



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

POWERPET, ELURU - 534 002 W.G.DT. (A.P.)

PHONES : 230629, 230216, FAX : 08812 - 233876

Date: 24th September, 2016

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

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

Dear Sir,

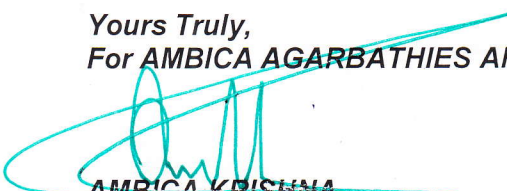
SUB: - 21st Annual General Meeting and Voting Results

With reference to the Above Cited Subject, we would like to submit the following information/documents with regard to the 21st Annual General Meeting of the Company

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II.**
3. Report of Scrutinizer dated 24th September 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014. as **Annexure – III.**
4. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013. as **Annexure – IV.**

This is for the information and necessary records

Yours Truly,
For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED


AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR





AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

Annexure I

PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE M/S AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED HELD ON FRIDAY, 23rd SEPTEMBER 2016 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED SHANKAR TOWERS, POWER PET, ELURU, WEST GODAVARI DISTRICT, ANDHRA PRADESH- 534002

The meeting commenced at 11:00 A.M. (IST) and concluded at 1:25 P.M. (IST)

DIRECTORS PRESENT:

- | | |
|----------------------------|--|
| 1. Sri Ambica Krishna | Chairman & Managing Director |
| 2. Smt Satyavathi Perla | Women director |
| 3. Sri P V Sreedharan | Independent director(Audit Committee Chairman) |
| 4. Sri P Kishore Thandava | Independent director |
| 5. Narayanam Kameswara Rao | Independent director |

ALSO PRESENT:

Sri Ambica Hanuma Alapati CFO

BY INVITATION:

- | | |
|---|-------------------------------|
| 1. T.S.Ajai Chartered Accountant | Statutory Auditors |
| 2. Shri. MB Suneel , Practicing Company Secretary | Scrutinizer (E-voting & Poll) |

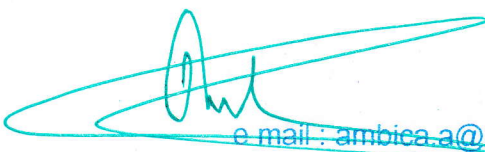
The 21st Annual General Meeting (AGM) of the Members of M/s Ambica Agarbathies Aroma & Industries Limited was held on Friday, 23rd September, 2016 at 11.00 Am at Registered Office of the Company at Shankar Towers Powerpet Eluru-534002

Sri Ambica Krishna chaired the 21st Annual General Meeting after ascertain requisite quorum being present, the Chairman called the meeting to order and commenced the proceedings.

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

With the consent of the members present, the notice convening the 21st Annual General Meeting and the Report of Directors of the Company were taken as read.

The Chairman requested the Auditors to read out their Report on the audited annual accounts of the Company for the financial year ended 31st March, 2016. Thereafter, with the consent of the members present, the Auditor Report was taken as read.


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The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting.

The Chairman has provided the Clarification raised by the members in the Annual General Meeting

The Scrutinizer appointed was authorized to supervise the e - voting and ballot voting process.

Sri. MB Suneel, Scrutinizer submitted the consolidated report on e-voting and poll to the Chairman and accordingly all the resolutions as set out in the notice were declared as passed.

The following items of business, as per the Notice of AGM dated 12th August 2016, were transacted at the 21st Annual General Meeting

Item No.1

Adoption of audited financial statements of the company for the year 2015-16 together with the report of the board of directors and the auditors thereon.

- passed with requisite majority

Item No.2

Re-appointment of Sri. Ambica Ramchandra Rao (DIN: 01678538), who retires by rotation and being eligible, offers herself for re-appointment as director.

