

Date: 11 July 2022

Dear Member,

You are cordially invited to attend the **32ND ANNUAL GENERAL MEETING** ("AGM") of the Members of **AMBER ENTERPRISES INDIA LIMITED** ("the Company" or "Amber") to be held on Tuesday, **2 AUGUST 2022 AT 02.00 P.M.** IST through **VIDEO CONFERENCE AND OTHER AUDIO VISUAL MODE ("VC"/"OAVM")**.

The Notice of the 32nd AGM, containing the businesses to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, ('the Act') read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for casting of vote by electronic means and the instructions for attending the Annual General Meeting by VC /OAVM facility has been provided herein.

Please find below key details / information regarding 32nd Annual General Meeting for your ready reference and ease of participation.

Sl. No.	Particulars	Details
1.	Date and Time of AGM	2 August 2022 (Tuesday) 02:00 P.M IST
2.	Mode	Video Conferencing ("VC")/Other Audio-Visual Means("OAVM")
3.	Link for participation through VC/OAVM	https://emeetings.kfintech.com
4	Link for remote e-voting	https://evoting.kfintech.com
5	Helpline number for VC/OAVM participation and e-voting	No. 1800-3094-001 or write at evoting@kfintech.com
6	Weblink for temporary registration to receive AGM Notice & Credentials for e-voting/AGM	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
7	Cut – off date for e-voting	22 July 2022 (Friday)
8	Time period for remote e-voting	From 09:00 A.M. on 30 July 2022 (Saturday) to 05.00 P.M. on 1 August 2022 (Monday) [both days inclusive]
9	Registrar and Share Transfer Agent contact details	Mr. Raj Kumar Kale Unit: Amber Enterprises India Limited KFin Technologies Limited E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222
10	Posting of queries prior to AGM	The window for posting queries/questions /views will remain open from Saturday, 30 July 2022 (9:00 a.m.) till Sunday, 31 July 2022 (5:00 p.m.).
11	Speaker Registration	Members who wish to speak at the AGM may log into https://emeetings.Kfintech.com and click on the tab "Speaker Registration" by mentioning their e-mail id, mobile number and city. The speaker registration will commence from Saturday, 30 July 2022 (9:00 a.m.) till Sunday, 31 July 2022 (5:00 p.m.).

We anticipate your presence in the 32nd AGM. Kindly make it convenient to attend the same.

Yours Truly,

For **Amber Enterprises India Limited**

(Konica Yadav)

Company Secretary and Compliance Officer

NOTICE

NOTICE is hereby given that **32ND ANNUAL GENERAL MEETING** (the “**AGM**”) of **AMBER ENTERPRISES INDIA LIMITED** (“the Company” or “Amber”) will be held on **Tuesday, 2 August 2022 at 02.00 P.M. IST** through **VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (“VC”/ “OAVM”)** to transact the following businesses:

A. ORDINARY BUSINESS:

- 1. To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2022 together with the reports of the Auditor’s thereon and Board of Directors; and (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2022 together with the reports of the Auditor’s thereon and in this regard, pass the following resolution(s), with or without modifications, as Ordinary Resolution(s) :**

- (a) “RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31 March 2022 and the reports of the Auditor’s thereon and Board of Directors laid before this meeting, be and are hereby considered and adopted.”
- (b) “RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31 March 2022 and the report of Auditor’s thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mr. Jasbir Singh, (DIN : 00259632) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.**

Explanation : Based on the terms of appointment, executive directors are subject to retirement by rotation. Mr. Jasbir Singh, who was appointed as a Chairman and Chief Executive Officer on 25 August 2017 in the current term and serving the Board as a Director since 1 October 2004 and is the longest serving Member on the Board, retires by rotation and, being eligible, seeks re-appointment. Given his expertise, vast experience in the RAC Manufacturing Industry and his contribution to the success of the Company, it is proposed to re-appoint him as a Director.

To the extent that Mr. Jasbir Singh is required to retire by rotation, he would need to be re-appointed as a Director of the Company, who shall

continue his term as a Director of the Company.

Also, please refer additional information given in Annexure A on Director(s) recommended for appointment/re-appointment as required under Regulation 36 of SEBI (LODR) Regulations and Secretarial Standards -2 as prescribed by the Institute of Company Secretaries of India. Therefore, Members are requested to consider and if thought fit, to pass the following resolution, with or without modifications, as an **Ordinary Resolution :**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Jasbir Singh (DIN: 00259632) as a Director of the Company, who shall continue as a Director of the Company, to the extent that he is required to retire by rotation.”

- 3. To appoint the Statutory Auditor of the Company and to fix their remuneration.**

To consider and if thought fit, pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and on the recommendations of the audit committee and the Board of Directors of the Company, S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No: 301003E/E300005), be and are hereby appointed as the statutory auditors of the Company for a term of 5 (Five) years and to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT on the recommendation of the Audit Committee, the Board of Directors be and are hereby authorised severally to decide and finalise the terms and conditions of appointment, including the remuneration plus goods & services tax as applicable and reimbursement of out-of pocket expenses incurred in connection with the audit to be carried out by them in consultation with the statutory auditors.

NOTICE (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

B. SPECIAL BUSINESS:

4. Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company

Explanation: Refer the explanation given under Item no. 4.

