V. Jhawar & Co., a firm of Practising Company Secretaries (FCS No. 10300, CP No. 11204) as **'Scrutinizer'** to scrutinize the Postal Ballot process in a fair and transparent manner.
13. The instruction and other information relating to remote e-voting process shall be as under:
 - (i) Launch internet browser by typing the following URL: <https://evoting.kfintech.com>
 - (ii) Enter the login credentials, as given in the email and click on Login.
 - (iii) Password change menu appears 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 (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - (iv) 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"**.
 - (vi) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the Shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (vii) Shareholders holding multiple folios/demat accounts may choose to vote differently for each folio/demat accounts.
 - (viii) You may then cast your vote by selecting an appropriate option and click on "Submit".

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

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

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



- (ix) A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, Shareholders can login any number of times and vote till they have confirmed their voting on the resolution.
- (x) Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the Certified True Copy of the Board Resolution, together with attested specimen signature(s) for authorising the representatives to vote on their behalf, to the Scrutinizer through e-mail to vikramjhawar.cs@gmail.com with a copy marked to einward.ris@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the portal of KFintech, while casting the vote.
14. Any person who is Shareholder of the Company as on the cut-off date i.e. Friday, 20 November, 2020 may obtain the User ID and password in the manner as mentioned below:
- a) If the mobile number of the Shareholder is registered against Folio No./ DPID Client ID, the Shareholder may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399
- Example for NSDL: MYEPWD<SPACE>IN12345612345678
- Example for CDSL: MYEPWD<SPACE>1402345612345678
- Example for Physical: MYEPWD<SPACE> XXXX1234567890
- b) If e-mail address or mobile number of the Shareholder is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Shareholder may click “Forgot your Password” to generate the password.
15. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within Forty-Eight (48) Hours from the end of the remote e-voting to the Chairman or any other person authorised by him and thereafter, the result of the Postal Ballot will be announced by the Chairman or the authorised person on or before Friday, 25 December, 2020 on or before 5:00 p.m. at the Registered Office of the Company.
16. The result of the Postal Ballot along with Scrutinizer Report will also be displayed on the Company’s website (www.ambergrouppindia.com), on the website of KFintech i.e. (<https://evoting.kfintech.com/public/Downloads.aspx>), and will also be displayed on the notice board at the Registered Office and the Corporate Office of the Company. The results shall simultaneously be communicated to the Stock Exchanges where company’s shares are listed.
17. The resolution(s) if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the Shareholders convened in that behalf. The resolution(s), if approved by the requisite majority of Shareholders by means of Postal Ballot

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

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

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



(Remote E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, **i.e. Wednesday, 23 December, 2020 at 5:00 P.M.**

18. All documents referred to in this Notice and Explanatory Statement and other statutory registers are available for inspection by the Shareholders at the Registered Office and Corporate Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00P.M. (IST) from the date of dispatch of Notice upto the last date of e-voting i.e. 23 December, 2020 at 5:00 P.M.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Shareholders from the date of circulation of this Notice up till the closure of the voting period. Shareholders seeking to inspect such documents can send an email to cs_corp@ambergroupindia.com.

19. In case of any query/concern/grievance, Shareholders may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr. Raj Kumar Kale, Sr. Manager- KFintech, Selenium Building, Tower- B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, at toll-free number 1800-3454-001, or at email: evoting@kfintech.com or inward.ris@kfintech.com; or; or may write to the Company Secretary and Compliance Officer at cs_corp@ambergroupindia.com

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

**Place : Gurugram
Date : 23 November 2020**

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

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



EXPLANATORY STATEMENT
(Pursuant to the provisions of section 102 of the Companies Act, 2013)

Item No. 1, 2 and 3 :

The Company had introduced an employee stock option plan namely “Amber Enterprises India Limited - Employee Stock Option Plan 2017” (“ESOP 2017”/ “Plan”) to attract, retain, incentivise and motivate the Company’s and its Subsidiaries’ eligible employees vide its members’ special resolution dated 26 September 2017 prior to its initial public offer (“IPO”) of shares.

In the meantime, IPO was made with listing of shares done on 30 January 2018 on the recognized stock exchanges. The Company has not granted any employee stock options (“Option”) under the Pre-IPO Plan so far. In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), any fresh grant of Options can be made under ESOP 2017 in case such ESOP 2017 is in compliance with the SEBI SBEB Regulations and is ratified by the members of the Company by way of special resolution.

The ESOP 2017 as originally introduced was already in conformity with the SEBI SBEB Regulations; however, it is aligned by reflecting few cosmetic changes as per prevailing regulations. Accordingly, the ESOP 2017 is placed seeking your ratification in terms of the aforesaid Regulation after which the Company would be able to grant Options under ESOP 2017 to the Company’s and its Subsidiaries’ eligible employees.

A total of 5,18,300 (Five Lakh Eighteen Thousand Three Hundred) Options/ shares were originally reserved under ESOP 2017 out of which no Option has been granted so far. In the meantime, it is appreciated that the Company would need more quantum of Options in view of its ever-increasing human resources particularly with a view to attract, retain, and motivate its critical resources and growth drivers, existing and joining in future, for contribution towards sustained corporate growth and profitability and reward them in line with value created and wherever required with appropriate performance vesting conditions.

