



Date: 17 August 2021

To
Secretary
Listing Department

To
Secretary
Listing Department

BSE Limited

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

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 050
Scrip Code : AMBER
ISIN : INE371P01015

Dear Sir/Ma'am,

Subject: Intimation of 31st Annual General Meeting (“31st AGM”) and the Book Closure for the purpose of 31st AGM (‘Book Closure’);

This is to inform that the 31st AGM will be convened on Thursday, 9 September 2021 through Video Conferencing / Other Audio Video Means (“VC/ OAVM”) facility in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended read with Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April 2020 read with Circular No. 20/2020 dated 5 May 2020 and Circular No. 02/2021 dated 13 January 2021 and all other relevant circulars issued from time to time (hereinafter collectively referred to as “Circulars”).

Pursuant to Regulation 34(I) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), please find enclosed the Notice of 31st AGM of the Company and Annual Report for the financial year 2020 – 21 and the same will be made available on the Company's website at www.ambergrouppindia.com.

Pursuant to Regulation 42 and 44 of SEBI Listing Regulations, the schedule for the said Annual General Meeting is set out below:

Events	Dates	Time
Date of AGM	9 September 2021	12.00 Noon (IST)
Cut-off date for e-voting	3 September 2021	N.A.
Book Closure date for AGM	4 September 2021 to 9 September 2021 (both days inclusive)	N.A.

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

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

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



Commencement of E-voting	Monday, 6 September 2021	9.00 A.M.
End of E-voting	Wednesday, 8 September 2021	5.00 P.M.

This is for your information and further dissemination

**Thanking You,
Yours faithfully**

For Amber Enterprises India Limited


(Konica Yadav)

Company Secretary and Compliance officer
Membership No. : A30322

Encl: as above

National Securities Depository Limited	Central Depository Services (India) Limited	KFin Technologies Private Limited
Trade World 5th Floor Kamala Mills Compound Senapati Bapaat Marg Lower Parel Mumbai 400013	Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street Mumbai - 400023	Karvy Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi, Telangana - 500032

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

Date: 17 August 2021

Dear Member,

You are cordially invited to attend the **31st ANNUAL GENERAL MEETING** ("AGM") of the Members of **AMBER ENTERPRISES INDIA LIMITED** ("the Company" or "Amber") to be held on Thursday, 9 September 2021 at 12.00 Noon IST through **VIDEO CONFERENCE AND OTHER AUDIO VISUAL MEANS ("VC/OAVM")**. The Notice of the meeting, containing the business 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, 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. We anticipate your presence in the 31st AGM. Kindly make it convenient to attend the same.

Yours Truly,

For **Amber Enterprises India Limited**

(Jasbir Singh)

Chairman and Chief Executive Officer

Enclosures:

- 1) Notice of the 31st AGM
- 2) Instructions for participation through VC
- 3) Instructions for e-voting

NOTICE

NOTICE is hereby given that **31st ANNUAL GENERAL MEETING** (the “**AGM**”) of **AMBER ENTERPRISES INDIA LIMITED** (“the Company” or “Amber”) will be held on Thursday, 9 September 2021 at 12.00 Noon IST through **VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (“VC/OAVM”)** to transact the following business:

A. ORDINARY BUSINESS:

- 1. To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2021 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 2021 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 2021 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 2021 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. Daljit Singh, (DIN: 02023964) 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. Daljit Singh, who was appointed on 25 August 2017 in the current term, 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 Managing Director.

To the extent that Mr. Daljit Singh is required to retire by rotation, he would need to be re-appointed as a Managing Director of the Company, who shall continue his term as a Managing 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 (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended 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. Daljit Singh (DIN: 02023964) as a Managing Director of the Company, who shall continue as a Managing Director of the Company, to the extent that he is required to retire by rotation.”

B. SPECIAL BUSINESS:

- 3. 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. 3.

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 22 May 2021, to conduct the audit of the cost records of the Company for the financial year 2021 - 22, 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

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Directors be and is hereby authorised 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."