To consider and if thought fit, to pass the following resolutions with or without modifications as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of the Cost Auditor, M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024) appointed by the Board of Directors at their meeting held on 13 May 2022, to conduct the audit of the cost records of the Company for the financial year 2022 - 23, of ₹ 45,000/- (Rupees Forty Five Thousand Only) per annum excluding the applicable taxes and out of pocket expenses, if any, as incurred in the course of above said audit, be and is hereby ratified and confirmed by the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise thereof aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. To regularise the appointment of Mr. Arvind Uppal (DIN:00104992) as an Independent Director of the Company.

Explanation: Refer the explanation given under Item no. 5.

To consider and if thought fit, pass with or without modification(s), following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT Mr. Arvind Uppal (DIN:00104992), who was appointed as an Additional Director in the capacity of Non Executive and Independent Director of the Company with effect from 13 May 2022 by the Board of Directors and who holds office up to the conclusion this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the 'Act') and who is eligible for appointment be and is hereby appointed as a Non Executive and Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and in terms of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015 (SEBI (LODR) Regulations), as amended from time to time, and on the recommendation of Nomination and Remuneration Committee, Mr. Arvind Uppal (DIN:00104992), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations and who is eligible for appointment, be and is hereby appointed as Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a term of 2 (Two) consecutive years commencing from 13 May 2022 till 12 May 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

NOTICE (Contd.)

6. Re-appointment of Mr. Daljit Singh (DIN:02023964) as Managing Director of the Company

"RESOLVED THAT on the recommendation of Nomination and Remuneration Committee of the Board and approval of the Board and subject to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Daljit Singh (DIN :02023964) as Managing Director of the Company for a period of 5 (Five) consecutive years with effect from 25 August 2022 upto 24 August 2027, on the same terms and conditions including remuneration of ₹ 2,01,60,000/- per annum plus commission, subject to the condition that overall remuneration including commission shall not exceed ₹ 5 Crore or 5% of net profit of the Company, whichever is less, payable for the financial year in which adequate profit is earned, the net profits of the Company, computed in accordance with Section 198 of the Act as amended or applicable from time to time, with further liberty to the Board of Directors of the Company, (including its committees thereof) to alter the said terms and conditions of re-appointment and remuneration from time to time in accordance with the approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to Section 152 of the Act read with applicable rules thereon, the office of Mr. Daljit Singh shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Act and/ or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits

or earns inadequate profits as contemplated under the provisions of Schedule V to the Act, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on profits earned, as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Approval to Board under Section 185 of Companies Act, 2013

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company, (including its committees thereof) for making of Loan(s) including Loan represented by way of Book Debt (the "Loan") to **(i) AmberPR Technoplast India Private Limited ("AmberPR") and Pravartaka Tooling Services Private Limited ("Pravartaka"), the Subsidiaries**, being entities covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 50 Crore (Rupees Fifty Crore Only) per annum, respectively for each entity, in their absolute discretion deem beneficial and in the interest of the Company, provided that such Loan(s) are utilized by the above company(ies) for their principal business activities, at a rate of interest which is not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan, and to take all necessary steps, to execute all such documents,

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instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or thing incidental or expedient thereto and as the Board may think fit and suitable."

8. Enabling resolution for raising funds upto ₹ 500 Crore through issue of securities

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 10/- (Rupees Ten Only) of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**Gol**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, or any

other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the Board of Directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non-convertible debentures, warrants (collectively, the "**Securities**"), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("**QIBs**") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration of up to ₹ 500 Crore (Rupees Five Hundred Crore Only), through a public issue, rights issue, preferential allotment, or a private placement (including one or more qualified institutions placements ("**QIP**") in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors,

NOTICE (Contd.)

through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the Members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations:

- (i) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the Members of the Company;
- (ii) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions

of the memorandum of association and articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares;

- (iii) no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- (iv) the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
- (v) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- (vi) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;

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- (b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalising the objects of the issuance and the monitoring of the same;
- (c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- (g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) approving the issue price and finalise allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- (m) acceptance and appropriation of the proceeds of the issue of the Securities;
- (n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;
- (o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate

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or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and

- (p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary

or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

For and on behalf of Board of Directors
Amber Enterprises India Limited

(Konica Yadav)

Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 13 May 2022

NOTES :

1. This AGM is convened through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") pursuant to General Circular number 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/20 dated 5 May 2020, 28/2020 dated 17 August 2020, 02/2021 dated 13 January 2021, 19/2021 dated 8 December 2021, 21/2021 dated 14 December 2021 and 02/2022 dated 5 May 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on 13 May 2022 of Securities and Exchange Board of India ("SEBI") which allows the companies to hold the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Act read with the MCA Circulars and SEBI Circulars, the 32nd Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15 April 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. e-AGM: The Company has appointed KFin Technologies Limited ("KFin"), Registrar and Transfer Agent of the Company, as the authorised agency to provide VC/OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the e-AGM.
4. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars and SEBI Circular the facility for appointment of proxies by the Members will not be available for the e-AGM.**
5. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No's. 4 to 8 of the accompanying Notice. The Board of Directors of the Company at its meeting held on 13 May 2022 considered all the businesses mentioned in the notice of the AGM as being unavoidable, and needed to be transacted at the 32nd AGM of the Company.
6. The relevant details required to be given under Regulation 36(3) of the SEBI (LODR) Regulations and in terms of Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the 32nd AGM are annexed hereto

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as Annexure - A to the Notice which forms part of the explanatory statement. The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.

