



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

**Date: 28<sup>th</sup> September 2022**

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 27<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 27<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 28<sup>th</sup> September, 2022, 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

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

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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 SEVENTH ANNUAL GENERAL MEETING OF THE M/s AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON TUESDAY, 27<sup>TH</sup> SEPTEMBER 2022 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         | CS  |

### BY INVITATION:

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

The 27<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Tuesday, 27<sup>th</sup> September, 2022 at 11.00 AM at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002 Andhra Pradesh.

Sri Ambica Krishna chaired the 27<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 welcome the Directors on the Dias and members to the AGM.



With the consent of the members present, the notice convening the 27<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, 2022. 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 01<sup>st</sup> September 2022, were transacted at the 27<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, 2022, 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 Smt. Satyavathi Perla (DIN- 07141289), who retires by rotation and being eligible offers herself for re-appointment as a Director in the company.

*- passed with requisite majority*

**Item No.3**

Approval for the appointment of Sri B V Subrahmanyeswaraoas Director of the Company.

*- passed with requisite majority*

**Item No.4**

Approval for Appointment of Sri B V Subrahmanyeswa Rao (DIN-09701305) as an Independent Director of the Company.

*- passed with requisite majority*

**\*Item No.5**

To approve the appointment and remuneration of Sri Ambica Krishna as Chairman and ManagingDirector of the company.

*- passed with requisite majority*

**\*Item No.6**

To Approve Material Related Party Transactions.

*- passed with requisite majority*

***Note:***

\*The Promoters and Members of Promoter group votes casted in favor of the Resolution No-5 & 6 but the votes casted by them not considered for these resolutions as they are interested parties.

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: 28.09.2022





# AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

PHONES : 230629, 230216.

## ANNEXURE II

Date: 28<sup>th</sup> September 2022

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 27<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	Tuesday, 27 <sup>th</sup> September, 2022		
2	Total number of shareholders as on Record Date/Cutoff Date	9838		
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	42	0
4	No of shareholders attended the meeting though video conference	NA		
5	E-Voting period	Saturday 24 <sup>th</sup> September, 2022 to Monday 26 <sup>th</sup> September, 2022		

Yours Truly,  
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

AMBICA KRISHNA  
CHAIRMAN & MANAGING DIRECTOR  
DIN No. 00391898

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 Balance Sheet as at 31st March, 2022 and Profit & Loss Account for the financial year ended on that date together, with the report of the Board of				
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	8305532	1464950	17.6382	1464950	0	100.0000	0.0000
	Poll		6840582	82.3618	6840582	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8305532</b>	<b>8305532</b>	<b>100.0000</b>	<b>8305532</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	24924	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>		<b>24924</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8846944	3669	0.0415	3669	0	100.0000	0.0000
	Poll		3040229	34.3647	3040229	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8846944</b>	<b>3043898</b>	<b>34.4062</b>	<b>3043898</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>17177400</b>	<b>11349430</b>	<b>66.0719</b>	<b>11349430</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	



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 Smt. SatyavathiPerla (DIN- 07141289), who retires by rotation andbeing eligible offers herself for re-appointment asa 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	8305532	1464950	17.6382	1464950	0	100.0000	0.0000
	Poll		6840582	82.3618	6840582	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8305532</b>	<b>8305532</b>	<b>100.0000</b>	<b>8305532</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	24924	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>		<b>24924</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8846944	3669	0.0415	3604	65	98.2284	1.7716
	Poll		3040229	34.3647	3040229	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8846944</b>	<b>3043898</b>	<b>34.4062</b>	<b>3043833</b>	<b>65</b>	<b>99.9979</b>
<b>Total</b>		<b>17177400</b>	<b>11349430</b>	<b>66.0719</b>	<b>11349365</b>	<b>65</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the appointment of Sri B VSubrahmanyeswaraoas 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	83052532	1464950	1.7639	1464950	0	100.0000	0.0000
	Poll		6840582	8.2365	6840582	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>83052532</b>	<b>8305532</b>	<b>10.0003</b>	<b>8305532</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	24924	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>		<b>24924</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8846944	3669	0.0415	3604	65	98.2284	1.7716
	Poll		3040229	34.3647	3040229	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8846944</b>	<b>3043898</b>	<b>34.4062</b>	<b>3043833</b>	<b>65</b>	<b>99.9979</b>
<b>Total</b>		<b>91924400</b>	<b>11349430</b>	<b>12.3465</b>	<b>11349365</b>	<b>65</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="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 Appointment of Sri B V Subrahmanyeswa Rao (DIN-09701305) as an Independent 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	8305532	1464950	17.6382	1464950	0	100.0000	0.0000
	Poll		6840582	82.3618	6840582	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8305532</b>	<b>8305532</b>	<b>100.0000</b>	<b>8305532</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	24924	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>		<b>24924</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8846994	3669	0.0415	3604	65	98.2284	1.7716
	Poll		3040229	34.3645	3040229	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8846994</b>	<b>3043898</b>	<b>34.4060</b>	<b>3043833</b>	<b>65</b>	<b>99.9979</b>
<b>Total</b>		<b>17177450</b>	<b>11349430</b>	<b>66.0717</b>	<b>11349365</b>	<b>65</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<div style="background-color: #800000; color: white; padding: 5px; text-align: center; border: 1px solid black;">Add Notes</div>	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the appointment and remuneration of Sri Ambica Krishna as Chairman and Managing 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	8305532	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>		8305532	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	24924	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>		24924	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8846944	3669	0.0415	3669	0	100.0000	0.0000
	Poll		3040229	34.3647	3040229	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8846944	3043898	34.4062	3043898	0	100.0000
<b>Total</b>		17177400	3043898	17.7204	3043898	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Approve Material Related Party Transactions				
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	8305532	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>		8305532	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	24924	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>		24924	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	8846944	3669	0.0415	3669	0	100.0000	0.0000
	Poll		3040229	34.3647	3040229	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8846944	3043898	34.4062	3043898	0	100.0000
<b>Total</b>		17177400	3043898	17.7204	3043898	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	