In this background, it is proposed to amend ESOP 2017 by increasing the Options reserve by an additional quantum of 4,92,500 (Four Lakh Ninety Two Thousand Five Hundred) Options. The source of corresponding number of additional shares shall be from fresh issue of shares. With this, the total Options reserve under ESOP 2017 shall be 10,10,800 (Ten Lakh Ten Thousand Eight Hundred) Options subject to your approval under Regulation 7 of the SEBI SBEB Regulations. This amendment is not detrimental to any employee and benefit of such amendment shall be for such employees who shall be eligible for grant under the ESOP 2017.

The Nomination and Remuneration Committee (“Committee”) and the Board of Directors of your Company had approved the aforesaid proposals of ratification and amendment vide their respective resolutions dated 7 November 2020.

Features of the Plan (except number of Options) shall remain the same as originally approved and are reproduced again in terms of SEBI SBEB Regulations as under:

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

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

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



a) Brief description of the Plan

The Company proposes to implement ESOP 2017 primarily with a view to attract, retain, motivate and reward the eligible employees of the Company and its whole-time and executive director(s) (jointly referred to as “Employees”). The ESOP 2017 contemplates grant of Options to the eligible Employees, as determined in due compliance with SEBI SBEB Regulations and provisions of the ESOP 2017. After vesting of Options, the eligible Employees (Company and its subsidiaries) earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (“Committee”) shall administer and supervise the ESOP 2017. All questions of interpretation of the ESOP 2017 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2017.

b) Total number of Options to be granted

Total number of Options that may be granted under the Plan shall not exceed 10,10,800 (Ten Lakh Ten Thousand Eight Hundred) Options originally 5,18,300 (Five Lakh Eighteen Thousand Three Hundred) Options were reserved under the Plan.

Each Option upon exercise shall be convertible into one equity share of face value of Rs. 10/- (Rupees Ten) fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled Options as per the terms of Plan. However, once underlying shares are delivered upon exercise of Options, the shares reserved for Plan purposes would reduce.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, the ceiling of Options/ underlying equity shares shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Employee Stock option Plan

All permanent employees and whole-time or executive directors (referred to as “Employees”) of the Company and its Subsidiaries’ shall be eligible subject to determination or selection by the Committee. However, following classes of employee/ director shall not be eligible who is:

- a) An Independent director;
- b) A Promoter or person belonging to promoter group; and
- c) A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

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



d) Requirements of vesting and period of vesting

The Options granted shall vest so long as the Employee continues to be in the employment/service of the Company as per SEBI SBEB Regulations. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest subject to the minimum and maximum vesting period as specified below.

Vesting period for any Options granted under this Plan shall be subject to statutory minimum period of 1 (One) year from the date of grant during which no vesting shall be allowed. Subject to this statutory minimum period, any staggered vesting prescribed for any grant shall be subject to a maximum vesting period of 5 (Five) years from the date of grant.

e) The maximum period within which the options shall be vested

The options granted shall vest not later than 5 (Five) years from the date of grant of such options.

f) Exercise price or pricing formula

The exercise price per option shall be determined by the Committee in accordance with applicable laws which shall not be less than the face value of underlying shares as on date of grant.

g) Exercise period and the process of exercise

The exercise period in respect of a vested Option shall be a period commencing from the relevant vesting date of such Option and shall end with the expiry of 5 (Five) years from the date of vesting. The Options will be exercisable by the grantees by a written application to the Company along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The Options will lapse if not exercised within the specified exercise period.

h) Appraisal Process for determining the eligibility of the Employees

The Options shall be granted to the eligible Employees as per performance appraisal system of the Company and the Committee at its discretion may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role, and future potential of Employees or for meeting any business objectives of the Company.

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



i) Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options that may be granted to an eligible Employee per such Employee and in aggregate under ESOP 2017 shall be 2,00,000 (Two Lakh) and the Committee may prescribe any other individual ceiling subject to this maximum number depending upon the designation, role, criticality and the appraisal rating.

j) Maximum quantum of benefits to be provided per Employee under the ESOP 2017

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.

k) Route of implementation or administration of the ESOP 2017

ESOP 2017 shall be implemented and administered directly by the Company.

l) Disclosure and Accounting Policies

The Company shall comply with the accounting policies and disclosure requirements prescribed as per prevailing accounting guidelines and the Company shall adhere to the accounting policies specified in Regulation 15 of the SEBI SBEB Regulation.

m) Method of option valuation

To calculate the employee compensation cost, the Company shall use fair value method as applicable for the time being. The Company may use any other Option valuation method in case required under the applicable laws in due course.

n) Declaration:

In case, the Company opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

As the Plan provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 7 and 12(1) of the SEBI SBEB Regulations.

A draft copy of the Plan is available for inspection at the Company's Registered and Corporate Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00P.M. (IST) from the date of dispatch of Notice upto the last date of e-voting i.e. 23 December, 2020 at 5:00 P.M.

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



None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the aforesaid resolutions, except to the extent of their respective shareholding, if any, in the Company and number of the Options that may be granted to them under the ESOP 2017.

Consent of the members is being sought by way of a special resolution pursuant to the SEBI SBEB Regulations.

The Board recommends the special resolutions set out in item Nos. 1, 2 and 3 of the Notice for approval by shareholders.

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

**Place : Gurugram
Date : 23 November 2020**

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

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

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

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