- passed with requisite majority

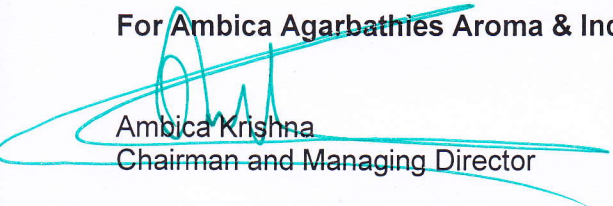
Item No.3

Ratification of appointment of Mr.T S AJAI, Chartered Accountant, (Registration No. 025524) as Statutory Auditors of the company.

- passed with requisite majority

This is for your information and records.

For Ambica Agarbathies Aroma & Industries Limited


Ambica Krishna
Chairman and Managing Director

Place: Eluru
Date: 24.09.2016





AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

POWERPET, ELURU - 534 002 W.G.DT. (A.P.)

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ANNEXURE II

Date: 24th September, 2016

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

Scrip code: 532335

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

SCRIP CODE: AMBICAAGAR

SCRIP CODE:

Dear Sir

SUB: Outcome of the Voting (Combined: E-Voting and Poll) Of 21st Annual General Meeting
REF: as Per Regulation 44 Of SEBI (LODR) Regulation 2015

DETAILS OF VOTING RESULTS

Sr No	PARTICULARS	DETAILS		
1	Date of AGM	Friday, September 23 rd 2016		
2	Total number of share holder as on Record Date/Cut off Date	5003		
3	No of shareholders present in the meeting either in Person or Through proxy	<u>Promoter & Promoter Group</u>	<u>Public</u>	
		In person	In person	Through proxy
		18	66	0
4	No of share holders attended the meeting though video conference	NA		
5	E-Voting period	Tuesday 20 th September, 2016 to Thursday 22 nd September, 2016		

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Agenda Wise

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

1. Consider and Adopt Audited Financial Statements as at 31.03.2016 and Profit & Loss account along with reports of the board of Directors and Auditors.

Resolution required: Ordinary

Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 = {2 / 1} * 100	4	5	6 = {4 / 2} * 100	7 = {5 / 2} * 100
Promoter and Promoter Group							
Electronic Poll	8247779	7093816	86.00	7093816	0	100	0
Physical Poll		1153963	14.00	1153963	0	100	0
Sub Total	8247779	8247779	100	8247779	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928521	2891705	32.38	2891705	0	100	0.00
Physical Poll		93977	1.05	93977	0	100	0.00
Sub Total	8928521	2985682	33.43	2985682	0	100	0.00
Total Electronic Poll	17177400	9985521	58.13	9985521	0	100	0.00
Total Physical Poll		1247940	7.26	1247940	0	100	0
GRAND TOTAL		11233461	65.39	11233461	0	100	0.00



2. Re-appointment of Sri Ambica Ramchandra Rao as Director who retires by rotation.

Resolution required: Ordinary

Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 $3 = \{2 / 1\} * 100$	4	5	6 $6 = \{4 / 2\} * 100$	7 $7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247779	7093816	86.00	7093816	0	100	0
Physical Poll		1153963	14.00	1153963	0	100	0
Sub Total	8247779	8247779	100	8247779	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928521	2891705	32.38	2891705	0	100	0.00
Physical Poll		93977	1.05	93977	0	100	0.00
Sub Total	8928521	2985682	33.43	2985682	0	100.00	0.00
Total Electronic Poll	17177400	9985521	58.13	9985521	0	100.00	0.00
Total Physical Poll		1247940	7.26	1247940	0	100	0
GRAND TOTAL		11233461	65.39	11233461	0	100.00	0.00



3. Ratification of appointment of Statutory Auditor and fix their Remuneration.

Resolution required: Ordinary

Mode of voting: E- voting/Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	8247779	7093816	86.00	7093816	0	100	0
Physical Poll		1153963	14.00	1153963	0	100	0
Sub Total	8247779	8247779	100	8247779	0	100	0
Public Institutional Holders							
Electronic Poll	1100	0	0	0	0	0	0
Physical Poll		0	0	0	0	0	0
Sub Total	1100	0	0	0	0	0	0
Public-Others							
Electronic Poll	8928521	2891705	32.38	2891705	0	100	0.00
Physical Poll		93977	1.05	93977	0	100	0.00
Sub Total	8928521	2985682	33.43	2985682	0	100.00	0.00
Total Electronic Poll	17177400	9985521	58.13	9985521	0	100.00	0.00
Total Physical Poll		1247940	7.26	1247940	0	100	0
GRAND TOTAL		11233461	65.39	11233461	0	100.00	0.00