7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorisation should be sent electronically through their registered email address to the Scrutiniser at vikramjhawar.cs@gmail.com with a copy marked to evoting@kfintech.com and Company's email id at info@ambergroupindia.com or cs_corp@ambergroupindia.com
8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin, having office at Selenium Building, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500032.
9. **Attending e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may access the same at <https://evoting.kfintech.com> by clicking "e-AGM - Video Conference & Streaming" and access the shareholders'/ Members' login by using the remote e-voting credentials which shall be provided as per Note No.20 below. Kindly refer note no.19 below for detailed instruction for participating in e-AGM through Video Conferencing.
10. The Members can join the e-AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. As per the MCA Circular, facility of joining the e-AGM through VC/OAVM shall be available for 1000 Members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
12. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent i.e. KFin. Kindly refer Note no.20(a) below for detailed instruction for remote-voting.
14. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-AGM through the e-voting system provided by KFin in the Video Conferencing platform during the e-AGM. Kindly refer Note no. 21 below for instruction for e-voting during the AGM.
15. The Company has fixed Friday, 22 July 2022 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
16. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 23 JULY 2022 TILL 2 AUGUST 2022 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF AGM FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2022.**
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the e-AGM along with the Annual Report for the financial year ended on 31 March 2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.ambergroupindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd at www.nseindia.com. The same is also available on the website of KFin at their website address <https://evoting.kfintech.com>.
18. **Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**

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- i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in physical form, may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin by sending an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
 - b. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant/s.
 - ii. Those Members who have not registered their email and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be served, may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFin by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Annual Report, Notice of e-AGM and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - iii. Those Members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.
- Company can be selected.
 - ii. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No.20 below.
 - iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.
 - iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
 - v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - vi. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first- served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.
 - vii. Submission of Questions / queries prior to e-AGM:**
 - a) Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., info@ambergroupindia.com or cs_corp@ambergroupindia.com and marking a copy to evoting@kfintech.com mentioning their name, DP ID- Client ID/ Folio number atleast 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they continue to hold the shares as of cut-off date.
 - b) Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on to the link <https://emeetings.kfintech.com>, by mentioning their name,

19. Instructions to the Members for attending the e-AGM through Video Conference.

- i. For attending the e-AGM: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may login into its website link <https://emeetings.kfintech.com> by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the

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demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

viii. Speaker Registration before e-AGM:

In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No.19 (vii) above.

- ix. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, can send an email to cs_corp@ambergrouppindia.com.

20. The procedure and instructions for remote e-Voting facility are as follows:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (LODR) Regulations, the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin ('remote e-voting'). Members attending the e-AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

- i. The remote e-voting facility will be available during the following period:
 - a) Day, date and time of commencement of remote e-voting 30 July 2022 (9.00 A.M. IST) and ends on 1 August 2022 (5.00 P.M. IST).
 - b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed 1 August 2022 at 5:00 P.M.
- ii. Details of website: <https://evoting.kfintech.com>
- iii. The voting rights of the Members holding shares in physical form or in dematerialised form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Friday, 22 July 2022. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on Friday, 1 July 2022 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after 1 July 2022 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. 22 July 2022 may obtain the User Id and password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD <space> 'e-voting Event Number + Folio number 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

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- b) If e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- c) Member may call KFin's Toll free number 1800-3094-001. Member may send an e-mail request to evoting@kfintech.com.
- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of aforesaid period.
- vi. Details of persons to be contacted for issues relating to e-voting:
Mr. K.Raj Kumar, Assistant Vice President - Corporate Registry, KFin Technologies Limited, Unit: Amber Enterprises India Limited, Selenium Building, Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Contact Toll Free No.: 1800-3094-001.
- vii. Details of Scrutiniser: M/s V Jhavar & Co, Practicing Company Secretary (Membership No. 10300, CP No 11204) has been appointed as the Scrutinisers to scrutinise the e-voting process in a fair and transparent manner.
- viii. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the e-AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the e-AGM shall be treated as invalid.
- ix. The procedure and instructions for remote e-voting facility for individual shareholders holding securities in demat mode are provided as follows:
 - A. Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, e-voting process has been enabled to all individual shareholders who hold shares in dematerialised form, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Accordingly, the shareholders would be able to cast their vote without having to register again with the e-voting service provider ("ESP"). Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for Internet based Demat Account Statement (IDeAS) facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1

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Type of shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin.</p> <p>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below :

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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B. The procedure and Instructions for remote e-voting facility for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode are provided as follows :

Members whose email addresses are registered with the Company/ Depository Participants(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password mentioned in the email). In case of physical folio, User ID will be E-Voting Event Number 6732 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein you are required to mandatorily change your password in the new password filed. 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, e-mail ID, 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (iv) You need to login again with the new credentials.

On successful login, the system will

prompt you to select the e-voting Event Number for Amber Enterprises India Limited.

- (vi) If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- (vii) 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 not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. 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.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can log in any number of times till they have voted on the resolution(s).
- (xi) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser

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at e-mail, vikramjhawar.cs@gmail.com with a copy marked to evoting@kfintech.com.

