



**AMBICA AGARBATHIES
AROMA & INDUSTRIES LTD**

**POWERPET, ELURU - 534 002 W.G.DT. (A.P.)
PHONES : 230629, 230216.**

Date: 13th April, 2024

To,
Department of Corporate Service,
BSE Limited,
25th Floor, PJ Towers,
Dalal Street, Mumbai - 400001
Scrip Code: 532335

Dear Sir's,

Sub: Clarification / Explanation regarding delayed submission of Proceedings of Annual General Meeting.

With reference to the subject cited and your e-mail dated 06th April, 2024, we would like to clarify hereunder:

The Annual General Meeting (AGM) of the Company held on 25th September, 2023, commenced at 11:00 AM and concluded at 12.15 P.M. upon conclusion of the AGM, the proceedings (Outcome) of the AGM containing all the information was submitted to Stock exchanges Pursuant to sub-para 13 of Part A of Schedule III details in brief: (1) date of the meeting; (2) brief details of items deliberated and results thereof; (3) manner of approval proposed for certain items (e-voting etc.)" was submitted at 8:11 PM on Same day i.e 25.09.2023 which is not later than twelve hours from the occurrence of event or information as per the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Further clarifying that subsequently the Detailed proceedings of the Meeting along with voting results and scrutinizer report, as contemplated under Regulation 30 of the LODR, containing similar details as already provided in the proceedings (Outcome) of the Meeting at submitted to the stock exchanges 7:16 PM on 26.09.2023.

This is for your information and necessary records.

Thanking you,

Yours Truly,
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Ambica Krishna
Chairman and Managing Director
DIN-00391898

e mail : ambica.a@rediffmail.com

www.ambicaincense.com



**AMBICA AGARBATHIES
AROMA & INDUSTRIES LTD**
POWERPET, ELURU - 534 002 W.G.DT. (A.P.)
PHONES : 230629, 230216.

Date: 26th September 2023

To,
Corporate Relationship Department
BSE LIMITED
P J Towers, Dalal Street,
Mumbai- 400001
Scrip Code: 532335

To,
Manager
National Stock Exchange of India Limited
Exchange Plaza", Bandra (E)
Mumbai-400051
Scrip Code: AMBICAAGAR

Dear Sir,

Sub: - Proceedings and Voting Results of 28th Annual General Meeting.

With reference to the Above Cited Subject, we would like to submit the following information/ documents with regard to the 28th Annual General Meeting of the Company.

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as *Annexure - I*
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as *Annexure - II*.
3. Report of Scrutinizer dated 26th September, 2023, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014. as *Annexure - III*.

This is for the information and necessary records

Yours Truly,
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Perla Veera
Venkata Pothu
Krishna Rao
Ambica Krishna

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Perla Veera Venkata
Pothu Krishna Rao
Ambica Krishna
Date: 2023.09.26
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AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR
DIN No. 00391898

e mail : ambica.a@rediffmail.com

www.ambicaincense.com

GST IN. 37AAACA7483L1Z9

CIN:L24248AP1995PLC020077



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

POWERPET, ELURU - 534 002 W.G.DT. (A.P.)

PHONES : 230629, 230216.

Annexure I

PROCEEDINGS OF THE TWENTY EIGHTH GENERAL MEETING OF THE M/s AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON MONDAY, 25TH SEPTEMBER 2023 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHANKAR TOWERS, POWER PET, ELURU, WEST GODAVARI DISTRICT, ANDHRA PRADESH- 534002.

The meeting commenced at 11:00 A.M. (IST) and concluded at 12:15 P.M. (IST)

DIRECTORS PRESENT:

- | | |
|-------------------------------|---|
| 1. Sri Ambica Krishna | Chairman and Managing Director |
| 2. Smt. Satyavathi Perla | Executive Director |
| 3. Ambica Ramachandra Rao | Wholetime Director |
| 4. P V Sreedharan | Independent Director (Audit Committee Chairman) |
| 5. Sri Chunduruanjaneya Swamy | Independent Director |
| 6. B V Subrahmanyeswarao | Independent Director |

ALSO PRESENT:

- | | |
|------------------------------|-------------------|
| 1. Sri Ambica Hanuma Alapati | CFO |
| 2. Mrs. Uma Gayathri | Company Secretary |

BY INVITATION:

- | | |
|-----------------------------|--------------------------------------|
| 1. CA. Peri Reddy | Representative of Statutory Auditors |
| 2. Jineshwar Kumar Sankhala | Scrutinizer |

The 28th Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Monday, 25th September, 2023 at 11.00 AM at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002 Andhra Pradesh.

