



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

POWERPET, ELURU - 534 002 W.G.D.T. (A.P.)
PHONES : 230629, 230216, FAX : 08812 - 233876

Date: 27th September, 2018

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: - 23rd Annual General Meeting and Voting Results

With reference to the Above Cited Subject, we would like to submit the following information/documents with regard to the 23rd 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 27th September 2018, 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**.
4. Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013. as **Annexure - IV**.

This is for the information and necessary records

Yours Truly,
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED


Ambica Krishna
CEO & President


Smt. Satyavathi Perla
Whole time Director
DIN No. 07141289



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

PROCEEDINGS OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE M/S AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON WEDNESDAY, 26TH SEPTEMBER 2018 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED 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 | CEO & President |
| 2. Smt Satyavathi Perla | Women director |
| 3. Ambica Siva Kumar Alapati | Wholetime Director |
| 4. Sri P V Sreedharan | Independent director(Audit Committee Chairman) |
| 5. Sri P Kishore Thandava | Independent director |
| 6. Narayanam Kameswara Rao | Independent director |

ALSO PRESENT:

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

BY INVITATION:

- | | |
|--|---|
| 1. CA. Peri Reddy Chartered Accountant | Statutory Auditors
Scrutinizer (E-voting & Poll) |
| 2. Shri. Jineshwar Kumar Sankahala ,
Practicing Company Secretary | |

The 23rd Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Wednesday, 26th September, 2018 at 11.00 Am at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002.

Smt. Satyavathi Pearla chaired the 23rd Annual General Meeting after ascertain requisite quorum being present; the Chairman called the meeting to order and commenced the proceedings.

Smt. Satyavathi Pearla Whole time Director welcomed the Directors on the Dias and members to the AGM.

With the consent of the members present, the notice convening the 23rd 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, 2018. 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 13th August 2018, were transacted at the 23rd Annual General Meeting:

Item No.1

Adoption of audited financial statements of the company for the year 2017-18 together with the report of the board of directors and the auditors thereon.

- passed with requisite majority

Item No.2

Re-appointment of Smt. Satyavathi Perla (DIN: 07141289), who retires by rotation and being eligible, offers herself for re-appointment as director.

- passed with requisite majority

Item No.3

Appointment of Sri Ambica Siva Kumar Alapati as Director of the Company

- passed with requisite majority

Item No.4

To approve the appointment and remuneration of sri ambica siva Kumar alapati as whole time director of the company.

. - *passed with requisite majority*

Item No.5

To approve the appointment and remuneration of Smt Satyavathi Perla as whole time director of the company.

. - *passed with requisite majority*

Item No.6

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



Ambica Krishna
CEO & President



Smt. Satyavathi Perla
Whole time Director
DIN No. 07141289

Place: Eluru
Date: 27.09.2018



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

POWERPET, ELURU - 534 002 W.G.D.T. (A.P.)
PHONES : 230629, 230216, FAX : 08812 - 233876

ANNEXURE II

Date: 27th September, 2018

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 23rd 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, September 26 th . 2018		
2	Total number of share holder as on Record Date/Cut off Date	4999		
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	110	0
4	No of share holders attended the meeting though video conference	NA		
5	E-Voting period	Sunday 23 rd September, 2018 to Tuesday 25 th September, 2018		

Agenda Wise

Given below is the resolution wise combined results of e-voting and poll

1. Consider and Adopt Audited Financial Statements as at 31.03.2018 and Profit & Loss account along with reports of the board of Directors and Auditors.

