



Date: 7 September 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: INTIMATION REGARDING APPROVAL OF PROPOSAL FOR PURCHASING BUSINESS OF AMBERPR TECHNOPLAST INDIA PRIVATE LIMITED, THE WHOLLY OWNED SUBSIDIARY OF THE COMPANY ('AMBERPR'), VIA SLUMP SALE ON GOING CONCERN BASIS AT A LUMP SUM PURCHASE CONSIDERATION

Ref: REGULATION 30 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ("SEBI LODR REGULATIONS")

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), read with Schedule III Part A of the SEBI LODR Regulations, we are hereby intimating that as a part of internal restructuring of the business operations of the Company, the Reconstruction Committee of the Board of Directors of the Company, has, at its Meeting held today i.e. 07 September 2024, approved the proposal for acquiring the business of AmberPR Technoplast India Private Limited, the wholly owned subsidiary of the Company ("AmberPR") via slump sale on going concern basis at a lump sum purchase consideration, to be calculated on the date of closing to be cited in the BTA.

The business transfer would be via slump sale on going concern basis at a lump sum sale consideration through execution of Business Transfer Agreement ("BTA"), without values being assigned to individual assets and liabilities as contemplated under the Income Tax Act, 1961, on such terms and conditions as contained in the BTA and subject to such other approvals/ consents as may be necessary from the regulatory/ statutory authorities and subject to further conditions that may be imposed by any person or authority while granting such approvals.

The completion of the proposed transaction is subject to fulfilment of conditions precedents as may be mentioned in the BTA and shall be subject to approval of the shareholders of AmberPR.

The details and disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023 and other applicable SEBI Circular(s) are given in "**Annexure – A and Annexure B**" to this letter.

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



The above intimation is also available on the website of the Company at www.ambergroupindia.com.

We request you to kindly take this on your record, disseminate the same on your website and oblige.

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

(Konica Yadav)
Company Secretary and Compliance Officer

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Annexure A

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023

a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Amount in Lakh		
		Particulars	Turnover FY 2023-24	Net Worth FY 2023-24
		Amount	12,092.63	2,923.57
		% of Turnover or Revenue or Income and Net Worth contributed by AmberPR of the Company	2.68%	1.71%
b)	Date on which the agreement for sale has been entered into	The Reconstruction Committee of the Board of Directors of the Company, has, at its Meeting held today i.e. 07 September 2024, approved the proposal for acquiring the business of AmberPR Technoplast India Private Limited, the wholly owned subsidiary of the Company ('AmberPR') via slump sale on going concern basis at a lump sum sale consideration, including authority to directors/ officers of the Company to enter into the Business Transfer Agreement and other related documents to give effect to the transaction, subject to regulatory, statutory and other approvals, if any.		
c)	The expected date of completion of sale/disposal	The slump sale is expected to complete on or before 30 September 2024, subject to regulatory, statutory and other approvals, if any.		
d)	Consideration received from such sale/disposal	The consideration would be calculated on the date of closing and same shall be communicated to the exchanges post execution of BTA .		
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	<p>Details of Purchaser (Amber)</p> <p>Amber Enterprises India Limited, a company existing under the meaning of the Companies Act, 2013, having its registered office at C-1, Phase II, Focal Point, Rajpura Town -140 401, Punjab</p> <p>Details of Seller (AmberPR)</p> <p>AmberPR Technoplast (India) Private Limited, a company existing under the meaning of the Companies Act, 2013, having its registered office at C-1, Phase II, Focal Point, Rajpura Town -140 401, Punjab</p>		

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		Purchaser is the 100% Holding Company of the Seller.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”.	Yes, the proposed transaction would fall within related party transaction and it would be at arm’s length.
g)	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	<p>The proposed transaction does not form part of any Scheme of Arrangement. The slump sale is being proposed to be undertaken through a Business Transfer Agreement between the Company and AmberPR, the wholly owned subsidiary.</p> <p>Accordingly, the provisions of Regulation 37A of SEBI LODR Regulations are not applicable in the present case.</p>
h)	Area of business of the entity(ies)	<p>Business of the Seller (AmberPR)</p> <p>The Seller is engaged in business of (i) cross flow fans and its plastic parts, (ii) fans and fan guard for outdoor units of room air conditioners and (iii) plastic parts for other industries.</p> <p>Business of the Purchaser (Amber)</p> <p>The Purchaser is engaged in the business of wide range of air conditioners, its components and various other components of consumer durables, auto mobiles and other industries etc.</p>
i)	Rationale for slump sale	<p>AmberPR is a wholly owned subsidiary of Amber Enterprises India Limited (the ‘Holding Company’/ ‘Amber’). Both Amber and AmberPR forms part as consumer durables segment of Amber. Hence, as a part of internal restructuring of the business, Amber is considering merging of AmberPR business through slump sale.</p> <p>The above internal restructuring of businesses will lead to :</p> <ol style="list-style-type: none"> 1. Financial and Commercial ease through optimum utilization of resources; 2. Operational efficiency through optimization of Business processes; 3. More absolute and profound comparison with industry peers i.e. benchmarking business performance with industry;

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		4. More flexibility to Amber to expand business in B2B space.
j)	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the proposed slump sale.