Sri Ambica Krishna chaired the 28th Annual General Meeting after ascertain requisite quorum being present; the Chairman called the meeting to order and commenced the proceedings.

Sri Ambica Krishna Chairman and Managing Director welcome the Directors on the Dias and members to the AGM.

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Veera Venkata Pothu
Krishna Rao Ambica Krishna
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e mail : ambica.a@rediffmail.com

www.ambicaincense.com

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CIN:L24248AP1995PLC020077

With the consent of the members present, the notice convening the 28th Annual General Meeting and the Report of Directors of the Company were taken as read.

The Chairman requested the Auditors to read out their Report on the audited annual accounts of the Company for the financial year ended 31st March, 2023. Thereafter, with the consent of the members present, the Auditor Report was taken as read.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting.

The Chairman has provided the Clarification raised by the members in the Annual General Meeting

The Scrutinizer appointed was authorized to supervise the e - voting and ballot voting process.

Mr. Jineshwar Kumar Sankhala, Scrutinizer submitted the consolidated report on e-voting and poll to the Chairman and accordingly all the resolutions as set out in the notice were declared as passed.

The following items of business, as per the Notice of AGM dated 12th August 2023, were transacted at the 28th Annual General Meeting:

Item No.1

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the Report of the Board of Directors and Auditors there on.

- passed with requisite majority

Item No.2

To appoint a director in place of Shri. Ambica Ramachandra Rao (DIN- 01678538), who retires by rotation and being eligible offers himself for re-appointment as a director in the company.

- passed with requisite majority

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Venkata Pothu
Krishna Rao
Ambica Krishna

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Item No.3

Approval for the appointment of M/s. Ramasamy Koteswara Rao & Co LLP (FRN: 010396S/S200084) As Statutory Auditors of The Company.

- passed with requisite majority

Item No.4

Approval for Increase in the Borrowing Powers of the Company.

- passed with requisite majority

This is for your information and records.

Yours Truly,

For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

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Venkata Pothu
Krishna Rao
Ambica Krishna

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***AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR
DIN No. 00391898***

Place: Eluru
Date: 26.09.2023



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

POWERPET, ELURU - 534 002 W.G.DT. (A.P.)
PHONES : 230629, 230216.

ANNEXURE II

Date: 26th September 2023

To
Corporate Relationship Department
BSE LIMITED
P J Towers, Dalal Street,
Mumbai- 400001
Scrip Code: 532335

To
Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra (E)
Mumbai-400051
Scrip Code: AMBICAAGAR

Dear Sir,

Sub: Outcome of the Voting (Combined: E-Voting and Poll) of 28th Annual General Meeting.
Ref: As Per Regulation 44 of SEBI (LODR) Regulation 2015

DETAILS OF VOTING RESULTS

Sr No	PARTICULARS	DETAILS		
1	Date of AGM	Monday, 25 th September, 2023		
2	Total number of shareholders as on Record Date/Cutoff Date	7924		
3	No of shareholders present in the meeting either in Person or Through proxy	Promoter & Promoter Group	Public	
		In person	In person	Through proxy
		16	36	0
4	No of shareholders attended the meeting though video conference	NA		
5	E-Voting period	Friday 22 nd September, 2023 to Sunday 24 th September, 2023		

Yours Truly,

For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

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Venkata Pothu
Krishna Rao
Ambica Krishna

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AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR
DIN No. 00391898

e mail : ambica.a@rediffmail.com

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GST IN. 37AAACA7483L1Z9

CIN:L24248AP1995PLC020077

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial Year ended on March 31 2023, together with the Report of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1391603	17.8284	1391603	0	100.0000	0.0000
	Poll	7805532	6413929	82.1716	6413929	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	7805532	7805532	100.0000	7805532	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2024869	21.6058	2024869	0	100.0000	0.0000
	Poll	9371868	96085	1.0252	96085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9371868	2120954	22.6311	2120954	0	100.0000	0.0000
Total		17177400	9926486	57.7881	9926486	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Ambica Krishna

