



**AMBICA AGARBATHIES  
AROMA & INDUSTRIES LTD**

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

PHONES : 230629, 230216.

Date: 30<sup>th</sup> December 2021

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 26<sup>th</sup> Annual General Meeting

With reference to the Above Cited Subject, we would like to submit the following information/documents with regard to the 26<sup>th</sup> 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 30<sup>th</sup> December, 2021, 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

for AMBICA AGARBATHIES & ARO  
INDUSTRIES LTD

  
Chairman & Managing Director  
AMBICA KRISHNA

CHAIRMAN & MANAGING DIRECTOR

DIN No. 00391898



# AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

PHONES : 230629, 230216.

*Annexure I*

PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE M/s AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON WEDNESDAY, 29<sup>TH</sup> DECEMBER 2021 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. P Kishore Thandava         | Independent director                            |
| 6. Sri Chunduruanjaneya Swamy | Independent director                            |

#### ALSO PRESENT:

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

#### BY INVITATION:

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

The 26<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Wednesday, 29<sup>th</sup> December, 2021 at 11.00 Am at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002.

Sri Ambica Krishna chaired the 26<sup>th</sup> 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 welcomed the Directors on the Dias and members to the AGM.

For AMBICA AGARBATHIES & AROMA  
INDUSTRIES LTD

e mail : ambica.a@rediffmail.com

  
Sri Ambica Krishna, Director

GST IN. 37AAACA7483L1Z9

CIN:L24248AP1995PLC020077



With the consent of the members present, the notice convening the 26<sup>th</sup> 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 31<sup>st</sup> March, 2021. 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 02<sup>nd</sup> December 2021, were transacted at the 26<sup>th</sup> Annual General Meeting:*

**Item No.1**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2021, 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 Mr. Ambica Krishna (DIN- 00391898), who retires by rotation and being eligible offers himself for re-appointment as a director in the company.

*- passed with requisite majority*

**Item No.3**

Approval for the appointment Mr. Ambica Ramachandra Rao (DIN- 01678538) as director of the company.

*- passed with requisite majority*

For AMBICA AGARBATHIES & AROMA  
INDUSTRIES LTD.

  
Chairman & Managing Director

**Item No.4**

Approval for the re-appointment and remuneration of Smt Satyavathi Perla (DIN- 07141289) as Whole-time director of the company.

*. - passed with requisite majority*

**Item No.5**

Appointment of Mr. Ambica Ramachandra Rao (DIN- 01678538) as Whole-time director of the company.

*- passed with requisite majority*

This is for your information and records.

*Yours Truly,*

**For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**



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

Place: Eluru  
Date: 30.12.2021



# AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

PHONES : 230629, 230216.

ANNEXURE II

Date: 30<sup>th</sup> December 2021

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 26<sup>th</sup> 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	Wednesday, 29 <sup>th</sup> December, 2021		
2	Total number of share holder as on Record Date/Cutoff Date	6601		
3	No of shareholders present in the meeting either in Person or Through proxy	<u>Promoter &amp; Promoter Group</u>	<u>Public</u>	
		In person	In person	Through proxy
		16	35	0
4	No of share holders attended the meeting though video conference	NA		
5	E-Voting period	Sunday 26 <sup>th</sup> September, 2021 to Wednesday 28 <sup>th</sup> September, 2021		

Yours Truly,

For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

For AMBICA AGARBATHIES & AROMA  
INDUSTRIES LTD

  
AMBICA KRISHNA  
Chairman & Managing Director  
CHAIRMAN & MANAGING DIRECTOR  
DIN No. 00391898

e mail : ambica.a@rediffmail.com

www.ambicaincense.com

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 consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2021, together with the Report of the Board of Directors and Auditors there on				
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	8304827	0	0.0000	0	0	0	0
	Poll		8304827	100.0000	8304827	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8304827	8304827	100.0000	8304827	0	100.0000
Public-Institutions	E-Voting	1100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8871473	1902114	21.4408	1902114	0	100.0000	0.0000
	Poll		1175578	13.2512	1175578	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8871473	3077692	34.6920	3077692	0	100.0000
Total		17177400	11382519	66.2645	11382519	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

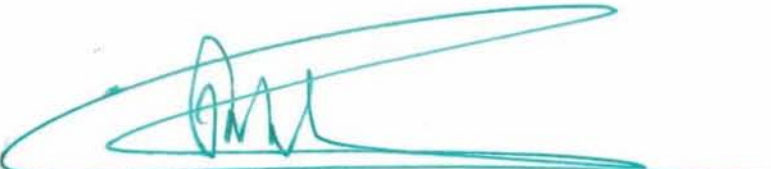
For AMBICA AGARBATHIES & ARU  
INDUSTRIES L

**Chairman & Managing Director**



### Resolution (2)

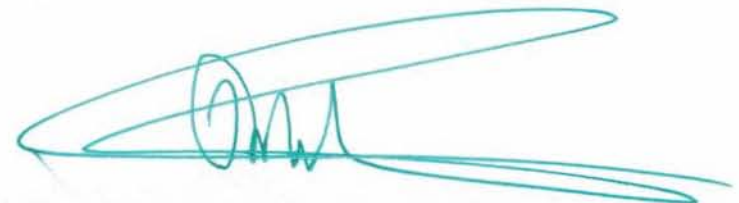
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Ambica Krishna (DIN- 00391898), who retires by rotation and being eligible offers himself for re-appointment as a director in 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	8304827	0	0.0000	0	0	0	0
	Poll		8304827	100.0000	8304827	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8304827	8304827	100.0000	8304827	0	100.0000
Public-Institutions	E-Voting	1100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8871473	1902114	21.4408	1902114	0	100.0000	0.0000
	Poll		1175578	13.2512	1175578	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8871473	3077692	34.6920	3077692	0	100.0000
Total		17177400	11382519	66.2645	11382519	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	





