

Amber Enterprises India Limited
CIN: L28910PB1990PLC010265

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E: info@ambergrouppindia.com
W: www.ambergrouppindia.com

Registered Office: C-1, Phase II,
Focal Point, Rajpura, Patiala-140401,
Punjab, India

Corporate Office: Universal Trade Tower,
1st Floor, Sector 49, Sohna Road,
Gurgaon-122018, Haryana, India



Date: 18th July 2025

To
Secretary
Listing Department

BSE Limited
Department of Corporate Services
25th Floor, P J Towers, Dalal Street, Mumbai - 400001

Scrip Code: 540902
ISIN: INE371P01015

To
Secretary
Listing Department

National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Symbol: AMBER
ISIN: INE371P01015

Dear Sir/Ma'am,

Subject: Notice of 35th Annual General Meeting (“35th AGM”) for the Financial Year ended 31 March 2025

Pursuant to Regulation 30 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), please find enclosed herewith a copy of the Notice of 35th AGM of the Company scheduled to be held on Monday, 11th August 2025 at 3:00 P.M. IST, through Video Conference (“VC”) /Other Audio Visual Means (“OAVM”).

The Notice of 35th AGM is available on the website of the Company at <https://www.ambergrouppindia.com/> and on the website of CDSL i.e. <https://www.evotingindia.com/> and are being dispatched to all eligible members whose e-mail addresses are registered with the Company and/or Depository Participant(s) (“DPs”)/Registrar and Share Transfer Agent (“RTA”).

Pursuant to Section 108 of the Companies Act, 2013 and pursuant to Regulation 42 and 44 of SEBI LODR Regulations, the schedule for the 35th AGM is set out below:

Events	Dates	Time (IST)
Date of 35 th AGM	11 th August 2025 (Monday)	03:00 P.M.
Cut-off date for Remote e-Voting	1 st August 2025 (Friday)	N.A.
Commencement of Remote e-Voting	8 th August 2025 (Friday)	09:00 A.M.
End of Remote e-Voting	10 th August 2025 (Sunday)	05:00 P.M.

This is for your information and further dissemination.

Thanking You,
Yours faithfully

For Amber Enterprises India Limited

(Konica Yaadav)
Company Secretary and Compliance officer
Membership No.: A30322

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1st Floor, Sector 49, Sohna Road,
Gurgaon-122018, Haryana, India



Encl: as above

National Securities Depository Limited	Central Depository Services (India) Limited	KFin Technologies Limited
Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013, India	Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013, India	Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India.

Notice

18th July 2025

Dear Member,

You are cordially invited to attend the **35TH ANNUAL GENERAL MEETING ("35th AGM")** of the Members of **AMBER ENTERPRISES INDIA LIMITED ("the Company" or "Amber")** to be held on **Monday, 11th August 2025 at 3:00 P.M. IST** through **VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM")**.

The Notice of the 35th AGM, containing the businesses 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 from time to time ("**SEBI LODR Regulations**"), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice.

Please find below key details / information regarding 35th AGM for your ready reference and ease of participation:

Sl. No.	Particulars	Details
1	Link for participation through VC/OAVM	https://emeetings.kfintech.com/
2	Link for remote e-Voting	https://evoting.kfintech.com/
3	Helpline number for VC/OAVM participation and e-Voting	Contact KFin Technologies Limited at 1800-309-4001 or write to them at:- inward.ris@kfintech.com or evoting@kfintech.com
4	Cut-off date for e-Voting	Friday, 1 st August 2025
5	Time period for remote e-Voting	From 09:00 A.M. (IST) on Friday, 8 th August 2025 to 05:00 P.M. (IST) on Sunday, 10 th August 2025 [both days inclusive]
6	Registrar and Share Transfer Agent contact details	Mr. S.R. Ramesh, Deputy Vice President [Unit: Amber Enterprises India Limited] KFin Technologies Limited Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India E-mail: inward.ris@kfintech.com Contact No.: 040 – 6716-1527 Toll Free Number: 1800-309-4001

We anticipate your presence in the 35th AGM. Kindly make it convenient to attend the same.

Yours Truly,
For Amber Enterprises India Limited

Sd/-
(Konica Yaadav)
Company Secretary and Compliance Officer

Enclosures :

1. Notice of the 35th Annual General Meeting
2. Instructions for participation through VC/OAVM
3. Instructions for e-Voting

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

Notice of the 35th Annual General Meeting

NOTICE is hereby given that **35TH ANNUAL GENERAL MEETING** ("**35th AGM**") of the members of **AMBER ENTERPRISES INDIA LIMITED** ("**the Company**" or "**Amber**") will be held on **Monday, 11th August 2025 at 3:00 P.M. IST** through **VIDEO CONFERENCE ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31st March 2025, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2025 and the report of the Auditors thereon.

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

"RESOLVED THAT (a) the audited standalone financial statements of the Company for the Financial Year ended 31st March 2025, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2025 and the report of the Auditors thereon, laid before the meeting, be and are hereby considered and adopted."

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

To appoint Mr. Daljit Singh (DIN: 02023964) as a Director, 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 35th AGM, being eligible, seeks re-appointment as Director. The re-appointment of Mr. Daljit Singh (DIN: 02023964) as Director will not be considered as break in service as a Managing 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.

RESOLVED FURTHER THAT the re-appointment of Mr. Daljit Singh (DIN: 02023964) as Director shall not be construed as a break in the continuity of his tenure as Managing Director, and all other terms and conditions of his appointment as Managing

Director shall remain unaltered and shall continue to be in full force and effect."

SPECIAL BUSINESS:

Item No. 3 – Ratification of remuneration of Cost Auditors for Financial Year 2025-26

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 ("**the Act**") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Audit Committee, 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 its meeting held on 17th May 2025, to conduct the audit of the cost records of the Company for the Financial Year 2025-26, at a remuneration of ₹ 60,000/- (Rupees Sixty 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, (hereinafter referred to as "**the Board**", which term shall be deemed to include any committee 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 – Appointment of Ms. Malavika Bansal, a Practicing Company Secretary, as Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), read with the rules made thereunder, and Regulation 24A and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Ms. Malavika Bansal (M. No. 8231; CoP No.9159), as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years, commencing from Financial Year 2025 - 26 till Financial Year 2029 - 30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors

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(hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

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 resolution, as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 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 regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”) and the enabling provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Jasbir Singh (DIN : 00259632), from ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum to ₹ 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) 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 ₹ 2,00,00,000/- (Rupees Two Crore Only), in any Financial Year), alongwith perquisites and other benefits, as detailed in the explanatory statement enclosed with this Notice, with such increments as the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof), may decide from time to time on the recommendation of the Nomination and Remuneration Committee, and approval of the Audit Committee, subject to a maximum ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum, during the period of upto 3 (Three) years w.e.f 1st April 2025.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. Jasbir Singh (DIN: 00259632), in a Financial Year, may exceed the maximum limits as prescribed in Section 197 of the Act, subject to the maximum ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum 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 the Company, subject to the recommendations of the Nomination and Remuneration Committee and approval of Audit Committee, be and is hereby authorised to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration, within a maximum ceiling as set out hereinabove in the resolution 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 resolution, as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 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 regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”) and the enabling provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to increase the managerial remuneration of Mr. Daljit Singh (DIN: 02023964), Managing Director of the Company from ₹ 2,22,00,000/- (Rupees Two Crore Twenty Two Lakh Only) per annum to ₹ 3,22,00,000/-

(Rupees Three Crore Twenty Two Lakh Only) 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 ₹ 2,00,00,000/- (Rupees Two Crore Only), in any Financial Year), alongwith perquisites and other benefits as detailed in the explanatory statement enclosed with this Notice, with such increments as the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof), may decide from time to time on the recommendation of the Nomination and Remuneration Committee, and approval of the Audit Committee, subject to a ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum, during the period of upto 3 (Three) years w.e.f 1st April 2025.

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, subject to the maximum ceiling of Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum 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 the Company, subject to the recommendations of the Nomination and Remuneration Committee and approval of Audit Committee, be and is hereby authorised to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration, within a maximum ceiling as set out hereinabove in the resolution 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 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 resolution, as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in supersession of the resolution passed in the Annual General Meeting of the Company held on 09th

August 2024 and in accordance with the provisions of Section 197 of the Companies Act, 2013, ("the Act") read with Schedule V and other applicable provisions of the Act, 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, the approval of the members of the Company be and is hereby accorded for payment of remuneration to all 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, with an overall upper limit on to the remuneration payable to all Directors of the Company including the Managing Director, Whole Time Directors, and other Directors, not exceeding ₹ 20 Crore per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company, (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof), be and is hereby authorised 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 including payment of remuneration as above in such amount, proportion and manner as may be decided by the Board from time to time within the overall upper limit prescribed under this resolution."

