

# NOTICE

18 July 2023

Dear Member,

You are cordially invited to attend the **33<sup>RD</sup> ANNUAL GENERAL MEETING** ("AGM") of the Members of **AMBER ENTERPRISES INDIA LIMITED** ("the Company" or "Amber") to be held on Wednesday, **9<sup>TH</sup> AUGUST 2023 AT 02:30 P.M.** IST through **VIDEO CONFERENCE/OTHER AUDIO VISUAL MODE ("VC")**.

The Notice of the 33<sup>rd</sup> AGM, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, (the "Act") read with Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

We anticipate your presence in the 33<sup>rd</sup> AGM. Kindly make it convenient to attend the same.

Yours Truly,

For **Amber Enterprises India Limited**

**Sd/-**

**(Konica Yadav)**

**Company Secretary and Compliance Officer**

Enclosures:

1. Notice of the 33<sup>rd</sup> Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

**Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact 1800-3094-001 the helpline number.**

# NOTICE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that **33<sup>rd</sup> ANNUAL GENERAL MEETING** (the "AGM") of the members of **AMBER ENTERPRISES INDIA LIMITED** ("the Company" or "Amber") will be held on Wednesday, **9<sup>TH</sup> AUGUST 2023** at 02:30 P.M. IST through **VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS ("VC")** to transact the following business:

## **ORDINARY BUSINESSES:**

### **Item No. 1 – Adoption of Financial Statements**

To consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended 31 March 2023 together with the reports of the Board of Directors ("the Board") and Auditors thereon.

### **Item No. 2 – Appointment of Mr. Daljit Singh (DIN: 02023964) as a director, liable to retire by rotation.**

To appoint a director in place of Mr. Daljit Singh (DIN: 02023964) who retires by rotation and being eligible, seeks re-appointment.

**Explanation:** Mr. Daljit Singh (DIN: 02023964), Managing Director of the Company, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks re-appointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a director.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Daljit Singh (DIN: 02023964) as a director, who is liable to retire by rotation."

## **SPECIAL BUSINESS:**

### **Item No. 3 - Remuneration of Cost Auditors for financial year 2023 - 24**

To consider and if thought fit to pass the following Resolution 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(s) 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 16 May 2023, to conduct the audit of the cost records of the Company for the financial year 2023 -

24, amounting to ₹ 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, confirmed and approved by the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof) be and is hereby 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."

### **Item No. 4 - To approve the Re-designation/ Appointment of Mr. Jasbir Singh (DIN: 00259632) as a Whole Time Director, designated as Executive Chairman & Chief Executive Officer and Whole Time Director of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from 16 May 2023.**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, Section 197, Section 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provision(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to re-designate and appoint Mr. Jasbir Singh (DIN : 00259632) as a Whole Time Director of the Company, designated as Executive Chairman & Chief Executive Officer and Whole Time Director of the Company, liable to retire by rotation, to hold the office for a period of 5 (Five) consecutive years with effect from 16 May 2023 to 15 May 2028, on terms and conditions as mentioned in the explanatory statement forming part of this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof) be and are hereby authorized to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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### **Item No. 5 - To Increase in the limit of managerial remuneration of Mr. Jasbir Singh (DIN: 00259632), Executive Chairman & Chief Executive Officer and Whole Time Director of the Company**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the **Act**"), if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Jasbir Singh (DIN : 00259632), from ₹ 2,26,80,000/- per annum to ₹ 2,50,00,000/- per annum plus commission (commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Act, subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits, as detailed in the explanatory statement enclosed with this Notice, during the period of upto 3 (Three) years w.e.f 16 May 2023.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to Mr. Jasbir Singh (DIN : 00259632) in a financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Act, and the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising in any financial year, Mr. Jasbir Singh (DIN : 00259632) shall be entitled to receive remuneration, commission, perquisites and other benefits etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Act, relating to the payment of remuneration to the managerial personnel, the Board of Directors of the Company, (including its committees thereof), subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to revise, enhance,

alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

### **Item No. 6 - To Increase in the limit of managerial remuneration of Mr. Daljit Singh (DIN: 02023964), Managing Director of the Company**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the **Act**"), if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Daljit Singh (DIN : 02023964), Managing Director of the Company from ₹ 2,01,60,000/- per annum to ₹ 2,22,00,000/- per annum plus commission (commission payment shall be upto 2.5% of the net profit of the Company calculated as per the provisions of Section 198 of the Act, subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits as detailed in the explanatory statement enclosed with this Notice during the period of upto 3 (Three) years w.e.f 1 April 2023.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to Mr. Daljit Singh (DIN : 02023964) in a financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Act, and the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising in any financial year, Mr. Daljit Singh (DIN: 02023964) shall be entitled to receive remuneration, commission, perquisites and other benefits etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Act, relating to the payment of remuneration to the managerial personnel, the Board of Directors of the Company, (including its committees

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thereof), subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

**Item No. 7 - Remuneration to Mr. Jasbir Singh, Executive Chairman & Chief Executive Officer and Whole time Director of the Company and Mr. Daljit Singh, Managing Director of the Company, in excess of limits prescribed under regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for remuneration paid/ to continue the payment of remuneration as per terms and conditions approved by the Shareholders and/ or Board of Directors, to Mr. Jasbir Singh (DIN : 00259632), Executive Chairman & Chief Executive Officer and Whole Time Director, of the Company and Mr. Daljit Singh (DIN: 02023964) Managing Director, of the Company notwithstanding the fact that the aggregate annual remuneration paid/ payable to Mr. Jasbir Singh or Mr. Daljit Singh may exceed 5% of the net profits

of the Company calculated as per the provisions of Section 198 of the Companies Act 2013, during their tenure of appointments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above Resolution."