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

(Konika Yadav)

Company Secretary and Compliance Officer
 Membership No. : A30322

Place : Gurugram
 Date : 22 May 2021

NOTES :

- In view of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April 2020 read with Circular No. 20/2020 dated 5 May 2020 and Circular No. 02/2021 dated 13 January 2021 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31 December 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.
- In compliance with the Circulars issued by MCA and applicable provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the 31st Annual General Meeting of the Company ("AGM" or "e-AGM") will be conducted through Video Conferencing ("VC")/Other Audio Visual Mode ("OAVM"). The deemed venue for the 31st AGM shall be the Registered Office of the Company.
- e-AGM: The Company has appointed KFin Technologies Private Limited ("KFin"), Registrar and Transfer Agent, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
- Pursuant to the provisions of the Act, 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, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
- Details as required under Regulation 36(3) of the SEBI (LODR) Regulations and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the 31st AGM are annexed hereto 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.
- 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., authorizing 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
- The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin, having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
- Attending e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing

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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 scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of 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 Companies Act, 2013.
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. 20(d) below for instruction for e-voting during the AGM.
15. The Company has fixed Friday, 3 September 2021 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 4 SEPTEMBER 2021 TILL 9 SEPTEMBER 2021 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF AGM FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2021.**
17. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, Notice of the e-AGM along with the Annual Report for the financial year ended on 31 March 2021 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 and National Stock Exchange of India Limited. The same is also available on the website of KFin at the 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).**
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to einward.ris@kfintech.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 - c. Members who have not registered their e-mail address and therefore, are not able to receive the Annual Report, Notice of e-AGM and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company's RTA, KFin by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

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

The Company has engaged KFin to provide VC/OAVM facility to conduct the 31st AGM in an electronic manner. Procedure for participating in the AGM through VC / OAVM and the related matters are given below:

- (i) Members may attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or 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 remote e-voting instructions mentioned in this Notice.
- (ii) Members can join the AGM 15 minutes before the scheduled time of the commencement of the AGM by logging into <https://emeetings.kfintech.com> and clicking on the "Video Conference" icon. Upto 1000 members will be allowed to participate in the AGM on first come first serve basis. This restriction is not applicable for participation of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- (iii) Members are encouraged to participate in the AGM through laptops or desktops using Google Chrome for better experience. Members are also required to allow camera and use internet with good speed to avoid any disturbance during the meeting. Members may further note that connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may face audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to avoid such issues.
- (iv) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

- (v) **Posting of queries prior to AGM:** Shareholders who would like to express their views/raise queries on the official business during the AGM, may please log into <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' to post their queries/views/questions in the window provided therein by mentioning their e-mail id and mobile number. The window for posting queries/questions/views will remain open from Tuesday 7 September 2021 (9:00 a.m.) till Wednesday, 8 September 2021 (5:00 p.m.).
- (vi) **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 Wednesday, 8 September 2021 (9:00 a.m.) till 8 September 2021 (5:00 p.m.).
- (vii) Only members who have registered themselves as a speaker will be allowed to speak or ask questions during the AGM. Speakers are requested to submit their queries at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of speakers asking questions depending on the availability of time.
- (viii) Members seeking any technical assistance or support are requested to contact KFin at toll free number 1-800-3454-001 or send a mail at evoting@kfintech.com.

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

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. User already registered for Internet-based Demat Account Statement (IDeAS) facility: <ol 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. 2. User not registered for IDeAS e-Services <ol 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 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. IV. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin. 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>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.

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Type of shareholders	Login Method
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

B. Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

Members whose email addresses are registered with the Company/ Depository Participant(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 voting period and navigate to <https://emeetings.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number 6108 (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".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details

like mobile number, 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.

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting event.
- (vii) Select the EVEN of "AMBER ENTERPRISES INDIA LIMITED" and click on "SUBMIT".
- (viii) Now you are ready for e-voting as "Cast Vote" page opens.
- (ix) 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.
- (x) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

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- (xi) 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.
- (xii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xiii) 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).
- (xiv) 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 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 – 31st AGM".
- (xv) The remote e-voting facility will be available from Monday, 6 September 2021 (9.00 A.M. IST) and ends on Wednesday, 8 September, 2021 (5.00 P.M. IST). The remote e-voting will not be allowed after Wednesday, 8 September 2021 at 5:00 p.m. IST.

C. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- (i) Members may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- (ii) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed

copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

- (iii) In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.
- (iv) After receiving the e-voting instructions, members shall follow the aforesaid procedure to cast their votes by electronic means.

D. 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.

E. Other Instructions

- (i) In case of any queries, you may refer Help &FAQ section of KFin at evoting@kfintech.com or call KFin on 040-67162222 & Toll-free No. 1800 3094 001.
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice to

NOTICE (Contd.)

the members and holding shares as on the cut-off date of 13 August 2021, may obtain the User ID and password by sending a request through email to einward.ris@KFintech.com. However, if you are already registered with KFin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on <https://evoting.kfintech.com/>.