Item No. 8 - Enabling resolution for raising funds upto ₹ 2500 Crore through issue of securities

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

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("the Act") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, ("SEBI LODR Regulations"), and the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from

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time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 10/- (Rupees Ten Only) of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GoI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the Board of Directors of the Company ("Board", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, Equity Shares through depository receipts, fully / partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non convertible debentures, warrants (collectively, the "Securities"), or any combination of Securities, whether Rupee denominated or denominated in one or more foreign currency(ies), to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration of up to ₹ 2500 Crore (Rupees Two Thousand Five Hundred Crore Only), through a public issue,

rights issue, preferential allotment, or a private placement (including one or more qualified institutions placements ("QIP") in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations:

- (i) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company;
- (ii) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares;
- (iii) no partly paid-up Equity Shares or other Securities shall be issued / allotted;

- (iv) the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
- (v) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- (vi) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution;
- (vii) the tenure of convertible Securities shall not exceed sixty months from the date of allotment;
- (viii) the Securities allotted under the QIPs shall not be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time under the ICDR Regulations; and
- (ix) the issue shall be subject to such other conditions as may be prescribed by SEBI from time to time.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts or Global Depository Receipts, then such Depository Receipts, including its pricing, shall be governed by the framework for issue of Depository Receipts, as issued by SEBI from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, subject to the provisions of applicable law, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalising the objects of the issuance and the monitoring of the same;
- (c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- (g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;

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- (h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) approving the issue price and finalise allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- (m) acceptance and appropriation of the proceeds of the issue of the Securities;
- (n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in

the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;

- (o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- (p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

Sd/-
(Konica Yaadav)

Company Secretary and Compliance Officer
Membership No.: A30322

Place: Gurugram
Date: 12th July 2025

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the special business under Item No.(s) 3 to 8 of the accompanying Notice of the 35th Annual General Meeting is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on 12th July 2025 considered that the special business under Item Nos. 3 to 8 being considered unavoidable, be transacted at the 35th Annual General Meeting ("35th AGM") of the Company through Video Conference/ Other Audio-Visual Means ("VC"/ OAVM").
2. The Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), have allowed companies to conduct Annual General Meetings through VC/OAVM, without the physical presence of members and, therefore, pursuant to General Circular Nos. 14/ 2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular Nos. 20/2020 dated 5th May 2020, and subsequent circulars issued in this regard, the latest being Circular No. 9/2024 dated 19th September 2024 by the MCA ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the SEBI ("SEBI Circular") and in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the Company is convening the 35th AGM through VC/OAVM, which does not require physical presence of members at a common venue.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the 35th AGM will be deemed to be conducted at the Registered Office of the Company at C-1, Phase II, Focal Point, Rajpura Town – 140 401, Punjab. Since the 35th AGM will be held through VC / OAVM, the route map of the venue of the Meeting, proxy form and attendance slip are not annexed hereto.
4. IN TERMS OF THE MCA CIRCULARS, SINCE THE PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, THEREFORE THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXIES. ACCORDINGLY, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE FOR THE 35th AGM. However, in pursuance of Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are mandatorily required to send a scanned copy (PDF/ JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the 35th AGM through VC / OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to vikramjhawar.cs@gmail.com with a copy marked to evoting@kfintech.com and cs_corp@ambergrouppindia.com.
5. The register of members and share transfer books will remain closed from 2nd August 2025 till 11th August 2025 for the purpose of 35th AGM. 1st August 2025 (Friday) would be the cut-off date for the purpose of reckoning members/ beneficial owners entitled to e-Vote on the resolutions set forth in this Notice. The members who are not eligible for e-Voting as on cut-off date can attend the 35th AGM, but cannot exercise the facility for e-Voting at the 35th AGM.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI LODR Regulations read with MCA Circulars, as amended, the Company is providing its members the remote e-Voting facility and for e-Voting during the 35th AGM to exercise their right to vote on resolutions proposed to be considered at the 35th AGM. The members who have casted their vote by remote e-Voting prior to the 35th AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again through the e-Voting system made available during the 35th AGM .

For this purpose, the Company has engaged KFin Technologies Limited ("KFintech") Registrar and Transfer Agents ("RTA"), to provide VC/ OAVM facility and remote e-Voting during the 35th AGM and the attendant enablers for conducting the 35th AGM.
7. Members are requested to participate on first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors and Secretarial Auditor etc. can attend the 35th AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (Fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time.
8. In case of joint holders attending the 35th AGM, only such joint holder who is higher in the order of names will be entitled to vote.

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9. Attendance of the members participating in the 35th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. A member's log-in to the VC/OAVM platform using the remote e-Voting credentials shall be considered for record of attendance of such member for the 35th AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Notice of the 35th AGM, inter-alia, indicating the process and manner of electronic voting ("e-Voting") and electronic copy of the Annual Report for the Financial Year 2024-25 are being sent to all the members whose names are recorded in the Register of members or in the Register of Beneficial Owners maintained by the depositories and whose e-mail address is registered with the Company/ Depository Participant(s) for communication purposes as on Friday, 11th July 2025, the (Record Date).

Any person who acquires shares of the Company and becomes member of the Company after 11th July 2025, being the date reckoned for the dispatch of the 35th AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. Friday, 1st August 2025 may get their e-mail id registered as per the procedure mentioned herein below and they may obtain the User Id and password in the manner stated in the other instructions.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-25 they may send a request from the registered e-mail address to the Company's e-mail address at info@ambergrouppindia.com or cs_corp@ambergrouppindia.com mentioning their Folio no./ DP ID and Client ID, Postal Address and Contact No.

Additionally, in accordance with Regulation 36(1)(b) of the SEBI LODR Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participants/ RTA providing the exact web-link of Company's website from where the Annual Report for Financial Year 2024-25 can be accessed.

11. In terms of the MCA Circulars and SEBI Circular, the Notice of the 35th AGM is also posted on the website of the Company i.e. www.ambergrouppindia.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and also on the website of the RTA of the Company at <https://evoting.kfintech.com/> and also on the website of Central Depository Services (India)

Limited ("CDSL") at www.evotingindia.com.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all such documents referred to in the Notice and the accompanying Explanatory Statement shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 35th AGM. During the 35th AGM, members may access the scanned copy of these documents, by sending a request to the Company at info@ambergrouppindia.com or cs_corp@ambergrouppindia.com, by mentioning his/her/its folio number, DPID and ClientID upto the conclusion of 35th AGM.
13. Details as required in sub-regulation (3) of Regulation 36 of the SEBI LODR Regulations and Secretarial Standard on General Meeting (SS-2) issued by the ICSI, in respect of the Directors seeking appointment/ re-appointment at the 35th AGM, forms an integral part of the Notice. Requisite declarations have been received from the Director(s) for seeking appointment/re-appointment.
14. Members who hold shares in dematerialised form and want to provide/change/correct the bank account details, and email address should send the same to their concerned Depository Participant(s).
15. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office or by e-mailing at info@ambergrouppindia.com or cs_corp@ambergrouppindia.com or the Company's RTA (KFin Technologies Limited) by e-mailing at einward.ris@kfintech.com for revalidation and encash them before the due dates. Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, as per Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to IEPF.
16. Process for registration of email address for obtaining Annual Report for e-Voting and updation of bank account mandate for receipt of dividend.

Physical shareholders, if any, are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th 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 Form along with the supporting documents.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:

- (a) For shares held in electronic form: to their DPs.
- (b) Shares held in physical form: The following details/documents should be sent to the Company's RTA.
 - (i) Form ISR-1 along with supporting documents.
 - (ii) Form ISR-2 along with the cancelled cheque in original, bearing the name of the member or first holder, in case shares are held jointly or bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
 - (iii) Self-attested copy of the PAN Card of all the holders; and
 - (iv) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

The above mentioned forms are available on the website of the Company at <https://www.ir.ambergrouppindia.com/investor-information/#kyc> and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a

duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.ir.ambergrouppindia.com/investor-information/#kyc> and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. SEBI vide its notification dated 24th January 2022 has amended Regulation 40 of the SEBI LODR Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
19. As per the SEBI LODR Regulations and pursuant to SEBI Circular dated 20th April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where the dividend cannot be paid through electronic mode, the same will be paid through other permitted modes.
20. For members who hold shares in physical form, the SEBI, vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO / MIRSD/POD- 1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, etc). In case any of the aforesaid documents/ details are not available in the record of the Company/ RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant intimations to the members from time to time.

Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be

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downloaded from the website of the Company or website of the RTA. Members holding shares in demat form may approach their respective Depository Participants to complete the nomination formalities.

21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ RTA of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding may be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
22. ODR Portal: Establishment of a common Online Dispute Resolution Portal ("ODR Portal") facilitating online conciliation and arbitration.

SEBI vide its Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023), issued a Circular for online resolution of disputes in the Indian securities market.

With the said circular, it is aimed to enhance and streamline the current dispute resolution framework in the Indian securities market by broadening the roles of Stock Exchanges and Depositories and introducing a Common ODR Portal. This portal facilitates online conciliation and arbitration, thereby effectively resolving disputes that arise within the Indian securities market.

Members may note that in case they have any dispute against the Company and/or its RTA, they can file for Online Resolution of Dispute which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES 2.0 system and are not satisfied with the outcome.

