



**AMBICA AGARBATHIES  
AROMA & INDUSTRIES LTD**

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

**Date: 1<sup>st</sup> October, 2020**

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 25<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 25<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> September 2020, 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**





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

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

### *Annexure I*

**PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE M/s  
AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON WEDNESDAY,  
30<sup>TH</sup> SEPTEMBER 2020 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         | 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. R. Naresh Babu Representative of Scrutinizer (Poll)

The 25<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Wednesday, 30<sup>th</sup> September, 2020 at 11.00 Am at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002.

Sri Ambica Krishna chaired the 25<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.



With the consent of the members present, the notice convening the 25<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, 2020. 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 27<sup>th</sup> August 2020, were transacted at the 25<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, 2020, together with the Report of the Board of Directors and Auditors thereon..

*- 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**

Appointment of Sri Ambica Krishna as Director of the company.

*- passed with requisite majority*

**Item No.4**

To approve the appointment and remuneration of Sri Ambica Krishna as chairman and Managing Director of the company.

*- passed with requisite majority*

**Item No.5**

Appointment of Sri Chunduruanjaneya Swamy to the office of Independent Director

*- 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: 01.10.2020



## AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

### ANNEXURE II

Date: 1<sup>st</sup> October, 2020

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

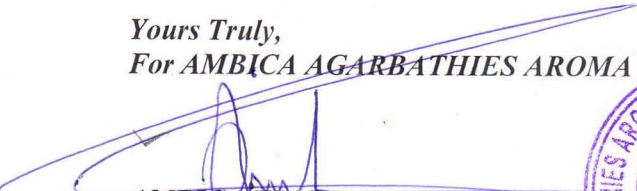
Dear Sir

**Sub:** Outcome of the Voting (Combined: E-Voting and Poll) of 25<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, 30 <sup>th</sup> September, 2020		
2	Total number of share holder as on Record Date/Cut off Date	4985		
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	26	0
4	No of share holders attended the meeting though video conference	NA		
5	E-Voting period	Sunday 27 <sup>th</sup> September, 2020 to Tuesday 29 <sup>th</sup> September, 2020		