The scanned image of the above mentioned documents should be in the naming format "AMBER – 32nd AGM"

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download Section of <https://evoting.kfintech.com> or contact Mr. K.Raj Kumar, Assistant Vice President of KFin Technologies Limited at 1800-3094-001 (toll free).

- (xii) The Scrutiniser's decision on the validity of the vote shall be final.
- (xiii) Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
- (xiv) The Scrutiniser after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutiniser's Report and submit the same forthwith not later than 2 working days of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- (xv) The Results declared along with the consolidated Scrutiniser's Report shall be hosted on the website of the Company i.e. www.ambergrouppindia.com and on the website of KFin i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd where the shares of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
- (xvi) The resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

21. Instructions for Members for Voting during the e-AGM session

- (i) The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
- (ii) E-voting during the AGM is integrate with the VC / OAVM platform and no separate login is required for the same. Members may click on the voting icon on the left side of the screen to cast their votes.
- (iii) Members / shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

22. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by 31 March 2022. Post 31 March 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of 31 March 2022 or any other date as may be specified by the CBDT, shall also be frozen.
23. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The shareholders are requested to update their PAN with the Company / KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@

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ambergrouppindia.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the RTA / Company.

24. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's

Unpaid Dividend Account, shall be transferred, under Section 124 of the Act, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Act. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

25. Members who have not yet encashed the dividend warrants in respect of the dividend declared in the financial year as detailed below are requested to make their claims to the Company or Company's Registrar and Share Transfer Agents.

Year	Nature of Dividend	Rate of Dividend on share of par value of ₹ 10/- each
2019 - 20	1st Interim Dividend	₹ 1.60 per share
	2nd Interim Dividend	₹ 1.60 per share

26. The details of dividend lying unclaimed in respect of this year is available in the website of the Company at www.ambergrouppindia.com. Members are requested to contact KFin, the Registrar and Share Transfer Agents of the Company at the address mentioned in Note No. 8 to claim the unclaimed /unpaid dividends.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

27. Updation of Members' details: Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 2 November 2021, SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/23 dated 24 February 2022 and SEBI/HO/MIRSD/RTAMB/ CIR/P/2021/601 dated 23 July 2021, Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc.,. Members holding shares in physical form are requested to furnish the above details to the Company or KFin, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form

are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFin.

Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., KFin (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN Number, Phone Number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/

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CIR/2021/655 dated 3 November 2021 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at www.ambergrouppindia.com & also from the website of its Registrar and Share Transfer Agents i.e., KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/default.aspx>. Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

28. The Members / investors may send their complaints/ queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: einward.ris@kfintech.com or to the Company's official E-mail id: info@ambergrouppindia.com
29. The information/documents referred to in the Notice and the explanatory statement with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and Members are also requested to write to the Company on or before 8 July 2022 through email to info@ambergrouppindia.com for seeking information, If any, and the same will be replied by the Company suitably.
30. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1 April 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/ P/2020/236 dated 2 December 2020 had fixed 31 March 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
31. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialised form only (vide Gazette Notification no. SEBI/LADNRO/ GN/2022/66 dated 24 January 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. The Members who are desirous to convert their physical holdings into dematerialised form, may contact the Depository Participant of their choice for dematerialising the same. Members may also contact the Company or its Registrars and Transfer Agents, KFin for assistance in this regard.
32. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes.
33. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for 2021-22 are also available on the Company's website www.ambergrouppindia.com, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd at www.nseindia.com and on the website of e-voting agency, KFin at <https://evoting.kfintech.com>.
34. Members may note that the Annual Report for the year 2021-22 is also available on the Company's website www.ambergrouppindia.com for their download.
35. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (LODR) Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 32nd AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM.
36. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.
37. In case of joint holders, the Member whose name

NOTICE (Contd.)

appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.

38. During the 32nd AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the e-AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the e-AGM.

39. The transcript of this meeting, shall be made available on the website of the Company.
40. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.ambergroupindia.com and on the website of KFin immediately after the declaration of Results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the stock exchanges, where the shares of the Company are listed.
41. Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

For and on behalf of Board of Directors
Amber Enterprises India Limited

(Konica Yadav)

Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 13 May 2022

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EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013}

As required by Section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 8 of the accompanying 32nd AGM Notice.

ITEM NO. 4

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof), the Board of Directors of the Company at their meeting held on 13 May 2022, on the recommendation of the Audit Committee, approved the appointment of M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No. 000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110096 as a Cost Auditor of the Company for the financial year 2022 – 23 at a remuneration of ₹ 45,000/- (Rupees Forty Five Thousand Only) per annum excluding the applicable tax and out of pocket expenses, if any, as incurred in the course of above said audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditor.

The partners of the firm are holding a valid certificate of practice under sub-section (1) of Section 6 of Cost and Works Accountants Act, 1959.

M/s. K.G. Goyal & Associates, a firm of Cost Accountants, had certified that their appointment is within the limits prescribed under Section 141(3)(g) read with Section 148 of the Companies Act, 2013 and further they are independent firm of Cost Accountants and having arm's length relationship with our Company.

