



Date: 12 August 2024

To
Secretary
Listing Department

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

To
Secretary
Listing Department

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla
Complex, Mumbai – 400 050
Scrip Code : AMBER
ISIN : INE371P01015

Dear Sir/Ma'am,

Sub: Voting Results and Scrutinizers Report of the 34th Annual General Meeting (“AGM”) held on Friday, 9th August 2024

Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“SEBI LODR Regulations”).

This information is submitted to you pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“SEBI LODR Regulations”).

The 34th Annual General Meeting (“AGM”) of the Company was convened on 9 August 2024 through Video Conferencing (“VC”) facility and the business items (from nos. 1 to 10) mentioned in the Notice dated 18 July 2024 of the said AGM were transacted.

The Company provided remote e-voting facility to the members on resolutions proposed to be considered at the AGM from 6 August 2024 (9:00 am IST) to 8 August 2024 (5:00 pm IST) on the e-voting portal of KFin Technologies Limited (“KFin”). Further, those members, who participated through VC facility, were provided facility to e-vote on KFin portal at the time of AGM.

In this regard, please find enclosed the following:-

- i. Report of the Scrutinizer dated 9 August 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 alongwith combined voting results of remote e-voting prior to the AGM and e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the SEBI LODR Regulations, enclosed herewith;

Amber Enterprises India Limited

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

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



The voting results along with the Scrutinizer's Report is available on the Company's website at www.ambergroupindia.com and is also being made available on the website of the KFin Technologies Limited at <http://evoting.kfintech.com>.

This is for your information and records.

**Thanking You,
Yours faithfully
For Amber Enterprises India Limited**

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

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FORM NO MGT-13

Combined Scrutinizer Report

Date: 09.08.2024

Sub - Scrutinizer's Report

[Pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To the Chairman
Amber Enterprises India Limited
(CIN-L28910PB1990PLC010265)
C 1 Phase-II, Focal Point, Rajpura Town, Punjab-14040

Dear Sir,

I, Vikram Jhawar, Company Secretary in Practice and Proprietor of V JHAWAR & CO, Company Secretaries have been appointed as Scrutinizer by the Board of Directors of Amber Enterprises India Limited (the Company) for the remote e-voting as well as the e-voting by Members at the Annual General Meeting ("e-voting") on the resolutions contained in the Notice dated 03rd July 2024 ("Notice") issued in accordance with General Circular No. 14/ 2020, 17 / 2020, 20/2020, 2/2021 and 09/2023 dated 8 April 2020, 13 April 2020, 5 May 2020 ,13 January 2021 and 25th September 2023 respectively issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars"), calling the Thirty Fourth Annual General Meeting of its Equity Shareholders ("the Meeting"/ "AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The AGM was convened on Friday, 09th August 2024 at 12.30 PM 1ST through VC / OAVM.

1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:





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- (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
- (ii) Process of e-voting at the AGM through electronic voting system ("**Insta Poll**")

2. Management Responsibility:-

The Management of the Company is responsible to ensure the compliance of requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the MCA Circulars and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"). The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. Scrutinizer's Responsibility:-

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the evoting system provided by KFin Technologies Limited ("**KFinTech**"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or KFinTech for my verification.

4. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 02nd August 2024 were entitled to vote on the resolutions (item nos. 1 to 10 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

5. Insta Poll process at the AGM:

- (i) In keeping with the Regulations 44 of the SEBI (Listing Obligation and Requirement) Regulations 2015 and as prescribe under Rule 20 of the Companies (Management and Administration) Amendment Rule 2015, for the





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purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the Annual General Meeting, the scrutinizer shall have access after closure of period of remote e voting and before the start of Annual General Meeting to only such details relating to members who have cast their votes through remote e-voting.

- (ii) The Company provided Insta e-voting facility to members attending the AGM who had not cast their votes through remote e-voting to cast their votes.
- (iii) After the time fixed for closing of the Insta e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.
- (iv) The e-voting instructions were scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / KFin and the authorization lodged with the Company / KFin on test check basis.
- (v) The e-votes cast were unblocked on Wednesday, 09th August 2024 after the conclusion of the AGM.

6. Remote e-voting process

- i. The remote e-voting period remained open from Tuesday 06th August 2024 (9:00 a.m. 1ST) to Thursday, 08th August 2024 (5:00 p.m. 1ST) and Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by Kfintech.
- ii. The votes cast were unblocked on due time was witnessed by two witnesses Mr. Sanjay Suri and Mr. Asif who are not in the employment of the company and / or KFin.