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

FOR AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

AMBICA KRISHNA
CHAIRMAN AND MANAGING DIRECTOR





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To
The Chairman
Ambica Agarbathies Aroma & Industries Limited
Shankar Towers, Power Pet,
Eluru, West Godavari District,
Andhra Pradesh – 534002.

Dear Sir,

Sub: Consolidated Report on electronic voting carried out during 20th September, 2016 (10:00 A.M) to 22nd September, 2016 (5:00 P.M.) and on Physical voting conducted through poll at the 21st Annual General Meeting (AGM) of M/s. Ambica Agarbathies Aroma & Industries Limited held on 23rd September, 2016.

With reference to the above subject, I, M. B. Suneel, Practising Company Secretary, state that I was appointed as a scrutinizer in terms of a resolution passed by the Board of Directors of the Company, on 12th August, 2016, for scrutinizing the e-voting process during Tuesday, 20th September, 2016 to Thursday, 22nd September, 2016 and physical voting conducted through poll at the 21st AGM at Shankar Towers, Power Pet, Eluru, West Godavari District, Andhra Pradesh – 534002., in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 12th day of August, 2016. I report as under:

1. The Company availed the services of M/s. Central Depository Services (India) Limited (CDSL) (hereinafter referred to as the "Service Provider") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on Tuesday, 20th September, 2016 (10:00 A.M) to Thursday, 22nd September, 2016 (05:00 P.M). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 16th day of September, 2016 (i.e. cut – off date) were allowed to participate and vote electronically on all the items of business during the aforesaid period of e-

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voting. On 23rd day of September, 2016, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.

2. At the 21stAGM of the Company held on Friday, the 23rd day of September, 2016, at 11:00 A.M. at the Registered Office of the Company Situated at Shankar Towers, Power Pet, Eluru, West Godavari District, Andhra Pradesh – 534002 the shareholders who have not participated in the E-voting facility provided by the company have cast their votes through poll at the 21stAGM.
3. Subsequent to the completion of voting process at the 21stAGM, the votes cast by the shareholders were diligently scrutinized by me. The votes cast at the 21stAGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. All the resolutions were passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during Tuesday, 20th September, 2016 (10:00 A.M) to Thursday, 22nd September, 2016 (05:00 P.M) and details of the voting at the 21stAGM on each of the resolutions as Annexure I.
5. The poll papers and relevant records relating to electronic voting and Poll at 21stAGM were sealed and handed over to the CFO authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad

Date: 24.09.2016



Yours faithfully
For P.S. Rao & Associates
Company Secretaries

A handwritten signature in blue ink, appearing to read "M. B. Suneel".

M. B. Suneel
Scrutinizer for the Company
C.P.No. 14449

S.No	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the reports of the Board of Directors and Auditors	Electronic	33	9985521	33	9985521	100.000	0	0	0	0	0	0
		Poll	72	1247940	52	1247940	100.000	0	0	0	0	0	0.000
		Total	105	11233461	85	11233461	100.000	0	0	0	0	0	0.0000
2	To appoint a director in place of Mr Ambica Ramachandra Rao (DIN 00118473), who retires by rotation and, being eligible, offers himself for re-election	Electronic	33	9985521	33	9985521	100.000	0	0	0	0	0	0
		Poll	72	1247940	52	1247940	100.000	0	0	0	1	50	0.004
		Total	105	11233461	85	11233461	100.000	0	0	0	1	50	0.0004
3	To ratify the appointment of the auditor and to fix their remuneration	Electronic	33	9985521	33	9985521	100.000	0	0	0	0	0	0
		Poll	72	1247940	52	1247940	100.000	0	0	0	0	0	0.000
		Total	105	11233461	85	11233461	100.000	0	0	0	0	0	0.0000

