



# **AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**

Shankar Towers, Powerpet, Eluru, West Godavari District, Andhra Pradesh – 534001

CIN: L24248AP1995PLC020077 Website: [www.ambicaagarbathi.com](http://www.ambicaagarbathi.com) Email: [ambicaagarbathi@rediffmail.com](mailto:ambicaagarbathi@rediffmail.com)

## **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- Appointment of Sri Narayanam Kameswara Rao as Independent Director
- Appointment of Smt satyavathi perla as Women Director
- Re-appointment of sri Ambica Krishna as Chairman & Managing Director
- Re-appointment of sri Ambica Ramachandra Rao as Whole time Director
- Amendment of main objects to the Memorandum of Association
- Approval of Related Party Transaction

In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form. Please note that e-voting is an alternate mode to cast votes and is optional.

The proposed resolutions, along with the explanatory statement setting out the material facts concerning each item and the reasons thereto, are appended below and a Postal Ballot Form (the “Form”) is enclosed for your consideration.

The Board of Directors of the Company (the “Board”) has appointed Mr. Yellareddy Vootkuri, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-stamped envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Thursday 18th June, 2015.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of postal ballot forms and votes cast through e-voting.

The result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on 20th June, 2015 (Saturday) at the registered office of the Company and will also be displayed on the website of the Company at [www.ambicaagarbathi.com](http://www.ambicaagarbathi.com), besides being communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agent.

## **SPECIAL BUSINESS**

### **1. APPOINTMENT OF SRI NARAYANAM KAMESWARA RAO AS INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **“ORDINARY RESOLUTION”**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Narayanam Kameswara Rao who was appointed as an Additional Director, whose term expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of Five (5) consecutive years from the ensuing General Meeting”.

### **2. APPOINTMENT OF SMT SATYAVATHI PERLA AS WOMEN DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **“ORDINARY RESOLUTION”**

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Smt Satyavathi Perla, who was appointed as an Additional Director, whose term expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company”.

### **3. RE-APPOINTMENT OF SRI AMBICA KRISHNA AS CHAIRMNA & MANAGING DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **“SPECIAL RESOLUTION”**

“RESOLVED THAT pursuant to the provision of Section 196, 197 and 203 read with Schedule V and applicable provision if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and any statutory modification (s) or re-enactment thereof for the time being in force, if any, and subject to the approval of central government if any required Sri Ambica Krishna be and is here by re-appointed as Chairman & Managing Director for a period of 3 years with effect from 1st April, 2015 at a remuneration of Rs. 2,00,000/- Per Month as approved by the remuneration committee with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions.”

### **4. RE-APPOINTMENT OF SRI AMBICA RAMACHANDRA RAO AS WHOLETIME DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **“SPECIAL RESOLUTION”**

“RESOLVED THAT pursuant to the provision of Section 196, 197 and 203 read with Schedule V and applicable provision if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and any statutory modification (s) or re-enactment thereof for the time being in force if any, and subject to the approval of central government if any required Sri Ambica Ramachandra be and is here by re-appointed as Whole time Director for a period of 3 years with effect from 1st April, 2015 at a remuneration of Rs. 1,00,000/- Per Month as approved by the remuneration committee with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions.”

### **5. AMENDMENT OF MAIN OBJECTS TO THE MEMORANDUM OF ASSOCIATION**

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **“SPECIAL RESOLUTION”**:

RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions,

amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, consent of members be and hereby accorded to amend the Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation by inserting following sub-clause 10 after existing sub-clause 9:

**A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

10 *To carry on the business of trading. exporters, importers, buyers, sellers, manufacturers, producers, brokers, buying and selling agent, commission agents, factors, distribution, stockiest, agents, traders, and suppliers of and dealers in all types, varieties and classes of goods and merchandise, including but not limited to rice, onion, potato, edible oils, broken rice, basmati rice and all kind of rice, rice products, sugar, pulse, dal, gunny bags, packing materials, electrical goods, automobiles, machinery, rubber and rubber products, cement, kiln, sanitary ware, oil and paints, tools, jigs, moulds, medicine and herbs, products of veterinary & animal feeds, (API) Active Pharmaceutical Ingredients, excipient, stationery, spare parts, tractors, tyres, metal and minerals, surgical, medical and scientific equipment, paint, pigments, varnishes, gas cylinders, containers, welding machines, food stuffs, aerated water and of casks, bottles, canned fruits, chocolates, candies, jams, jellies, peppermints, juice, syrups, beverages, waters, drinks, wines, cordials, restorative, milk products, cereal products, food grain, hardware and software, electronics, textiles, men’s, women’s and children’s clothing and wearing apparel and readymade, hosiery goods, garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels and all other articles of woolen and worsted materials, and all kinds of goods and products of every description, whether meant for domestic, commercial, industrial or any other purpose, whether on its own or through agents, franchisees and whether in India or abroad.*

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**6. APPROVAL OF RELATED PARTY TRANSACTION**

To consider and if thought fit, to accord assent/ dissent to the following resolution as a “**SPECIAL RESOLUTION**”:

“RESOLVED THAT pursuant to the Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution for entering into transactions, contracts or arrangements on such terms and condition as the Board may think proper and beneficial for the Company with related party of the Company, during every financial year commencing after 31st March, 2015 up to the maximum amounts per financial year, as mentioned herein below for a period of 3 years :amounts per financial year, :

| Name of the related party | Nature of the contract                 | Monetary value per Financial Year |
|---------------------------|----------------------------------------|-----------------------------------|
| ACP INDUSTRIES LIMITED    | PURCHASE & SALES OF DARBAR AGARBATHIES | Rs 75 Crores                      |
| ACP INDUSTRIES LIMITED    | PURCHASE & SALES OF RAW MATERIALS      | Rs 25 Crores                      |
| ACP INDUSTRIES LIMITED    | RECEIVING & ISSUING OF LOAN & ADVANCES | Rs 25 Crores                      |

“RESOLVED FURTHER THAT all such transaction(s) entered by the Company with the aforesaid party during the financial 2013-2014 be and is hereby approved and ratified.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and condition of related party transactions and all others matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, executive chairman, managing director, whole time director(s), director(s) and/ or any officers of the Company, and authorize them to sign and execute all agreements, application, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution .”

By Order of Board of Directors  
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Sd/-  
**AMBICA KRISHNA**  
CHAIRMAN & MANAGING DIRECTOR

Place: Eluru  
Date: 17.04.2015

## NOTES:

1. Corporate & Institutional Members shall be entitled to vote through their authorized representatives with proof of authorization as mentioned in the instruction of the e voting
2. The statement pursuant to Section 102 of the Act, stating all material facts and the reasons for the proposals set above is annexed herewith.
3. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 8th May, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
4. The Board of Directors has appointed Mr. Yellareddy Vootkuri, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
5. As per section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. This notice is being sent by e-mail to such members who have registered their e-mail IDs with depositories and through Courier to such members who have not registered their e-mail IDs. Members who receive postal ballot notice by e-mail but wish to vote through physical mode may download the form from [www.evotingindia.com](http://www.evotingindia.com).
6. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are provided hereunder.
7. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17:00 Hours (IST)) on June 18, 2015 (Thursday). Forms received after this date / time will be strictly considered as if no reply has been received from the Member.
8. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Process and manner for members opting for e-voting are as under:

The Company is offering e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014. The instructions for e-voting are as under:

- (i) The voting period begins From 10.00 A.M. on Tuesday, 19th May, 2015 to 05.00 P.M. on Thursday, 18th June, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08.05.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "AMBICAAGARBATHIES AROMA & INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

|                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li></ul> |
| DOB                   | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>                                                                                                                                                                                                                                                                                                 |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board of Directors  
AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Place: Eluru  
Date: 17.04.2015

Sd/-  
**Ambica Krishna**  
Chairman & Managing Director

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

Mr. Narayanam Kameswara Rao, who was appointed as an Additional Director of the company w.e.f. 17th April, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of ensuing Annual General Meeting of the company and is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the company has received a notice in writing along with a deposit of requisite amount from a Member signifying his intention to propose the candidature of Mr. Narayanam Kameswara Rao for the office of Director.

Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. Narayanam Kameswara Rao and under Clause 49 of the Listing Agreement Mr. Narayanam Kameswara Rao possesses appropriate skills, experience and knowledge, inter alia, in the field of finance that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years. In view of the above provisions, the proposal for the appointment of Mr. Narayanam Kameswara Rao as Independent Director, not liable to retire by rotation, for a period of five years has been put up for the approval of shareholders.

Accordingly, your Directors recommend the Resolution for the approval of the shareholders appointing Mr. Narayanam Kameswara Rao as an Independent Director of the company, not liable to retire by rotation, for a period of five years.

Save and except Mr. Narayanam Kameswara Rao and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

### **ITEM NO. 2**

Smt Satyavathi Perla, who was appointed as an Additional Director of the company w.e.f. 31st March, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of ensuing Annual General Meeting of the company and is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the company has received a notice in writing along with a deposit of requisite amount from a Member signifying his intention to propose the candidature of Smt Satyavathi Perla for the office of Director.

Accordingly, your Directors recommend the Resolution for the approval of the shareholders appointing Smt Satyavathi Perla as a Director of the company.

Save and except Smt Satyavathi Perla and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

### **ITEM NO. 3**

The tenure of Sri Ambica Krishna as Chairman & Managing Director of the Company expired on 31st March, 2015 and hence taking into consideration several efforts put by him in furthering the interests of the Company, the Board of Directors at their meeting held on 31st March, 2015 re-appoint him as the Chairman & Managing Director of the Company w.e.f 01.04.2015 for a period of three years at remuneration as approved by the remuneration committee of the company.

**STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V**

| <b>I. GENERAL INFORMATION</b>             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|-----------|-------|------------|------------|-------------|------------|-----------|--------|----------|----------|-------------|---------|---------|------------------|----------|----------|
| 1                                         | Nature of Industries                                                                                                                                | Manufacturing Industries                                                                                                                                                                                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 2                                         | Date or expected date of commencement of commercial productions                                                                                     | The Company is an existing Company                                                                                                                                                                                                                                                                                                                                                                                      |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 3.                                        | In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                          |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 4                                         | Financial performance based on given indicators                                                                                                     | <table> <tr> <th>Particulars</th><th>2013-2014</th><th>2012-2013</th></tr> <tr> <td>Sales</td><td>1126860263</td><td>1007483597</td></tr> <tr> <td>Expenditure</td><td>1113628639</td><td>988325758</td></tr> <tr> <td>Profit</td><td>13231624</td><td>19157839</td></tr> <tr> <td>Current Tax</td><td>2647350</td><td>6215764</td></tr> <tr> <td>Profit After Tax</td><td>10584274</td><td>12942075</td></tr> </table> | Particulars | 2013-2014 | 2012-2013 | Sales | 1126860263 | 1007483597 | Expenditure | 1113628639 | 988325758 | Profit | 13231624 | 19157839 | Current Tax | 2647350 | 6215764 | Profit After Tax | 10584274 | 12942075 |
| Particulars                               | 2013-2014                                                                                                                                           | 2012-2013                                                                                                                                                                                                                                                                                                                                                                                                               |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Sales                                     | 1126860263                                                                                                                                          | 1007483597                                                                                                                                                                                                                                                                                                                                                                                                              |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Expenditure                               | 1113628639                                                                                                                                          | 988325758                                                                                                                                                                                                                                                                                                                                                                                                               |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Profit                                    | 13231624                                                                                                                                            | 19157839                                                                                                                                                                                                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Current Tax                               | 2647350                                                                                                                                             | 6215764                                                                                                                                                                                                                                                                                                                                                                                                                 |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Profit After Tax                          | 10584274                                                                                                                                            | 12942075                                                                                                                                                                                                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 5.                                        | Foreign performance or collaborations, if any                                                                                                       | The Company has no Export turnover and No Foreign Collaboration                                                                                                                                                                                                                                                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| <b>II INFORMATION ABOUT THE APPOINTEE</b> |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 1                                         | Background details                                                                                                                                  | More than 4 decades of relevant experience in the field of manufacturing and marketing of Agarbathies. He is at the helm of affairs, guiding the group to its present status in the industry and also setting high performance standards.                                                                                                                                                                               |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 2                                         | Past remuneration                                                                                                                                   | Rs 75000/- per Month                                                                                                                                                                                                                                                                                                                                                                                                    |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 3                                         | Recognition or awards                                                                                                                               | He has achieved many awards in his life time                                                                                                                                                                                                                                                                                                                                                                            |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 4                                         | Job profile and his suitability                                                                                                                     | He is involved in the day to day operations of the Company and mainly involved in overall expansion of the Company                                                                                                                                                                                                                                                                                                      |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 5                                         | Remuneration proposed                                                                                                                               | Rs 200000/- per month                                                                                                                                                                                                                                                                                                                                                                                                   |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 6                                         | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person                                  | The Proposed remuneration is commensurate with size and nature of business of the Company and the huge responsibility the appointee who is promoter too of the Company are carrying. The remuneration do differ from Company to Company in the industry depending on the respective operations.                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 7.                                        | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any                                | Apart from drawing remuneration as managing director there are no Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any                                                                                                                                                                                                                                  |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |

| III Other Information |                                                                   |                                                                         |
|-----------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------|
| 1                     | Reasons of loss or inadequate profits                             | Due to increase in revenue expenses, interest and depreciation expenses |
| 2                     | Steps taken or proposed to be taken for improvement               | Continuous efforts are put to reduce the overall expenses               |
| 3                     | Expected increase in productivity and profits in measurable terms | The Company has carried out good business compare to last fiscal.       |

As the reappointment of the Managerial Person is subject to the approval of the members, the Board commends the above resolution for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are, in any way, deemed to be concerned or interested financial or otherwise in the said resolution except to the extent of their shareholding in the Company.

**ITEM NO. 4**

The tenure of Sri Ambica Ramchandra Rao as Director-Works of the Company expired on 31st March, 2015 and hence taking into consideration the vast experience and invaluable contributions put by him and in the interest of the Company, the Board of Directors at their meeting held on 31st March, 2015 re-appoint him as Director- Works of the Company w.e.f 01.04.2015 for a period of three years at remuneration as approved by the remuneration committee of the company.

**STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V**

| <b>I. GENERAL INFORMATION</b>             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|-----------|-------|------------|------------|-------------|------------|-----------|--------|----------|----------|-------------|---------|---------|------------------|----------|----------|
| 1                                         | Nature of Industries                                                                                                                                | Manufacturing Industries                                                                                                                                                                                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 2                                         | Date or expected date of commencement of commercial productions                                                                                     | The Company is an existing Company                                                                                                                                                                                                                                                                                                                                                                                      |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 3.                                        | In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                          |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 4                                         | Financial performance based on given indicators                                                                                                     | <table> <tr> <th>Particulars</th><th>2013-2014</th><th>2012-2013</th></tr> <tr> <td>Sales</td><td>1126860263</td><td>1007483597</td></tr> <tr> <td>Expenditure</td><td>1113628639</td><td>988325758</td></tr> <tr> <td>Profit</td><td>13231624</td><td>19157839</td></tr> <tr> <td>Current Tax</td><td>2647350</td><td>6215764</td></tr> <tr> <td>Profit After Tax</td><td>10584274</td><td>12942075</td></tr> </table> | Particulars | 2013-2014 | 2012-2013 | Sales | 1126860263 | 1007483597 | Expenditure | 1113628639 | 988325758 | Profit | 13231624 | 19157839 | Current Tax | 2647350 | 6215764 | Profit After Tax | 10584274 | 12942075 |
| Particulars                               | 2013-2014                                                                                                                                           | 2012-2013                                                                                                                                                                                                                                                                                                                                                                                                               |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Sales                                     | 1126860263                                                                                                                                          | 1007483597                                                                                                                                                                                                                                                                                                                                                                                                              |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Expenditure                               | 1113628639                                                                                                                                          | 988325758                                                                                                                                                                                                                                                                                                                                                                                                               |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Profit                                    | 13231624                                                                                                                                            | 19157839                                                                                                                                                                                                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Current Tax                               | 2647350                                                                                                                                             | 6215764                                                                                                                                                                                                                                                                                                                                                                                                                 |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| Profit After Tax                          | 10584274                                                                                                                                            | 12942075                                                                                                                                                                                                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 5.                                        | Foreign performance or collaborations, if any                                                                                                       | The Company has no Export turnover and No Foreign Collaboration                                                                                                                                                                                                                                                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| <b>II INFORMATION ABOUT THE APPOINTEE</b> |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 1                                         | Background details                                                                                                                                  | More than 2 decades of relevant experience in production of the Company. He is at the helm of affairs of production and managing the day to day operation related to factory                                                                                                                                                                                                                                            |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 2                                         | Past remuneration                                                                                                                                   | Rs 50000/- per Month                                                                                                                                                                                                                                                                                                                                                                                                    |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 3                                         | Recognition or awards                                                                                                                               | He has achieved awards                                                                                                                                                                                                                                                                                                                                                                                                  |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 4                                         | Job profile and his suitability                                                                                                                     | He is involved in the day to day operations of the Company and mainly involved in Productions of the Company                                                                                                                                                                                                                                                                                                            |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 5                                         | Remuneration proposed                                                                                                                               | Rs 100000/- per month                                                                                                                                                                                                                                                                                                                                                                                                   |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 6                                         | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person                                  | The Proposed remuneration is commensurate with size and nature of business of the Company and the huge responsibility the appointee who is promoter too of the Company are carrying. The remuneration do differ from Company to Company in the industry depending on the respective operations.                                                                                                                         |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |
| 7                                         | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any                                | Apart from drawing remuneration as Whole time director there are no Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any                                                                                                                                                                                                                                |             |           |           |       |            |            |             |            |           |        |          |          |             |         |         |                  |          |          |

| III Other Information |                                                                   |                                                                         |
|-----------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------|
| 1                     | Reasons of loss or inadequate profits                             | Due to increase in revenue expenses, interest and depreciation expenses |
| 2                     | Steps taken or proposed to be taken for improvement               | Continuous efforts are put to reduce the overall expenses               |
| 3                     | Expected increase in productivity and profits in measurable terms | The Company has carried out good business compare to last fiscal.       |

As the reappointment of the Managerial Person is subject to the approval of the members, the Board commends the above resolution for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are, in any way, deemed to be concerned or interested financial or otherwise in the said resolution except to the extent of their shareholding in the Company.

#### **ITEM NO. 5**

The Company is presently engaged in the business of manufacturing of Agarbathies, constructions, hospitality, including owning, operating and managing hotels.

The Company has substantial experience and expertise in the manufacturing of agarbathies or related products, development, construction, furnishing, equipping, operating, managing, servicing, marketing and supervising the overall operations of five star, three star, deluxe, luxury class and world-class hotels and resorts.

High debt funded projects has led to a high debt component in the capital structure of the Company. With a view to maximising overall stakeholder value, the management of the Company has been exploring new avenues of business which will generate revenue, which may be conveniently and advantageously combined with existing business of the Company.

The Board of Directors is of the views that the international business of trading in the consumable products like dal, rice, pulse, onion etc has good scope in coming years due to change in the various factors and since we deal with many farmers due to the ongoing business, we have great advantages to access this products easily.