**Item No. 8 – Remuneration to directors exceeding the overall managerial remuneration limit as per the provisions of Section 197 of the Companies Act 2013:**

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013, ("the Act") read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company notwithstanding that aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration from 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

**Sd/-**  
**(Konica Yadav)**

**Company Secretary and Compliance Officer**  
**Membership No. : A30322**

**Place:** Gurugram  
**Date:** 14 July 2023

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### NOTES :

1. Pursuant to the General Circular No. 10/2022 dated 28 December 2022, issued by the Ministry of Corporate Affairs ("MCA") and Circular SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference/ Other Audio Visual Mode ("VC"), without the physical presence of members at a common venue.

In compliance with applicable provisions of the Act read with the MCA Circulars and SEBI Circulars, the 33<sup>rd</sup> Annual General Meeting of the Company is being conducted through VC (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15 April 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the e-AGM.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. **Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.**
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Scrutiniser by email to [vikramjhawar.cs@gmail.com](mailto:vikramjhawar.cs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and company's email id at [info@ambergrouppindia.com](mailto:info@ambergrouppindia.com) or [cs\\_corp@ambergrouppindia.com](mailto:cs_corp@ambergrouppindia.com)
5. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic

inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e., 9 August 2023. Members seeking to inspect such documents can send an email to [info@ambergrouppindia.com](mailto:info@ambergrouppindia.com) or [cs\\_corp@ambergrouppindia.com](mailto:cs_corp@ambergrouppindia.com)

6. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company on or after 1 April 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend to shareholders.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

\* As per the Finance Act, 2021, Section 206AB has been inserted effective 1 July 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.

\* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

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

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT



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Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for the financial year obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated 16 July 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

**In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI),** tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective 1 July 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

7. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company's Registrar and Share Transfer Agents ('RTA') as mentioned below, or with the Company Secretary and Compliance Officer or at the Company's registered email id at [infoamber@ambergrouppindia.com](mailto:infoamber@ambergrouppindia.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
8. Members who have not yet encashed the dividend warrants in respect of the dividend declared in the financial year as detailed below are requested to make their claims to the Company or Company's Registrar and Share Transfer Agents.

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

9. The details of dividend lying unclaimed in respect of this year is available on the website of the Company at <https://www.ambergrouppindia.com/statement-of-unpaid-and-unclaimed-amounts-as-on-31-03-2023/>. Members are requested to contact RTA of the Company at the address mentioned in Note No. 10 to claim the unclaimed /unpaid dividends.

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

10. Members are requested to address all correspondence, including Share Registry Work, dividend-related matters etc., to Company's RTA, **KFin Technologies Limited** ("KFin"), Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.
11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by KFin. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM

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but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the '**Instructions for e-voting**' section which forms part of this Notice.

The Board has appointed V. Jhavar & Co., (Membership No. FCS 10300) (CP No. 11204) Practising Company Secretaries, as the scrutiniser ("Scrutiniser") for conducting the e-voting process in a fair and transparent manner.

**e-AGM:** The Company has appointed KFin, Registrar and Transfer Agent of the Company, as the authorised agency to provide VC facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the e-AGM.

13. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. 1 August 2023, may cast their votes electronically. The e-voting period commences on Sunday, 6 August 2023 (9:00 a.m. IST) and ends on Tuesday, 8 August 2023 (5:00 p.m. IST). The e-voting module will be disabled thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 1 August 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
15. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the

Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. 14 July 2023, may obtain the login ID and password by sending a request to [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFin for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. 14 July 2023 may follow steps mentioned in the Notice under '**Instructions for e-voting**'.

16. In compliance with the Circulars, the Annual Report of the financial year 2022-23, the Notice of the 33rd AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company/ depository participant(s) (DP).
17. Members may also note that the Notice of the 33rd AGM and the Annual Report of the financial year 2022-23 will also be available on the Company's website, at [www.ambergrouppindia.com](http://www.ambergrouppindia.com), websites of the stock exchanges, i.e. BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
18. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report.

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Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Amber Enterprises India Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

19. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No's. 3 to 8 of the accompanying Notice. The Board of Directors of the Company at its meetings held on 16 May 2023 and 14 July 2023 considered all the business mentioned in the notice of the AGM as being unavoidable and needed to be transacted at the 33<sup>rd</sup> AGM of the Company.
20. Additional information, pursuant to Regulation 36 of the SEBI Listing Regulations, in respect of the directors seeking appointment / re-appointment at the AGM, forms part of this Notice.
21. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 1 October 2023, and linking PAN with Aadhaar by 30 June 2023 vide its circular dated 16 March 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin, at einward.ris@kfintech.com.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before 1 October 2023 or link their PAN with Aadhaar before 30 June 2023, in accordance with the SEBI circular dated 16 March 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31 December 2025,

the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

22. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
23. During the 33<sup>rd</sup> 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 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 Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed thereafter.
24. The Scrutinizer's decision on the validity of the vote shall be final.
25. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also



## Notice (Contd.)

attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.

26. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd where the shares of the Company are listed. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. [www.ambergroupindia.com](http://www.ambergroupindia.com) and on the website of KFin i.e. <https://evoting.kfintech.com>.
27. The resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
28. The information/documents referred to in the Notice and the explanatory statement with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and Members are also requested to write to the Company on or before 7 August 2023, through email to [info@ambergroupindia.com](mailto:info@ambergroupindia.com) for seeking information, If any, and the same will be replied by the Company suitably.
29. Since the AGM will be held through VC in accordance with the Circulars, the Route Map, proxy form and attendance slip are not annexed to this Notice.

