

Date: 7 August 2018

Dear Member,

We are pleased to invite you to attend the 28th Annual General Meeting of the Members of Amber Enterprises India Limited (formerly known as Amber Enterprises (India) Private Limited) ("the Company") to be held on Monday, 17 September 2018 at 11.00 A.M. at Eagle Motel, Grand Trunk Rd, Rajpura, Punjab 140401.

The Notice of the 28th Annual General Meeting along with Proxy form, Attendance Slip and instructions for casting of vote by electronic means has been provided herein.

Further, to facilitate your presence at the aforesaid Annual General Meeting, your Company will be providing transport facility at 9:00 A.M. from the specified destination given below to reach the venue comfortably:

1. **Chandigarh International Airport:** New Civil Air Terminal, Mohali District, Sahibzada Ajit Singh Nagar, Punjab - 140 306.
2. **Rajpura Bustand :** Old Sirhind Rd, Mohinder Ganj, Rajpura, Punjab 140401.
3. **Rajpura Railway Station:** Kharajpur, Rajpura, Punjab 140401.

Those who wish to avail this facility are requested to get confirmation to this effect at the following number: 0124 - 3923000 (Ext. 124 and 127), (Contact : Secretarial Team).

You may also send your request by email to info@ambergroupindia.com, hr_corp@ambergroupindia.com, cs_corp@ambergroupindia.com. Your request must reach us latest by 11 September 2018.

We anticipate your presence in the Annual General Meeting. Kindly make it convenient to attend the same.

Yours Truly,


(Konica Yadav)
Company Secretary & Compliance Officer



Enclosures:

- 1) Notice of the 28th Annual General Meeting
- 2) Attendance Slip
- 3) Proxy Form
- 4) Route Map to the venue of the Meeting

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 :

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

NOTICE

NOTICE is hereby given that 28th Annual General Meeting (the “AGM”) of **AMBER ENTERPRISES INDIA LIMITED** (formerly known as *Amber Enterprises (India) Private Limited*) (“the Company”) will be held on Monday, 17 day of September 2018 at 11:00 A.M. at **EAGLE MOTEL, GRAND TRUNK ROAD, RAJPURA, PUNJAB - 140401** to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of the Board of Directors and Auditors' thereon.
 - b. The Consolidated Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of the Auditors' thereon.
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.

3. Modification to the resolution related to the appointment of Statutory Auditor

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

“**RESOLVED THAT** in supersession to resolution passed in 25th Annual General Meeting of the Company held on 29 September 2015, M/s Walker Chandiook & Co. LLP (formerly M/s Walker Chandiook & Co.) (Firm Registration No. 001076N), shall continue to be the sole auditor without affecting the other terms and conditions of its appointment and in pursuance to notification issued by Ministry of Corporate Affairs dated 7 May 2018, consent of the members be and is hereby accorded to delete the requirement of ratification by the members at every Annual General Meeting of the Company in respect of appointment of the statutory auditor because of deletion of explanation given in Rule 3 of the Companies (Audit and Auditors) Rules, 2014.”

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**

To consider and if thought fit, to pass the following resolutions with or without modification(s) 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 7 August 2018, to conduct the audit of the cost records of the Company for the financial year 2018 - 19, of Rs. 40,000/- (Rupees Forty Thousand only) per annum excluding the applicable tax and out of pocket expenses, if any, as may be 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 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. **Right of Ascent Investment Holdings Pte. Ltd. to appoint Nominee Director and Alteration of Articles of Association:**

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

“RESOLVED THAT, 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, Ascent Investment Holdings Pte. Ltd. (“Ascent”) shall have the right 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.

RESOLVED FURTHER THAT pursuant to the provisions of Section 5, 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), the first paragraph of Article 23 of Articles of Association of the Company shall be amended accordingly to include the above resolution.

“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.**"

RESOLVED FURTHER THAT the first paragraph in the Articles of Association and the subsequent word "**PART A**" be and are hereby removed from the Articles of Association of the Company.