Process Flow:

1. Members may lodge complaints directly with the concerned Market Participant.
2. If unresolved, they may escalate through the SCORES 2.0 Portal.
3. If still unresolved, initiate dispute resolution via the ODR Portal.

Members may refer to the following weblinks of the Stock Exchanges for more details:

BSE:

<https://bsecrecs.bseindia.com/ecomplaint/firmInvestorHome.aspx>

NSE:

<https://www.nseindia.com/complaints/online-dispute-resolution>

23. Process for those members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- 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. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1.

Form ISR-1 can be obtained from the website of the Company or from the website of the RTA's.

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

- a) Through 'In Person Verification' ("IPV"): the authorised 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 ("KFintech")
Address	Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India.

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

24. PROCEDURE FOR REMOTE E-VOTING

- i. 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 from time to time, Regulation 44 of the SEBI LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023) read with Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July 2023, in relation

to e-Voting facility provided by Listed Entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice, through e-Voting system, to members holding shares as on 1st August 2025, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-Voting process, through the e-Voting platform provided by KFintech or to vote at the 35th AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The instructions for e-Voting are given herein below.

- i. Pursuant to the afore mentioned SEBI circulars 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 credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the e-Voting process.
- ii. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iii. A) Commencement of remote e-Voting - 09:00 A.M. IST on 8th August 2025 (Friday)
B) End of remote e-Voting - 05.00 P.M. IST on 10th August 2025 (Sunday)
At the end of remote e-Voting period, the facility shall forthwith be blocked.
- iv. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- v. 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 attend the 35th AGM, however such member shall not be allowed to vote again during the 35th AGM.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request through their registered email id at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method" for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.
- viii. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders.





Step 2: Access to KFintech e-Voting system in case physical and non-individual shareholders.

Step 3: Access to join virtual meetings of the Company on KFintech e-Voting System and cast your vote electronically.

Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1. User already registered for Internet based Demat Account Statement (IDeAS) facility: <ol style="list-style-type: none"> I. Visit the NSDL e-Services website: https://eservices.nsdl.com using a PC or mobile device. II. On the homepage, click the "Beneficial Owner" icon under the "Login" section in IDeAS. III. Enter your existing User ID and Password to log in. IV. After successful login, go to "e-Voting" under Value Added Services. V. Click on "Access to e-Voting". VI. On the e-Voting page, click the company name or NSDL as the e-Voting service provider.

Type of shareholders	Login Method
	<p>VII. You will be redirected to the NSDL e-Voting website.</p> <p>VIII. Cast your vote during the remote e-Voting period or join the virtual meeting and vote during the meeting.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. If not registered for IDeAS e-Services, visit https://eservices.nsdl.com.</p> <p>II. Click on "Register Online for IDeAS Portal" or directly go to this link to register.</p> <p>III. Alternatively, visit the NSDL e-Voting website: https://www.evoting.nsdl.com using a PC or mobile.</p> <p>IV. On the homepage, click the "Login" icon under the "Shareholder / Member" section.</p> <p>V. Enter your User ID (16-digit demat account number with NSDL), Password/OTP, and the Verification Code shown on screen.</p> <p>VI. After successful authentication, you'll be redirected to the NSDL Depository site.</p> <p>VII. On the e-Voting page, click the company name or NSDL as the service provider.</p> <p>VIII. You'll be redirected to the NSDL e-Voting website to cast your vote during the remote Voting period or join the virtual meeting and vote.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p>4. Steps for OTP-Based Login to NSDL e-Voting</p> <p>I. Visit: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>II. Enter your 8-digit DP ID, 8-digit III. Client ID, PAN number, and the Verification Code shown on the screen.</p> <p>III. Click to generate OTP.</p> <p>IV. Enter the OTP received on your registered email ID or mobile number.</p> <p>V. Click Login.</p> <p>VI. After successful authentication, you'll be redirected to the NSDL Depository site.</p> <p>VII. On the e-Voting page, click the company name or NSDL as the e-Voting service provider.</p> <p>VIII. You'll be redirected to the NSDL e-Voting website to cast your vote during the remote e-Voting period or join the virtual meeting and vote.</p> <p>5. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div>   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi Log in to your Easi / Easiest account with your registered user id and password After successful login, you will see the e-Voting option for eligible companies where voting is in progress. Click on the e-Voting option to view the e-Voting page of the respective e-Voting service provider. Cast your vote during the remote e-Voting period or join the virtual meeting and vote during the meeting. Additionally, links are provided to access the systems of all e-Voting Service Providers, allowing direct access to their websites.
	2. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed with completing the required fields. Follow the steps given in point 1
	3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit the CDSL website: https://www.cdslindia.com On the homepage, click the e-Voting link. Enter your Demat Account Number and PAN. The system will send an OTP to your registered mobile number and email. Enter the OTP to complete authentication. After successful login, you will see the e-Voting options for ongoing events. You can directly access the systems of all e-Voting Service Providers from there.
Individual Shareholder login through their Demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

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

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFintech which will include details of e-Voting EVENT No. (8953), USER ID and password. They will have to follow the following process :
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-Voting Event Number – 8953), 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 KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, Email id etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "AMBER ENTERPRISES INDIA LIMITED -AGM" and click on "Submit".
 - vii. 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 shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative to attend the 35th AGM through VC / OAVM on its behalf and to cast its vote through remote e-Voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id vikramjhawar.cs@gmail.com with a copy marked to evoting@kfintech.com and cs_corp@ambergrouppindia.com. The scanned image of the abovementioned documents should be in the naming format "AMBER ENTERPRISES INDIA LIMITED - AGM EVENT NO. 8953".

(B) Members whose email ids are not registered with the Company/Depository Participants, and consequently the Annual Report, Notice of 35th AGM and e-Voting instructions cannot be serviced will have to follow the following process:

- i. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of 35th AGM and the e-Voting instructions.
- ii. After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the 35th AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the 35th AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVENT No. of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 remote e-Voting instructions mentioned above. Further, members can also use the OTP based login for logging into the e meeting system.

In order to login using the registered mobile number, members should follow the instructions below.

- a.) On the e-Meeting webpage, use the Mobile OTP option.
- b.) Select the Meeting / Name of the Company
- c.) Input the Registered Mobile Number
- d.) Click on Send OTP
- e.) Post validation, join by selecting the Folio.
- ii. Facility for joining 35th AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, members connecting from Mobile Devices or Tablets or through Laptop connecting 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.
- v. The members who have not cast their vote through remote e-Voting shall be eligible to cast their vote through e-Voting system available during the 35th AGM. E-voting during the 35th AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vi. A member can opt for only single mode of Voting i.e., through Remote e-Voting or e-Voting at the 35th AGM. If a member casts votes by both modes, then e-Voting done through Remote e-Voting shall prevail and vote at the 35th AGM shall be treated as invalid.
- vii. Facility of joining the 35th AGM through VC/ OAVM shall be available for at least 2000 members on first come first served basis.
- viii. Institutional members are encouraged to attend and vote at the 35th AGM through VC / OAVM.

25. OTHER INSTRUCTIONS

- I. Speaker Registration: The members who wish to speak during the meeting may register themselves as speakers for the 35th AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select "Speaker Registration". The above mentioned facility shall be activated from Wednesday, 30th July 2025 (09:00 A.M. IST) upto Friday, 1st August 2025 (11:00 A.M. IST). The Company reserves the right to restrict the speakers at the 35th AGM to only those members who have registered themselves, depending on the availability of time for the 35th AGM.
- II. Post your Question: The members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in

Notice (Contd.)

the mail received from KFintech. On successful login, select "Post Your Question" option which will be opened from Wednesday, 30th July 2025 (09:00 A.M. IST) upto Friday, 1st August 2025 (11:00 A.M. IST).

- III. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions ("FAQs") and e-Voting user manual available at the download section of KFintech website at <https://evoting.kfintech.com> or contact Representative of KFintech, at einward.ris@kfintech.com and evoting@kfintech.com or call KFintech's toll free No. 1800-3094-001 for any further clarifications.
- IV. The members, whose names appear in the Register of members / list of Beneficial Owners as on Friday, 1st August 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- V. In case a person has become a member of the Company after dispatch of 35th AGM Notice but on or before the cut-off date for e-Voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> e-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678

3. Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of KFintech at <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the 35th AGM are requested to contact KFintech at toll free number 1800-3094-001.

RESULTS

26. The Company has appointed M/s V Jhawar & Co, Practicing Company Secretary (Membership No. 10300, CP No. 11204), to act as Scrutinizer for conducting the remote e-Voting process and voting at the 35th AGM in a fair and transparent manner.
27. The Scrutinizer after scrutinizing the votes cast by remote e-Voting and e-Voting during the 35th AGM will make a consolidated Scrutinizer's Report and submit the same within 2 working days of conclusion of the 35th AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
28. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. www.ambergrouppindia.com and on the website of KFintech i.e. <https://evoting.kfintech.com>, website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Ltd. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

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

Sd/-
(Konica Yaadav)

Company Secretary and Compliance Officer
Membership No.: A30322

Place: Gurugram
Date: 12th July 2025

EXPLANATORY STATEMENT

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

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 8 of the accompanying 35th AGM Notice.