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

**Sd/-**

**(Konica Yadav)**

**Company Secretary and Compliance Officer**  
**Membership No. : A30322**

**Place:** Gurugram

**Date:** 14 July 2023

**Notice (Contd.)****EXPLANATORY STATEMENT**

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 8 of the accompanying 33<sup>rd</sup> AGM Notice.

**ITEM NO. 3**

The Board of Directors of the Company at its meeting held on 16 May 2023, 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 the Cost Auditor of the Company for the financial year 2023 – 24 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 to 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 in 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.

**ITEM NO. 4 AND 5**

Mr. Jasbir Singh has been serving on the Board of the Company as a Director, since 1 October 2004 and Mr. Jasbir Singh has been serving as the Chairman and Chief Executive Officer of the Company since 25 August 2017.

Mr. Jasbir Singh is having more than 20 years of experience in the RAC & B2B manufacturing sector. Mr. Jasbir Singh has played an Instrumental role in driving growth through organic and in organic acquisitions.

Under Mr. Jasbir Singh leadership, the Amber Group has grown its manufacturing footprints from single plant to (27) twenty-seven manufacturing facilities in 20 years and transformed the Company into diversified unique B2B solution provider in the space of Room Air Conditioners & Commercial Air Conditioners, HVAC solutions to Indian Railways, Metros, Buses, Defense & precision air conditioners, Motors for Air Conditioner, PCB assemblies for various consumer durable, electronic & Automobile segment and various Components like sheet metal components, injection moulding components, heat exchangers etc. for various industries.

Further, during the last decade under Mr. Jasbir Singh astute Guidance, the Company growth has augmented from 876 Crore to 6972 Crore with approx. 700 per cent upsurge.

On the recommendations of the Nomination and Remuneration Committee and subject to the approval of the members, the Board of Directors of the Company ("the Board"), at its meeting held on 16 May, 2023 has appointed Mr. Jasbir Singh (DIN: 00259632) as Whole Time Director ("WTD"), designated as Executive Chairman & Chief Executive Officer and Whole Time Director of the Company for a period of 5 (Five) consecutive years with effect from 16 May 2023.

Thereafter, considering the rich experience and contribution made by Mr. Jasbir Singh, Executive Chairman & Chief Executive Officer and Whole Time Director of the Company, the Board of Directors in their meeting held on 14 July 2023, as recommended by the Nomination and Remuneration Committee, recommended to increase the remuneration of Mr. Jasbir Singh from ₹ 2,26,80,000/- per annum to

## Notice (Contd.)

₹ 2,50,00,000/- per annum plus commission (commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013 subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits etc. to be paid during the period of upto 3 (Three) years w.e.f 16 May 2023.

The aggregate amount of remuneration payable to Mr. Jasbir Singh and total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Companies Act, 2013.

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

Particulars	Terms of remuneration
<b>Gross Salary</b>	: ₹ 20,83,333/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and Special Allowance)
<b>Commission</b>	: The Commission payable to Mr. Jasbir Singh shall be recommended by Nomination and Remuneration Committee based upon the performance of the Company. Commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013 subject to maximum amount of ₹ 1,00,00,000/-, in any financial year.
<b>Income from Associate Companies or subsidiary Companies, subject to revision by their board.</b>	: ₹ 12,50,000/- per month from Sidwal Refrigeration Industries Private Limited, the Material Wholly Owned Subsidiary w.e.f 1 February 2023. Commission payment linked with performance of the Company i.e. Pravartaka Tooling Services Private Limited, the Subsidiary Company. For more details kindly refer Corporate Governance Report annexed to Annual Report.
<b>Employee Stock Options</b>	: N.A.

### Other Condition(s):

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

### Explanation:

- a. For the purpose of leave travel concession and medical expenses, it includes family of Mr. Jasbir

Singh which comprises of spouse and children of Mr. Jasbir Singh.

- b. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
- c. The aforesaid remuneration payable to Mr. Jasbir Singh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members.

Notwithstanding the foregoing but subject to the provisions of the Act, where in any financial year, the Company has no profits or its profits are inadequate, the above mentioned remuneration, commission (commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013 subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits etc. and subsequent revisions, if any will be paid as minimum remuneration during the period of upto 3 (Three) years w.e.f 16 May 2023.

## Notice (Contd.)

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

### I. General Information:

		<b>Mr. Jasbir Singh</b>																				
1.	Nature of industry	The Company is a Public Listed Company incorporated on 2 April 1990 under the Companies Act, 1956. The Company and its subsidiaries are engaged in the manufacturing of complete Room Air Conditioners ("RACs") including window air conditioners ("WACs"), Indoor units ("IDUs") and Outdoor units ("ODUs") of split air conditioners ("SACs") and Air conditioners for Railways, Metro trains, Buses, Defense etc. It is also engaged in the manufacture of critical and reliability functional components of above mentioned Air conditioners such as heat exchangers, multi flow condensers, sheet metal components, System Tubing, Motors, Printed circuit board assembly, injection moulding components and other components. It is also engaged in the business of manufacture of components for the other consumer durables and automobiles such as case liners for refrigerator, plastic extrusion sheets for consumer durables, sheet metal components for various consumer durables/appliances and automobile sector, washing machine tub assemblies and metal ceiling industries.																				
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 2 April 1990 with Registration No. 010265, in the State of Punjab under the Companies Act, 1956. Further, the Company had commenced its business on the same date i.e. 2 April 1990.																				
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
4.	Financial performance based on given indicators	<b>(Amount in lakh)</b> <table border="1"> <thead> <tr> <th>Financial year</th> <th>FY 2022-23</th> <th>FY 2021-22</th> <th>FY 2020-21</th> </tr> </thead> <tbody> <tr> <td><b>Gross Revenue</b></td> <td>502,272.58</td> <td>313,760.43</td> <td>229,590.56</td> </tr> <tr> <td><b>Profit before Tax</b></td> <td>6,631.19</td> <td>6,979.60</td> <td>7,751.52</td> </tr> <tr> <td><b>Profit after Tax</b></td> <td>4,891.95</td> <td>4,810.02</td> <td>5,155.69</td> </tr> <tr> <td><b>Earnings per share</b></td> <td>14.52</td> <td>14.28</td> <td>15.77</td> </tr> </tbody> </table>	Financial year	FY 2022-23	FY 2021-22	FY 2020-21	<b>Gross Revenue</b>	502,272.58	313,760.43	229,590.56	<b>Profit before Tax</b>	6,631.19	6,979.60	7,751.52	<b>Profit after Tax</b>	4,891.95	4,810.02	5,155.69	<b>Earnings per share</b>	14.52	14.28	15.77
Financial year	FY 2022-23	FY 2021-22	FY 2020-21																			
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<b>Profit after Tax</b>	4,891.95	4,810.02	5,155.69																			
<b>Earnings per share</b>	14.52	14.28	15.77																			
5.	Foreign investments or collaborations, if any	<p>The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years except the following: -</p> <p>The Company invested 100,000 USD for acquiring 100% stake in our foreign subsidiary Amber Enterprises USA INC. and it became the wholly owned subsidiary w.e.f. 13 September 2021.</p> <p>The foreign investors, mainly comprising, FIIs and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases.</p> <p>As at 31 March 2023, the aggregate foreign shareholding in the Company was 23.91% (foreign portfolio investors).</p>																				

