



AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Sankar Towers, Powerpet, Eluru, West Godavari Dist, Andhra Pradesh

PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES 2011

Dear Shareholder(s),

Notice is hereby given that, pursuant to the Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, as amended from time to time, the company proposes to pass a resolution through postal ballot for seeking consent of the members under Section 180(1)(a) of the Companies Act, 2013 and to authorize the Board of Directors to give effect to the resolution stated below.

Pursuant to the provision of section 180(1) (a) of the Companies Act, 2013, approval of members is required by way of Special Resolution, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

The Board of Directors of your company proposes to deal, negotiate, lease, sub-lease, assign, transfer convey and deliver the whole of its undertaking known as AMBICA SEA GREEN hotel located at Plot no. 01, Survey No.981, Waltair Ward in the Kirlampudi Layout at Beach Road, Visakhapatnam i.e., the Visakhapatnam Hotel Property to its wholly owned subsidiary M/s Ambica Trendset Private Limited.

Accordingly, Company is therefore seeking your approval as required under the provisions of Section 180(1)(a) of the Companies Act, 2013, a detailed resolutions along with statement to be annexed to the notice as required under Section 102(1) of the Companies Act, 2013 pertaining to the said resolution setting out material facts and the reasons for such resolution is also annexed hereto and send to you along with a Postal Ballot Form and a self addressed postage prepaid envelope for your consideration.

The Board of Directors at its meeting held on 23rd October, 2013 has appointed Mr. VSSR Murthy Eranki, Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

It is further brought to your notice that pursuant to Rule 6 (f) of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 consent or otherwise received after thirty days (i.e. 23.11.2013) from the date of issue of this notice (i.e. dated 24.10.2013) shall be treated as if the reply from the shareholder has not been received.

You are, thus requested to read carefully the instructions printed in the Postal Ballot Form and return the form duly completed in an enclosed self addressed prepaid envelope so as to reach the Scrutinizer on or before 23.11.2013. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The results of the Postal Ballot will be announced at registered office of the company at 11.00 AM on 25.11.2013. Subsequently it will be published in one English Newspaper and one Regional Newspaper where the registered office of the company is situated.

SPECIAL BUSINESS:

AUTHORISATION TO BOARD OF DIRECTORS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT 2013:

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 provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and Memorandum and Articles of Associations of the Company and subject to compliance of all applicable laws and regulations and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), to deal, negotiate, lease, sub-lease, transfer, assign, convey and deliver or cause to be assigned, leased, subleased, transferred and delivered the Company’s whole of its undertaking located at Visakhapatnam named as “AMBICA SEA GREEN” along with all employees as well as assets and liabilities including licenses, permits, consents, approvals whatsoever, as “going concern” to its wholly owned subsidiary M/s Ambica Trendset Private Limited at such consideration on Slump Sale basis and on such terms and conditions as the Board may deem beneficial in the best interest of the Company.

“FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, execute such documents, deeds, writings, papers, agreements, deed of assignment/ conveyance and file such documents/applications and seek approval from relevant authorities including government authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question, difficulty or doubt that may arise with regard to the aforesaid resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to file the necessary documents with the Stock Exchanges and Registrar of Companies, Hyderabad.”

NOTES:

1. Statement and reasons for the above proposed business pursuant to section 102(1) of Companies Act, 2013 read with section 192A of the Companies Act, 1956 are given hereunder.
2. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
3. All documents referred to in the above Notice and the accompanying Statement under section 102(1) of Companies Act, 2013 are open for inspection at the Registered Office of the Company between 10.00 AM and 12.30 PM on all working days (except Saturdays, Sundays and Holidays) upto the date of announcement of the results on Postal Ballot.

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

Sd/-
AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR

STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company has entered into a lease agreement with APSTC on BOT basis to construct a hotel in Visakhapatnam in the state of Andhra Pradesh; we have constructed the hotel named as AMBICA SEA GREEN and started the commercial operations.

The Board of Directors in the meeting held on 23rd October, 2013 has proposed to transfer this undertaking to its wholly owned subsidiary M/s Ambica Trendset Private Limited for operational convenience.

According to Section 180(1) (a) of Companies Act, 2013 approval of shareholders is necessary by passing special resolution and hence in accordance with the provisions of Section 192A of Companies Act, 1956 the board proposes to pass this resolution through postal ballot process as prescribed in Companies (passing of resolution by postal ballot) Rules, 2011.

The Board of Directors of the company accordingly commends this resolution for your approval.

None of the directors or managers or other Key Managerial Personnel and their relatives has any concern or interest financial or otherwise in the aforesaid resolution except to the extent of shares held by them in the Company.

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

Place: Eluru
Date: 23.10.2013

Sd/-
Ambica Krishna
Chairman & Managing Director

SCHEDULE OF PROPERTY:

AMBICA SEA GREEN hotel located at Plot no. 01, Survey No.981, Waltair Ward in the Kirlampudi Layout at Beach Road, Visakhapatnam, admeasuring 1547.32 Sq. Yards.



AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

Sankar Towers, Powerpet, Eluru, West Godavari Dist, Andhra Pradesh

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 Special Resolution 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	AUTHORISATION TO BOARD OF DIRECTORS U/S 180(1)(a) OF COMPANIES ACT, 2013		

Place :
Date :

Signature of the Member/Authorised Representative
(Refer Instructions overleaf)

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. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. 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.
4. Incomplete and Unsigned postal ballot and ballot containing signature, which vary from the records of the Company, shall be rejected.
5. Duly completed postal ballot form should reach the aforesaid address not later than the closing business hours of 23.11.2013. Postal ballot forms received after 23.11.2013 shall be treated as not received.
6. 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.
7. 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
8. 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.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filing by using erasable writing medium/s like pencil)
10. 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.
11. The right of voting by postal ballot shall not be exercised by a proxy
12. The Scrutinizer's decision on the validity of a postal ballot form shall be final