ITEM NO. 3

Members are hereby informed that the Board of Directors of the Company at its meeting held on 17th May 2025, 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 2025-26 at a remuneration of ₹ 60,000/- (Rupees Sixty 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 ("the Act") 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 and are free from any disqualifications specified under the provisions of the Act.

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 Act 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 **ORDINARY RESOLUTION** under Item No. 3 be passed in the interest of your Company.

ITEM NO. 4

Ms. Malavika Bansal, is a Peer reviewed and a fellow member of The Institute of Company Secretaries of India (ICSI) and a law graduate having over 17 years of experience and expertise in the Legal Consultancy, Secretarial and Compliance Management, Due Diligence and conducting Secretarial and Legal Audits.

She is a Designated Partner of M/s BlueLotus Management Consultants LLP, boutique consulting arm of JRA & Associates, Chartered Accountants. The consulting arm consists of Company Secretaries and Lawyers.

She has been appointed as the Secretarial Auditor for several leading companies, including some of India's top 1,000 listed entities such as HT Media Limited, Digicontent Limited, Next Mediaworks Limited, and Delton Cables Limited. Her portfolio also includes prominent unlisted companies like Fortum Solar India Private Limited, Channelplay Limited, and Uniglobe Mod Travels Private Limited.

She is an expert RPT transaction auditor to large companies. She is also rendering certification services, scrutinizers services and advisory services to top leading companies of India. Her qualifications and experience make her well suited to contribute effectively to any organization's compliance and governance objectives.

In terms of Regulation 24A of SEBI LODR Regulations and other applicable provisions, the Company can appoint a Peer Reviewed Company Secretary as a Secretarial Auditor for not more than one term of 5 (Five) consecutive years.

Ms. Malavika Bansal is eligible for appointment for a period of 5 (Five) years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on 12th July 2025 approved the appointment of Ms. Malavika Bansal as a Secretarial Auditor of the Company to hold office for a term of 5 (Five) consecutive years commencing from Financial Year 2025 - 26 till Financial Year 2029 - 30.

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The appointment is subject to approval of the members of the Company. Ms. Malavika Bansal has given her consent to act as secretarial auditor of the Company and confirmed that her aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India.

Furthermore, in terms of the amended regulations, Ms. Malavika Bansal has provided a confirmation that she has subjected herself to the peer review process of the ICSI and hold a valid peer review certificate.

The proposed remuneration to be paid to Ms. Malavika Bansal for secretarial audit services from the Financial Year ending 31st March 2026 onwards, is Rs. 1,75,000 (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes and out-of-pocket expenses.

Besides the secretarial audit services, the Company may also obtain certifications from Ms. Malavika Bansal under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non secretarial audit services as required from time to time, for which she will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of Ms. Malavika Bansal for the remaining part of the tenure, if any.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with Ms. Malavika Bansal.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account her eligibility, qualification, experience & expertise in providing secretarial audit related services, previous experience based on the evaluation of the quality of audit work done by her in the past.

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. 4.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

The Board of Directors of your Company recommends that the **ORDINARY RESOLUTION** under Item No. 4 be passed in the interest of your Company.

ITEM NO. 5

Mr. Jasbir Singh (DIN: 00259632) has been associated with the Company as a Director since 1st October 2004. He served as the Chairman and Chief Executive Officer from 25th August 2017 to 15th May 2023.

Effective 16th May 2023, he was appointed as the Executive Chairman, Chief Executive Officer, and Whole Time Director of the Company for a term of 5 (Five) consecutive years.

With over 22 years of experience in the manufacturing of consumer durables and electronics, Mr. Jasbir Singh has been an instrumental figure in the Company's strategic growth, driving both organic expansion and inorganic acquisitions.

Under Mr. Jasbir Singh's visionary leadership, Amber Group has witnessed remarkable growth, evolving from a single manufacturing plant to multiple state-of-the-art facilities across India. His strategic foresight and unwavering commitment to innovation have transformed the Company into a diversified and unique B2B solutions provider.

Amber Group now excels in various domains, including Room and Commercial Air Conditioners, HVAC solutions for Indian Railways, Metros, Buses, and Defense applications, Precision Air Conditioning systems, Motors for Air Conditioners, PCB assemblies for consumer durables, electronics, and the automobile sector, and a wide range of components including sheet metal parts, injection moulded components, and heat exchangers for various industries.

This transformation is a testament to Mr. Jasbir Singh's dedication to excellence, operational expansion, and technological advancement. His leadership has positioned Amber Group as a leader in the Indian manufacturing ecosystem. Considering the extensive experience and significant contributions of Mr. Jasbir Singh, based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and Board of Directors, at its meeting held on 12th July 2025, approved revision in remuneration of Mr. Jasbir Singh, subject to the approval of members of the Company.

It is proposed to increase the remuneration of Mr. Jasbir Singh from ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) per annum to ₹ 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) per annum, plus commission, which shall be up to 2.5% of the net profit of the Company (calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act")), subject to a maximum of ₹ 2,00,00,000/- (Rupees Two Crore Only), in any Financial Year, along with perquisites and other benefits.

The revised remuneration, including all components, shall be subject to a maximum ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum, and shall be applicable for a period of up to 3 (Three) years, with effect from 1st April 2025. The Board shall have the authority to determine increments from time to time, based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee.

The proposed remuneration for Mr. Jasbir Singh has been carefully structured to reflect the Company's consistent financial performance, sustained revenue growth milestone, and profitability over recent years. This remuneration is benchmarked against industry standards and is in line with compensation paid to executive directors in companies of comparable size and operational complexity.

From a shareholder perspective, the remuneration structure is designed to, attract and retain top leadership talent, align executive incentives with Company's performance, maintain fiscal prudence, promote transparency and accountability.

The Board believes that this remuneration proposal serves the best interests of the Company and its shareholders by fostering a high performance leadership culture while maintaining financial discipline and regulatory compliance.

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

Particulars	Terms of remuneration
Gross Salary	: ₹ 29,16,666/- (Rupees Twenty Nine Lakh Sixteen Thousand Six Hundred Sixty Six Only) per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and Special Allowance)
Commission	: 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 Act, subject to maximum amount of ₹ 2,00,00,000/- (Rupees Two Crore Only), in any Financial Year.
Income from Associate Companies or subsidiary Companies, subject to revision by their Board	: Remuneration of ₹ 12,50,000/- (Rupees Twelve Lakh Fifty Thousand Only) per month from Sidwal Refrigeration Industries Private Limited, the Material Wholly Owned Subsidiary w.e.f 1 st February 2023. Commission payment linked with performance of the Company from following companies :- 1. ILJIN Electronics (India) Private Limited 2. Sidwal Refrigeration Industries Private Limited 3. Pravartaka Tooling Services Private Limited 4. Ascent Circuits Private Limited For more details, kindly refer Corporate Governance Report annexed to Annual Report.
Employee Stock Options	: N.A.

Other Condition(s):

- Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
- Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
- 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.
- 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:

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

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The aggregate amount of remuneration payable to Mr. Jasbir Singh in a Financial Year, may exceed the maximum admissible limits as prescribed in Section 197 of the Act calculated as per the provisions of Section 198 of the Act, subject to maximum ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum and in case, in any Financial Year, the Company has no profits or its profits are inadequate, Mr. Jasbir Singh 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.

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 the Company, subject to the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee may vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

On the recommendation of the Nomination and Remuneration Committee, the Audit Committee and Board of Directors of the Company may revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration, within a maximum ceiling as cited in the item no. 5.

