



# AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

Date: 27<sup>th</sup> June, 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:** - 22<sup>nd</sup> 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 22<sup>nd</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 27<sup>th</sup> June 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 2016-17 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  
Executive Director  
DIN No. 07141289





# AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

## Annexure I

PROCEEDINGS OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE M/S AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON WEDNESDAY, 27<sup>TH</sup> JUNE 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 /KMP PRESENT:

- |                              |  |
|------------------------------|--|
| 1. Sri Ambica Krishna        | CEO & President                                |
| 2. Ambica Siva Kumar Alapati | Executive Director                             |
| 3. Smt Satyavathi Perla      | Women director                                 |
| 4. Sri P V Sreedharan        | Independent director(Audit Committee Chairman) |
| 5. Sri P Kishore Thandava    | Independent director                           |
| 6. Narayanam Kameswara Rao   | Independent director                           |
| 7. Sri Ambica Hanuma Alapati | CFO  |
| 8. Uma Gayathri              | Company Secretary                              |

### BY INVITATION:

- |   |                               |
|---|-------------------------------|
| 1. CA. Peri Reddy Chartered Accountant                      | Statutory Auditors            |
| 2. Shri. Anand kumar C kasat , Practicing Company Secretary | Scrutinizer (E-voting & Poll) |

The 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Wednesday, 27<sup>th</sup> June, 2018 at 11.00 Am at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002.

Sri Satyavathi perla chaired the 22<sup>nd</sup> Annual General Meeting after ascertain requisite quorum being present, the Chairman called the meeting to order and commenced the proceedings.

Sri Ambica Krishna CEO & President of the Company & Meeting welcomed the Directors on the Dias and members to the AGM.

With the consent of the members present, the notice convening the 22<sup>nd</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, 2017. Thereafter, with the consent of the members present, the Auditor Report was taken as read.





## **AMBICA AGARBATHIES AROMA & INDUSTRIES LTD**

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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.

Sri. Anand kumar C Kasat, 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 11<sup>th</sup> May 2018, were transacted at the 22<sup>nd</sup> Annual General Meeting***

### **Item No.1**

Adoption of audited financial statements of the company for the year 2016-17 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 M/s. Ramasamy Koteswara Rao & Co LLP, Chartered Accountants, (Firm Registration No. 010396S) as Statutory Auditors of the company.

***- passed with requisite majority***

This is for your information and records.  
For Ambica Agarbathies Aroma & Industries Limited

  
**Ambica Krishna**  
CEO & President

  
**P. Satyavathi**  
Smt Satyavathi Perla  
Executive Director  
DIN No. 07141289



Place: Eluru  
Date: 27.06.2018

e mail : [ambica.a@rediffmail.com](mailto:ambica.a@rediffmail.com)

[www.ambicaincense.com](http://www.ambicaincense.com)



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## ANNEXURE II

Date: 27<sup>th</sup> June, 2018

To  
Corporate Relationship Department  
BSE LIMITED  
P J Towers, Dalal Street,  
MUMBAI- 400001  
SCRIP CODE: 532335

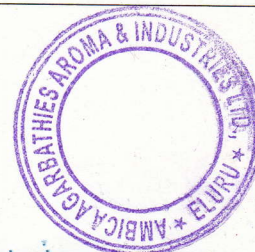
To  
Manager  
National Stock Exchange of India Limited  
Exchange Plaza", Bandra (E)  
Mumbai-400051  
SCRIP CODE: AMBICAAGAR

Dear Sir

SUB: Outcome of the Voting (Combined: E-Voting and Poll) Of 22<sup>nd</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, June 27 <sup>th</sup> .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
		18	70	0
4	No of share holders attended the meeting though video conference	NA		
5	E-Voting period	Sunday 24 <sup>th</sup> June, 2018 to Tuesday 26 <sup>th</sup> June, 2018		



