



Date: 27th May 2023

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

Subject: Annual Secretarial Compliance Report for year ended 31 March, 2023 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed, the Annual Secretarial Compliance Report dated 16 May 2023, for the year ended 31 March 2023, issued by Amit Chaturvedi & Associates, Practicing Company Secretary, Secretarial Auditor of the Company.

Kindly take the same on your records and further dissemination.

Thanking You,

For **Amber Enterprises India Limited**

(Konica Yadav)
Company Secretary and Compliance Officer

Encl: as above

Amber Enterprises India 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-I, Phase II, Focal Point, RajpuraTown-140401, Punjab
Tel.: +91 1762 232126, 232646 | Fax: +91 1762 232127



AMIT CHATURVEDI & ASSOCIATES
COMPANY SECRETARIES

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**Secretarial Compliance Report of AMBER ENTERPRISES INDIA LIMITED for the year ended
31st March, 2023**

**[In Compliance with Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Amber Enterprises India Limited** (hereinafter referred as ‘the listed entity’), having its Registered Office at C-1, Phase – II, Focal Point, Rajpura – 140401. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined:

- (a) all the documents and records made available to us and explanation provided by Amber Enterprises India Limited (“the listed entity”),
 - (b) the filings/ submissions made by the listed entity to the stock exchanges,
 - (c) website of the listed entity,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended 31st March, 2023 (“**Review Period**”) in respect of compliance with the provisions of :
- (e) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (f) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Listed Entity during the Review Period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Listed Entity during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Listed Entity during the Review Period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

I (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

(b) listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regu-	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/	Details of Violation	Fine Amount	Observation s/ Remarks of the Prac-	Man-agement Response	Remarks
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	lations/ circulars/ guidelines including specific clause)				Clarification / Fine/Show Cause Notice/ Warning, etc.)			ting Company Secretary		
Not Applicable										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>II.If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III.If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	<p><u>The Listed entity</u></p> <p>The term of the statutory auditor of Amber Enterprises India Limited (the Holding Company) M/s Walker Chandiok & Co LLP (formerly M/s Walker Chandiok & Co.), Chartered Accountants having Firm Registration No. 001076N/N500013 expired in the Annual General meeting of the Listed Company, held on 2 August 2022.</p> <p>Hence, on the recommendations of the audit committee and the Board of Directors of the Company, appointed S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No: 301003E/E300005), were appointed as the statutory auditors of the Company by the members in the Annual General meeting of the Listed Company, held on 2 August</p>



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2022 for a term of 5 (Five) years and to hold office from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting to be held in the year 2027.

Material Subsidiaries

- SIDWAL REFRIGERATION INDUSTRIES PRIVATE LIMITED ('Sidwal')**

Since, the term of statutory auditor of Listed entity expired on 2 August 2022, for better operational convenience, smoothen audit and to bring parity among the entire group, M/s Walker Chandiok & Co LLP, Chartered Accountants having Firm Registration No. 001076N/N500013 tendered their resignation as statutory auditor of the Sidwal on 1 August 2022 and M/s S.R. Batliboi & Co. LLP (Firm Registration No: 301003E/E300005) were appointed as Statutory Auditors of Sidwal for a term of 5 (five) years to hold office from the conclusion of Sidwal's 56th Annual General Meeting until the conclusion of its 61st Annual General Meeting to be held in the year 2027 to fill the casual vacancy caused due to resignation tendered by M/s Walker Chandiok & Co LLP (formerly M/s Walker Chandiok & Co.), Chartered Accountants having Firm Registration No. 001076N/N500013.



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			<p>2. IL JIN ELECTRONICS (INDIA) PRIVATE LIMITED ('IL JIN')</p> <p>Since, the term of statutory auditor of Listed entity expired on 2 August 2022, for better operational convenience, smoothen audit and to bring parity among the entire group, M/s Walker Chandiok & Co LLP, Chartered Accountants having Firm Registration No. 001076N/N500013 tendered their resignation as statutory auditor of the IL JIN on 1 August 2022 and M/s S.R. Batliboi & Co. LLP (Firm Registration No: 301003E/E300005) were appointed as Statutory Auditors of IL JIN for a term of 5 (five) years to hold office from the conclusion of IL JIN's 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting to be held in the year 2027 to fill the casual vacancy caused due to resignation tendered by M/s Walker Chandiok & Co LLP (formerly M/s Walker Chandiok & Co.), Chartered Accountants having Firm Registration No. 001076N/N500013.</p>
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	No Concerns were reported by statutory auditor with respect to the listed entity/its material subsidiary during the review period.
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-		



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	<p>cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-</p>		
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	receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	<p>There was no event of resignation of the statutory auditors of in the Listed Company during the review period.</p> <p>However, M/s Walker Chandiok & Co LLP, Chartered Accountants (having Firm Registration number: 001076N/N500013), tendered their resignation vide their letter(s) dated 1 August 2022 informing their inability to continue as the Statutory Auditors of Sidwal Refrigeration Industries Private Limited (“Sidwal”) and IL JIN Electronics (India) Private Limited (“IL JIN”) (‘Material Subsidiaries’), therefore causing casual vacancy.</p> <p>In context of the above, M/S S.R. Batliboi & Co. LLP (having Firm Registration No: 301003E/E300005), were appointed as the Statutory Auditors of said material subsidiaries, by the members in their respective Annual General Meetings.</p> <p>Further, the Listed Company duly submitted the Intimation under Regulation 30 of the SEBI (Listing</p>



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			<p>Obligations and Disclosures Requirements) Regulations, 2015, to the stock exchange(s) regarding change in Auditors in the material subsidiaries on 2 August 2022 and the material subsidiary(ies) obtained relevant information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p> <p>The Resignation Letters and Annexure A forms part of the aforesaid intimation submitted by the Listed Entity to the stock exchanges.</p>
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**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.*

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NIL
2	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the	Yes	NIL



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	<p>approval of board of directors of the listed entities.</p> <ul style="list-style-type: none">• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.		
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes	NIL
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NIL
5	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	NIL



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6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently/ approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	NIL
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL



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10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	NIL
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	NIL

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Amit Chaturvedi & Associates

Amit Chaturvedi
(Company Secretary in whole time practice)

Memb. No. F 10342
COP No. 14332

UDIN No. F010342E000314371



Date 16 May 2023
Place : Delhi