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

I. General Information:		Mr. Jasbir Singh			
1.	Nature of industry	The Company is a Public Listed Company incorporated on 2 nd April 1990 under provisions of 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, Defence etc. It is also engaged in the manufacturing 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 manufacturing 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 nd April 1990 with Registration No. 010265, in the State of Punjab under the provisions of the Companies Act, 1956. However, the Company began its operations in September 1994.			
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	(Amount in Lakh)			
		Financial Year	2024-25	2023-24	2022-23
		Gross Revenue	₹ 6,74,396.58	₹ 4,57,363.26	₹ 5,02,272.58
		Profit before tax	₹ 19,600.36	₹ 6,258.59	₹ 6,631.19
		Profit after tax	₹ 13,531.50	₹ 4,547.95	₹ 4,891.95
		Earnings per share	₹ 40.01	₹ 13.50	₹ 14.52

5.	<p>Foreign investments or collaborations, if any</p> <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 and acquired 100% stake in its foreign subsidiary Amber Enterprises USA Inc. and it became the Company's wholly owned subsidiary w.e.f. 13th 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. As at 31st March 2025, the aggregate foreign shareholding in the Company was 27.69%.</p> <p>Further, during the Financial Year under review one of the step down subsidiary of the Company namely AT Railway Sub Systems Private Limited ("AT Railway"), a wholly owned subsidiary of Sidwal Refrigeration Industries Private Limited, entered into a Joint Venture Agreement with South Korea based entity Yujin Machinery Ltd. ("Yujin Korea"), Sinkodia Pte. Ltd. ("Sinkodia") and Dujin International Co. Ltd. ("Dujin International), to form a Joint Venture Company ("JVC") in India, to carry on the business of manufacturing of all types of Driving Gears, Couplers, Pantograph and Brakes for various rolling stocks, including all types of wagons, trams, Vande Bharat trains, Indian Railways products, high speed and metro trains, regional rapid transit systems, etc. in India or such other places.</p> <p>Pursuant to the Joint Venture Company, an entity named Yujin Machinery India Private Limited ("Yujin India") was formed and incorporated on 20th August 2024, with AT Railway owning 55% equity stake, Yujin Korea owning 35% equity stake, Sinkodia owning 5% equity stake and Dujin International owning 5% equity stake in Yujin India.</p> <p>Thereafter, a Joint Venture Agreement was entered between ILJIN Electronics (India) Private Limited ("ILJIN"), the material subsidiary of the Company and Korea Circuit Co. Ltd ("KCC"), a pioneer of printed circuit boards ("PCBs") based out of Korea on 15th October 2024, to form a Joint Venture Company ("JVC"), in India, to carry on the business of production, manufacturing, assembling and selling of HDI, Flex, and Semiconductor Substrates PCBs.</p> <p>Pursuant to the said Joint Venture Agreement, an entity named Ascent-K Circuit Private Limited ("Ascent -K") was formed and incorporated on 7th April 2025, with ILJIN owing 70% equity stake and KCC owing 30% equity stake in Ascent – K.</p>
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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)	Financial year	2024-25	2023-24	2022-23
		Remuneration	₹20,83,333	₹20,83,333	₹18,90,000
8.	Recognition or awards	He has been honored with the prestigious title of "Man of Appliances" by the Consumer Electronics & Appliances Manufacturers Association ("CEAMA").			

Notice (Contd.)

9.	Job profile and his suitability	<p>Mr. Jasbir Singh (DIN: 00259632) has been serving on the Board of the Company as a Director, since 1st October 2004 and served as the Chairman and Chief Executive Officer of the Company since 25th August 2017 till 15th May 2023.</p> <p>He was appointed as the Executive Chairman & Chief Executive Officer and Whole Time Director, of the Company with effect from 16th May 2023, for a term of 5 (Five) consecutive years.</p> <p>With over 22 years of experience in the manufacturing of consumer durables and electronics, he has been an instrumental figure in the Company's strategic growth, driving both organic expansion and inorganic acquisitions.</p> <p>Under Mr. Jasbir Singh's visionary leadership, Amber Group has witnessed remarkable growth, evolving from a single manufacturing plant to multiple state-of-the-art facilities across India. His strategic foresight and unwavering commitment to innovation have transformed the Company into a diversified and unique B2B solutions provider.</p> <p>Amber Group now excels in various domains, including Room and Commercial Air Conditioners, HVAC solutions for Indian Railways, Metros, Buses, and Defense applications, Precision Air Conditioning systems, Motors for Air Conditioners, PCB assemblies for consumer durables, electronics, and the automobile sector, and a wide range of components including sheet metal parts, injection moulded components, and heat exchangers for various industries.</p> <p>This transformation is a testament to his dedication to excellence, operational expansion, and technological advancement. Mr. Jasbir Singh's leadership has positioned Amber Group as a leader in the Indian manufacturing ecosystem.</p>
10.	Remuneration proposed	<p>Mr. Jasbir Singh has consistently demonstrated exceptional dedication, strategic insight, and deep industry expertise, making him an invaluable asset to our organization. His visionary leadership and results-driven approach have been instrumental in shaping our accomplishments to date. We firmly believe that his continued stewardship will lead the Company to even greater milestones in the future.</p> <p>Considering the impressive qualifications, diverse & extensive experience, remarkable track record of achievements and significant contributions of Mr. Jasbir Singh, the Audit Committee and Board of Directors, at its meeting held on 12th July 2025, based on the recommendation of the Nomination and Remuneration Committee, approved revision in remuneration of Mr. Jasbir Singh.</p> <p>Proposed remuneration : ₹ 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) per annum, plus commission, which shall be up to 2.5% of the net profit of the Company (calculated as per the provisions of Section 198 of the Act), subject to a maximum of ₹ 2,00,00,000/- (Rupees Two Crore Only) in any Financial Year, along with perquisites and other benefits as per the Company policy.</p> <p>The revised remuneration, including all components, shall be subject to a maximum ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) per annum, and shall be applicable for a period of up to 3 (Three) years, with effect from 1st April 2025. (For more details, kindly refer details given in the explanatory statement of this Notice).</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>Considering the size, scale, and complexity of our operations as well as the substantial responsibilities Mr. Jasbir Singh undertakes, the proposed remuneration is both appropriate and well-justified. Furthermore, a review of industry benchmarks indicates that the proposed compensation is in line with the remuneration drawn by Chief Executive Officers and Whole Time Directors in comparable companies. This alignment ensures our Company remains competitive in attracting and retaining top tier leadership talent.</p>

12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Jasbir Singh, is the Promoter of the Company and is holding 70,59,165 Equity Shares in the Company comprises 20.87% of the Paid-Up Capital of the Company. Mr. Daljit Singh, Managing Director of the Company is the brother of Mr. Jasbir Singh.
III. Other information		
13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring capital expenditures, this strategic initiative is crucial to meet the ever increasing demands of our customers and ensure we stay ahead in the market. Our commitment to growth is evident in the investments we are making to enhance our infrastructure and capabilities. By expanding our capacity, we aim to improve our service delivery, enhance customer satisfaction, and ultimately drive our Company's success.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> ➤ Forming strategic partnerships or alliances to penetrate new regions or industries; ➤ Investing in market research and customers insights to tailor offerings for local preferences; ➤ Improving supply chain and distribution networks to support expanded operations efficiently; ➤ Localizing marketing strategies to better engage with diverse customer segments; ➤ Leveraging technology and automation to scale operations and maintain quality; ➤ Strengthening brand recognition and positioning in new geographic areas; ➤ Exploring M&A opportunities for faster market entry or product diversification; ➤ Focusing on customer retention strategies alongside acquisition for sustainable growth; ➤ Incorporating sustainability practices to align with global ESG expectations and local regulations;
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above and strategic initiatives aimed at enhancing our operations and efficiency. With these measures in place, the Company is optimistic about the future and believes that we will see a significant increase in productivity and profitability in the years to come. We believe these changes will not only benefit the Company but also provide us with new opportunities for growth and success in our respective roles. Let's continue to work together and make the most of these advancements.

Mr. Jasbir Singh, is interested in the resolution set out in item no. 5 and 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. Except the aforesaid, 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. 5.

Considering the variation in the terms of remuneration of Mr. Jasbir Singh, his brief profile along with other additional information, as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is furnished in "Annexure A" to this Notice.

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. 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 1st January 2008 and has held the position of the Managing Director since 25th August 2017. He was re-appointed as Managing Director for a term of 5 (Five) consecutive years with effect from 25th August 2022, as approved by the members at the Annual General Meeting held on 2nd August 2022.

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With over 17 years of in depth industry experience, Mr. Daljit Singh has played an instrumental role in multiple dimensions of our success. His strategic vision has significantly boosted customer acquisition and strategic development, paving the way for our Company's expansion. His efforts in production and capacity expansion have allowed us to meet growing demands and enhance our operational efficiency.

Furthermore, Mr. Daljit Singh's forward thinking approach has enabled us to diversify geographically and innovate our product offerings. Under his astute leadership, we have successfully entered new business segments and executed several inorganic growth initiatives, seamlessly integrating them into the Amber Group ecosystem.

Mr. Daljit Singh's leadership acumen and meticulous execution have propelled us towards operational excellence and technological advancement. His commitment to Environmental, Social, and Governance (ESG) principles has been exemplary, and he actively champions these values across the Group.

Considering the extensive experience and significant contributions of Mr. Daljit Singh, based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and Board of Directors, at its meeting held on 12th July 2025, approved the revision of Mr. Daljit Singh's remuneration, subject to the approval of members of the Company.

It is proposed to increase the remuneration of Mr. Daljit Singh from ₹ 2,22,00,000/- (Rupees Two Crore Twenty Two Lakh Only) per annum to ₹ 3,22,00,000/- (Rupees Three Crore Twenty Two Lakh Only) per annum, plus commission, which shall be up to 2.5% of the net profit of the Company (calculated as per the provisions of Section 198 of the Companies Act, 2013 ("the Act")), subject to a maximum of Rs. 2,00,00,000/- (Rupees Two Crore Only) in any Financial Year, along with perquisites and other benefits.

