

Date: 18 September 2018

To
Secretary
Listing Department
BSE Limited

Department of Corporate Services Phiroze
Jeejeebhoy Towers Dalal Street, Mumbai – 400
001
Scrip Code : 540902
ISIN : INE371P01015

To
Secretary
Listing Department

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 050

Scrip Code : AMBER
ISIN : INE371P01015

Dear Sir/Ma'am,

Sub: Submission of brief proceedings of 28th Annual General Meeting ("AGM") held on Monday, 17 September 2018 pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

In continuation to our letter dated 23 August 2018, we wish to bring your kind notice that the 28th Annual General Meeting ("AGM") of the Company was held on 17 September, 2018 at **EAGLE MOTEL, GRAND TRUNK ROAD, RAJPURA, PUNJAB - 140401** at 11:00 A.M. and the business items (from nos. 1 to 10) mentioned in the Notice dated 23 August 2018 of the said AGM were transacted at the said meeting.

In this regard, please find enclosed the following:

- i. Brief proceedings of Annual General Meeting as required under Regulation, 30, Part – A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as Annexure I;
- ii. Brief on right of Ascent Investment Holdings Pte. Ltd. to appoint nominee director and alteration of Articles of Association of the Company as Annexure – II.

This is for your kind information and records.

Thanking You,

Yours faithfully

For **Amber Enterprises India Limited**

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



(Konica Yadav)

Company Secretary and Compliance Officer

Encl: as above



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

Corp. Address :

Universal Trade Tower, 1st Floor, Sector 49, Gurgaon-122018
Tel.: +91 124 3923000 | Fax : +91 124 3923016,17

Regd. Office :

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BRIEF PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF AMBER ENTERPRISES INDIA LIMITED HELD ON MONDAY, 17 SEPTEMBER 2018, AT EAGLE MOTEL, GRAND TRUNK RD, RAJPURA, PUNJAB 140 401 AT 11.00 A.M.

The 28th Annual General Meeting (“AGM” or “Meeting”) of the Members of the Company was held on Monday, 17 September 2018, at Eagle Motel, Grand Trunk Rd, Rajpura 140401, Punjab at 11.00 A.M.

Mr. Jasbir Singh, Chairman and Chief Executive Officer of the Company, took the Chair and extended a warm welcome to the Members, Directors, Officers and others present in the Meeting and started the proceedings.

He then introduced the Board Members, Chief Financial Officer and Company Secretary & Compliance Officer sitting on the dais to the Members of the Company.

He further informed that Mr. Manoj Kumar Sehrawat, Nominee Director of Ascent Investment Holdings Pte. Limited could not attend the AGM of the Company due to his other unavoidable engagements.

Thereafter, he introduced Senior Management Team of the Company, Mr. Sanjay Arora, Director – Operations, Mr. Udaiveer Singh, President- RAC Operations, Mr. Sachin Gupta, Vice President – RAC Operations.

The Chairman further confirmed the presence of Statutory Auditor and Secretarial Auditor at the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order.

Following are the details of Members present at the AGM:

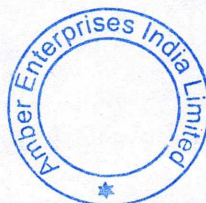
S. No.	Registered as	Persons	Shares as on record date	Percentage
1.	Members	39	2,06,23,582	65.583
2.	Proxy	1	21,206	0.0674
Total		40	2,06,44,788	65.6504

The Chairman informed that the Statutory Registers, Proxy Registers, Annual Report and documents referred to in the Notice of the 28th AGM were available for inspection by the Members till the conclusion of the Meeting.

Thereafter, the Chairman delivered his speech addressing the Members present and touched upon the Company's performance during the financial year 2017 -18.

With the permission of the Members present, the Notice of the 28th AGM along with Annual Report for the financial year ended 31 March 2018 were taken as read.

It was further informed to the Members that there are no qualifications, observations and other remarks in the Auditors Report on the Standalone and Consolidated financial statements which had adverse effect on the functioning of the Company. Chairman stated that in the terms of Section 145



of the Companies Act, 2013, only the qualifications, observations and other remarks, mentioned in the Auditors Report which have any adverse effect on the functioning of the Company, were required to be read at the Meeting. Since there were no such qualifications, observations and other remarks, the Auditors Report was not required to be read.

The business item no. 1 to 10 was placed before the Members for approval as per the Notice of the Meeting, were then summarized by the Chairman.

Mr. Satwinder Singh, chaired the proceeding of business item no. 2, 8 and 9, as Mr. Jasbir Singh was interested/deemed to be interested in the said business items.

The Chairman provided an opportunity to the Members of the Company who were entitled to vote to seek clarifications, if any, on each and every business items as mentioned in the Notice of the 28th AGM.

No queries were raised and clarifications requested by the Members present at the Meeting.

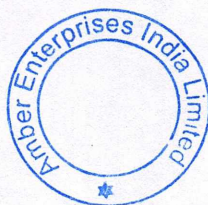
Thereafter, the Chairman apprised the Members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Members of the Company to cast votes electronically on all the resolutions set out in the Notice and same commenced on 14 September 2018 at 9.00 a.m. and ended on 16 September 2018 at 5.00 p.m.

The Members were also informed that the facility for voting was also made available at the AGM Venue for the Members who had not casted their vote through remote e-voting. It was clarified that only those Members holding shares as on the cut-off date i.e. 10 September 2018 were eligible to participate in the remote e-voting as well as voting at the AGM.