RESOLVED FURTHER THAT the entire PART B be and is hereby removed from the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors on behalf of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to communicate the same to the Stock Exchanges and SEBI, as may be required."

6. **Authorisation to Board under Section 180(1)(c) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession to the resolution passed earlier by the members of the Company at the Extra Ordinary General Meeting held on 20 September 2017, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), to borrow any sum or sums of money from time to time at their discretion (**apart from temporary loans obtained from the company's bankers in the ordinary course of business**) for the purpose of the business of the Company at any given time (including money already borrowed) shall not exceed **Rs. 1500 Crore (Rupees Fifteen Hundred Crore only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.**

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

7. **Authorisation to Board under Section 180(1)(a) of the Companies Act, 2013**

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

“RESOLVED THAT in supersession to the resolution passed earlier by the members of the Company at the Extra Ordinary General Meeting held on 20 September 2017, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee thereof), under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all the immovable and movable properties of the Company, wherever situated, both present and future with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to take over the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings of whatever nature, whether in INR or foreign currency, either at a time or from time to time, **subject to the overall limits approved under Section 180(1)(c) of the Act i.e. Rs. 1500 Crore (Rupees Fifteen Hundred Crore only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher**, together with interest thereon at the respective agreed rates, compound interest, penal/additional interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/ Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents deeds/ writings/ agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating of mortgages/ charges as aforesaid.”

8. **Increase in remuneration of Mr. Jasbir Singh, Chairman and Chief Executive Officer**

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

“RESOLVED THAT in partial modification of resolution passed at the Annual General Meeting of the Company held on 29 September 2015 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such consents and permissions, as may be required, the consent of members of the Company be and is hereby accorded for payment of remuneration of Rs. 1,62,00,000/- per annum and commission as approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, with effect from 1 April 2018 to Mr. Jasbir Singh (DIN : 00259632), Chairman and Chief Executive Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which expression shall also include a committee 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 Companies Act, 2013 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 Chairman and Chief Executive Officer, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Chairman and Chief Executive Officer, 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 be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **Increase in remuneration of Mr. Daljit Singh, Managing Director**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the consent of members of the Company be and is hereby accorded for payment of remuneration of Rs. 1,44,00,000/- per annum and commission as approved by the Board of Directors on the recommendations

of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, with effect from 1 April 2018 to Mr. Daljit Singh (DIN : 02023964), Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee 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 Companies Act, 2013 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 Companies Act, 2013, 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 be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. **Payment of fees to Independent Directors of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") including any statutory modification(s) or re-enactment(s) thereof, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the members of the Company be and is hereby accorded to the payment of commission from financial year 2018-19 (basis the net profit of the previous financial year) to the Independent Directors of the Company, individually, as may be decided by the Board from time to time, provided that the total commission payable to the Independent Directors per annum shall not exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board of Directors ("the Board", which expression shall also include a duly constituted Committee thereof) to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which shall not exceed one percent (or such higher limits as may be prescribed under Act 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 Act, shall be in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise.”

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)



Konica Yadav

(Konica Yadav)

Company Secretary and Compliance Officer

Membership No. : A30322

Address : House No. 837/22, Gali No.5, Gandhi Nagar,
Near Anaz Mandi, Gurgaon - 122001

Place : Gurugram

Date : 7 August 2018

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM FOR THE AGM IS ENCLOSED.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
3. A Corporate Member entitled to attend the AGM shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
4. A member is entitled to inspect proxies lodged at any time before 24 hours of the time fixed for commencement of the AGM ending with the conclusion of the AGM, provided that not less than three days’ notice in writing is given to the Company.
5. For the convenience of Members and for the proper conduct of the AGM, entry to the place of AGM will be regulated by an Attendance Slip, which is annexed to the proxy form, Members/Proxies attending the AGM are kindly requested to complete the enclosed Attendance Slip, affix their signature at the place provided thereon and hand it over at the entrance. Proxy holder shall prove his identity at the time of attending the AGM. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
6. Members/Proxies are requested to tender their Attendance Slips at the registration counters at the venue of the AGM and seek registration before entering the meeting Hall. In order to enable us to register your attendance at the venue of the AGM, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