The revised remuneration, including all components, shall be subject to a ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh only) per annum, and shall be applicable for a period of up to 3 (Three) years, with effect from 1st April 2025. The Board shall have the authority to determine increments from time to time, based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee.

The proposed remuneration for Mr. Daljit Singh has been carefully structured to reflect the Company's consistent financial performance, sustained revenue growth milestone, and profitability over recent years. This remuneration is benchmarked against industry standards and is in line with compensation paid to executive directors in companies of comparable size and operational complexity.

From a shareholder perspective, the remuneration structure is designed to, attract and retain top leadership talent, align executive incentives with Company's performance, maintain fiscal prudence, promote transparency and accountability.

The Board believes that this remuneration proposal serves the best interests of the Company and its shareholders by fostering a high performance leadership culture while maintaining financial discipline and regulatory compliance.

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

Particulars	Terms of remuneration
Gross Salary	: ₹ 26,83,333/- (Rupees Twenty Six Lakh Eighty Three Thousand Three Hundred Thirty Three Only) per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and Special Allowance)
Commission	: The Commission payable to Mr. Daljit Singh shall be recommended by the 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 Act, subject to maximum amount of ₹ 2,00,00,000/- (Rupees Two Crore Only), in any Financial Year.
Income from Associate Companies or subsidiary Companies, subject to revision by their Board	: Remuneration of ₹ 14,35,000/- (Rupees Fourteen Lakh Thirty Five Thousand Only) per month from Sidwal Refrigeration Industries Private Limited, the Material Wholly Owned Subsidiary w.e.f 1 st February 2023. Commission payment linked with performance of the Company from following companies :- <ol style="list-style-type: none"> 1. ILJIN Electronics (India) Private Limited 2. Sidwal Refrigeration Industries Private Limited 3. Pravartaka Tooling Services Private Limited 4. Ascent Circuits Private Limited 5. PICL (India) Private Limited For more details, kindly refer to the Corporate Governance Report annexed to Annual Report.

Particulars	Terms of remuneration
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Employee Stock Options : N.A.

Other Condition(s):

- Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
- Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
- 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.
- 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:

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

The aggregate amount of remuneration payable to Mr. Daljit Singh in a Financial Year, may exceed the maximum admissible limits as prescribed in Section 197 of the Act calculated as per the provisions of Section 198 of the Act, subject to maximum ceiling of ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakh only) per annum and in case, in any Financial Year, the Company has no profits or its profits are inadequate, Mr. Daljit Singh 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.

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 the Company, subject to the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee may vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

On the recommendation of the Nomination and Remuneration Committee, the Audit Committee and Board of Directors of the Company may revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration, within a maximum ceiling as cited in the item no. 6.

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

I. General Information:	
	Mr. Daljit Singh
1. Nature of industry	The Company is a Public Listed Company incorporated on 2 nd 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, Defence etc. It is also engaged in the manufacturing 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 manufacturing 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.

Notice (Contd.)

2.	Date or expected date of commencement of commercial production	The Company was incorporated on 2 nd April 1990 with Registration No. 010265, in the State of Punjab under the provisions of the Companies Act, 1956. However, the Company began its operations in September 1994.			
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	(Amount in Lakh)			
		Financial Year	2024-25	2023-24	2022-23
		Gross Revenue	₹ 6,74,396.58	₹ 4,57,363.26	₹ 5,02,272.58
		Profit before tax	₹ 19,600.36	₹ 6,258.59	₹ 6,631.19
		Profit after tax	₹ 13,531.50	₹ 4,547.95	₹ 4,891.95
		Earnings per share	₹ 40.01	₹ 13.50	₹ 14.52
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 and acquired 100% stake in its foreign subsidiary Amber Enterprises USA Inc. and it became the Company's wholly owned subsidiary w.e.f. 13th 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. As at 31st March 2025, the aggregate foreign shareholding in the Company was 27.69%.</p> <p>Further, during the Financial Year under review one of the step down subsidiary of the Company namely AT Railway Sub Systems Private Limited ("AT Railway"), a wholly owned subsidiary of Sidwal Refrigeration Industries Private Limited, entered into a Joint Venture Agreement with South Korea based entity Yujin Machinery Ltd. ("Yujin Korea"), Sinkodia Pte. Ltd. ("Sinkodia") and Dujin International Co. Ltd. ("Dujin International), to form a Joint Venture Company ("JVC") in India, to carry on the business of manufacturing of all types of Driving Gears, Couplers, Pantograph and Brakes for various rolling stocks, including all types of wagons, trams, Vande Bharat trains, Indian Railways products, high speed and metro trains, regional rapid transit systems, etc. in India or such other places.</p> <p>Pursuant to the Joint Venture Company, an entity named Yujin Machinery India Private Limited ("Yujin India") was formed and incorporated on 20th August 2024, with AT Railway owning 55% equity stake, Yujin Korea owning 35% equity stake, Sinkodia owning 5% equity stake and Dujin International owning 5% equity stake in Yujin India.</p> <p>Thereafter, a Joint Venture Agreement was entered between IL JIN Electronics (India) Private Limited ("ILJIN"), the material subsidiary of the Company and Korea Circuit Co. Ltd ("KCC"), a pioneer of printed circuit boards ("PCBs") based out of Korea on 15th October 2024, to form a Joint Venture Company ("JVC"), in India, to carry on the business of production, manufacturing, assembling and selling of HDI, Flex, and Semiconductor Substrates PCBs.</p> <p>Pursuant to the said Joint Venture Agreement, an entity named Ascent-K Circuit Private Limited ("Ascent -K") was formed and incorporated on 7th April 2025, with ILJIN owing 70% equity stake and KCC owing 30% equity stake in Ascent – K.</p>			

II. Information about the appointee:												
6.	Background details	Mr. Daljit Singh holds bachelor’s degree in electronic engineering from Nagpur University & master’s degree in information technology from Rochester Institute of Technology										
7.	Past remuneration (Per Month)	<table><tr><th>Financial Year</th><th>2024-25</th><th>2023-24</th><th>2022-23</th></tr><tr><td>Remuneration</td><td>₹18,50,000</td><td>₹18,50,000</td><td>₹16,80,000</td></tr></table>	Financial Year	2024-25	2023-24	2022-23	Remuneration	₹18,50,000	₹18,50,000	₹16,80,000		
Financial Year	2024-25	2023-24	2022-23									
Remuneration	₹18,50,000	₹18,50,000	₹16,80,000									
8.	Recognition or awards	In 2016, 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 1st January 2008, and has held the position of the Managing Director since 25th August 2017. He was re-appointed as Managing Director for a term of five consecutive years with effect from 25th August 2022, as approved by the members at the Annual General Meeting held on 2nd August 2022.</p> <p>With over 17 years of in depth industry experience, Mr. Daljit Singh has played an instrumental role in multiple dimensions of our success. His strategic vision has significantly boosted customer acquisition and strategic development, paving the way for our Company’s expansion. His efforts in production and capacity expansion have allowed us to meet growing demands and enhance our operational efficiency.</p> <p>Furthermore, Mr. Daljit Singh’s forward thinking approach has enabled us to diversify geographically and innovate our product offerings. Under his astute leadership, we have successfully entered new business segments and executed several inorganic growth initiatives, seamlessly integrating them into the Amber Group ecosystem.</p> <p>Mr. Daljit Singh’s leadership acumen and meticulous execution have propelled us towards operational excellence and technological advancement. His commitment to Environmental, Social, and Governance (“ESG”) principles has been exemplary, and he actively champions these values across the Amber Group.</p> <p>Mr. Daljit Singh’s has consistently demonstrated exceptional dedication and expertise. His vision and strategic approach have been instrumental in Company’s accomplishments.</p>										
10.	Remuneration proposed	<p>Mr. Daljit Singh has consistently demonstrated exceptional dedication, strategic insight, and deep professional expertise. Taking into consideration Mr. Daljit Singh’s impressive qualifications, diverse experience, and remarkable achievements, the Board has entrusted him with the responsibilities of Managing Director of our Company. His visionary approach has played a key role in the Company’s growth and expansion.</p> <p>Considering the extensive experience, diverse expertise and significant contributions of Mr. Daljit Singh, the Audit Committee and Board of Directors, at their meeting held on 12th July 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in remuneration of Mr. Daljit Singh.</p> <p>Proposed remuneration : ₹ 3,22,00,000/- (Rupees Three Crore Twenty Two Lakh Only) per annum, plus commission, which shall be up to 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act), subject to a maximum of Rs. 2,00,00,000/- (Rupees Two Crore Only) in any Financial Year, along with perquisites and other benefits.</p> <p>The revised remuneration, including all components, shall be subject to a maximum ceiling as mentioned in resolution no. 6 and shall be applicable for a period of up to 3 (Three) years, with effect from 1st April 2025.</p> <p>(For more details, kindly refer details given in the explanatory statement of this Notice).</p>										

Notice (Contd.)