Resolution required: Ordinary
Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247939	8176689	99.14	8176689	0	100	0
Physical Poll		71250	0.86	71250	0	100	0
Sub Total	8247939	8247939	100	8247939	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928361	65890	0.74	65880	10	100	0.00
Physical Poll		3003351	33.64	3003351	0	100	0.00
Sub Total	8928361	3069241	34.38	3069231	10	100	0.00
Total Electronic Poll	17177400	8242579	47.98	8242569	10	100	0.00
Total Physical Poll		3074601	17.90	3074601	0	100	0
GRAND TOTAL		11317180	65.88	11317170	10	100	0.00

2. Re-appointment of Smt. Satyavathi Perla as Director who retires by rotation.

Resolution required: Ordinary
Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247939	8176689	99.14	8176689	0	100	0
Physical Poll		71250	0.86	71250	0	100	0
Sub Total	8247939	8247939	100	8247939	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928361	65890	0.74	65880	10	100	0.00
Physical Poll		3003351	33.64	3003351	0	100	0.00
Sub Total	8928361	3069241	34.38	3069231	10	100	0.00
Total Electronic Poll	17177400	8242579	47.98	8242569	10	100	0.00
Total Physical Poll		3074601	17.90	3074601	0	100	0
GRAND TOTAL		11317180	65.88	11317170	10	100	0.00

3. Appointment of Sri Ambica Siva Kumar Alapati as Director of The Company.

Resolution required: Ordinary

Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247939	8176689	99.14	8176689	0	100	0
Physical Poll		71250	0.86	71250	0	100	0
Sub Total	8247939	8247939	100	8247939	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928361	65890	0.74	65880	10	100	0.00
Physical Poll		3003351	33.64	3003351	0	100	0.00
Sub Total	8928361	3069241	34.38	3069231	10	100	0.00
Total Electronic Poll	17177400	8242579	47.98	8242569	10	100	0.00
Total Physical Poll		3074601	17.90	3074601	0	100	0
GRAND TOTAL		11317180	65.88	11317170	10	100	0.00

4. To approve the appointment and remuneration of sri ambica siva Kumar alapati as whole time director of the company.

Resolution required: Special
Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247939	8176689	99.14	8176689	0	100	0
Physical Poll		71250	0.86	71250	0	100	0
Sub Total	8247939	8247939	100	8247939	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928361	65890	0.74	65880	10	100	0.00
Physical Poll		3003351	33.64	3003351	0	100	0.00
Sub Total	8928361	3069241	34.38	3069231	10	100	0.00
Total Electronic Poll	17177400	8242579	47.98	8242569	10	100	0.00
Total Physical Poll		3074601	17.90	3074601	0	100	0
GRAND TOTAL		11317180	65.88	11317170	10	100	0.00

5. To approve the appointment and remuneration of Smt Satyavathi Perla as whole time director of the company.

Resolution required: Special
Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247939	8176689	99.14	8176689	0	100	0
Physical Poll		71250	0.86	71250	0	100	0
Sub Total	8247939	8247939	100	8247939	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928361	65890	0.74	65880	10	100	0.00
Physical Poll		3003351	33.64	3003351	0	100	0.00
Sub Total	8928361	3069241	34.38	3069231	10	100	0.00
Total Electronic Poll	17177400	8242579	47.98	8242569	10	100	0.00
Total Physical Poll		3074601	17.90	3074601	0	100	0
GRAND TOTAL		11317180	65.88	11317170	10	100	0.00

6. Increase in the Borrowing Powers of the Company.


Resolution required: Special
Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 $3 = \{2 / 1\} * 100$	4	5	6 $6 = \{4 / 2\} * 100$	7 $7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247939	8176689	99.14	8176689	0	100	0
Physical Poll		71250	0.86	71250	0	100	0
Sub Total	8247939	8247939	100	8247939	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928361	65890	0.74	65880	10	100	0.00
Physical Poll		3003351	33.64	3003351	0	100	0.00
Sub Total	8928361	3069241	34.38	3069231	10	100	0.00
Total Electronic Poll	17177400	8242579	47.98	8242569	10	100	0.00
Total Physical Poll		3074601	17.90	3074601	0	100	0
GRAND TOTAL		11317180	65.88	11317170	10	100	0.00

As per the consolidated results of e-voting and poll on item no.(1) to (6) of the notice of the AGM, all the resolution passed by requisite majority.