Corp. Address :

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

Regd. Office :

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

7. Members are requested to bring Annual Report 2017- 18 along with them to the Annual General Meeting, since extra copies will not be supplied at the meeting.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members are requested to notify immediately any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in **Dematerialized form** and;
 - (ii) To the Company and its Registrar & Share Transfer Agent (RTA) i.e. Karvy Computer Share Private Limited having its Registered Office: Karvy House, 46 Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500 034 in respect of the shares held in **physical form** together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc. quoting correct Folio Number.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their Folio numbers or their Client ID number with DP ID number, as the case may be.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Companies, 2013 will be available for inspection by the members at the AGM.
12. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.ambergroupindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: infoamber@ambergroupindia.com.
13. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 11 SEPTEMBER 2018 TILL 17 SEPTEMBER 2018 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2018.**
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

15. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the company on all working days during business hours up to the date of the meeting and the venue of the meeting during the meeting.
16. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking reappointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished consents for his re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
17. In line with the measures of Green Initiatives, the Companies Act, 2013 provides for sending notice of the meeting and other member correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ids with the company at infoamber@ambergroupindia.com and with RTA at einward.ris@karvy.com. Members holding shares in demat mode are requested to register their email id's with their respective Depository Participants. If there is any change in the email id already registered with the company /RTA, members are requested to immediately notify the same to the Company.
18. Notice is being sent to all the members (electronic or physical copy), whose names appears in the Register of Members as on 17 August 2018, the Friday. The Notice of the meeting is also posted on the website of the company i.e. www.ambergroupindia.com. The Annual Report 2017-18, the Notice of the 28th AGM, instructions for e-voting along with the attendance slip and proxy form are being sent by electronic mode to members whose e-mail addresses are registered with the Company/Depository Participant, unless a member has requested for a physical copy of the documents. For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.
19. 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 to the Company/Karvy.
20. Only members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the AGM. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.

ELECTRONIC VOTING:

1. The businesses as set out in the Notice will be transacted through electronic voting system and the Company will provide a facility for voting by electronic means.

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited ("Karvy").

2. The facility of Insta Voting shall be made available at the venue of the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Insta voting.
3. The voting through electronic means will commence on 14 September 2018, Friday at 09.00 A.M. and will end on 16 September 2018, Sunday at 05.00 P.M (both days inclusive). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date of 10 September 2018 may cast their vote electronically. The e-voting module shall be disabled by the Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
4. The members who have cast their votes before the AGM can also attend the meeting but shall not be entitled to cast their votes again.
5. A person who is not a Member as on cut-off date should treat this notice for information purpose only.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

Procedure of E-Voting – In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited ("Karvy") on all resolutions set forth in this Notice, from a place other than the venue of the AGM ("Remote e-voting").

- A. The remote e-voting facility will be available at the link <https://evoting.karvy.com> during the following voting period :

Commencement of remote e-voting: FROM 9.00 a.m. on Friday, 14 September 2018.
End of remote e-voting: TO 5.00 p.m. on Sunday, 16 September 2018.

B. In case a Member receives an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/ Depository Participants(s)] which includes details of E-Voting Event Number (EVEN), USER ID and password :

1. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
2. Enter the login credentials (i.e. User id and password mentioned in e-mail). Your Folio No./ DP ID / Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on “LOGIN”.
4. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email 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 take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Amber Enterprises India Limited.
7. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
8. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

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

Corp. Address :

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Regd. Office :