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)	Considering the size, scale, and complexity of our operations as well as the substantial responsibilities Mr. Daljit Singh undertakes, the proposed remuneration is both appropriate and well justified. Furthermore, a review of industry benchmarks indicates that the proposed compensation is in line with the remuneration paid to Managing Director/Executives/appointee(s) in other companies. This alignment ensures our Company remains competitive in attracting and retaining top tier leadership talent.
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Daljit Singh, is the Promoter of the Company and is holding 60,74,205 Equity Shares in the Company, which comprises 17.96% of the Paid-Up Capital of the Company. Mr. Jasbir Singh, Executive Chairman & Chief Executive Officer and Whole Time Director of the Company is brother of Mr. Daljit Singh.
III. Other information:		
13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring capital expenditures, this strategic initiative is crucial to meet the ever increasing demands of our customers and ensure we stay ahead in the market. Our commitment to growth is evident in the investments we are making to enhance our infrastructure and capabilities. By expanding our capacity, we aim to improve our service delivery, enhance customer satisfaction, and ultimately drive our Company's success.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> ➤ Forming strategic partnerships or alliances to penetrate new regions or industries; ➤ Investing in market research and customers insights to tailor offerings for local preferences; ➤ Improving supply chain and distribution networks to support expanded operations efficiently; ➤ Localizing marketing strategies to better engage with diverse customer segments; ➤ Leveraging technology and automation to scale operations and maintain quality; ➤ Strengthening brand recognition and positioning in new geographic areas; ➤ Exploring M&A opportunities for faster market entry or product diversification; ➤ Focusing on customer retention strategies alongside acquisition for sustainable growth; ➤ Incorporating sustainability practices to align with global ESG expectations and local regulations;
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above and strategic initiatives aimed at enhancing our operations and efficiency. With these measures in place, the Company is optimistic about the future and believes that we will see a significant increase in productivity and profitability in the years to come. We believe these changes will not only benefit the Company but also provide us with new opportunities for growth and success in our respective roles. Let's continue to work together and make the most of these advancements.

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. Except the aforesaid, 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.

Considering the variation in the terms of remuneration of Mr. Daljit Singh, a brief profile of Mr. Daljit Singh along with other additional information, as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is furnished in "Annexure A" to this Notice.

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. 6 be passed in the interest of your Company.

ITEM NO. 7

The members of the Company had, at the Annual General Meeting held on 9th August 2024, approved the payment of managerial remuneration to the Directors of the Company within the limits prescribed under Section 197 of the Companies Act, 2013 ("the Act").

In view of the continued growth, strategic expansion, and increasing complexity of operations, the Nomination and Remuneration Committee, at its meeting held on 12th July 2025, recommended the revision in the aggregate managerial remuneration payable to all Directors of the Company. The Board of Directors, at its meeting held on the same day, approved the said recommendation, subject to the approval of the members.

Accordingly, it is proposed to revise the aggregate managerial remuneration payable to all Directors of the Company, including the Managing Director, Whole Time Directors, and other Directors, to exceed 11% of the net profits of the Company calculated as per Section 198 of the Act or ₹ 20 Crore, whichever is higher.

The Company is consistently generating adequate profits, and the proposed remuneration structure is currently well within the permissible limits under Schedule V of the Act. However, in the event of inadequacy or absence of profits in any Financial Year, the Company shall continue to pay the proposed remuneration to its managerial personnel in accordance with the provisions and conditions laid down in Schedule V, subject to necessary approvals, if any. The revision is intended to reward and retain the leadership team that has been instrumental in driving the Company's performance and long term value creation.

The Board believes that the proposed remuneration limit commensurate with the responsibilities shouldered by the Directors and is aligned with industry standards and shareholder interests.

All Directors, the Executive Chairman & Chief Executive Officer and Whole Time Director, Managing Director and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the other Key Managerial Personnel(s) 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 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 recommends the **SPECIAL RESOLUTION** set forth in item no. 7 for approval of the members.

ITEM NO. 8

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and inorganic opportunities. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, subject to compliance with applicable laws, the Company and Board of Directors of the Company hereby seeking the *ENABLING RESOLUTION* from the members of the Company to raise capital upto ₹ Rs. 2500 Crore (Rupees Two Thousand Five Hundred Crore Only) for the purposes of funding its capital expenditures required for the long term growth of its businesses; loans to and investments in its subsidiaries/joint ventures for their long term & short term business purposes and pre payment and/or repayment of Company and/or its subsidiaries/joint ventures debts; financing other long term and working capital requirements of the Company and/or its subsidiaries/joint ventures; making strategic acquisitions or joint ventures and general corporate purposes, as may be permissible under applicable law and approved by the Board of Directors of the Company.

In line with the above, the Company proposes to raise funds through the issuance of any instrument or security, including equity shares, fully/partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non convertible debentures, warrants (collectively, the "Securities"), or any combination of Securities, for an aggregate consideration of up to ₹ 2500 Crore (Rupees Two Thousand Five Hundred Crore Only) all or any such investors, jointly and/or severally, that may be permitted to invest in such issuance of Securities, including resident or non resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks /alternate investment funds /Indian and/or multilateral financial institutions/insurance companies/

Notice (Contd.)

any other qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations, and the qualified institutional buyers, the "QIBs")/ any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, without a green shoe option, through a public issue, preferential allotment, private placement, or a rights issue (including one or more qualified institutions placements ("QIP") in accordance with the applicable provisions of the Companies Act, 2013 (as defined hereinafter) and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, in terms of Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("the Act") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 10 (Rupees Ten Only) of the Company are listed ("Stock Exchanges"; and such equity shares); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory / regulatory authorities). Accordingly, the Board of the Company ("Board", which term shall include any committee which the Board may have constituted or may constitute to exercise its powers, including the powers conferred by this resolution), at its meeting held on 12th July 2025, subject to the approval of the members of the Company, approved the raising of funds at such price and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market

conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to issuance of Securities, in accordance with applicable laws, and subject to regulatory approvals (as necessary).

The resolution proposed is an *ENABLING RESOLUTION* and the exact price, proportion, and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the issuance of Securities will be decided by the Board, in accordance with the SEBI ICDR Regulations, in consultation with book running lead manager(s) and / or other advisor(s) appointed in relation to the issuance of Securities and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post issue shareholding and the shareholding pattern of the Company are not provided. Accordingly, the Board may, in its discretion, adopt one or more of the mechanisms for raising funds to meet its objectives as stated in the paragraphs above without the need for fresh approval from the members of the Company. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the issuance.

The relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

In the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the members of the Company. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, *pari passu* with the existing Equity Shares of the Company.

In the event the securities are proposed to be issued as American Depositary Receipts or Global Depositary Receipts, then its pricing shall be governed by the Framework for Issue of Depositary Receipts, as issued by SEBI from time to time.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Act, and any other applicable law. The resolution enables the Board, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the price determined in accordance with the SEBI ICDR Regulations.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI LODR Regulations.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution, as set out in item no. 8 of this notice, without the need for any fresh approval from the members of the Company in this regard.

The Board recommends the resolution for approval of the members. Except to the extent of their shareholding, if any, none of the Directors or the Manager or any other Key

Managerial Personnel(s) or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 8.

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 proposed issuance of Securities is in the interest of the Company and the Board recommends the resolution set out at item no. 8 of the notice for the approval of the members as a **SPECIAL RESOLUTION.**

Documents referred hereinabove in the Notice shall be available for inspection by the members electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to info@ambergrouppindia.com or cs_corp@ambergrouppindia.com mentioning, his / her / its folio number / DP ID and Client ID.

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

Sd/-
(Konica Yaadav)

Company Secretary and Compliance Officer
Membership No.: A30322

Place: Gurugram
Date: 12th July 2025

Annexure A

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AND VARIATION OF TERMS OF REMUNERATION, PURSUANT TO REGULATION 36 OF SEBI LODR REGULATIONS AND SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Mr. Daljit Singh



With more than 17 years of experience in the RAC & B2B manufacturing sector, Mr. Daljit Singh has demonstrated exceptional leadership and expertise. Prior to joining the Company, he worked at Morgan Stanley in New York for six years, beginning his career as a Graduate Trainee. His extensive knowledge and experience have been instrumental in transforming the Company into a total solution provider for the HVAC industry.

Under Mr. Daljit Singh's astute leadership, the Company has grown into a multi-location organization in India and diversified into various product categories. His keen and commendable contributions have significantly impacted the overall growth of the Company. Additionally, Mr. Daljit Singh played a pivotal role in the successful completion of the Company's Initial Public Offering.

Mr. Daljit Singh's leadership skills and meticulous attention to execution have driven the Company towards operational excellence, technological advancements, new product lineups, and continuous innovation.

Award and Accolade :

In 2016, Mr. Daljit Singh received "Entrepreneur of the Year" award from Ludhiana Management Association.

Nature of expertise in specific functional areas:

Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing, Mergers and Acquisitions, Fund Raising.

Listed Entities from which Mr. Daljit Singh has resigned as Director in past 3 years: None

Age: 47 Years

Qualifications: Bachelor's degree in electronic engineering from Nagpur University.

