

Amber Enterprises India Limited
CIN: L28910PB1990PLC010265

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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: 28 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 Kurl
Complex, Bandra (East), Mumbai – 400 051
Symbol: AMBER
ISIN: INE371P01015

Dear Sir/Ma'am,

Subject: INTIMATION REGARDING EXECUTION OF DEFINITIVE AGREEMENTS FOR ACQUISITION BY ILJIN ELECTRONICS (INDIA) PRIVATE LIMITED ("ILJIN"), THE MATERIAL SUBSIDIARY OF THE COMPANY

Ref: Disclosure pursuant to Regulation 30(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), we hereby inform that ILJIN Electronics (India) Private Limited ("ILJIN"), a Material Subsidiary of the Company, has on 27 July 2025, entered into a Share Purchase Agreement and Shareholders' Agreement ("Definitive Agreements") with the **controlling shareholders (FIMI Opportunity V, L.P, a limited partnership formed under the laws of the State of Delaware and FIMI Israel Opportunity V, Limited Partnership, a limited partnership formed under the laws of the State of Israel (hereinafter jointly referred as, "FIMI") and Mr. Haim Shani ("Mr. Shani"))** of Unitronics (1989) (R"G) Ltd., ("**Unitronics**") (as detailed in the annexures to this disclosure) for the acquisition of approximately 40.24% of the issued and outstanding share capital (excluding dormant shares) of **Unitronics** directly or indirectly through its subsidiary. Founded in 1989, Unitronics is a Company, based out of Israel, is a publicly traded company in the Tel Aviv Stock Exchange, since 2004. Unitronics offers an extensive range of industrial automation products designed to meet the unique requirements of different applications including design, development, manufacturing, marketing, sale and support of products such as PLCs (Programmable logic controllers), HMIs (Human-Machine Interface), PLCs with integrated HMIs, VFDs (Variable Frequency Drives), Servo Drives, SaaS solutions like UniCloud, and Industrial Internet of Things (IIoT) with built-in business intelligence, supported by its all-in-one software for machine and process control across various industries.

Following to the execution of shareholders agreement and proposed acquisition, ILJIN will, together with Mr. Shani, will be having approximately 45.13% controlling stake in Unitronics.

Pursuant to the said acquisition by ILJIN and Board control, Unitronics shall be classified as a subsidiary of ILJIN in accordance with applicable accounting and regulatory standards.

The disclosures required under SEBI LODR Regulations in line with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 and other applicable SEBI Circular(s) are given in "**Annexure – A**" and "**Annexure – B**" to this letter.

The above intimation is also available on the website of the Company at www.ambergrouppindia.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 Yaadav)
Company Secretary and Compliance Officer
M. No. A56036



Annexure A

DISCLOSURE AS PER SEBI LODR REGULATIONS IN LINE WITH SEBI CIRCULAR NO. SEBI/HO/CFD/POD2/CIR/P/0155 DATED 11 NOVEMBER 2024 AND OTHER APPLICABLE SEBI CIRCULAR(S)

a)	Name of the target entity, details in brief such as size, turnover etc.	<p>Unitronics (1989) (R"G) Ltd. ("Unitronics") is a company incorporated in August 1989 as a private company under the Israeli Companies Ordinance (New Version), 1983. In July 1999, the Company was converted into a public company, as defined under the same Ordinance.</p> <p>In 2004, the Company's shares and other securities were listed for trading on the Tel Aviv Stock Exchange (TASE).</p> <p>The registered office of the Company is located at: Unitronics House, 3 Arava Street, Airport City, P.O. Box 300, Israel – 70100.</p> <p>Unitronics offers an extensive range of industrial automation products designed to meet the unique requirements of different applications including design, development, manufacturing, marketing, sale and support of products such as PLCs (Programmable logic controllers), HMIs (Human-Machine Interface), PLCs with integrated HMIs, VFDs (Variable Frequency Drives), Servo Drives, SaaS solutions like UniCloud, and Industrial Internet of Things (IIoT) with built-in business intelligence, supported by its all-in-one software for machine and process control across various industries.</p> <p>Capital and Turnover Details :</p> <table><tr><td>Authorized Share Capital NIS - New Israeli shekel (thousands)</td><td colspan="2">100,000,000</td></tr><tr><td>Paid-up Share Capital (excluding dormant shares) New Israeli shekel -NIS (thousands)</td><td colspan="2">13,977,075</td></tr><tr><td rowspan="5">Turnover</td><td>Financial Year*</td><td>Revenue (NIS thousands)</td></tr><tr><td>2024</td><td>192,236</td></tr><tr><td>2023</td><td>211,671</td></tr><tr><td>2022</td><td>155,520</td></tr><tr><td colspan="2">The financial year of Unitronics follows the calendar year, commencing on January 1 and ending on December 31.</td></tr></table>	Authorized Share Capital NIS - New Israeli shekel (thousands)	100,000,000		Paid-up Share Capital (excluding dormant shares) New Israeli shekel -NIS (thousands)	13,977,075		Turnover	Financial Year*	Revenue (NIS thousands)	2024	192,236	2023	211,671	2022	155,520	The financial year of Unitronics follows the calendar year, commencing on January 1 and ending on December 31.	
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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>Unitronics, FIMI and Mr. Shani are not related parties in relation to ILJIN, its holding company Amber Enterprises India Limited ("AMBER"), or any other related parties of ILJIN and AMBER, in accordance with applicable accounting standards and SEBI (LODR) Regulations.</p>																	