Annexure B

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023

a)	Name of the target entity, details in brief such as size, turnover etc.	<p>AmberPR Technoplast India Private Limited (“AmberPR”), is a company existing under the meaning of the Companies Act, 2013, having its registered office at C-1, Phase II, Focal Point, Rajpura Town -140 401, Punjab.</p> <p>AmberPR is engaged in business of (i) cross flow fans and its plastic parts, (ii) fans and fan guard for outdoor units of room air conditioners and (iii) plastic parts for other industry.</p> <p>Capital and Turnover Details:-</p> <table border="1" data-bbox="815 936 1444 1451"> <tr> <td data-bbox="815 936 1034 1081">Authorized Share Capital</td> <td colspan="2" data-bbox="1034 936 1444 1081">Rs. 5,00,000/- (Rupees Five Lakh only) divided into 50000 Equity Shares of Rs. 10/- each (Rupees Ten each)</td> </tr> <tr> <td data-bbox="815 1081 1034 1261">Paid-up Share Capital</td> <td colspan="2" data-bbox="1034 1081 1444 1261">Rs. 3,26,220/- (Rupees Three Lakh Twenty Six Thousand Two Hundred and Twenty) divided into 32,622 Equity Shares of Rs. 10/- each (Rupees Ten each).</td> </tr> <tr> <td data-bbox="815 1261 1034 1451" rowspan="4">Turnover</td> <td data-bbox="1034 1261 1219 1339">Financial Year</td> <td data-bbox="1219 1261 1444 1339">Turnover (Rs. in Lakh)</td> </tr> <tr> <td data-bbox="1034 1339 1219 1373">2023 - 2024</td> <td data-bbox="1219 1339 1444 1373">12,092.63</td> </tr> <tr> <td data-bbox="1034 1373 1219 1406">2022 - 2023</td> <td data-bbox="1219 1373 1444 1406">11,117.69</td> </tr> <tr> <td data-bbox="1034 1406 1219 1451">2021 - 2022</td> <td data-bbox="1219 1406 1444 1451">8,705.21</td> </tr> </table>	Authorized Share Capital	Rs. 5,00,000/- (Rupees Five Lakh only) divided into 50000 Equity Shares of Rs. 10/- each (Rupees Ten each)		Paid-up Share Capital	Rs. 3,26,220/- (Rupees Three Lakh Twenty Six Thousand Two Hundred and Twenty) divided into 32,622 Equity Shares of Rs. 10/- each (Rupees Ten each).		Turnover	Financial Year	Turnover (Rs. in Lakh)	2023 - 2024	12,092.63	2022 - 2023	11,117.69	2021 - 2022	8,705.21
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b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>Yes, the proposed transaction would fall within related party transaction and it would be at arm’s length.</p> <p>AmberPR is wholly owned subsidiary of the Company.</p>															
c)	Industry to which the entity being acquired belongs	Consumer Durables															
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	AmberPR is a wholly owned subsidiary of Amber Enterprises India Limited (the ‘Holding Company’/ ‘Amber’). Both Amber and AmberPR forms part as consumer durables segment of Amber. Hence, as a part of internal restructuring of the business, Amber is considering merging of AmberPR business through slump sale.															

Amber Enterprises India Limited



		<p>The above internal restructuring of businesses will lead to :</p> <ol style="list-style-type: none"> 4. Financial and Commercial ease through optimum utilization of resources; 5. Operational efficiency through optimization of Business processes; 6. More absolute and profound comparison with industry peers i.e. benchmarking business performance with industry; 4. More flexibility to Amber to expand business in B2B space. 		
e)	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approvals are required for the said acquisition.		
f)	Indicative time period for completion of the acquisition	The slump sale is expected to complete on or before 30 September 2024, subject to regulatory, statutory and other approvals, if any.		
g)	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration		
h)	Cost of acquisition and/or the price at which the shares are acquired	The consideration would be calculated on the date of closing and same shall be communicated to the exchanges post execution of BTA.		
i)	Percentage of shareholding / control acquired and / or number of shares acquired	Not Applicable, since it's a Slump Sale Transaction through BTA.		
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>AmberPR Technoplast India Private Limited, is a company existing under the meaning of the Companies Act, 2013, incorporated on 19/07/2013 having its registered office at C-1, Phase II, Focal Point, Rajpura Town -140 401, Punjab, India</p> <p>AmberPR is engaged in business of (i) cross flow fans and its plastic parts, (ii) fans and fan guard for outdoor units of room air conditioners and (iii) plastic parts for other industry.</p> <p>Capital and Turnover Details:-</p> <table border="1"> <tr> <td>Authorized Share Capital</td> <td>Rs. 5,00,000/- (Rupees Five Lakh only) divided into 50000 Equity Shares of Rs. 10/- each (Rupees Ten each)</td> </tr> </table>	Authorized Share Capital	Rs. 5,00,000/- (Rupees Five Lakh only) divided into 50000 Equity Shares of Rs. 10/- each (Rupees Ten each)
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