Master's degree in information technology from the Rochester Institute of Technology.

Terms and conditions of appointment or re-appointment: Inducted as a Board member since 1st January 2008.

He has been serving as Managing Director of the Company since 25th August 2017 and he was re-appointed as Managing Director of the Company w.e.f 25th August 2022 for a period of 5 (Five) years, liable to retire by rotation.

Pursuant to the requirement of Section 152 of the Act, he being eligible is proposed to be re-appointed as the Managing Director. Further, the instant re-appointment in terms of Section 152 of the Act as provided under the item no. 2 of this Notice of the ensuing 35th AGM, shall not be treated as break in his term as the Managing Director of the Company.

Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable : The remuneration sought to be paid to Mr. Daljit Singh is provided in this Notice of 35th AGM. For the remuneration last drawn by Mr. Daljit Singh, please refer the Corporate Governance Report, forming part of the Annual Report.

Date of first appointment on the Board : 1st January 2008

Shareholding in the Company (including shareholding as a beneficial owner): 60,74,205 (17.96%)

Relationship with other Directors, Manager and other Key Managerial Personnel(s) of the Company : Mr. Jasbir Singh is Brother

Number of Meetings of the Board attended during the year : 5/8

Other Directorships :

1. PICL (India) Private Limited
2. Pravartaka Tooling Services Private Limited
3. ILJIN Electronics (India) Private Limited
4. Ever Electronics Private Limited
5. Ascent Circuits Private Limited
6. Sidwal Refrigeration Industries Private Limited
7. AT Railway Sub Systems Private Limited
8. Amber Enterprises USA Inc.
9. Yujin Machinery India Private Limited
10. Ascent-K Circuit Private Limited

Mr. Daljit Singh
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
1.	ILJIN Electronics (India) Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2.	Ever Electronics Private Limited	Nomination and Remuneration Committee	Member
3.	Sidwal Refrigeration Industries Private Limited	Corporate Social Responsibility Committee	Member
4.	Pravartaka Tooling Services Private Limited	Nomination and Remuneration Committee	Member

ADDITIONAL INFORMATION IN CONTEXT OF VARIATION OF TERMS OF REMUNERATION OF EXECUTIVE CHAIRMAN & CEO AND WHOLE TIME DIRECTOR, PURSUANT TO SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Mr. Jasbir Singh



With over 22 years of experience in the manufacturing of consumer durables and electronics, Mr. Jasbir Singh has been an instrumental figure in the Company's strategic growth, driving both organic expansion and inorganic acquisitions.

Under Mr. Jasbir Singh's visionary leadership, Amber Group has witnessed remarkable growth, evolving from a single manufacturing plant to multiple state-of-the-art facilities across India. His strategic foresight and unwavering commitment to innovation have transformed the Company into a diversified and unique B2B solutions provider.

Amber Group now excels in various domains, including Room and Commercial Air Conditioners, HVAC solutions for Indian Railways, Metros, Buses, and Defense applications, Precision Air Conditioning systems, Motors for Air Conditioners, PCB assemblies for consumer durables, electronics, and the automobile sector, and a wide range of components including sheet metal parts, injection moulded components, and heat exchangers for various industries.

This transformation is a testament to Mr. Jasbir Singh's dedication to excellence, operational expansion, and technological advancement. His leadership has positioned Amber Group as a leader in the Indian manufacturing ecosystem, and we are proud to be part of this incredible journey.

Further, under Mr. Jasbir Singh astute guidance, reins and strategic thinking, the Company growth has significantly augmented.

Age : 50 Years

Qualifications : Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University.

Master's in Business Administration from the University of Hull, United Kingdom.

Terms and conditions of appointment or re-appointment : Inducted as a Board member since 1st October 2004.

Mr. Jasbir Singh (DIN: 00259632) has been serving on the Board of the Company as a Director, since 1st October 2004 and served as the Chairman and Chief Executive Officer of the Company since 25th August 2017 till 15th May 2023.

He was appointed as the Executive Chairman & Chief Executive Officer and Whole Time Director of the Company with effect from 16th May 2023, for a term of 5 (Five) consecutive years, liable to retire by rotation.

Date of first appointment on the Board : 1st October 2004

Shareholding in the Company (including shareholding as a beneficial owner): 70,59,165 (20.87%)

Relationship with other Directors, Manager and other Key Managerial Personnel(s) of the Company : Mr. Daljit Singh is Brother

Number of Meetings of the Board attended during the year : 8/8

Other Directorships :

1. Sidwal Refrigeration Industries Private Limited
2. ILJIN Electronics (India) Private Limited
3. Ever Electronics Private Limited
4. Pravartaka Tooling Services Private Limited
5. Ascent Circuits Private Limited
6. AT Railway Sub Systems Private Limited
7. Titagarh Firema S.p.A
8. Ascent-K Circuit Private Limited

MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Sl. No.	Names of Companies	Name of the Committee (s)	Member/ Chairman
1.	ILJIN Electronics (India) Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
2.	Ever Electronics Private Limited	Audit Committee	Member
3.	Sidwal Refrigeration Industries Private Limited	Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member

Mr. Jasbir Singh

He also serves on several industry bodies enabling advocacy for the industry's growth, including:

- Co-Chair of FICCI Committee on Electronics & White Goods Manufacturing
- Co-Chair of The Indian Cellular & Electronics Association (ICEA)
- President of All India Organisation of Employers (AIOE), an allied body of FICCI
- Vice Chairman of MEDEPC Mobile and Electronics Devices Export Promotion Council

Award and Accolade:

He has been awarded with a title of "Man of Appliances" by Consumer Electronics & Appliances Manufacturers Association ("CEAMA").

Nature of expertise in specific functional areas:

Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing, Mergers and Acquisitions and Fund Raising

Listed Entities from which Mr. Jasbir Singh has resigned as Director in past 3 years: None

SHAREHOLDERS SUPPORT

Application(s) by our RTA, KFintech

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, KFintech has developed the following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA, KFintech, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated 8th June 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>



Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and e-Voting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details :

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification ("OPV") process, based on liveness detection and document verification.

Key Benefits:

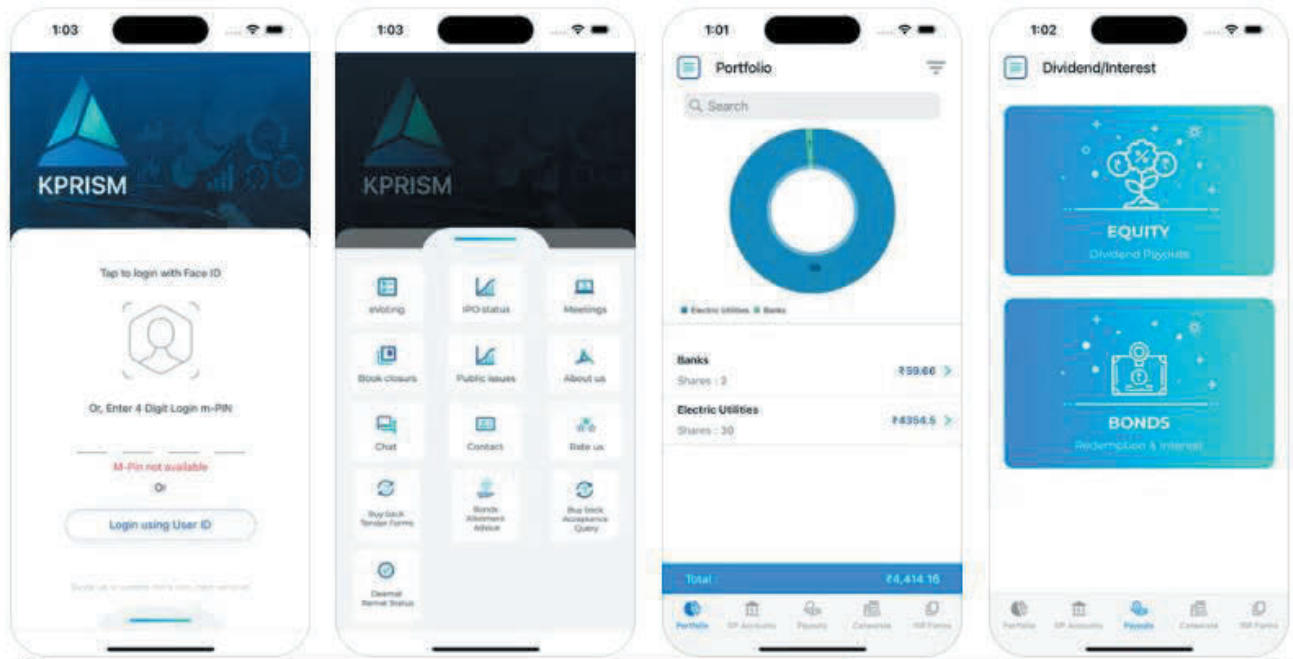
- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFintech is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to access KPRISM



WhatsApp :

Shareholders can use WhatsApp Number:

(91) 910 009 4099

to avail bouquet of services.