FOR AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED


Ambica Krishna
CEO & President


Smt. Satyavathi Perla
Wholetime Director
DIN No. 07141289

Place: Eluru
Date: 27.09.2018



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]

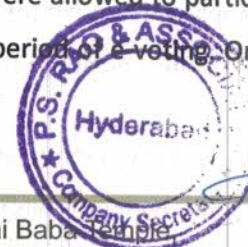
To
The Chairman
M/s Ambica Agarbathies Aroma & Industries Limited
Shankar Towers, Power Pet,
Eluru, West Godavari District,
Andhra Pradesh – 534002.

Dear Sir,

Sub: Consolidated Report on electronic voting carried out during Sunday 23rd September, 2018 (10:00 A.M) to Tuesday 25th September, 2018 (5:00 P.M.) And on Physical voting conducted through poll at the 23rd Annual General Meeting (AGM) of M/s. Ambica Agarbathies Aroma & Industries Limited held on Wednesday 26th September 2018 at the registered office at 11.00AM.

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 13th August, 2018, for scrutinizing the e-voting process during Sunday 23rd September, 2018 to Tuesday 25th September 2018 and physical voting conducted through poll at the 23rd 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 13th day of August, 2018. 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 23rd September (10:00 A.M) to Tuesday 25th September, 2018 (5:00 P.M.). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 19th day of September, 2018 (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 26th



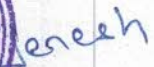
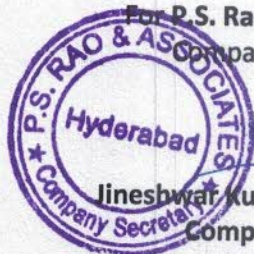
day of September, 2018, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.

2. At the 23rd AGM of the Company held on Wednesday, the 26th day of September, 2018, 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 23rd AGM.
3. Subsequent to the completion of voting process at the 23rd AGM, the votes cast by the shareholders at the 23rd AGM were diligently scrutinized by me. The votes cast at the 23rd 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 23rd September, 2018 (10:00 A.M) to Tuesday 25th September, 2018 (5:00 P.M.) and details of the voting at the 23rd AGM on each of the resolutions as Annexure I.
5. The poll papers and relevant records relating to electronic voting and Poll at 23rd AGM were sealed and handed over to the CFO authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad

Date: 27.09.2018

For P.S. Rao & Associates
Company Secretaries


Jineshwar Kumar Sankhala
Company Secretary
Scrutinizer for the Company
C.P.No. 18365

S.No	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31,2018, together with the reports of the Board of Directors and Auditors thereon.	Electronic	24	8242579	23	8242569	100.000	1	10	0	0	0	0
2	2. Re-appointment of Smt. Satyavahi Perla (DIN: 07141289), who retires by rotation and being eligible, offers herself for re-appointment as director.	Poll	85	3074601	85	3074601	100.000	0	0	0	0	0	0.000
		Total	109	11317180	108	11317170	100.000	1	10	0	0	0	0.0000
3	3. Appointment of Sri Ambica Siva Kumar Alapati As Director Of The Company.	Electronic	24	8242579	23	8242569	100.000	1	10	0	0	0	0
		Poll	85	3074601	85	3074601	100.000	0	0	0	0	0	0.000
4	4. To approve the appointment and remuneration of sri ambica siva Kumar alapati as whole time director of the company.	Total	109	11317180	108	11317170	100.000	1	10	0	0	0	0.0000
		Electronic	24	8242579	23	8242569	100.000	1	10	0	0	0	0
5	5. To approve the appointment and remuneration of Smt Satyavahi Perla as whole time director of the company	Poll	85	3074601	85	3074601	100.000	0	0	0	0	0	0.000
		Total	109	11317180	108	11317170	100.000	1	10	0	0	0	0.0000
6	6. Increase In The Borrowing Powers Of The Company	Electronic	24	8242579	23	8242569	100.000	1	10	0	0	0	0
		Poll	85	3074601	85	3074601	100.000	0	0	0	0	0	0.000
		Total	109	11317180	108	11317170	100.000	1	10	0	0	0	0.0000
		Total	109	11317180	108	11317170	100.000	1	10	0	0	0	0.0000



Handwritten signature/initials in blue ink.