Agenda Wise

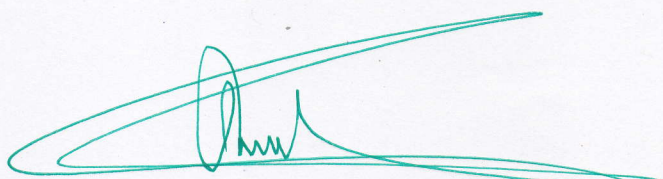
Given below is the resolution wise combined results of e-voting and poll

1. Consider and Adopt Audited Financial Statements as at 31.03.2017 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	7861818	95.31	7861818	0	100	0
Physical Poll		386121	4.69	386121	0	0	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	205260	2.29	205260	0	100	0.00
Physical Poll		2893977	32.41	2893977	0	100	0.00
Sub Total	8928361	3099237	34.71	3099237	0	100	0.00
Total Electronic Poll	17177400	8067078	46.96	8067078	0	100	0.00
Total Physical Poll		3280090	19.09	3280090	0	100	0
GRAND TOTAL		11347176	66.05	11347176	0	100	0.00



P. Subhrajewathi



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 Voters 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 = {2 / 1} *100	4	5	6 = {4 / 2} *100	7 = {5 / 2} *100
<b>Promoter and Promoter Group</b>							
Electronic Poll	8247939	7861818	95.31	7861818	0	100	0
Physical Poll		386121	4.69	386121	0	0	0
<b>Sub Total</b>	<b>8247939</b>	<b>8247939</b>	<b>100</b>	<b>8247939</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public Institutional Holders</b>							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
<b>Sub Total</b>	<b>1100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Others</b>							
Electronic Poll	8928361	205260	2.29	205260	0	100	0.00
Physical Poll		2893977	32.41	2893977	0	100	0.00
<b>Sub Total</b>	<b>8928361</b>	<b>3099237</b>	<b>34.71</b>	<b>3099237</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Total Electronic Poll</b>	<b>17177400</b>	<b>8067078</b>	<b>46.96</b>	<b>8067078</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Total Physical Poll</b>		<b>3280090</b>	<b>19.09</b>	<b>3280090</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>11347176</b>	<b>66.05</b>	<b>11347176</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

P. Satyavathi



3. Appointment of Statutory Auditor and fix their Remuneration.

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
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
<b>Promoter and Promoter Group</b>							
Electronic Poll	8247939	7861818	95.31	7861818	0	100	0
Physical Poll		386121	4.69	386121	0	0	0
<b>Sub Total</b>	<b>8247939</b>	<b>8247939</b>	<b>100</b>	<b>8247939</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public Institutional Holders</b>							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
<b>Sub Total</b>	<b>1100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Others</b>							
Electronic Poll	8928361	205260	2.29	205260	0	100	0.00
Physical Poll		2893977	32.41	2893977	0	100	0.00
<b>Sub Total</b>	<b>8928361</b>	<b>3099237</b>	<b>34.71</b>	<b>3099237</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Total Electronic Poll</b>	<b>17177400</b>	<b>8067078</b>	<b>46.96</b>	<b>8067078</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Total Physical Poll</b>		<b>3280090</b>	<b>19.09</b>	<b>3280090</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>11347176</b>	<b>66.05</b>	<b>11347176</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

As per the consolidated results of e-voting and poll on item no.(1) to (3) of the notice of the AGM, all the resolution passed by requisite majority.

**FOR AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**

  
**Ambica Krishna**  
CEO & President

*P. Satyavathi*  
**Smt Satyavathi Perla**  
Executive Director  
DIN No. 07141289



Place: Eluru  
Date: 27.06.2018



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PHONES : 230629, 230216, FAX : 08812 - 233876

Date: 27<sup>th</sup> June, 2018

To  
Corporate Relationship Department  
BSE LIMITED  
P J Towers, Dalal Street,  
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SCRIP CODE: 532335

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

Dear Sir,

**SUB:** - 22<sup>nd</sup> Annual General Meeting and Voting Results

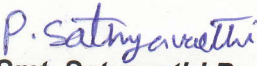
With reference to the Above Cited Subject, we would like to submit the following information/documents with regard to the 22<sup>nd</sup> Annual General Meeting of the Company