M/s. K.G. Goyal & Associates also confirmed that there are no orders or proceedings which are pending against their firm or any of their partners relating professional matters of conduct before the Institute of Cost Accountants of India or any competent authority or any court.

None of the Directors or the Manager or any other Key Managerial Personnel or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.4.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the item of business and to take decision thereon.

The Board of Directors of the Company recommends that the resolution under Item No. 4 be passed in the Interest of the Company.

ITEM NO. 5

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, have appointed Mr. Arvind Uppal as an Additional Director of the Company in capacity of Non Executive and Independent Director with effect from 13 May 2022 for a term of 2 (Two) consecutive years, subject to approval by the Members of the Company at the General Meeting.

Terms of the Appointment of Independent Directors of the Company are available on the website of the Company at www.ambergrouppindia.com. The Company has received from Mr. Arvind Uppal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013; (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (LODR) Regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Arvind Uppal for appointment as a Non – Executive and Independent Director. In the opinion of the Board, Mr. Arvind Uppal fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

At the 28th AGM of the Company held on 17 September 2018, the Members approved that the total commission/ remuneration payable to the Non-executive/ Independent Directors per annum shall not exceed one percent (or such higher limits as may be prescribed under the Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Companies Act, 2013, with authority to the Board to determine the manner, proportion in which the amount be distributed among Non-Executive/ Independent Directors. The Non- Executive and Independent Director of the Company shall be paid

NOTICE (Contd.)

remuneration, from time to time, in accordance with the said member's approval along with sitting fees as prescribed by the provisions of Section 197 of the Companies Act, 2013.

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of SEBI (LODR) Regulations and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure-A hereto.

Accordingly, in compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Arvind Uppal as Non-Executive and Independent Director is now being placed before the Members for their approval.

Mr. Arvind Uppal is deemed to be interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. None of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable the Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The terms and conditions of appointment alongwith the Appointment Letter and Declaration of Director is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of the meeting and the venue of the meeting during the meeting.

Your Board recommends the said resolution as an **ORDINARY RESOLUTION**, for your approval.

ITEM NO. 6

Mr. Daljit Singh (DIN : 02023964) was appointed as a Managing Director of the Company at the Board meeting of the Company held on 25 August 2017 for a period of consecutive 5 (Five) years. His present term is due for renewal on 24 August 2022.

Mr. Daljit Singh has been serving the Board of the Company,

since 1 January 2008 and he has been serving as Managing Director of the Company since 25 August 2017. With his in depth knowledge and wide experience of 14 years, he has been very instrumental in executing the strategy of converting the Company into total solution provider for HVAC industry.

Under his astute leadership, the Company could not only become multi location organisation in India but also diversify into various product categories for India.

He has provided keen and commendable contribution to overall growth of Amber. In 2016, he received "Entrepreneur of the Year" award from Ludhiana Management Association. In 2017, he played pivotal role in successful completion of Initial Public Offering of the Company. His leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation.

The present term of Mr. Daljit Singh is expiring on 24 August 2022 and being eligible under Section 196, 197 read with Schedule V of the Companies Act, 2013, it would be appropriate to re-appoint Mr. Daljit Singh for a period of 5 (Five) consecutive years w.e.f. 25 August 2022. Therefore, the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration committee of the Board, has recommended to reappoint Mr. Daljit Singh as Managing Director of the Company for a period of Five consecutive years w.e.f 25 August 2022.

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of SEBI (LODR) Regulations and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure-A hereto.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The terms of appointment including remuneration and perquisites, in addition to the applicable policies of the Company, are given below, with such revision as the Board/ Nomination & Remuneration Committee of the Board may approve from time to time :

Particulars	Terms of remuneration (Per month)
Basic Salary	: ₹ 2,01,60,000/- per annum
Commission	: Commission, subject to the condition that overall remuneration (including commission) shall not exceed ₹ 5 Crore or 5% of net profit of the Company, whichever is less, payable for the financial year in which adequate profit is earned.

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Particulars	Terms of remuneration (Per month)
Income from Associate Companies or subsidiary Companies, subject to revision by their Board.	: ₹ 30,00,000/- per annum, from PICL (India) Private Limited, the Wholly Owned Subsidiary
Employee Stock Options	: N.A.

Other Condition:

- Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
- Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
- Other perquisites - such other perquisites and allowances as per the policy / rules of the Company in force and/ or as may be approved by the Board from time to time.
- Reimbursement of all actual expenses or charges incurred by Mr. Daljit Singh for and on behalf of the Company in furtherance of its business or objectives.

Explanation:

- For the purpose of leave travel concession and medical expenses, it includes family of Mr. Daljit Singh which comprises of spouse and children's of Mr. Daljit Singh.
- Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
- The aforesaid remuneration payable to Mr. Daljit Singh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members.

Except, Mr. Daljit Singh and Mr. Jasbir Singh, none of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends that the Resolution under Item No. 6 be passed in the interest of the Company.

ITEM NO. 7

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt to any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing special resolution in the general meeting.