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 consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2020, 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	8176689	98.4571	8176689	0	100.0000	0.0000
	Poll		128138	1.5429	128138	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8304827</b>	<b>8304827</b>	<b>100.0000</b>	<b>8304827</b>	<b>0</b>	<b>100.0000</b>
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>		<b>1100</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8871473	1965	0.0221	1455	510	74.0458	25.9542
	Poll		3077132	34.6857	3077132	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8871473</b>	<b>3079097</b>	<b>34.7078</b>	<b>3078587</b>	<b>510</b>	<b>99.9834</b>
<b>Total</b>		<b>17177400</b>	<b>11383924</b>	<b>66.2727</b>	<b>11383414</b>	<b>510</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							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 and being eligible offers herself 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	8176689	98.4571	8176689	0	100.0000	0.0000
	Poll		128138	1.5429	128138	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8304827</b>	<b>8304827</b>	<b>100.0000</b>	<b>8304827</b>	<b>0</b>	<b>100.0000</b>
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>		<b>1100</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8871473	1965	0.0221	1455	510	74.0458	25.9542
	Poll		3077132	34.6857	3077132	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8871473</b>	<b>3079097</b>	<b>34.7078</b>	<b>3078587</b>	<b>510</b>	<b>99.9834</b>
<b>Total</b>		<b>17177400</b>	<b>11383924</b>	<b>66.2727</b>	<b>11383414</b>	<b>510</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Whether resolution is Pass or Not.</b>							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?				No				
Description of resolution considered				Appointment of Sri Ambica Krishna 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	8176689	98.4571	8176689	0	100.0000	0.0000
	Poll		128138	1.5429	128138	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8304827</b>	<b>8304827</b>	<b>100.0000</b>	<b>8304827</b>	<b>0</b>	<b>100.0000</b>
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>		<b>1100</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8871473	1965	0.0221	1455	510	74.0458	25.9542
	Poll		3077132	34.6857	3077132	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8871473</b>	<b>3079097</b>	<b>34.7078</b>	<b>3078587</b>	<b>510</b>	<b>99.9834</b>
<b>Total</b>		<b>17177400</b>	<b>11383924</b>	<b>66.2727</b>	<b>11383414</b>	<b>510</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Whether resolution is Pass or Not.</b>							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				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	8304827	8176689	98.4571	8176689	0	100.0000	0.0000
	Poll		128138	1.5429	128138	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8304827</b>	<b>8304827</b>	<b>100.0000</b>	<b>8304827</b>	<b>0</b>	<b>100.0000</b>
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>		<b>1100</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8871473	1965	0.0221	1455	510	74.0458	25.9542
	Poll		3077132	34.6857	3077132	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8871473</b>	<b>3079097</b>	<b>34.7078</b>	<b>3078587</b>	<b>510</b>	<b>99.9834</b>
<b>Total</b>		<b>17177400</b>	<b>11383924</b>	<b>66.2727</b>	<b>11383414</b>	<b>510</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Sri Chunduru Anjaneya Swamy to the office of Independent Director				
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	8176689	98.4571	8176689	0	100.0000	0.0000
	Poll		128138	1.5429	128138	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8304827</b>	<b>8304827</b>	<b>100.0000</b>	<b>8304827</b>	<b>0</b>	<b>100.0000</b>
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>		<b>1100</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8871473	1965	0.0221	1455	510	74.0458	25.9542
	Poll		3077132	34.6857	3077132	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>8871473</b>	<b>3079097</b>	<b>34.7078</b>	<b>3078587</b>	<b>510</b>	<b>99.9834</b>
<b>Total</b>		<b>17177400</b>	<b>11383924</b>	<b>66.2727</b>	<b>11383414</b>	<b>510</b>	<b>99.9955</b>	<b>0.0045</b>
<b>Whether resolution is Pass or Not.</b>							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 27<sup>th</sup> September, 2020 (10:00 A.M) to Tuesday 29<sup>th</sup> September, 2020 (5:00 P.M.) And on Physical voting conducted through poll at the 25<sup>th</sup> Annual General Meeting (AGM) of M/s. Ambica Agarbathies Aroma & Industries Limited held on Wednesday 30<sup>th</sup> September 2020 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 27<sup>th</sup> August, 2020, for scrutinizing the e-voting process during Sunday 27<sup>th</sup> September, 2020 to Tuesday 29<sup>th</sup> September, 2020 and physical voting conducted through poll at the 25<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 27<sup>th</sup> day of August, 2020. 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 27<sup>th</sup> September, 2020 (10:00 A.M) to Tuesday 29<sup>th</sup> September, 2020 (5:00 P.M.) The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 23<sup>rd</sup> day of September, 2020 (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 September, 2020, 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 25<sup>th</sup> AGM of the Company held on Wednesday, the 30<sup>th</sup> day of September, 2020, 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 25<sup>th</sup> AGM.
3. Subsequent to the completion of voting process at the 25<sup>th</sup> AGM, the votes cast by the shareholders at the 25<sup>th</sup> AGM were diligently scrutinized by me. The votes cast at the 25<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 27<sup>th</sup> September, 2020 (10:00 A.M) to Tuesday 29<sup>th</sup> September, 2020 (5:00 P.M.) and details of the voting at the 25<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 25<sup>th</sup> AGM were sealed and handed over to the CFO authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad

Date: 30.09.2020



For P.S. Rao & Associates  
Company Secretaries

*Jinesh*

**Jineshwar Kumar Sankhala**  
Company Secretary

C.P.No. 18365

UDIN: A021697B000829196

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 on March 31, 2020, together with the Report of the Board of Directors and Auditors thereon.	Electronic	32	8178654	30	8178144	99.994	2	510	0	0	0	0
		Poll	28	3205270	28	3205270	100.000	0	0	0	0	0	0.000
		Total	60	11383924	58	11383414	99.996	2	510	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-appointment as a director in the company.	Electronic	32	8178654	30	8178144	99.994	2	510	0	0	0	0
		Poll	28	3205270	28	3205270	100.000	0	0	0	0	0	0.000
		Total	60	11383924	58	11383414	99.996	2	510	0	0	0	0.0000
3	Appointment of Sri Ambica Krishna as Director of the company.	Electronic	32	8178654	30	8178144	99.994	2	510	0	0	0	0
		Poll	28	3205270	28	3205270	100.000	0	0	0	0	0	0.000
		Total	60	11383924	58	11383414	99.996	2	510	0	0	0	0.0000
4	To approve the appointment and remuneration of Sri Ambica Krishna as chairman and Managing Director of the company.	Electronic	32	8178654	30	8178144	99.994	2	510	0	0	0	0
		Poll	28	3205270	28	3205270	100.000	0	0	0	0	0	0.000
		Total	60	11383924	58	11383414	99.996	2	510	0	0	0	0.0000
5	Appointment of Sri Chunduruanjaneya Swamy to the office of Independent Director	Electronic	32	8178654	30	8178144	99.994	2	510	0	0	0	0
		Poll	28	3205270	28	3205270	100.000	0	0	0	0	0	0.000
		Total	60	11383924	58	11383414	99.996	2	510	0	0	0	0.0000

=