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9. 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.
 10. You may then cast your vote by selecting an appropriate option and click on "Submit".
 11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 12. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPEG Format) of the Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: vikramjhawar.cs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- C.** In case a Member receives physical copy of the AGM Notice by courier (for members whose email Ids are not registered with the Company/Depository Participant(s)).
- a) User ID and initial password are provided overleaf.
 - b) Please follow all steps from Sr. No. (1) to (12) as mentioned in (B) above, to cast your vote.
- D.** Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- E.** In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or call Karvy on 040-67161616 or send an e-mail request to evoting@karvy.com.
- F.** The facility for ballot / polling paper shall be made available at the AGM and the members attending AGM who have not cast their vote by e-voting shall be able to vote at the AGM through ballot / polling paper. The members who have cast their vote by e-voting may also attend AGM, but shall not be entitled to cast their vote again.
- G.** Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 17 August 2018 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 no. or DPID Client ID to +91-9212993399
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890
- b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.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 Karvy's Toll free number 1-800-3454-001
- d) Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for e-voting, he can use his existing User ID and password for casting the vote through e-voting.

Other Instructions

1. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 10 September 2018, Monday.
2. The Company has appointed M/s V Jhavar & Co, Practicing Company Secretary (Membership No. 30623, CP No 9150), to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of insta poll facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM i.e., on or before 19 September 2018, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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Regd. Office :

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

5. The result declared along with the consolidated scrutinizer's report will be placed on the website of the Company: www.ambergroupindia.com and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the Stock exchanges.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

Place : Gurugram
Date : 7 August 2018


(Konica Yadav)
Company Secretary and Compliance Officer
* Membership No. : A30322
Address : House No. 837/22, Gali No.5, Gandhi Nagar,
Near Anaz Mandi, Gurgaon - 122001

EXPLANATORY STATEMENT

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

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 7 August, 2018, 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 Cost Auditor of the Company for the Financial Year 2018 – 19 at a remuneration of Rs. 40,000/- and the payment of applicable taxes and out of pocket expenses, if any.

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.

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.

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 has got any concern or interest 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 items of business and to take decision thereon.

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

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ITEM NO. 5

The Company has successfully completed its Initial Public Offering (“IPO”) of Equity Shares during the financial year 2017-18 and the equity shares of the Company got listed on BSE Limited and National Stock Exchange of India Limited with effect from 30 January 2018.

Prior to the IPO, the Company had entered into Shareholders Agreement with Private Equity Investors, namely Ascent Investment Holdings Pte. Limited (“Ascent”) wherein Ascent was given certain rights including right to appoint nominee directors on the Board of the Company. It was agreed amongst the Company and Ascent that pursuant to completion of successful IPO, the Shareholders Agreement would get terminated. However, it was also agreed that the right accorded to Ascent to appoint one nominee director on the Board of the Company would continue to exist beyond successful IPO so long as Ascent hold 15% (fifteen percent) or more of the Share Capital of the Company which was stated in Article 23 of Part-A of Articles of Association.

As a part of IPO process and pursuant to 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 of Ascent to nominate a director on the Board of the Company shall be exercised only after obtaining shareholders’ approval through a Special Resolution after the IPO.

Therefore, it is proposed to approve the same as a Special Resolution and accordingly, the same will be reflected in the Articles of Association of the Company by amending existing Article 23 of the Articles of Association of the Company in the following manner:

“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.”

Further, it is proposed to remove some consequential changes like removal of first paragraph and subsequent word “Part A” and removal of entire Part-B are proposed in order to make Articles updated.

It may be noted that in the Articles itself, it was stated that Part-B of Articles of Association which provided special rights to Ascent would automatically get terminated without any further action.

The Board recommends the Special Resolution for approval of the members of the Company.

Except Mr. Manoj Kumar Sehrawat, nominee of Ascent, none of the directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 5.

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 items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the interest of your Company.