The details of the existing subsidiaries are as follows :

- IL JIN Electronics (India) Private Limited ("**IL JIN**") - 70% stake in equity share capital
- Ever Electronics Private Limited ("**Ever**") - 70% stake in equity share capital

- AmberPR Technoplast India Private Limited ("**AmberPR**") - 73% stake in equity share capital
- Pravartaka Tooling Services Private Limited ("**Pravartaka**") - 60% stake in equity share capital

The Company has acquired the business of AmberPR on 1 December 2021 and Pravartaka on 1 February 2022. AmberPR principal business activities inter alia consists of manufacturing of (i) cross flow fans and its plastic parts, (ii) fans and fan guard for outdoor units of room air conditioners, (iii) plastic parts for water dispenser and refrigeration applications (other than automobile industry) and (iv) plastic parts for seats of trucks, tractors and buses and Pravartaka is engaged in the business manufacturing of injection mould tool manufacturing, injection moulding and rubber components manufacturing.

The Company is currently in the phase of growth by itself and through its new acquired subsidiaries, for which there is an ongoing requirement for funds for meeting the working capital and capital expenditure of subsidiaries and at present, their funding requirements are currently met through borrowed funds and fund infused by the Members in their inter-se equity shareholding ratio.

The management of AmberPR and Pravartaka are with your Company and your Company is responsible for their day to day management.

The Company is expected to render support for the business requirements of above companies in the group, from time to time by way of making loan(s) including loan represented by way of Book Debt (the "loan") to AmberPR and Pravartaka. The said loan(s) shall be utilised by AmberPR and Pravartaka for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities"). AmberPR and Pravartaka are entities covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the Section 185 of the Companies Act, 2013 and hence consent of the Members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to AmberPR and Pravartaka an aggregate outstanding amount not exceeding Rs. 50 Crore (Rupees Fifty Crore Only) per annum, respectively for each entity, in their absolute discretion deem beneficial and in the interest of the Company, provided that such Loan(s) are utilized by the above company(ies) for their principal business activities.

The Board of Directors recommends the resolution set out at Item no. 7 to be passed as a Special Resolution by the Members.

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Except, all the executive directors i.e. Mr. Jasbir Singh and Mr. Daljit Singh, none of the Directors or the Manager or any other Key Managerial Personnel or their relatives are concerned or interested whether financial or otherwise, if any, in the resolutions set out at item No. 7. The Board of Directors of your Company recommends that the Special Resolution under Item No. 7 be passed in the interest of your Company.

Further, none of the Promoter or Director(s) or any key managerial personnel of the Company hold any shareholding in their personal capacity in AmberPR and Pravartaka.

ITEM NO. 8

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and inorganic opportunities. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, subject to compliance with applicable laws, the Company and Board of Directors of the Company hereby seeking the **ENABLING RESOLUTION** from the shareholders of the Company to raise capital upto ₹ 500 Crore (Rupees Five Hundred Crore Only) for the purposes of funding its capital expenditures required for the long term growth of its businesses; loans to and investments in its subsidiaries for their long term & short term business purposes and pre-payment and/or repayment of Company and/or its subsidiaries debts; financing other long term and working capital requirements of the Company and/or its subsidiaries; making strategic acquisitions or joint ventures and general corporate purposes, as may be permissible under applicable law and approved by the Board of Directors of the Company.

In line with the above, the Company proposes to raise funds through the issuance of any instrument or security, including equity shares, fully / partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non-convertible debentures, warrants (collectively, the "Securities"), or any combination of Securities, for an aggregate consideration of up to ₹ 500 Crore (Rupees Five Hundred Crore Only) to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations, and the qualified institutional buyers, the "QIBs") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board

in its absolute discretion and whether or not such investors are Members of the Company, for cash, in one or more tranches, without or without a green shoe option, through a public issue, preferential allotment, private placement, or a rights issue (including one or more qualified institutions placements ("QIP") in accordance with the applicable provisions of the Companies Act (as defined hereinafter) and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, in terms of Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("Companies Act") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 10 (Rupees Ten Only) of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory / regulatory authorities). Accordingly, the Board of Directors of the Company ("Board", which term shall include any committee which the Board may have constituted or may constitute to exercise its powers, including the powers conferred by this resolution), at its meeting held on 13 May 2022, subject to the approval of the Members of the Company, approved the raising of funds at such price and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to issuance of Securities, in accordance with applicable laws, and subject to regulatory approvals (as necessary).

NOTICE (Contd.)

The resolution proposed is an **ENABLING RESOLUTION** and the exact price, proportion, and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the issuance of Securities will be decided by the Board, in accordance with the SEBI ICDR Regulations, in consultation with book running lead manager(s) and / or other advisor(s) appointed in relation to the issuance of Securities and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – issue shareholding and the shareholding pattern of the Company are not provided. Accordingly, the Board may, in its discretion, adopt one or more of the mechanisms for raising of funds to meet its objectives as stated in the paragraphs above without the need for fresh approval from the Members of the Company. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the issuance.

The relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the Members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

In the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members of the Company. Further, the Equity Shares offered, issued, and allotted by the Company

pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, pari passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the price determined in accordance with the SEBI ICDR Regulations.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI (LODR) Regulations.

The approval of the Members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution, as set out in item no. 8 of this notice, without the need for any fresh approval from the Members of the Company in this regard.

The Board recommends the resolution for approval of the shareholders. None of the Directors or the Manager or any other Key Managerial Personnel or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 8.