c)	Industry to which the entity being acquired belongs.	Industrial Automation and Control Systems				
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);	The proposed acquisition is aligned with the Company's Electronic Division's strategy to expand into the industrial applications, leveraging backward integration capabilities to localize manufacturing. This move is expected to enhance the Company's competitiveness in the Indian market and aligns with the growing demand for Industry 4.0 solutions and real-time data-driven technologies and provide access to the global markets like US and Europe.				
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.	Within 60 Business days from the Effective Date, or thereafter at such other time, date and place as may be mutually agreed by the Parties from the signing date.				
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;	5,624,591 shares at NIS 27.75 per Share. Aggregate Purchase Price of the shares NIS 156,082,400.3				
i)	Percentage of shareholding / control acquired and / or number of shares acquired.	Approximately 40.24% controlling stake of the issued and outstanding share capital (excluding dormant shares) of Unitronics. Following the execution of shareholders' agreement and proposed acquisition, ILJIN, together with Mr. Shani, will have approximately 45.13% controlling stake in Unitronics.				
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>Unitronics" is a company incorporated in August 1989 as a private company under the Israeli Companies Ordinance (New Version), 1983. In July 1999, the Company was converted into a public company, as defined under the same Ordinance.</p> <p>In 2004, the Company's shares and other securities were listed for trading on the Tel Aviv Stock Exchange (TASE).</p> <p>The registered office of the Company is located at: Unitronics House, 3 Arava Street, Airport City, P.O. Box 300, Israel – 70100.</p> <p>Unitronics offers an extensive range of industrial automation products designed to meet the unique requirements of different applications including design, development, manufacturing, marketing, sale and support of products such as PLCs (Programmable logic controllers), HMIs (Human-Machine Interface), PLCs with integrated HMIs, VFDs (Variable Frequency Drives), Servo Drives, SaaS solutions like UniCloud, and Industrial Internet of Things (IIoT) with built-in business intelligence, supported by its all-in-one software for machine and process control across various industries.</p> <p>Capital and Turnover Details :</p> <table><tr><td>Authorized Share Capital NIS (thousands)</td><td>100,000,000</td></tr><tr><td>Paid-up Share Capital (excluding dormant shares)</td><td>13,977,075</td></tr></table>	Authorized Share Capital NIS (thousands)	100,000,000	Paid-up Share Capital (excluding dormant shares)	13,977,075
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		NIS (thousands)			
		Turnover	Financial Year*	Revenue (NIS thousands)	
			2024	192,236	
			2023	211,671	
			2022	155,520	
			The financial year of Unitronics follows the calendar year, commencing on January 1 and ending on December 31.		



Annexure B

DISCLOSURE AS PER SEBI LODR REGULATIONS IN LINE WITH SEBI CIRCULAR NO. SEBI/HO/CFD/POD2/CIR/P/0155 DATED 11 NOVEMBER 2024 AND OTHER APPLICABLE SEBI CIRCULAR(S)

a)	Name(s) of parties with whom the agreement is entered	<p>A. Share Purchase Agreement</p> <p>ILJIN Electronics (India) Private Limited</p> <p>AND</p> <p>FIMI Opportunity V, L.P, a limited partnership formed under the laws of the State of Delaware & FIMI Israel Opportunity V, Limited Partnership, a limited partnership formed under the laws of the State of Israel (hereinafter jointly referred as, “FIMI”)</p> <p>AND</p> <p>Mr. Haim Shani (“Mr. Shani”)</p> <p>B. Shareholders Agreement</p> <p>ILJIN Electronics (India) Private Limited</p> <p>AND</p> <p>Mr. Shani</p>
b)	Purpose of entering into the agreement	<p>The parties have entered into a share purchase agreement (“SPA”) and Shareholders’ Agreement (“SHA”) (“Definitive Agreements”), wherein the controlling shareholders (FIMI and Mr. Haim Shani) of Unitronics (1989) (R”G) Ltd., (“Unitronics”) have agreed to sell and ILJIN has agreed to purchase 5,624,591 ordinary shares of Unitronics, on the terms and subject to the conditions set out the Definitive Transaction Agreements.</p> <p>The proposed acquisition is aligned with the Company’s Electronic Division’s strategy to expand into the industrial applications, leveraging backward integration capabilities to localize manufacturing. This move is expected to enhance the Company’s competitiveness in the Indian market and aligns with the growing demand for Industry 4.0 solutions and real-time data-driven technologies and provide access to the global markets like US and Europe.</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.	The definitive agreements do not contain any special rights, and all other terms & covenants are standard and consistent with those agreements
e)	Whether, the said parties are related to Promoter /Promoter Group/ Group Companies in any manner. If yes, nature of relationship	ILJIN is a material subsidiary of the Company. However, Unitronics, FIMI and Mr. Shani are independent third parties.

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f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Not Applicable
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
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.	Not Applicable
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; b) Nature of the agreement; c) Date of execution of the agreement; d) Details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not Applicable