



Date: 10.02.2024

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 of Scheme of Amalgamation between IL JIN Electronics (India) Private Limited ('ILJIN') ('Transferee'), the material subsidiary of the Company and Ever Electronics Private Limited, the subsidiary of the Company ('Transferor')**

**Ref: Disclosure pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), we would like to inform you that, the Board of Directors of the Company in its meeting held on 10 February 2024, have considered and approved the Scheme of Amalgamation of between IL JIN Electronics (India) Private Limited ('ILJIN') ('Transferee'), the material subsidiary of the Company and Ever Electronics Private Limited ('EVER'), the subsidiary of the Company ('Transferor') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

The Scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal, the shareholders and creditors of each of the companies.

The Scheme was approved by the Board of ILJIN and EVER at their respective meetings and subsequently approved by the Board of director of the Company i.e. Amber Enterprises India Limited on 10.02.2024

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 13th July, 2023 and other applicable SEBI Circular(s) are given in **Annexure - A** to this letter.

The above intimation is also available on the website of the Company at [www.ambergroupindia.com](http://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**

**Amber Enterprises India Limited**

**Corp. Address:**  
Universal Trade Tower, 1st Floor, Sector 49, Gurgaon-1 22018  
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**Regd. Office:**  
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## Annexure A

**SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015  
DISCLOSURE OF EVENTS AS PER REGULATION 30 (2) READ WITH PARA A OF PART A OF SCHEDULE III**

a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p><b>IL JIN Electronics (India) Private Limited ('ILJIN') (Transferee Company)</b></p> <p>IL JIN Electronics (India) Private Limited ("IL JIN"), is an existing company within the meaning of the Companies Act 2013, incorporated on 11.09.2001, having its Registered Office at Gat No. 161/2 Pimple Jagtap Road, Koregaon Bhima, Pune, Haveli, Maharashtra, India, 412216</p> <p>IL JIN is majorly engaged in the Business of manufacturing, assembling, or dealing in the electronically assembled printed circuit boards ("PCBs") for various industries.</p> <p><b>Financial Details:-</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;"><b>Authorized Share Capital</b></td> <td colspan="3">Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each</td> </tr> <tr> <td><b>Paid-up Share Capital</b></td> <td colspan="3">Rs. 1,88,65,900/- divided into 18,86,590 equity shares of Rs. 10/- each</td> </tr> <tr> <td rowspan="2"><b>Turnover</b></td> <td style="text-align: center;"><b>Financial Year</b></td> <td style="text-align: center;"><b>Turnover (Rs. in Crore)</b></td> <td></td> </tr> <tr> <td style="text-align: center;">2022- 2023</td> <td style="text-align: center;">880.39</td> <td></td> </tr> <tr> <td rowspan="2"><b>Net Worth</b></td> <td style="text-align: center;"><b>Financial Year</b></td> <td style="text-align: center;"><b>Net Worth (Rs. in Crore)</b></td> <td></td> </tr> <tr> <td style="text-align: center;">2022- 2023</td> <td style="text-align: center;">582.32</td> <td></td> </tr> </table> <p><b>Ever Electronics Private Limited ('Ever') (Transferor Company)</b></p> <p>Ever Electronics Private Limited (hereinafter referred to as the "Transferor Company"), is an existing company within the meaning of the Companies Act 2013, incorporated on on August 02, 2004, bearing Corporate Identification Number U32109PN2004PTC136895 and having its registered office situated at Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune, Maharashtra- 412216.</p> <p>EVER is majorly engaged in the Business of manufacturing, assembling, or dealing in the electronically assembled printed circuit boards ("PCBs") for various industries.</p>	<b>Authorized Share Capital</b>	Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each			<b>Paid-up Share Capital</b>	Rs. 1,88,65,900/- divided into 18,86,590 equity shares of Rs. 10/- each			<b>Turnover</b>	<b>Financial Year</b>	<b>Turnover (Rs. in Crore)</b>		2022- 2023	880.39		<b>Net Worth</b>	<b>Financial Year</b>	<b>Net Worth (Rs. in Crore)</b>		2022- 2023	582.32	
<b>Authorized Share Capital</b>	Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each																							
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		<b>Financial Details:-</b>		
		<b>Authorized Share Capital</b>	Rs. 5,50,00,000/- divided into 55,00,000 equity shares of Rs. 10/- each	
		<b>Paid-up Share Capital</b>	Rs. 5,47,44,670/- divided into 54,74,467 equity shares of Rs. 10/- each	
		<b>Turnover</b>	<b>Financial Year</b>	<b>Turnover (Rs. in Crore)</b>
			2022- 2023	296.90
		<b>Net Worth</b>	<b>Financial Year</b>	<b>Net worth (Rs. in Crore)</b>
			2022- 2023	44.55
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Transferor Company is a sister - concern of the Transferee Company.</p> <p>The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and the same is subject to the sanction of the National Company Law Tribunal.</p>		
c)	Area of business of the entity(ies);	Both Transferor and Transferee Company is primarily engaged in the business of manufacturing printed circuit boards for televisions, air-conditioners, automobiles, washing machines, etc. for various industries.		
d)	Rationale for amalgamation/ merger	<p>The Companies were incorporated to engage in similar businesses. Further, the Companies are promoted by the same set of promoters. Therefore, the directors of the Companies have proposed to amalgamate the Transferor Company with and into the Transferee Company.</p> <p>In view of the aforesaid this Scheme expected to result is the following benefits:</p> <ol style="list-style-type: none"> <li>The amalgamation would result in significant reduction in multiplicity of legal and regulatory compliances, multiple record-keeping and cost saving by way of reduction of overheads, administrative, managerial and other expenditure.</li> <li>The amalgamation will lead to synergies of operations and will help the merged entity in reaps the economies of scale, improving organizational capability to enable the entity to compete in an increasingly competitive industry.</li> <li>Greater efficiency in management of the merged entity and deployment of funds for organic and inorganic growth opportunities, to maximize shareholder value.</li> </ol>		

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e)	In case of cash consideration – amount or otherwise share exchange ratio;	Transferee has proposed to issue of 264 (two hundred and sixty-four) equity share having face value of INR 10 each, credited as fully paid up, for every 1,000 (thousand) fully paid-up equity share of Transferor having face value of INR 10 each.
f)	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the shareholding pattern of the listed entity.

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