### Resolution (3)

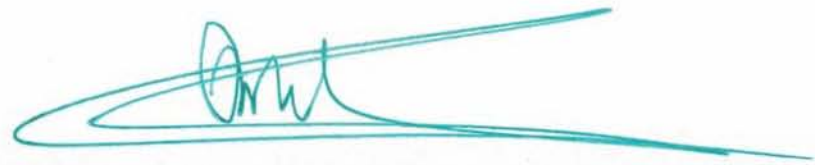
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for the appointment Mr. Ambica Ramachandra Rao (DIN- 01678538) as director of the company				
Category	Mode of 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	8304827	0	0.0000	0	0	0	0
	Poll		8304827	100.0000	8304827	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8304827	8304827	100.0000	8304827	0	100.0000
Public- Institutions	E-Voting	1100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8871473	1902114	21.4408	1902114	0	100.0000	0.0000
	Poll		1175578	13.2512	1175578	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8871473	3077692	34.6920	3077692	0	100.0000
Total		17177400	11382519	66.2645	11382519	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	





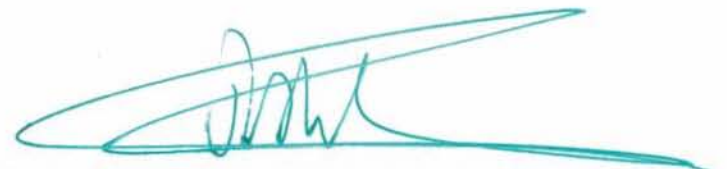
### Resolution (4)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the re-appointment and remuneration of Smt Satyavathi Perla (DIN- 07141289) as Whole time 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	8304827	0	0.0000	0	0	0	0
	Poll		8304827	100.0000	8304827	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8304827	8304827	100.0000	8304827	0	100.0000
Public- Institutions	E-Voting	1100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8871473	1902114	21.4408	1902114	0	100.0000	0.0000
	Poll		1175578	13.2512	1175578	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8871473	3077692	34.6920	3077692	0	100.0000
<b>Total</b>		17177400	11382519	66.2645	11382519	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



### Resolution (5)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ambica Ramachandra Rao (DIN- 01678538) as Whole time 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	8304827	0	0.0000	0	0	0	0
	Poll		8304827	100.0000	8304827	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8304827	8304827	100.0000	8304827	0	100.0000
Public-Institutions	E-Voting	1100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8871473	1902114	21.4408	1902114	0	100.0000	0.0000
	Poll		1175578	13.2512	1175578	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8871473	3077692	34.6920	3077692	0	100.0000
Total		17177400	11382519	66.2645	11382519	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	







**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  
M/s. Ambica Agarbathies Aroma & Industries Limited  
Shankar Towers, Power Pet,  
Eluru, West Godavari District,  
Andhra Pradesh - 534002.

Dear Sir,

**Sub:** Consolidated Report on electronic voting carried out during Sunday 26<sup>th</sup> December, 2021 (10:00 A.M) to Tuesday 28<sup>th</sup> December, 2021 (5:00 P.M.) And on Physical voting conducted through poll at the 26<sup>th</sup> Annual General Meeting (AGM) of M/s. Ambica Agarbathies Aroma & Industries Limited held on Wednesday 29<sup>th</sup> December 2021 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 2<sup>nd</sup> December, 2021, for scrutinizing the e-voting process during Sunday 26<sup>th</sup> December, 2021 to Tuesday 28<sup>th</sup> December, 2021 and physical voting conducted through poll at the 26<sup>th</sup> 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 2<sup>nd</sup> day of December, 2021. 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 Sunday 26<sup>th</sup> December, 2021 (10:00 A.M) to Tuesday 28<sup>th</sup> December, 2021 (5:00 P.M.) The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 24<sup>th</sup> day of December, 2021 (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. On 30<sup>th</sup> day of December, 2021, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.



2. At the 26<sup>th</sup> AGM of the Company held on Wednesday, the 29<sup>th</sup> day of December, 2021, 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 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 26<sup>th</sup> AGM.
3. Subsequent to the completion of voting process at the 26<sup>th</sup> AGM, the votes cast by the shareholders at the 26<sup>th</sup> AGM were diligently scrutinized by me. The votes cast at the 26<sup>th</sup> AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. All the resolutions were passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during Sunday 26<sup>th</sup> December, 2021 (10:00 A.M) to Tuesday 28<sup>th</sup> December, 2021 (5:00 P.M.) and details of the voting at the 26<sup>th</sup> AGM on each of the resolutions as Annexure I.
5. The poll papers and relevant records relating to electronic voting and Poll at 26<sup>th</sup> AGM were sealed and handed over to the CFO authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad

Date: 30.12.2021

For P.S. Rao & Associates  
Company Secretaries



Jineshwar Kumar Sankhala  
Company Secretary

C.P.No. 18365

UDIN: A021697C002004590



**Item No. 1**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2021 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
58	11382519	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. 2**

To appoint a director in place of Mr. Ambica Krishna (DIN- 00391898), 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
58	11382519	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 Mr. Ambica Ramachandra Rao (DIN- 01678538) as director 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
58	11382519	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. 4**

Approval for the re-appointment and remuneration of Smt Satyavathi Perla (DIN-07141289) as Whole time director 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
58	11382519	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. 5**

Appointment of Mr. Ambica Ramachandra Rao (DIN- 01678538) as Whole time director 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
58	11382519	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

