



**AMBICA AGARBATHIES
AROMA & INDUSTRIES LTD**

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

Date 25th November, 2013

The Manager,
Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
"Exchange Plaza",
Bandra kurla complex,
Bandra (E)
MUMBAI – 400 051

Dear Sir,

Sub:- Result of the Postal Ballot
Ref: - Script Code: AMBICAAGAR

The Chairman has declared the results of the Postal Ballot at the registered office of the Company based on the report submitted by the scrutinizer appointed by the Company to conduct the postal ballot in fair and transparent manner. Please find enclosed the scrutinizer report.

This is for your information and necessary records.

Thanking you,

Yours truly,
for **Ambica Agarbathies Aroma & Industries Limited**


Ambica Krishna
Chairman and Managing Director



VSSR MURTHY ERANKI
B.Com, M.B.A , A.C.S.
Practising Company Secretary

Flat No.211, B Block,
Second Floor, Mayur Kushal Complex,
Abids, Hyderabad, A.P
Contact No: 9573858926
E-mail: murthy.eranki@gmail.com

SCRUTINIZER REPORT

To,
The Chairman,
M/s. Ambica Agarbathies Aroma & Industries Limited
Shankar towers, Powerpet,
Eluru-534 002

I, VSSR Murthy Eranki, Practicing Company Secretary, Hyderabad appointed as Scrutinizer for conducting of Postal Ballot under section 192A of the Companies Act, 1956 read Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and amendments thereon if any, pursuant to the resolution under the provision of Section 102 (1) (a) of the Companies Act, 2013 as stated below.

Authorization to Board of Directors under Section 180 (1) (a) of the Companies Act 2013

"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

E.V. murthy.



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."

The Voting pattern for the above said resolution is as followed:

No. of Members Voted for the Resolution	No of Invalid Postal Ballot Forms	No. of Shares held by the Members who voted on the Resolution	Votes cast in favor of the Resolution	Votes Cast against the Resolution	% of Votes Cast in Favour of Resolution
96	--	11674137	11507688	166449	98.57%

Result: "The aforesaid item of Business is required to be passed by way of **"SPECIAL RESOLUTION"** and I hereby certify that the relevant resolution has been passed as Special Resolution."

Accordingly, the resolutions have been passed by the requisite majority.

Date: 25.11.2013

E.V. Murthy
VSSR Murthy Eranki,
Practicing Company Secretary
C P No: 12289