### II. Information about the appointee:

6.	Background details	Mr. Jasbir Singh is holding Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University and Master's in Business Administration from the University of Hull, United Kingdom.								
7.	Past remuneration (Per Month)	<table border="1"> <thead> <tr> <th>Financial year</th> <th>FY 2022-23</th> <th>FY 2021-22</th> <th>FY 2020-21</th> </tr> </thead> <tbody> <tr> <td><b>Remuneration</b></td> <td>18,90,000</td> <td>18,90,000</td> <td>13,50,000</td> </tr> </tbody> </table>	Financial year	FY 2022-23	FY 2021-22	FY 2020-21	<b>Remuneration</b>	18,90,000	18,90,000	13,50,000
Financial year	FY 2022-23	FY 2021-22	FY 2020-21							
<b>Remuneration</b>	18,90,000	18,90,000	13,50,000							
8.	Recognition or awards	He has been awarded with a title of "Man of Appliances" by Consumer Electronics & Appliances Manufacturers Association ("CEAMA").								

## Notice (Contd.)

9.	Job profile and his suitability	<p>Mr. Jasbir Singh (DIN: 00259632) is re-designated/ appointed as Whole Time Director, designated as Executive Chairman &amp; Chief Executive Officer and Whole Time Director of the Company for a period of 5 (Five) consecutive years with effect from 16 May 2023 till 15 May 2028, liable to retire by rotation.</p> <p>Mr. Jasbir Singh has been serving the Board of the Company as a Director, since 1 October 2004 and Mr. Jasbir Singh has been serving as the Chairman and Chief Executive Officer of the Company since 25 August 2017.</p> <p>Mr. Jasbir Singh is having more than 20 years of experience in the RAC &amp; B2B manufacturing sector. Mr. Jasbir Singh has played an Instrumental role in driving growth through organic and in organic acquisitions.</p> <p>Under Mr. Jasbir Singh leadership, the Amber Group has grown its manufacturing footprints from single plant to (27) twenty-seven manufacturing facilities in 20 years and transformed the Company into diversified unique B2B solution provider in the space of Room Air Conditioners &amp; Commercial Air Conditioners, HVAC solutions to Indian Railways, Metros, Buses, Defense &amp; precision air conditioners, Motors for Air Conditioner, PCB assemblies for various consumer durable, electronic &amp; Automobile segment and various Components like sheet metal components, injection moulding components, heat exchangers etc. for various industries.</p> <p>Further, during the last decade under Mr. Jasbir Singh astute Guidance, the Company growth has augmented from 876 Crore to 6972 Crore with approx. 700 per cent upsurge.</p> <p>He has been awarded with a title of "Man of Appliances" by Consumer Electronics &amp; Appliances Manufacturers Association ("CEAMA").</p> <p>Taking into consideration, the qualifications, varied experience and achievements, growth of the Company, the Board had bestowed upon Mr. Jasbir Singh, the responsibilities of Whole Time Director &amp; designated him as Executive Chairman &amp; Chief Executive Officer and Whole Time Director of the Company and continues to consider him suitable for the position.</p>
10.	Remuneration proposed	<p>₹ 2,50,00,000/- Per Annum, Commission (commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013, subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits etc.</p> <p>(As mentioned in the explanatory statement of this Notice and his appointment letter).</p>
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Mr. Jasbir Singh, has been drawing remuneration in this range for the past several years, therefore, retaining him at this remuneration is imperative.</p>
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Mr. Jasbir Singh, is the Promoter of the Company and is holding 70,59,165 Equity Shares in the Company i.e. 20.95% of the Paid-Up Capital of the Company.</p> <p>Mr. Daljit Singh, Managing Director of the Company is brother of Mr. Jasbir Singh</p>
<b>II. Other information:</b>		
13.	Reasons of loss or inadequate profits	<p>As the Company's focus is growth oriented, it is majorly incurring capital expenditures for its capacity expansion to cope with the ever increasing customer demands.</p>



**Notice (Contd.)**

14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> <li>➤ Company is focusing on geographic expansion of its business;</li> <li>➤ Adding new customers base;</li> </ul>
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

Mr. Jasbir Singh satisfies all the conditions as set out in Part 1 of Schedule V of the Companies Act, 2013 as also condition set-out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details in terms of Regulation 36(3) of the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Act (Including Secretarial Standard-2) are annexed and form part of this Notice.

