



Date: 5 April 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 EXECUTION OF DEFINITIVE AGREEMENT AMONGST - AT RAILWAY SUB SYSTEMS PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY OF SIDWAL REFRIGERATION INDUSTRIES PRIVATE LIMITED ('SIDWAL' THE WHOLLY OWNED MATERIAL SUBSIDIARY OF THE COMPANY) AND YUJIN MACHINERY LTD., A SOUTH KOREA BASED COMPANY & SINKODIA PTE. LTD., A SINGAPORE BASED COMPANY & DUJIN INTERNATIONAL, A HONG KONG BASED COMPANY, FOR INVESTMENT AND FORMATION OF A NEW JOINT VENTURE COMPANY ('JVC') IN INDIA

Ref: Disclosure under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")

Pursuant to Regulation 30 of SEBI Listing Regulations, as amended, we would like to inform you that the definitive agreements have been executed on 5 April 2024 amongst - AT Railway Sub Systems Private Limited, [the wholly owned subsidiary of Sidwal Refrigeration Industries Private Limited ('Sidwal' the wholly owned Material Subsidiary of the Company)] and Yujin Machinery Ltd., a South Korea Based Company & Sinkodia Pte. Ltd., a Singapore based company & Dujin International, a Hong Kong based company, for investment and formation of a new Joint Venture Company ('JVC') In India, to carry on the business of manufacturing of all types of Driving Gears, Couplers, and Pantograph 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 agreed between the parties. ("**Business**").

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) is given in **Annexure - A** to this letter.

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

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

(Konica Yadav)
Company Secretary and Compliance Officer

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
CIN: L28910PB1990PLC010265

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



Annexure A

Disclosures in terms of 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 and other applicable SEBI Circular(s)

a)	Name(s) of parties with whom the agreement is entered	<p>Yujin Machinery Ltd ('JV Partner-1')</p> <p>AND</p> <p>AT Railway Sub Systems Private Limited ('JV Partner-2')</p> <p>AND</p> <p>Sinkodia Pte. Ltd. ('Financial Partner-1')</p> <p>AND</p> <p>Dujin International ('Financial Partner-2')</p>
b)	Purpose of entering into the agreement	<p>The parties have entered into a Joint Venture Agreement ('JV Agreement') for Investment and formation of a new Joint Venture Company ('JVC') In India, to carry on the business of manufacturing of all types of Driving Gear, Couplers, and Pantograph 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 agreed between the parties. ("Business").</p> <p>This Joint Venture will enable the Group to further expands its key offerings of railway subsystems into Pantographs, Couplers and Driving Gears, through the expertise of Yujin.</p> <p>The parties will initially invest an amount aggregating to a sum total of INR 5,00,00,000/- (Indian Rupees Five Crore) for the purpose of subscribing to Equity Shares of the new JVC.</p>
c)	Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Significant terms of joint venture agreement include the following:</p> <ol style="list-style-type: none"> 1. The Board of JVC shall consist of 4 (four) Directors, of which: 2 (two) directors shall be nominated by each JV Partner. 2. Post incorporation and infusion of initial subscription money by the parties to the agreement, the shareholding in the JVC (to be incorporated) shall be as stated below:

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e)	Whether the said parties are related to Promoter /Promoter Group/ Group Companies in any manner. If yes, nature of relationship	AT Railway Sub Systems Private Limited is the wholly owned subsidiary of Sidwal Refrigeration Industries Private Limited (“Sidwal”) the wholly owned Material Subsidiary of the Company)															
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	No.															
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	<p>Post incorporation and infusion of initial subscription money by the parties to the agreement, the shareholding in the JVC (to be incorporated) shall be as stated below:</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Proposed Shareholders</th> <th>% of Holding</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>At Railway Sub Systems Private Limited</td> <td>55%</td> </tr> <tr> <td>2</td> <td>Yujin Machinery Ltd.</td> <td>35%</td> </tr> <tr> <td>3</td> <td>Sinkodia Pte. Ltd.</td> <td>5%</td> </tr> <tr> <td>4</td> <td>Dujin International</td> <td>5%</td> </tr> </tbody> </table>	Sl. No.	Proposed Shareholders	% of Holding	1	At Railway Sub Systems Private Limited	55%	2	Yujin Machinery Ltd.	35%	3	Sinkodia Pte. Ltd.	5%	4	Dujin International	5%
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h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	<p>Not Applicable</p> <p>No potential conflict of interest is arising out of this agreement.</p>															
i)	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) Name of parties to the agreement;</p> <p>b) Nature of the agreement;</p> <p>c) Date of execution of the agreement;</p> <p>d) Details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not Applicable															

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