The proposed issuance of Securities is in the interest of the Company and the Board recommends the resolution set out at item no. 8 of the notice for the approval of the Members as a Special Resolution.

Documents referred hereinabove in the Notice shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of the meeting and the venue of the meeting during the meeting.

For and on behalf of Board of Directors
Amber Enterprises India Limited

(Konica Yadav)

Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 13 May 2022

ANNEXURE A

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LODR) REGULATIONS AND SECRETARIAL STANDARD-2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Jasbir Singh	Mr. Daljit Singh	Mr. Arvind Uppal
Age	47 Years	44Years	60 Years
Qualifications	Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University. Master's in Business Administration from the University of Hull, United Kingdom.	Bachelor's degree in Electronic Engineering from Nagpur University. Master's degree in Information Technology from the Rochester Institute of Technology.	Master's in Business Administration, FMS Delhi – 1987. Chemical Engineer (BTech), IIT Delhi – 1985 Program for Executive Development, I.M.D. Lausanne, Switzerland
Experience	<p>Mr. Jasbir Singh is serving on the Board of Amber Enterprises India Limited ("Amber"), since 1 October 2004 and appointed as Chairman and Chief Executive Officer of the Company w.e.f 25 August 2017.</p> <p>He has played an instrumental role in the growth of Amber. He has successfully established various factories in past ten years and established relationships with various large brands. Under his guidance, Amber has initiated the unique concept of Additive Manufacturing solutions in RAC.</p> <p>He is having more than 19 years of experience in the RAC manufacturing sector.</p> <p>He successfully converted the business model from sheet metal fabrications to the largest manufacturer of Room Air conditioners (RAC) and dominant player in the functional components space in consumer durable industry. Through his unique additive manufacturing solution strategy of providing comprehensive integrated solutions like Electronics, Heat Exchangers, Case liners, MWO cavities, Finished Goods like Window AC, Split AC, Inverter AC at the door step of customers, he enabled the Company to take leadership position in RAC Sector.</p> <p>Mr. Jasbir Singh expanded the manufacturing footprints from a cozy town of Punjab named Rajpura to Pan India presence, having various Manufacturing plants in vicinity to customer clusters in state of Uttarakhand, Maharashtra, Uttar Pradesh, Haryana, Gujarat, Andhra Pradesh, Tamil Nadu, Rajasthan and Punjab.</p>	<p>Mr. Daljit Singh has been serving the Board of Amber Enterprises India Limited ("Amber"), since 1 January 2008. He has been serving as Managing Director of the Company since 25 August 2017.</p> <p>Prior to joining Amber, he worked in Morgan Stanley, New York for six years. He started his career with Morgan Stanley as a Graduate Trainee. With his in depth knowledge and wide experience of 14 years, he has been very instrumental in executing the strategy of converting Amber into total solution provider for HVAC industry.</p> <p>Under his astute leadership, Amber could not only become multi location organization in India but also diversify into various product categories for India.</p> <p>He has provided keen and commendable contribution to overall growth of Amber. In 2016, he received "Entrepreneur of the Year" award from Ludhiana Management Association. In 2017, he played pivotal role in successful completion of Initial Public Offering of the Company. His leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation.</p> <p>He recently concluded successful acquisition of AmberPR Technoplast India Private Limited and Pravartaka Tooling Services Private Limited, which geared to provide more diversified range of solutions in injection molding tools and components for industries such as automotive, electronics & consumer durables including RACs.</p>	<p>Mr. Arvind Uppal has over thirty-one years in the consumer industry with extensive board experience. He held key positions in top management, general management and marketing across the geographies of Asia pacific and Europe. Strategic thinker with a proven track record of having turned around businesses. Recognized as a game changer, having received several accolades during his leadership roles with an inherent passion to nurture and mentor startups.</p> <p>Mr. Arvind Uppal is a Director and Non-Executive Chairman of Whirlpool of India Ltd.</p> <p>He has served as a President of Whirlpool Corp Asia Pacific from 2008 - 2017 and as an Independent Director of Akzo Nobel India Ltd Until 2021.</p> <p>He has served as a President of Whirlpool Corp Asia Pacific from 2008 - 2017 and as an Independent Director of Akzo Nobel India Ltd Until 2021.</p> <p>He is also appointed as an Independent Director on the Board of Gulf Oil Lubricants India Limited</p> <p>He holds Master's degree in Business Administration from FMS Delhi and Bachelor's in Chemical Engineer from IIT Delhi.</p> <p>Awards and Accolades</p> <ul style="list-style-type: none"> • 'Business Leader of the year – 2016' awarded by Indo American Chamber of Commerce. • 'Best CEO Consumer Durables – 2015' awarded by Business Today. • 'Appliance Man of the Year – 2011' awarded by Confederation of Electronics and Appliance Manufacturers Association • 'Business Leader of the year – 2008' awarded by NDTV Profit

NOTICE (Contd.)