- (iv) A member can opt for only one mode of voting i.e. either through remote e-voting or voting during the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

21. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to KFin on einward.ris@kfintech.com. Members holding shares in demat form may contact their Depository Participant for availing this facility.
22. This is for information purpose only: Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 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@ambergrouppindia.com or cs_corp@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. The aforesaid declarations and documents need to be submitted by the shareholders to the Company by sending mail to info@ambergrouppindia.com or cs_corp@ambergrouppindia.com.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the directors are interested under section 189 of the Act and all other documents referred in the notice will be available for inspection in electronic mode. Members who wish to inspect the documents can send an email to info@ambergrouppindia.com or cs_corp@ambergrouppindia.com.
24. Members seeking any information/documents referred to in the Notice and the Explanatory statement with regard to the accounts or any other matter are available for inspection in the Investor Section of the website of the Company at www.ambergrouppindia.com upto the date of AGM and members are also requested to write to the Company on or before 8 September 2021 through email to info@ambergrouppindia.com or cs_corp@ambergrouppindia.com for seeking information, if any. The same will be replied by the Company suitably.
25. 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 of securities. 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. Members can contact the Company or Company's Registrar and Transfer Agent, KFin for assistance in this regard.
26. 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 requisite changes.
27. In case of joint holders, the Member whose name 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.

NOTICE (Contd.)

28. 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.
29. The Company has fixed 13 August 2021 as the 'Record Date' for determining entitlement of members to receive Notice of 31st AGM and Annual Report of the Company for the financial year ended 31 March 2021.
30. 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 31st AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.
31. 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
32. During the 31st 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 AGM.
33. M/s V Jhawar & Co, Practicing Company Secretary (Membership No. 10300, CP No 11204) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, 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, at the earliest but not later than two working days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutiniser's decision on the validity of the vote shall be final.
34. The result declared along with the consolidated scrutiniser's report will be placed on the website of the Company: www.ambergroupindia.com and on the website of KFin at: <https://evoting.kfintech.com/public/Downloads.aspx> immediately after the declaration of results by the Chairman or a person authorised by him. The result will simultaneously be communicated to the stock exchanges where its equity shares are listed.
35. Electronic copy of all the documents referred to in the accompanying Notice of the 31st AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.ambergroupindia.com.

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 : 22 May 2021

NOTICE (Contd.)**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. 3 of the accompanying 31st AGM Notice.

ITEM NO. 3

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 22 May 2021, 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 2021 – 22 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.3.

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 your Company recommends that the Resolution under Item No. 3 be passed in the Interest of your Company.

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

(Konika Yadav)

Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 22 May 2021

ANNEXURE A

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

Name of Director	Mr. Daljit Singh
Age	43 Years
Qualifications	Bachelor's degree in Electronic Engineering from Nagpur University. Master's degree in Information Technology from the Rochester Institute of Technology.
Experience	Mr. Daljit Singh serving the Board of Amber Enterprises India Limited ("Amber") since 1 January 2008 and appointed as Managing Director of the Company with effect from 25 August 2017. He has 13 years of experience in the RAC manufacturing sector and 6 years' experience in financial services. He was also associated with Morgan Stanley in New York as an analyst in the infrastructure track of their information technology analyst training program. He 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 30 January 2018. He has received "Entrepreneur of the Year 2016" award from Ludhiana Management Association.
Terms and conditions of appointment or re-appointment	He has been inducted as a Member of Board with effect from 1 January 2008, liable to retire by rotation and Managing Director of the Company with effect from 25 August 2017.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration paid : ₹ 1,44,00,000/- per annum. Remuneration increased from ₹ 1,44,00,000/- per annum to ₹ 2,01,60,000/-per annum with effect from 1 April 2021.
Date of first appointment on the Board	01.01.2008
Shareholding in the Company	60,74,205 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Jasbir Singh is Brother
Number of Meetings of the Board attended during the year	4/4
Other Directorships	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. Amber Enterprises USA Inc.

NOTICE (Contd.)**MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS**

Name of Director	Names of the Company	Type of Committee	Membership Status
Mr. Daljit Singh	IL JIN Electronics (India) Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
	Ever Electronics Private Limited	Nomination and Remuneration Committee	Member
	Sidwal Refrigeration Industries Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
	Amber Enterprises India Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member