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Shri. Ambica Ramachandra Rao (DIN- 01678538), who retires by rotation and being eligible offers himself for re-appointment as a director of the company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7805532	1391603	17.8284	1391603	0	100.0000	0.0000
	Poll		6413929	82.1716	6413929	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7805532	7805532	100.0000	7805532	0	100.0000
Public- Institutions	E-Voting					0		
	Poll					0		
	Postal Ballot (if applicable)		0	0.0000	0	0		
	Total		0	0.0000	0	0	0	0.0000
Public- Non Institutions	E-Voting	9371868	2024869	21.6058	2024869	0	100.0000	0.0000
	Poll		96085	1.0252	96085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9371868	2120954	22.6311	2120954	0	100.0000
Total		17177400	9926486	57.7881	9926486	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and if thought fit, to pass the following resolution as an Ordinary Resolution for re-appointment of M/s. RAMASAMY KOTESWARA RAO & CO LLP, Chartered Accountants as the statutory Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7805532	1391603	17.8284	1391603	0	100.0000	0.0000
	Poll		6413929	82.1716	6413929	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7805532	7805532	100.0000	7805532	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	9371868	2024869	21.6058	2024869	0	100.0000	0.0000
	Poll		96085	1.0252	96085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9371868	2120954	22.6311	2120954	0	100.0000
Total		17177400	9926486	57.7881	9926486	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in The Borrowing Powers of The Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7805532	1391603	17.8284	1391603	0	100.0000	0.0000
	Poll		6413929	82.1716	6413929	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7805532	7805532	100.0000	7805532	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2120954	2024869	95.4697	2024859	10	99.9995	0.0005
	Poll		96085	4.5303	96085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2120954	2120954	100.0000	2120944	10	99.9995
Total		9926486	9926486	100.0000	9926476	10	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman of 28th AGM of,
M/s. Ambica Agarbathies Aroma & Industries Limited
Held on 25th September, 2023 at 11:00 A.M at
Shankar Towers, Power Pet, Eluru, West Godavari District,
Andhra Pradesh - 534002.

Dear Sir,

Sub: Consolidated Report on electronic voting carried out during Friday 22nd September, 2023 (09:00 A.M) to Sunday 24th September, 2023 (5:00 P.M.) And on Physical voting conducted through poll at the 28th Annual General Meeting (AGM) of M/s. Ambica Agarbathies Aroma & Industries Limited held on Monday 25th September 2023 at the registered office of the company at 11.00 AM.

With reference to the above subject, I, Jineshwar Kumar Sankhala, Practicing Company Secretary, state that I was appointed as a scrutinizer in terms of a resolution passed by the Board of Directors of the Company, on 12st August, 2023, for scrutinizing the e-voting process during Friday 22nd September, 2023 (09:00 A.M) to Sunday 24th September, 2023 (5:00 P.M.) and physical voting conducted through poll at the 28th AGM at Shankar Towers, Power Pet, Eluru, West Godavari District, Andhra Pradesh - 534002 in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 12th day of August, 2023. I report as under:

1. The Company availed the services of M/s. Central Depository Services (India) Limited (CDSL) (hereinafter referred to as the "Service Provider") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on Friday 22nd September, 2023 (09:00 A.M) to Sunday 24th September, 2023 (5:00 P.M.). The shareholders whose names appeared in the Register of Members / List of Beneficial





Owners as on 18th day of September, 2023 (i.e. cut - off date) were allowed to participate and vote electronically on all the items of business during the aforesaid period of e-voting.

2. The Chairman ordered for a Poll facility at the venue to the shareholders who attended the meeting and did not participate in the E-voting facility by the company to cast their votes through poll at the 28th AGM.
3. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence along with two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company and I did not find any poll papers invalid.
5. All the resolutions were passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during Friday 22nd September, 2023 (09:00 A.M) to Sunday 24th September, 2023 (5:00 P.M) and details of the voting at the 28th AGM on each of the resolutions as **Annexure I**.
6. The poll papers and relevant records relating to electronic voting and Poll at 28th AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad
Date: 26.09.2023

For P.S. Rao & Associates
Company Secretaries



Jineshwar Kumar Sankhala
Company Secretary
C.P. No. 18365
UDIN: A021697E001087586

Item No. 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2023 and Profit & Loss Account for the financial year ended on that date together, with the report of the Board of Directors and Auditors thereof.

i. Voted in favor of the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
87	99,26,486	100

ii. Voted against the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0

Nitesh



Item No. 2

To appoint a director in place of Shri. Ambica Ramachandra Rao (DIN-01678538), who retires by rotation and being eligible offers himself for re-appointment as a director in the company.

i. Voted in favor of the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
87	99,26,486	100

ii. Voted against the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0



Item No. 3

Approval for the appointment of M/s. Ramasamy Koteswara Rao & Co LLP
(FRN: 010396S/S200084) As Statutory Auditors of The Company.

i. Voted in favor of the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
87	99,26,486	100

i. Voted against the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0

ii. Invalid Votes

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0



Item No. 4

Approval for Increase in the Borrowing Powers of the Company.

i. Voted in favor of the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
86	99,26,476	100

ii. Voted against the resolution

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
1	10	Negligible

iii. Invalid Votes

No. of members voting	No. of votes cast by them	% of total number of valid votes cast
0	0	0