Mr. Jasbir Singh, being appointee is interested in the resolution set out in item no. 4 and 5. Mr. Daljit Singh being brother of Mr. Jasbir Singh and their relatives may be deemed to be interested in the said resolution, to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the resolution set out in item no. 4 and 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.

The Board of Directors of your Company recommends that the **Special Resolution** under Item No. 4 and 5 be passed in the interest of your Company.

**ITEM NO. 6**

Mr. Daljit Singh has been serving on the Board of the Company as a Director, since 1 January 2008 and Mr. Daljit Singh has been serving as a Managing Director of the Company since 25 August 2017. Further, Mr. Daljit Singh was re-appointed as Managing Director of the Company for a period of 5 (Five) consecutive years w.e.f. 25 August 2022, by the shareholders in the Annual General Meeting of the Company held on 2 August 2022.

With in-depth knowledge and wide experience of 15 years, Mr. Daljit Singh has been very instrumental in executing the strategy of converting the Company into total solution provider for HVAC industry. Under Mr. Daljit Singh astute leadership, Amber not only became multi location organization in India but also diversified into various product categories for India. Mr. Daljit Singh has provided keen and commendable contribution to overall growth of the Company.

Mr. Daljit Singh leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation.

Mr. Daljit Singh is drawing up remuneration ₹ 2,01,60,000/- per annum along with commission payment and subsequently Mr. Daljit Singh is re-appointed as a Managing Director of the Company for a period of for a period of 5 (Five) consecutive years w.e.f. 25 August 2022 by the shareholders of the Company in the Annual General Meeting held on 2 August 2022.

Hence, considering the rich experience and the responsibilities shouldered by Mr. Daljit Singh, who is responsible for overall operations and growth 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 Board of Directors in their meeting held on 14 July 2023, as recommended by the Nomination and Remuneration Committee, recommended to increase the remuneration of Mr. Daljit Singh from ₹ 2,01,60,000/- per annum to ₹ 2,22,00,000/- per annum plus commission (commission payment shall be upto 2.5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits etc, to be paid during the period of upto 3 (Three) years w.e.f 1 April 2023.

The aggregate amount of remuneration payable to Mr. Daljit Singh and total managerial remuneration payable to the Executive Director(s) of the Company taken together in any financial year may exceed the maximum admissible limits as prescribed in Section 197 of the Companies Act, 2013.

## Notice (Contd.)

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

Particulars	Terms of remuneration
<b>Gross Salary</b>	: ₹ 18,50,000/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and Special Allowance)
<b>Commission</b>	: The Commission payable to Mr. Daljit Singh shall be recommended by Nomination and Remuneration Committee based upon the performance of the Company. Commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013 subject to maximum amount of ₹ 1,00,00,000/-, in any financial year.
<b>Income from Associate Companies or subsidiary Companies, subject to revision by their board.</b>	: ₹ 14,35,000/- per month from Sidwal Refrigeration Industries Private Limited, the Material Wholly Owned Subsidiary w.e.f 1 February, 2023. Commission payment linked with performance of the Company i.e. Pravartaka Tooling Services Private Limited, the Subsidiary Company. For more details, kindly refer Corporate Governance Report annexed to Annual Report.
<b>Employee Stock Options</b>	: N.A.

### Other Condition(s):

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

### Explanation:

- a. For the purpose of leave travel concession and medical expenses, it includes family of Mr. Daljit Singh which comprises of spouse and children of Mr. Daljit Singh.

- b. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
- c. The aforesaid remuneration payable to Mr. Daljit Singh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members.

Notwithstanding the foregoing but subject to the provisions of the Act, where in any financial year, the Company has no profits or its profits are inadequate, the above mentioned remuneration, commission (commission payment shall be upto 2.5% of the net profit of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013, subject to maximum amount of ₹ 1,00,00,000/- , in any financial year), perquisites and other benefits etc. and subsequent revisions, if any will be paid as minimum remuneration during the period of upto 3 (Three) years w.e.f 1 April 2023.

**Notice (Contd.)**

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

<b>I. General Information:</b>					
1.		<b>Mr. Daljit Singh</b>			
	Nature of industry	The Company is a Public Listed Company incorporated on 2 April 1990 under the Companies Act, 1956. The Company and its subsidiaries are engaged in the manufacturing of complete Room Air Conditioners ("RACs") including window air conditioners ("WACs"), Indoor units ("IDUs") and Outdoor units ("ODUs") of split air conditioners ("SACs") and Air conditioners for Railways, Metro trains, Buses, Defense etc. It is also engaged in the manufacture of critical and reliability functional components of above mentioned Air conditioners such as heat exchangers, multi flow condensers, sheet metal components, System Tubing, Motors, Printed circuit board assembly, injection moulding components and other components. It is also engaged in the business of manufacture of components for the other consumer durables and automobiles such as case liners for refrigerator, plastic extrusion sheets for consumer durables, sheet metal components for various consumer durables/appliances and automobile sector, washing machine tub assemblies and metal ceiling industries.			
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 2 April 1990 with Registration No. 010265, in the State of Punjab under the Companies Act, 1956. Further, the Company had commenced its business on the same date i.e. 2 April 1990.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	<b>(Amount in lakh)</b>			
		<b>Financial year</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
		<b>Gross Revenue</b>	502,272.58	313,760.43	229,590.56
		<b>Profit before Tax</b>	6,631.19	6,979.60	7,751.52
		<b>Profit after Tax</b>	4,891.95	4,810.02	5,155.69
		<b>Earnings per share</b>	14.52	14.28	15.77
5.	Foreign investments or collaborations, if any	<p>The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years except the following: -</p> <p>The Company invested 100,000 USD for acquiring 100% stake in our foreign subsidiary Amber Enterprises USA INC. and it became the wholly owned subsidiary w.e.f. 13 September 2021.</p> <p>The foreign investors, mainly comprising, FIIs and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases.</p> <p>As at 31 March 2023, the aggregate foreign shareholding in the Company was 23.91% (Foreign Portfolio Investors).</p>			
<b>II. Information about the appointee:</b>					
6.	Background details	<p>Mr. Daljit Singh is holding Bachelor's degree in Electronic Engineering from Nagpur University.</p> <p>Master's degree in Information Technology from the Rochester Institute of Technology.</p>			
7.	Past remuneration (Per Month)	<b>(Amount in lakh)</b>			
		<b>Financial year</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
		<b>Remuneration</b>	16,80,000	16,80,000	12,00,000