ITEM NO. 6 & 7

At the Extra Ordinary General Meeting of the Company held on 20 September 2017, the members of the Company had approved borrowings limits under Section 180 (1)(c) of the Companies Act, 2013 (the "Act") upto Rs. 500 crore. Keeping in view your Company's existing and future financial requirements for furtherance of its business operations and since the turnover of the Company is witnessing constant increase, your Company anticipates that the Company may require additional funds for smooth functioning of its operations. For this purpose and as per section 180 (1) (c) of the Act, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (**apart from temporary loans obtained from the Company's bankers in the ordinary course of business**) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limit up to Rs. 1500 crore or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher and for this approval of members is required. The requisite authorization is required to be given to the Board and its committee to avail funds from the Banks and/ or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources up to the aforesaid limit of Rs. 1500 crore or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

In order to facilitate the borrowing made/to be made by the Company, it would be necessary to create charge on the assets or undertaking of the Company. Section 180(1)(a) of the Act provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

None of the directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 6 & 7.

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 items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolutions under Item No. 6 & 7 be passed in the interest of your Company.

ITEM NO. 8

The Nomination and Remuneration Committee, in its meeting held on 6 August 2018 recommended and the Board of Directors, in its meeting held on 7 August 2018, approved the payment of remuneration of Rs. 1,62,00,000/- per annum and commission subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, to Mr. Jasbir Singh (DIN : 00259632), as Chairman and Chief Executive Officer of the Company with effect from 1 April 2018, subject to the approval of the members in the General Meeting.

Mr. Jasbir Singh is a Chairman and Chief Executive Officer of the Company and one of the Promoters of the Company. Since 1 April 2015 Mr. Jasbir Singh is drawing a remuneration of Rs. 10,80,000/- per month, which was approved by Board of Directors in its meeting held on 22 September 2015 and also approved by members in the AGM held on 29 September 2015.

Mr. Jasbir Singh, has 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 January 30, 2018. Mr. Jasbir Singh is responsible for the functioning of entire Amber Group but not for Amber Enterprises India Limited alone.

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Chairman /Chief Executive Officer of the Company.

Approval of the members is sought for approval of remuneration and commission as approved by the Board on the recommendations of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, with effect from 1 April 2018 to Mr. Jasbir Singh as Chairman and Chief Executive Officer of the Company.

Mr. Jasbir Singh and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Jasbir Singh under the resolution.

With his vast experience in electronic manufacturing industry, the Board of Directors considered it to be desirable to approve remuneration payable to him.

None of the Directors except Mr. Jasbir Singh himself and Mr. Daljit Singh, as a relative of Mr. Jasbir Singh, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the 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 members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolution under Item No. 8 be passed in the interest of your Company.

ITEM NO. 9

The Nomination and Remuneration Committee, in its meeting held on 6 August 2018 recommended and the Board of Directors, in its meeting held on 7 August 2018, approved the payment of remuneration of Rs. 1,44,00,000/- per annum and commission, subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, to Mr. Daljit Singh (DIN : 02023964), as Managing Director of the Company with effect from 1 April 2018, subject to the approval of the members in the General Meeting.

Mr. Daljit Singh is a Managing Director of the Company and one of the Promoters of the Company. Since 1 April 2015 Mr. Daljit Singh is drawing a remuneration of Rs. 9,60,000/- per month, which was approved by Board of Directors in its meeting held on 22 September 2015.

Mr. Daljit Singh, has provided keen and commendable services and significant contribution to the overall growth of the Company and successful completion of Initial Public Offering (“IPO”) of the Company and getting the equity shares listed on both the stock exchanges on January 30, 2018.

Mr. Daljit Singh, who is responsible for overall operations of Amber Group, including addition of new customer, developing strategy plans, monitoring performance of various business units / functions against their annual targets and provides corrective actions.

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company.

Approval of the members is sought for approval of remuneration and commission as approved by the Board on the recommendations of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, with effect from 1 April 2018 to Mr. Daljit Singh as Managing Director of the Company.

Mr. Daljit Singh and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Daljit Singh under the resolution.

With his vast experience in electronic manufacturing industry, the Board of Directors considered it to be desirable to approve remuneration payable to him.

None of the Directors except Mr. Daljit Singh himself and Mr. Jasbir Singh, as a relative of Mr. Daljit Singh, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the 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 members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolution under Item No. 9 be passed in the interest of your Company.