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 27<sup>th</sup> June 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 2016-17 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  
Executive Director  
DIN No. 07141289







**Anand Kumar.C.Kasat**

*Practicing Company Secretary*

D.No. 6-3-34/72/22, 11<sup>th</sup> Floor, 10,  
Ishwarya Nilayam, DwarkaPuri Colony,  
Panjagutta, Hyderabad - 500082.  
Contact No. 9849390490/46  
E-mail : anand.kasat@shoo.co.in

**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 24th June, 2018 (10:00 A.M) to Tuesday 26th June, 2018 (5:00 P.M.) And on Physical voting conducted through poll at the 22<sup>nd</sup> Annual General Meeting (AGM) of M/s. Ambica Agarbathies Aroma & Industries Limited held on 27<sup>th</sup> June 2018

**Ref:** 22<sup>nd</sup> Annual General Meeting of the Shareholders of M/s. Ambica Agarbathies Aroma & Industries Limited held on 27.06.2018, at 11.00 A.M. At Shankar Towers, Power Pet, Eluru, West Godavari District, Andhra Pradesh – 534002.

With reference to the above subject, I, Anand kumar C .Kasat, 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 11<sup>th</sup> May, 2018, for scrutinizing the e-voting process during Sunday 24th June, 2018 to Tuesday 26th June, 2018 and physical voting conducted through poll at the 22<sup>nd</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 11<sup>th</sup> day of May, 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 24th June, 2018 (10:00 A.M) to Tuesday 26th June, 2018 (5:00 P.M.). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 20<sup>th</sup> day of June, 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 27<sup>th</sup> day of June, 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 22<sup>nd</sup> AGM of the Company held on Wednesday, the 27<sup>th</sup> day of June, 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 on suo motto 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 22<sup>nd</sup> AGM.
3. Subsequent to the completion of voting process at the 22<sup>nd</sup> AGM, the votes cast by the shareholders at the 22<sup>nd</sup> AGM were diligently scrutinized by me. The votes cast at the 22<sup>nd</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 24th June, 2018 (10:00 A.M) to Tuesday 26th June, 2018 (5:00 P.M.) and details of the voting at the 22<sup>nd</sup> AGM on each of the resolutions as Annexure I.

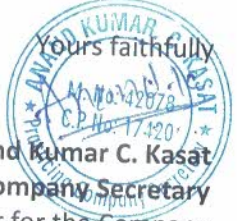
  
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5. The poll papers and relevant records relating to electronic voting and Poll at 22<sup>nd</sup> AGM were sealed and handed over to the CFO authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad

Date: 27.06.2018

Yours faithfully  
  
**Anand Kumar C. Kasat**  
**Practicing Company Secretary**  
Scrutinizer for the Company  
C.P.No. 17420

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, 2017, together with the reports of the Board of Directors and Auditors thereon.	Electronic	23	8067078	23	8067078	100.000	0	0	0	0	0	0
		Poll	65	3280098	65	3280098	100.000	0	0	0	0	0	0.000
		Total	88	11347176	88	11347176	100.000	0	0	0	0	0	0.0000
2	To appoint a director in place of Smt.Satyavathi Perla (DIN 07141289), who retires by rotation and, being eligible, offers herself for re-election	Electronic	23	8067078	23	8067078	100.000	0	0	0	0	0	0
		Poll	65	3280098	65	3280098	100.000	0	0	0	0	0	0.000
		Total	88	11347176	88	11347176	100.000	0	0	0	0	0	0.0000
3	To Appointment of the Statutory auditor and to fix their remuneration	Electronic	23	8067078	23	8067078	100.000	0	0	0	0	0	0
		Poll	65	3280098	65	3280098	100.000	0	0	0	0	0	0.000
		Total	88	11347176	88	11347176	100.000	0	0	0	0	0	0.0000