## Notice (Contd.)

8.	Recognition or awards	Mr. Daljit Singh received "Entrepreneur of the Year" award from Ludhiana Management Association.
9.	Job profile and his suitability	<p>Mr. Daljit Singh has been serving on the Board of the Company as a Director, since 1 January 2008 and Mr. Daljit Singh has been serving as a Managing Director of the Company since 25 August 2017. Further, Mr. Daljit Singh was re-appointed as Managing Director of the Company for a period of 5 (Five) consecutive years w.e.f. 25 August 2022, by the shareholders in the Annual General Meeting of the Company held on 2 August 2022.</p> <p>With in-depth knowledge and wide experience of 15 years, Mr. Daljit Singh has been very instrumental in executing the strategy of converting the Company into total solution provider for HVAC industry. Under Mr. Daljit Singh astute leadership, Amber not only became multi location organization in India but also diversified into various product categories for India. Mr. Daljit Singh has provided keen and commendable contribution to overall growth of the Company.</p> <p>Mr. Daljit Singh leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation.</p>
10.	Remuneration proposed	<p>₹ 2,22,00,000/- Per Annum, Commission (commission payment shall be upto 2.5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, subject to maximum amount of ₹ 1,00,00,000/-, in any financial year), perquisites and other benefits etc.</p> <p>(As mentioned in the explanatory statement of this Notice and his appointment letter).</p>
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Daljit Singh, has been drawing remuneration in this range for the past several years, therefore, retaining him at this remuneration is imperative.
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Mr. Daljit Singh is holding 60,74,205 Equity Shares in the Company i.e. 18.03% of the Paid-Up Capital of the Company</p> <p>Mr. Jasbir Singh, is brother of Mr. Daljit Singh</p>
<b>III. Other information:</b>		
13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring capital expenditures for its capacity expansion for coping up with the ever increasing customer demands.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> <li>➤ Company is focusing on geographic expansion of its business;</li> <li>➤ Adding new customers base;</li> </ul>
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

Mr. Daljit Singh being interested in the resolution set out in item no. 6. Mr. Jasbir Singh being brother of Mr. Daljit Singh and their relatives may be deemed to be interested in the said resolution, to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the resolution set out in item no. 6.

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.

**Notice (Contd.)**

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

**ITEM NO. 7**

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; OR where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirements of SEBI Listing Regulations, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval is sought from the members of the Company by passing a Special Resolution to ratify, confirm and approve the aggregate annual remuneration paid/ payable to Mr. Jasbir Singh (DIN : 00259632), Executive Chairman & Chief Executive Officer and Whole Time Director of the Company and Mr. Daljit Singh (DIN: 02023964) Managing Director of the Company, during their tenure of appointment, being the amount in excess of the limits i.e. 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, as prescribed under the provisions Regulation 17(6) (e) of the SEBI Listing Regulations.

Mr. Jasbir Singh and Mr. Daljit Singh and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 7 for approval of the Members.

**ITEM NO. 8**

The aggregate remuneration of all Directors including Independent Directors may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, during their tenure of appointment.

Accordingly, approval of members of the Company is being sought in terms of Section 197 of the Companies Act, 2013 for payment of remuneration to all Directors including Independent Directors notwithstanding that aggregate remuneration of all Directors may exceed from 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

All Directors and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 8 for approval of the Members.

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

Sd/-  
(Konica Yadav)