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iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:-

As per Annexure A

Date: 09.08.2024

Place: New Delhi

For V.JHAWAR & CO

Company Secretaries

VIKRAM
JHAWAR

Digitally signed by VIKRAM
JHAWAR
Date: 2024.08.09 16:49:39
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Vikram Jhawar

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M.No-10300

CP No. 11204

UDIN- **F010300F000940119**

Peer Review Certificate No.: 1278/2021





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Annexure-A

CONSOLIDATED RESULTS

Item No. 1 : To consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	319	27218784	15	572656	334	27791440	99.99
Dissent	3	30	0	0	3	30	0.01
Abstain	0	0	0	0	0	0	0
Total	322	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the ordinary resolution as set out in Item No. 1 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.

Item No. 2 : To appoint a director in place of Mr. Jasbir Singh (DIN: 00259632) who retires by rotation and being eligible, seeks re-appointment.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	241	24416566	15	572656	256	24989222	89.92
Dissent	66	1831837	0	0	66	1831837	6.59
Abstain	21	970411	0	0	21	970411	3.49
Total	328	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the ordinary resolution as set out in Item No. 2 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.





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Item No. 3: Remuneration of Cost Auditors for financial year 2024-25.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	318	27218752	15	572656	333	27791408	99.99
Dissent	4	62	0	0	4	62	0.01
Abstain	0	0	0	0	0	0	0
Total	322	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the ordinary resolution as set out in Item No. 3 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.

Item No. 4: Re-appointment of Mr. Arvind Uppal (DIN: 00104992) as the Non-Executive and Independent Director of the Company for a second term of five consecutive years.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	287	26505512	15	572656	302	27078168	97.43
Dissent	36	713302	0	0	36	713302	2.57
Abstain	0	0	0	0	0	0	0
Total	323	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the special resolution as set out in Item No. 4 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority





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Item No. 5: Authorization under Section 185 of the Companies Act, 2013

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	191	19733166	14	572639	205	20305805	73.06
Dissent	135	7485648	1	17	136	7485665	26.94
Abstain	0	0	0	0	0	0	0.00
Total	326	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the special resolution as set out in Item No. 5 of the Notice of the AGM dated 03rd July 2024 has not been passed with requisite majority.

Item No. 6: Authorisation to Board under Section 180(1)(c) of the Companies Act, 2013.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	310	27139137	15	572656	325	27711793	99.71
Dissent	16	79677	0	0	16	79677	0.29
Abstain	0	0	0	0	0	0	0
Total	326	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the special resolution as set out in Item No. 6 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.





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Item No. 7: Authorisation to Board under Section 180(1)(a) of the Companies Act, 2013.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	310	27139137	15	572656	325	27711793	99.71
Dissent	16	79677	0	0	16	79677	0.29
Abstain	0	0	0	0	0	0	0
Total	326	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the special resolution as set out in Item No. 7 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.

Item No. 8: Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition by the Company exceeding the limits ascribed under section 186 of the Companies Act, 2013.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	170	19067098	14	572639	184	19639737	70.67
Dissent	156	8151716	1	17	157	8151733	29.33
Abstain	0	0	0	0	0	0	0
Total	326	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the special resolution as set out in Item No. 8 of the Notice of the AGM dated 03rd July 2024 has not been passed with requisite majority.





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Item No. 9: Remuneration to directors exceeding the overall managerial remuneration limit as per the provisions of Section 197 of the Companies Act 2013.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	179	21095853	14	572639	193	21668492	77.97
Dissent	147	6122961	1	17	148	6122978	22.03
Abstain	0	0	0	0	0	0	0
Total	326	27218814	15	572656	337	27791470	100

Based on the aforesaid results, we report that the special resolution as set out in Item No. 9 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.

Item No. 10: Alteration of Articles of Association of the Company.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	318	27218769	15	572656	333	27791425	99.99
Dissent	4	45	0	0	4	45	0.01
Abstain	0	0	0	0	0	0	0
Total	322	27218814	15	572656	337	27791470	100



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Based on the aforesaid results, we report that the special resolution as set out in Item No. 9 of the Notice of the AGM dated 03rd July 2024 has been passed with requisite majority.

For V.JHAWAR & CO

Company Secretaries

VIKRAM JHAWAR

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JHAWAR

Date: 2024.08.09 16:50:11 +05'30'

Date: 09.08.2024

Place: New Delhi

Vikram Jhawar

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M.No-10300

CP No. 11204

UDIN- **F010300F000940119**

Peer Review Certificate No.: 1278/2021