The following items, as set out in the Notice of 28th AGM were transacted at the Meeting :

A. Ordinary Business

1. Adoption of Audited standalone financial statements of the Company together with the report of Board and Auditors thereon and the Audited consolidated financial statements of the Company including Auditors report thereon for the financial year ended 31 March 2018.
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 AGM and being eligible, offers himself for re-appointment.
3. Modification to the resolution related to the appointment of Statutory Auditor.



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.
5. Right of Ascent Investment Holdings Pte. Ltd. to appoint Nominee Director and Alteration of Articles of Association.
6. Authorisation to Board under Section 180(1)(c) of the Companies Act, 2013.
7. Authorisation to Board under Section 180(1)(a) of the Companies Act, 2013.
8. Increase in remuneration of Mr. Jasbir Singh, Chairman and Chief Executive Officer.
9. Increase in remuneration of Mr. Daljit Singh, Managing Director.
10. Payment of fees to Independent Directors of the Company.

The voting on all the above resolutions was conducted through remote e- voting and Insta voting at the AGM.

The Chairman also informed the Members that the Board of Directors has appointed M/s V Jhavar & Co., Practicing Company Secretaries, as the Scrutinizer for the orderly conduction of voting process (both e-voting and Insta voting) in a fair and transparent manner for the resolutions mentioned in the 28th AGM notice.

The Chairman then concluded the Meeting at 11:25 A.M. with vote of thanks to the Members, Directors, Officer and others present at the Meeting.

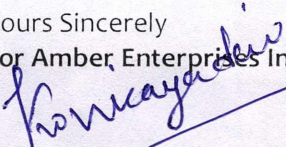
Thereafter, the Members casted the votes through Insta voting facility.

The voting results on the above resolutions will be displayed at Registered Office and Corporate Office of the Company and will be communicated to the Stock Exchanges alongwith the scrutinizer's report on the remote e-voting and Insta voting done at the AGM within the stipulated time period. The same will also be placed on the website of the Company and on the website of Karvy Computershare Private Limited.

We request you to kindly take note of the same.

Thanking You

Yours Sincerely

For Amber Enterprises India Limited

(Konika Yadav)
Company Secretary and Compliance Officer

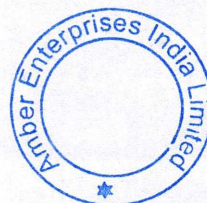


RIGHT OF ASCENT INVESTMENT HOLDINGS PTE. LTD. TO APPOINT NOMINEE DIRECTOR AND ALTERATION OF ARTICLES OF ASSOCIATION

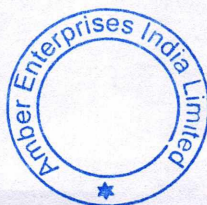
Pursuant to Section 161(3) of the Companies Act, 2013 read with Article 23 of Part-A of the Articles of Association of the Company and the undertaking given to the Securities and Exchange Board of India ("SEBI") in this regard in response to the directions given by SEBI vide its emails dated 26 October 2017 and 27 October 2017, the right available to Ascent Investment Holdings Pte. Ltd. ("Ascent") to nominate a Director on the Board of the Company, so long as Ascent holds 15% or more of the Share Capital of the Company, were approved by the Members.

DETAILS OF CHANGES PROPOSED IN ARTICLES OF ASSOCIATION OF AMBER ENTERPRISES INDIA LIMITED

S. No.	Existing Article	Revised Articles	Remarks
1.	<p>The first paragraph of Article 23 of Articles of Association of the Company :</p> <p>Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time. So long as Ascent holds 15% or more of the Share Capital of the Company, Ascent shall have the right to nominate a Director on the Board,</p>	<p>The first paragraph of Article 23 of Articles of Association of the Company be amended as follow.</p> <p><i>"Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of Executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time. So long as Ascent holds 15% or more of the Share Capital of the Company, Ascent shall have the right to nominate a Director on the Board."</i></p>	<p>Deleted below sentence from first paragraph of Article 23 of Articles of Association of the Company</p> <p>"Provided however, that such nomination right available to Ascent shall be exercised only after obtaining Shareholders' approval through a Special Resolution after the listing of the Equity Shares.</p>



	provided however, that such nomination right available to Ascent shall be exercised only after obtaining Shareholders' approval through a Special Resolution after the listing of the Equity Shares.		
2.	<p>The first paragraph in the Articles of Association and the subsequent word "PART A"</p> <p>The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall supersede. However, Part B shall automatically terminated, deleted and cease to have any force and effect from the date of listing of equity shares of the Company on any recognized stock exchange in India pursuant to an initial public offering of the equity shares of the Company, without any further corporate action by the Company or by the shareholders.</p>	The first paragraph in the Articles of Association and the subsequent word "PART A" deleted	<p>In order to undertake the public issue, the Company had inserted and adopted PART A of the articles of association of the Company comprising of Article 1 to Article 32 (the "Articles of Association"), conforming to the requirements and directions of relevant Stock Exchanges prior to filing of the Draft Red Herring Prospectus with the Securities and Exchange Board of India and the relevant stock exchanges.</p> <p>The Article 1 to Article 11 was marked as PART B (containing entrenched provision) after PART A, conforming to the requirements and directions provided by the Stock Exchanges and contain such other articles as required by a public limited Company under applicable laws (including the Companies Act, 2013).</p>
3.	The existing PART B of Articles of Association	PART B Deleted from the Articles of Association of the Company	The provisions of the PART B have been inserted pursuant to



			<p>the execution of the Shareholders Agreement with Ascent.</p> <p>PART B of the Articles automatically terminated and ceased to have any force and effect and fallen away on and from the date of listing of the Equity Shares on a stock exchange in India, subsequent to an initial public offering of the Equity Shares.</p>
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Harinayak