**Company Secretary and Compliance Officer**  
**Membership No. : A30322**

**Place:** Gurugram  
**Date:** 14 July 2023



**Notice (Contd.)**

**ANNEXURE A**

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

<b>Name of Director</b>	<b>Mr. Jasbir Singh</b>	<b>Mr. Daljit Singh</b>
<b>Age</b>	48 Years	45 Years
<b>Qualifications</b>	Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University. Master's in Business Administration from the University of Hull, United Kingdom.	Bachelor's degree in Electronic Engineering from Nagpur University. Master's degree in Information Technology from the Rochester Institute of Technology.
<b>Experience/Expertise</b>	<p>Mr. Jasbir Singh has been serving on the Board of the Company as a Director, since 1 October 2004 and Mr. Jasbir Singh has been serving as the Chairman and Chief Executive Officer of the Company since 25 August 2017.</p> <p>Mr. Jasbir Singh is having more than 20 years of experience in the RAC &amp; B2B manufacturing sector. Mr. Jasbir Singh has played an Instrumental role in driving growth through organic and in organic acquisitions.</p> <p>Under Mr. Jasbir Singh leadership, the Amber Group has grown its manufacturing footprints from single plant to (27) twenty-seven manufacturing facilities in 20 years and transformed the Company into diversified unique B2B solution provider in the space of Room Air Conditioners &amp; Commercial Air Conditioners, HVAC solutions to Indian Railways, Metros, Buses, Defense &amp; precision air conditioners, Motors for Air Conditioner, PCB assemblies for various consumer durable, electronic &amp; Automobile segment and various Components like sheet metal components, injection moulding components, heat exchangers etc. for various industries.</p> <p>Further, during the last decade under Mr. Jasbir Singh astute Guidance, the Company growth has augmented from 876 Crore to 6972 Crore with approx. 700 per cent upsurge.</p> <p>He has been awarded with a title of "Man of Appliances" by Consumer Electronics &amp; Appliances Manufacturers Association ("CEAMA").</p>	<p>Mr. Daljit Singh has been serving on the Board of the Company as a Director, since 1 January 2008 and Mr. Daljit Singh has been serving as a Managing Director of the Company since 25 August 2017. Further, Mr. Daljit Singh was re-appointed as Managing Director of the Company for a period of 5 (Five) consecutive years w.e.f. 25 August 2022, by the shareholders in the Annual General Meeting of the Company held on 2 August 2022.</p> <p>With in-depth knowledge and wide experience of 15 years, Mr. Daljit Singh has been very instrumental in executing the strategy of converting the Company into total solution provider for HVAC industry. Under Mr. Daljit Singh astute leadership, Amber not only became multi location organization in India but also diversified into various product categories for India. Mr. Daljit Singh has provided keen and commendable contribution to overall growth of Amber.</p> <p>Mr. Daljit Singh leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation.</p> <p>Mr. Daljit Singh received "Entrepreneur of the Year" award from Ludhiana Management Association.</p>
<b>Terms and conditions of appointment or re-appointment</b>	<p>Inducted as a Board member since 1 October 2004.</p> <p>He has been serving as the Chairman and Chief Executive Officer of the Company since 25 August 2017.</p> <p>For terms and conditions, please refer item no. 4 and 5 and explanatory statement.</p>	<p>Inducted as a Board member since 1 January 2008.</p> <p>He has been serving as Managing Director of the Company since 25th August 2017, re-appointed as a Managing Director of the Company w.e.f 25th August 2022 for the period of 5 years, liable to retire by rotation.</p> <p>For terms and conditions, please refer item no. 6 and explanatory statement.</p>

**Notice (Contd.)**

<b>Name of Director</b>	<b>Mr. Jasbir Singh</b>	<b>Mr. Daljit Singh</b>
<b>Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	As per the details as mentioned in resolution no. 4 and 5, approval being sought by the shareholders at the 33rd Annual General Meeting in terms of the provisions of the Companies Act 2013 and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.  For the remuneration last drawn by Mr. Jasbir Singh please refer the Corporate Governance Report, forming part of the Annual Report.	As per the details as mentioned in resolution no. 6, approval being sought by the shareholders at the 33rd Annual General Meeting in terms of the provisions of the Companies Act 2013 and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.  For the remuneration last drawn by Mr. Daljit Singh please refer the Corporate Governance Report, forming part of the Annual Report.
<b>Date of first appointment on the Board</b>	1 October 2004	1 January 2008
<b>Shareholding in the Company</b>	70,59,165 and 20.95%	60,74,205 and 18.03%
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. Daljit Singh is Brother	Mr. Jasbir Singh is Brother
<b>Number of Meetings of the Board attended during the year</b>	5/5	5/5
<b>Other Directorships</b>	<ol style="list-style-type: none"> <li>Amber Enterprises India Limited;</li> <li>PICL (India) Private Limited;</li> <li>Appserve Appliance Private Limited;</li> <li>ILJIN Electronics (India) Private Limited;</li> <li>Ever Electronics Private Limited;</li> <li>Consumer Electronics &amp; Appliances Manufacturers Association;</li> <li>AmberPR Technoplast India Private Limited (Formerly Known as Pasio India Private Limited);</li> <li>Pravartaka Tooling Services Private Limited;</li> </ol>	<ol style="list-style-type: none"> <li>Amber Enterprises India Limited;</li> <li>IL JIN Electronics (India) Private Limited;</li> <li>Ever Electronics Private Limited;</li> <li>PICL (India) Private Limited</li> <li>Appserve Appliance Private Limited;</li> <li>Sidwal Refrigeration Industries Private Limited</li> <li>AmberPR Technoplast India Private Limited (Formerly known as Pasio India Private Limited)</li> <li>Pravartaka Tooling Services Private Limited</li> <li>Amber Enterprises USA Inc.</li> </ol>

**MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS**

<b>Name of Director</b>	<b>Names of the Company</b>	<b>Type of Committee</b>	<b>Membership Status</b>
Mr. Jasbir Singh	Amber Enterprises India Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Business Responsibility and Sustainability Committee	Member
	IL JIN Electronics (India) Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
	EVER Electronics Private Limited	Audit Committee	Member
	Sidwal Refrigeration Industries Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman

**Notice (Contd.)**

<b>Name of Director</b>	<b>Names of the Company</b>	<b>Type of Committee</b>	<b>Membership Status</b>
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
		Risk Management Committee	Member
		Business Responsibility and Sustainability Committee	Member
	Pravartaka Tooling Services Private Limited	Nomination and Remuneration Committee	Member

## Notice (Contd.)

### THE INSTRUCTIONS FOR CASTING OF VOTE BY ELECTRONIC MEANS AND THE INSTRUCTIONS FOR ATTENDING THE ANNUAL GENERAL MEETING BY VC FACILITY HAS BEEN PROVIDED HEREIN.

Please find below key details / information regarding 33<sup>rd</sup> Annual General Meeting for your ready reference and ease of participation.