ITEM NO. 10

The members of the Company are required to note that the Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas.

Considering the rich experience and expertise brought to the Board by the Independent Directors, it is considered prudent that adequate commission should be given to the Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Section 197 of the Companies Act, 2013 permits payment of remuneration either by way of monthly salary or by way of specified percentage of profits of the Company to Independent Directors of a Company not exceeding one percent per annum (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profit of the Company subject to the approval of the Members at the General Meeting.

Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole time Directors) be paid, from financial year 2018-19 (basis the net profit of the previous financial year) a commission every financial year not exceeding one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) per annum of the net profits of the Company. The Manner and proportion of the same shall be determined by the Board of Directors pursuant to recommendation of the Nomination and Remuneration Committee of the Company.

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The aforesaid Commission to Independent directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Independent Directors of the Company including their relatives to the extent of their shareholding in the Company, if any, are interested in this resolution. Save and except the above none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, either financially or otherwise in this 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 members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors of your Company recommends that the Resolution under Item No. 10 be passed in the interest of your Company.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)



Konika Yadav
(Konika Yadav)

Company Secretary and Compliance Officer

Membership No. : A30322

Address : House No. 837/22, Gali No.5, Gandhi Nagar,
Near Anaz Mandi, Gurgaon - 122001

Place : Gurugram
Date :7 August 2018

ANNEXURE TO ITEM 2

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS-2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Jasbir Singh
Age	43 Years
Qualifications	Bachelor's degree in Engineering (industrial production) from Karnataka University. Master's degree in Business Administration from the University of Hull, United Kingdom.
Experience	He is serving the Board of Amber Enterprises India Limited ("Amber") since 1 October 2004. He has played an instrumental role in the growth of Amber. He has successfully established over six factories in past ten years and established relationships with various large brands. Under his guidance, Amber has initiated the concept of additive manufacturing solutions. He has played an instrumental role in successful acquisition of PICL (India) Private Limited in 2012, the wholly owned subsidiary of Amber.
Terms and conditions of appointment or re-appointment	He is having more than 15 years of experience in the RAC manufacturing sector. He has been inducted as a member of Board w.e.f 1 October 2004 liable to retire by rotation and Chairman and Chief Executive Officer of the Company w.e.f from 25 August 2017.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid : Rs. 1,62,00,000 per annum w.e.f 1 April 2018, subject to approval of members in ensuing Annual General Meeting Remuneration paid in the last financial year was: Rs. 1,29,60,000 per annum.
Date of first appointment on the Board	1 October 2004

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Shareholding in the company	70,55,760 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Daljit Singh is Brother
Number of Meetings of the Board attended during the year	11/11
Other Directorships	<ol style="list-style-type: none"> PICL (India) Private Limited; Appserve Appliance Private Limited; IL JIN Electronics (India) Private Limited

MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

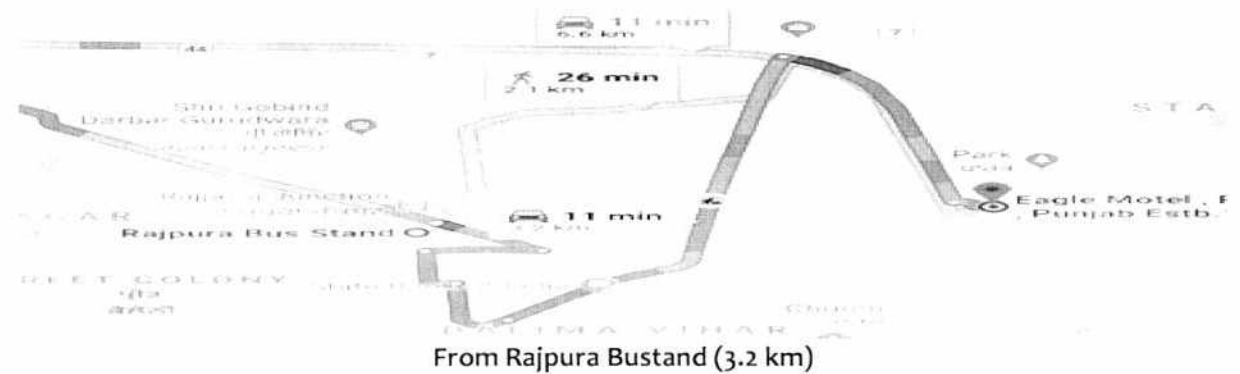
Name of Director	Names of the Company	Type of Committee	Membership Status
Mr. Jasbir Singh	Amber Enterprises India Limited (formerly Known as Amber Enterprises (India) Private Limited)	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
	PICL (India) Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
	IL JIN Electronics (India) Private Limited	Audit Committee	Member