Name of Director	Mr. Jasbir Singh	Mr. Daljit Singh	Mr. Arvind Uppal
	<p>Some of his key achievements are:</p> <ul style="list-style-type: none"> • Successfully acquired PICL (India) Private Limited in 2012, the wholly owned subsidiary of Amber. Further played an instrumental role in acquisitions of two PCB Board manufacturers i.e. IL JIN Electronics (India) Private Limited and Ever Electronics Private Limited and. • He piloted successful acquisition of Sidwal Refrigeration Industries Private Limited and thus forayed in Mobility Application Space of Air Conditioners • He recently navigated successful acquisition of AmberPR Technoplast India Private Limited and Pravartaka Tooling Services Private Limited, which geared to provide more diversified range of solutions in injection molding tools and components for industries such as automotive, electronics & consumer durables including RACs. • Played a crucial role in raising funds through three Private Equity ("PE") from IFCI Ventures in 2011, Reliance Private Equity in 2012 and ADV Partners, Singapore in 2017 and helped in successful exit of all the PE partners within the stipulated time-period • Provided dedicated and meritorious services and significant contribution to the overall growth of the Company and successful completion of the Initial Public Offering ("IPO") of the Company and getting the equity shares listed on both the Stock Exchanges on 30 January 2018. • Under the leadership and guidance of Mr. Jasbir Singh, the market share of Company increased substantially to 26% in value chain of RAC Sector. <p>He is Co - Chair - FICCI Committee on Electronics & White Goods Manufacturing and Honorary Secretary- CEAMA .</p> <p>He has been awarded with a title of "Man of Appliances" by Consumer Electronics & Appliances Manufacturers Association ("CEAMA") in November 2018.</p>		

NOTICE (Contd.)

Name of Director	Mr. Jasbir Singh	Mr. Daljit Singh	Mr. Arvind Uppal
Terms and conditions of appointment or re-appointment	1 October 2004 and appointed as Chairman and Chief Executive Officer of the Company w.e.f 25 August 2017, liable to retire by rotation.	1 January 2008. He has been serving as Managing Director of the Company since 25 August 2017, liable to retire by rotation.	13 May 2022 appointed as an additional director in the capacity of Independent Director, not liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	₹ 2,26,80,000/- per annum plus commission, subject to the condition that overall remuneration (including commission) shall not exceed ₹ 5 Crore or 5% of net profit of the Company, whichever is less, payable for the financial year in which adequate profit is earned, with effect from 01 April 2021 on the recommendation of Nomination and Remuneration Committee.	₹ 2,01,60,000/- per annum plus commission, subject to the condition that the overall remuneration (including commission) shall not exceed ₹ 5 Crore or 5% of net profit of the Company whichever is less, payable for the financial year in which adequate profit is earned, with effect from 01 April 2021 on the recommendation of Nomination and Remuneration Committee, subject to approval of Members in the Annual General Meeting of the Company.	Only sitting fees to be payable.
Date of first appointment on the Board	1 October 2004	1 January 2008	13 May 2022
Shareholding in the Company	70,59,165 and 20.95%	60,74,205 and 18.03%	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Daljit Singh is Brother	Mr. Jasbir Singh is Brother	None
Number of Meetings of the Board attended during the year	5/5	5/5	N.A.
Other Directorships	<ol style="list-style-type: none"> 1. Amber Enterprises India Limited 2. PICL (India) Private Limited 3. Appserve Appliance Private Limited 4. ILJIN Electronics (India) Private Limited 5. Ever Electronics Private Limited 6. Consumer Electronics & Appliances Manufacturers Association 7. Pravartaka Tooling Services Private Limited 8. AmberPR Technoplast India Private Limited (Formerly known as Pasio India Private Limited) 	<ol style="list-style-type: none"> 1. Amber Enterprises India Limited; 2. IL JIN Electronics (India) Private Limited; 3. Ever Electronics Private Limited; 4. PICL (India) Private Limited 5. Appserve Appliance Private Limited; 6. Sidwal Refrigeration Industries Private Limited 7. AmberPR Technoplast India Private Limited (Formerly known as Pasio India Private Limited) 8. Pravartaka Tooling Services Private Limited 9. Amber Enterprises USA Inc. 	<ol style="list-style-type: none"> 1. Whirlpool of India Limited; 2. Tuscan Ventures Private Limited 3. One Degree Turn (OPC) Private Limited 4. Gulf Oil Lubricants India Limited 5. Amber Enterprises India Limited 6. IL JIN Electronics (India) Private Limited

NOTICE (Contd.)

MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Name of Director	Names of the Company	Type of Committee	Membership Status
Mr. Jasbir Singh	Amber Enterprises India Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
	IL JIN Electronics (India) Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
	EVER Electronics Private Limited	Audit Committee	Member
Sidwal Refrigeration Industries Private Limited	Audit Committee	Member	
	Corporate Social Responsibility Committee	Chairman	
Mr. Daljit Singh	IL JIN Electronics (India) Private Limited	Nomination and Remuneration Committee	Member
	Ever Electronics Private Limited	Nomination and Remuneration Committee	Member
	Sidwal Refrigeration Industries Private Limited	Nomination and Remuneration Committee	Member
	Amber Enterprises India Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
Risk Management Committee	Member		
Mr. Arvind Uppal	Amber Enterprises India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
		Stakeholder relationship Committee	Chairman
		Corporate Social Responsibility Committee	Member
	IL JIN Electronics (India) Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
	Whirlpool of India Limited	Stakeholder Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
	Gulf Oil Lubricants India Limited	Stakeholder Relationship Committee	Chairman
		Risk Management Committee	Chairman
		Nomination and Remuneration Committee	Chairman