Sl. No.	Particulars	Details
1.	Date and Time of AGM	9 August 2023 (Wednesday) 2:30 P.M. IST
2.	Mode	Video Conferencing /Other Audio-Visual Means ("VC")
3.	Link for participation through VC	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> .
4.	Link for remote e-voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
5.	Helpline number for VC participation and e-voting	No. 1800-3094-001 or write at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
6.	Cut – off date for e-voting	1 August 2023 (Tuesday)
7.	Time period for remote e-voting	From 09:00 A.M. on 6 August 2023 (Sunday) to 05.00 P.M. on 8 August 2023 (Tuesday) [both days inclusive]
8.	Registrar and Share Transfer Agent contact details	Mr. Raj Kumar Kale Unit: Amber Enterprises India Limited <b>KFin Technologies Limited</b> <b>E-mail:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> <b>Contact No. :</b> 040 - 6716 2222
9.	Posting of queries prior to AGM	The window for posting queries/questions /views will remain open from Thursday, 3 August 2023 (9:00 A.M.) till Friday, 4 August 2023 (5:00 P.M.).
10.	Speaker Registration	Members who wish to speak at the AGM may log into <a href="https://emeetings.Kfintech.com">https://emeetings.Kfintech.com</a> and click on the tab "Speaker Registration" by mentioning their e-mail id, mobile number, and city. The speaker registration will commence from Thursday, 3 August 2023 (9:00 A.M.) till Friday, 4 August 2023 (5:00 P.M.).

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

Please follow the below steps for registration and participation :

- i. Members may note that the 33<sup>rd</sup> AGM of the Company will be convened through VC in compliance with the applicable provisions of the Act, read with the Circulars.
- ii. The Company has fixed Tuesday, 1 August 2023 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.
- iii. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 31 JULY 2023 TILL 9 AUGUST 2023 (BOTH DAYS INCLUSIVE) FOR**

#### THE PURPOSE OF AGM FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2023.

- iv. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialised form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated 24 January 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc.). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. The Members who are desirous to convert their physical holdings into dematerialised form, may contact the Depository Participant of their choice for dematerialising the same. Members may also contact the Company or its Registrars and Transfer Agents, KFin for assistance in this regard.

## Notice (Contd.)

v. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes.

vi. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.

vii. 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.

### viii. 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).

i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :

a. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16 March 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA

shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 &32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

a. Members holding shares in physical form, may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.

b. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant(s).

ii. Those Members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

ix. **For attending the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com> by clicking "https://emeetings.kfintech.com by clicking "e-AGM - Video Conference & Streaming" and access



## Notice (Contd.)

the shareholders'/ Members' login by using the remote e-voting credentials as per the details provided in notes.

- x. Facility of joining the e-AGM through VC shall open 15 minutes before the time scheduled for the e-AGM and will be available for Members on first come first served-basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the e-AGM. Members can join the e-AGM by following the procedure mentioned in the Notice.
- xi. As per the MCA Circular, facility of joining the e-AGM through VC shall be available for 1000 Members on a first-come-first-served-basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee, Auditors etc.
- xii. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Point B of procedure and Instructions for remote e-voting facility for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- xiii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.

Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### Submission of Questions / queries prior to e-AGM

- a) Members desiring any additional information with regard to Accounts/ Annual Reports or has any

question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., [info@ambergrouppindia.com](mailto:info@ambergrouppindia.com) or [cs\\_corp@ambergrouppindia.com](mailto:cs_corp@ambergrouppindia.com) and marking a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) mentioning their name, DP ID-Client ID/ Folio number atleast 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they continue to hold the shares as of cut-off date.

- b) Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on to the link <https://emeetings.kfintech.com>, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during period as mentioned in the Notes.

### Speaker Registration before e-AGM

In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in note of instructions for attending the Annual General Meeting by VC facility.

### The procedure and instructions for remote e-Voting facility are as follows

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote remotely on all resolutions set forth in this notice through remote e-voting platform provided by KFin ('remote e-voting'). Members attending the e-AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.
- b) However, in pursuance of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login

## Notice (Contd.)

credential, through their demat accounts / websites of Depositories / Depository Participants ("DPs") in order to increase the efficiency of the voting process.

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

**i. The remote e-voting facility will be available during the following period:**

- a) Day, date and time of commencement of remote e-voting Day, date and time of commencement of remote e-voting 6 August 2023 (9.00 A.M. IST) and ends on 8 August 2023 (5.00 P.M. IST).
- b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed 8 August 2023 at 5:00 P.M. IST
- ii. Details of website: <https://evoting.kfintech.com>
- iii. The voting rights of the Members holding shares in physical form or in dematerialised form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Tuesday, 1 August 2023. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- iv. The Company is sending through email, the e-AGM Notice and the Annual Report to the shareholders whose name is recorded as on Friday, 14 July 2023 the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after 14 July 2023 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. 1 August 2023 may obtain the User Id and password in the manner as mentioned below:
- a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD <space> 'e-voting Event Number + Folio number or DPID Client ID to +91-9212993399.

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE>XXXX1234567890

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

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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.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for Internet based Demat Account Statement (IDeAS) facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>IV. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin.</li> <li>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</p>

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022 - 23058738</b> or <b>022-23058542-43</b>

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

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

- (i) Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password mentioned in the email). In case of physical folio, User ID will be E-Voting Event Number 7413 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein you are required to mandatorily change your password in the new password filed. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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

On successful login, the system will prompt you to select the e-voting Event Number for Amber Enterprises India Limited.

- (v) If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com>

and casted your vote earlier for any other Company, then your existing login id and password are to be used.

- (vi) 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.
- (vii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (viii) 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.
- (ix) You may then cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can log in any number of times till they have voted on the resolution(s).
- (x) 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](mailto:vikramjhawar.cs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "AMBER – 33rd AGM"

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download Section

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of <https://evoting.kfintech.com> or contact Mr. K. Raj Kumar, Assistant Vice President of KFin at 1800-3094-001 (toll free).

### **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 integrated with the VC 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 VC 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.