As this is not specifically covered under the main Objects Clause under the Company's Memorandum of Association, it is proposed to modify the Objects Clause accordingly.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake these additional businesses as above

The Board of Directors at its meeting held on 17th April, 2015 decided to alter main object clause in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing business.

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel is, in any way, deemed to be concerned or interested financial or otherwise in the said resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolution set forth in item No. 5 for the approval of members as special resolution.

## ITEM NO. 6

The Provision of Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions.

As per the Clause 49 of the Listing Agreement all transaction which are material in nature entered by the company in its ordinary course of business and at arm's length basis also need the approval of the shareholders

The proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following contracts / arrangements / transactions are material in nature and require the approval of the shareholders of the Company by a special resolution:

| Name of the related party | Name of the Director or Key Managerial Personnel who is related if any                   | Nature of relationship | Nature material terms, monetary value and particular of the contract or arrangement |
|---------------------------|------------------------------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------|
| ACP INDUSTRIES LIMITED    | Ambica Krishna and Ambica Ramachandra are the shareholders of the ACP Industries Limited | Group company          | Purchase & Sales of Goods of Rs 75 Crores per annum                                 |
| ACP INDUSTRIES LIMITED    | Ambica Krishna and Ambica Ramachandra are the shareholders of the ACP Industries Limited | Group company          | Purchase & Sales of Raw Materials of Rs 25 Crores per annum                         |
| ACP INDUSTRIES LIMITED    | Ambica Krishna and Ambica Ramachandra are the shareholders of the ACP Industries Limited | Group company          | Loans and Advance of Rs 25 Crores per annum                                         |

The above Transaction with above related party is in ordinary course of business. These transactions are of continuous in nature and are not for a specific period, whereas the agreement/arrangement is entered for 3 years. The respective transactions held between the aforesaid related parties are at arm's length basis and all factors relevant to the respective contracts have been considered and approved by the Audit Committee and the Board of Directors.

The members are further informed that no member(s) of the company being a related party or having any interest in the resolution as set out at item No. 6 shall be entitled to vote on this special resolution.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel is, in any way, deemed to be concerned or interested financial or otherwise in the said resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolution set forth in item No. 6 for the approval of members as special resolution.

By Order of Board of Directors  
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Sd/-  
**AMBICA KRISHNA**  
CHAIRMAN & MANAGING DIRECTOR

Place: Eluru  
Date: 17.04.2015

|                                                                                  |                                                                                                                                                                                                                                           |                                                              |                                                                                                                                                                                                             |                                                                                                |
|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| Name of the Director                                                             | Ambica Krishna                                                                                                                                                                                                                            | Satyvathi Perla                                              | Ambica Ramachandra Rao                                                                                                                                                                                      | N.K.RAO                                                                                        |
| Date of birth                                                                    | 10/04/1951                                                                                                                                                                                                                                | 05/07/1953                                                   | 26/02/1971                                                                                                                                                                                                  | 01/06/1946                                                                                     |
| Date of appointment                                                              | Since Inception                                                                                                                                                                                                                           | 31/03/2015                                                   | 30.11.2001                                                                                                                                                                                                  | 17/04/2015                                                                                     |
| Expertise in specific functional areas                                           | More than 4 decades of relevant experience in the field of manufacturing and marketing of Agarbathies. He is at the helm of affairs, guiding the group to its present status in the industry and also setting high performance standards. | More than 3 decades of experience in handling Human resource | More than 2 decades of relevant experience in production of the Company. He is at the helm of affairs of production and managing the day to day operation related to factory                                | He has vast experience in banking and finance. He was in different position in corporate world |
| Qualifications                                                                   | Under Graduate                                                                                                                                                                                                                            | Under Graduate                                               | Graduate                                                                                                                                                                                                    | Graduate                                                                                       |
| Directorships held in other entities(excluding foreign companies)                | AMBICA AVENUES PRIVATE LIMITED<br><br>AMBICA WINDSUN POWER PRIVATE LIMITED<br><br>AMBICA RESORTS AND INDUSTRIES LIMITED                                                                                                                   | None                                                         | FINE AROMAS PRIVATE LIMITED<br><br>ANDHRA EXPRESS CARGO SERVICES PRIVATE LIMITED<br><br>AMBICA TRENDSET PRIVATE LIMITED<br>AMBICA ENTERTAINMENT PRIVATE LIMITED<br>FINE GREEN CONSTRUCTIONS PRIVATE LIMITED | None                                                                                           |
| Committee position held in other companies                                       | None                                                                                                                                                                                                                                      | None                                                         | None                                                                                                                                                                                                        | None                                                                                           |
| No of shares held:<br><br>(a) own<br>(b) for other persons on a beneficial basis | 13,91,701<br>Nil                                                                                                                                                                                                                          | 1,39,959<br>Nil                                              | 14,64,950<br>Nil                                                                                                                                                                                            | Nil<br>Nil                                                                                     |



# AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Shankar Towers, Powerpet, Eluru, West Godavari District, Andhra Pradesh – 534001

CIN: L24248AP1995PLC020077

Website: [www.ambicaagarbathi.com](http://www.ambicaagarbathi.com)

Email: [ambicaagarbathi@rediffmail.com](mailto:ambicaagarbathi@rediffmail.com)

## POSTAL BALLOT FORM

Sl. No.:

1. Name(s) of Shareholder(s)/Beneficial Owner :  
Including Joint-holder(s) if any
2. Registered Address of Sole/ First Named Shareholder/Beneficial Owner :
3. Registered Folio No. :
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of Ordinary/ Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing tick(✓) mark at the appropriate box below:

| Item No. | Description                                                          | Put No. of votes / Mark(✓) the relevant Box |                |
|----------|----------------------------------------------------------------------|---------------------------------------------|----------------|
|          |                                                                      | Voting In Favor                             | Voting Against |
| 1        | APPOINTMENT OF SRI NARAYANAM KAMESWARA RAO AS INDEPENDENT DIRECTOR   |                                             |                |
| 2        | APPOINTMENT OF SMT SATYAVATHI PERLA AS WOMEN DIRECTOR                |                                             |                |
| 3        | RE-APPOINTMENT OF SRI AMBICA KRISHNA AS CHAIRMNA & MANAGING DIRECTOR |                                             |                |
| 4        | RE-APPOINTMENT OF SRI AMBICA RAMACHANDRA RAO AS WHOLETIME DIRECTOR   |                                             |                |
| 5        | AMENDMENT OF MAIN OBJECTS TO THE MEMORANDUM OF ASSOCIATION           |                                             |                |
| 6        | APPROVAL OF RELATED PARTY TRANSACTION                                |                                             |                |

Place :

Date :

Signature of the Member/Authorised Representative

### **INSTRUCTIONS:**

1. A Member desiring to exercise vote by Postal Ballot Form may complete this Postal Ballot Form and send it to the following address in the attached self-addressed envelope to which necessary postage has already been affixed and borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by other means at the expense of the registered shareholder will also be accepted.
2. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
3. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
4. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy
5. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
6. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company) by the first mentioned shareholder and in his absence, by the next named shareholder.
7. Incomplete and Unsigned postal ballot and ballot containing signature, which vary from the records of the Company, shall be rejected.
8. Duly completed postal ballot form should reach the aforesaid address not later than the closing business hours of 18.06.2015. Postal ballot forms received after 18.06.2015 shall be treated as not received.
9. In the case of shares held by companies, trusts, societies etc., a certified true copy of Board Resolution/ Authority should accompany the duly completed Postal Ballot Form.
10. Voting rights shall be reckoned according to the paid up value of shares registered in the name of the shareholders on the date of the dispatch of the notice
11. Members are requested not to send any other paper along-with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filing by using erasable writing medium/s like pencil)
13. The date of declaration of result of Postal Ballot by the Chairman, as indicated in the Notice, will be taken to be the date of passing of the resolution.