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Route map to the venue of 28th Annual General Meeting



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AMBER ENTERPRISES INDIA LIMITED
(Formerly known as Amber Enterprises (India) Private Limited)
CIN: L28910PB1990PLC010265

REGISTERED OFFICE: C-1, Phase – II, Focal Point, Rajpura Town - 140 401, Punjab
Tel No. +91 1762 232126, 232646, Fax No. +91 1762 232127,
Website: www.ambergrouppindia.com, Email: info@ambergrouppindia.com

PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of Member(s) :

Registered Address :

E- mail Id :

Folio No./ Client Id :

DP Id :

I/We being a member (s) of _____ shares of the above named Company,
hereby appoint

Name:

Address:

E-mail Id:

Signature:

or failing him/her

Name:

Address:

E-mail Id:

Signature:

or failing him/her

Name:

Address:

E-mail Id:

Signature:

AMBER ENTERPRISES INDIA LIMITED
(Formerly known as Amber Enterprises (India) Private Limited)

CIN: L28910PB1990PLC010265

REGISTERED OFFICE: C-1, Phase – II, Focal Point, Rajpura Town - 140 401, Punjab
Tel No. +91 1762 232126, 232646, Fax No. +91 1762 232127,
Website: www.ambergroupindia.com, Email: info@ambergroupindia.com

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

Name(s) of Member(s) including joint :
holders, if any
[in Block Letter(s)]

Registered Address of the Sole/First :
named Member

Registered Folio No./*DP ID No. and Client :
ID No.

(* Applicable to Members holding shares
in dematerialized form)

Number of Shares held :

I/ We hereby record my/ our presence at the **28TH ANNUAL GENERAL MEETING (AGM)** of the Amber Enterprises India Limited held on Monday, 17 September 2018 at 11:00 A.M. at Eagle Motel, Grand Trunk Rd, Rajpura, Punjab 140401.

Signature of Member's / Proxy

Note: Please bring the attendance slip to meeting hall and hand it over at the entrance of the hall.

ELECTRONIC VOTING PARTICULARS

EVENT (E-Voting Event Number)	User ID	PASSWORD/PIN

Note: Please read the instructions related to 'electronic voting', 'procedure and Instructions for e-voting & instapoll' and 'other instructions' given in the notice of the 28th Annual General Meeting carefully before voting electronically.

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 28TH ANNUAL GENERAL MEETING of the Company to be held on Monday, 17 September, 2018 at 11:00 A.M. at Eagle Motel, Grand Trunk Rd, Rajpura, Punjab 140401 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolutions	Yes	No
1.	Adoption of Financial Statements & Reports thereon: a) the audited Financial Statements of the Company for the financial year ended 31 March, 2018 and the reports of the Auditors and Board of Directors thereon; and b) the audited consolidated Financial Statements of the Company for the financial year ended 31 March, 2018 and the report of Auditors thereon.		
2.	Appointment of Mr. Jasbir Singh, as a Director liable to retire by rotation		
3.	Modification to the resolution related to the appointment of Statutory Auditors		
4.	Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditors 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		

Signed this _____, 2018.

Affix Revenue stamp of not less than Rs. 1

Signature of the shareholder: _____

Signature of Proxy holder(s): _____

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/ Depository Participant.