



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

PHONES : 230629, 230216.

INFORMATION MEMORANDUM (PREPARED BASED ON SCHEDULE II TO THE COMPANIES ACT, 1956/2013 TO THE EXTENT APPLICABLE)

Sr. No.	Particulars	Remarks / Information
	PART - I	
I.	General Information	
1.	Name and address of registered office of the company.	AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED 22-806 Shankar Towers Power Pet, Eluru, Andhra Pradesh ,534002 08812-231179, 230216, 08812-233876
2.	Name and address of corporate office of the company	Hotel Ambica Empire 57, 100 Ft Road, Vadapalani, Chennai-600026, Tamilnadu.
3.	Names of regional stock exchange and other stock exchanges where listed – Years of listing and current status	National Stock Exchange Ltd BSE Ltd (Suspended for non-compliances of clause 41 of the listing agreement)
4.	Signing with depositories – ISIN no.	Yes - INE792B01012
5.	Name and contact details of compliance officer and Company Secretary	Ms. Uma Gayathri Company Secretary cum Compliance Officer 08812-231179
6.	Email-id for Investor Grievances	ambicaagarbathi@rediffmail.com
7.	Date of Suspension and reason of suspension	15.09.2015 (Non compliance of Clause 41 of listing agreement for 2 consecutive quarters)
II.	Capital structure of the company	
(a)	Authorised Capital.	21,00,00,000
(b)	Issued, Subscribed and Paid-up capital.	17,17,74,000/-
(c)	Listed Capital	17,17,74,000/-
III	Company management	
1.	History and main objects and present business of the company.	Annexure 1A www.ambicaincense.com ambica.a@rediffmail.com

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

GST IN. 37AAACA7483L1Z9

CIN:L24248AP1995PLC020077

2.	Subsidiary (ies) of the company, if any.	No
3.	Names of Promoters and their background.	Annexure 1B
4.	Names and addresses of auditors, legal advisors of the company and details of KMP's along with their designations (with their DIN wherever applicable) and other directors including nominee- directors, and woman director (giving their directorships in other companies). Change, if any, in directors / management and auditors during the last one year, and reasons thereof. Further details on composition of Board are to be provided.	Annexure 1C
5.	Details of directors, whole-time directors, their remuneration, appointment and remuneration of managing directors, interests of directors, their borrowing powers and qualification shares.	Annexure 1D
6.	Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares.	YES
7.	Restrictions, if any, on transfer and transmission of shares/debentures and on their consolidation/splitting.	NO
8.	Revaluation of assets, if any (during last five years).	NO
9.	Material contracts and inspection of documents-how made available.	Registered office
10.	No of Employees	351
11.	Latest Shareholding Pattern	Annexure 2
IV	Business	
1.	Nature of the products – consumer/industrial and end-users	<i>It is mentioned in the website "www.ambicaagarbathi.com"</i>
2.	Plant and machinery, technology, process, etc.	Yes in built
3.	Collaboration, any performance guarantee or assistance in marketing by the collaborators	No
4.	Infrastructure facilities for raw materials and utilities like water, electricity, etc.	Yes. Factory Address: Satram Padu, Eluru, Duggirala, Eluru, West Godavari Dist, Andhra Pradesh

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

5.	Approach to marketing and proposed marketing set up.	Yes through various means like Company Website, Television advertisement , Internet etc
6.	Export possibilities and export obligations, if any (in case of a company providing any "service" particulars, as applicable, be furnished).	Not Applicable
7.	Future prospects – expected capacity utilization during the first three years from the date of commencement of production, and the expected year when the company would be able to earn cash profits and net profits.	It is existing company with profits since many years
V	Outstanding litigation pertaining to	
(a)	(i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature; and (ii) Criminal prosecution launched against the company and the directors for alleged offences.	Not Applicable There are no criminal proceedings launched against the company or its Directors.
(b)	Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges).	Not Applicable
(c)	Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.	Applicable—(No)
VI	Financial information	As per Annexure
VI	Declaration No statement made under this Information Memorandum contravenes any of the provisions of Companies Act, 1956 / Companies Act 2013, as may be applicable and the rules made there under. The entire legal requirement connected with the listing /revocation of suspension of trading in equity of shares of our company and also the guidelines, instructions etc. Issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All information contained in this document is true and correct.	YES

FOR AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

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AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00391898





AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

PHONES : 230629, 230216.

ANNEXURE-1A

History and main objects and present business of the company	
a	Background of the Company
	Ambica Agarbathies Aroma & Industries Limited, a listed company on BSE Limited and National Stock Exchange Limited was incorporated in the year 1995 in the name and style as Ambica Agarbathies & Aroma industries Limited as a public limited company under Companies Act, 1956 and changed the name of the Company to M/s Ambica Agarbathies Aroma & Industries Limited thereafter continued its operation in the same name as on today.
B	Main object of the Company
	<ol style="list-style-type: none">1. To manufacture, process, refine, formulate, purchase, sell, import, and export. Distribute and/or deal with, all kinds of raw materials required in connection with the above.2. To manufacture, produce, process, buy, sell, trade, exchange, import, act as agents, stockiest, distribute and or otherwise, deal in any other manner in agricultural products and forest produce or products manufactured there from or products manufactured for use, in its production.3. To act as technical advisers, consultants, to render technical know-how, management and other services, to supervise and set up production techniques/facilities, to act, undertake and execute all types of projects processes, engineering, turn key jobs and other works of agarbathies and chemical products to any firm, company, body corporate, undertaking, person, institution, association departments of the Government, Public or Local authorities, trust and scientific research and development countries in India or abroad.4. To act as market Surveyors, market researchers, financial consultants, to undertake to aid, promote and co-ordinate project studies, arrange collaborations, prepare schemes, project reports, assist in finding capital and other funds, Indian or foreign, for or in all kinds of agarbathies and chemical products or products manufactured there from or products manufactured for use in its production, and to carry on the business as Dealers, Agents, Distributors, Customs Clearance Agents, Stockiest, suppliers, Merchants, traders, Commission Agents Brokers or in any other capacity in India or elsewhere in world in world and to export, import, indent, buy, sell, barter, exchange, pledge, mortgage, advance upon or otherwise deal in goods, chemicals, raw materials, finished products, fabrication, designing or dealing in and any other related products relating to the business specified in 1, 2, & 3 of the above.5. To Carry on the business of generation of the electricity using thermal, liquid, fuel, gas, wind, solar, or any other form of energy and to sell the power generated to state electricity board(s), government or private consumer as may be permissible and to set up for the above purpose power plant, wind mills, wind farms and/or other plant or establishment as may be regular.6. To conduct the business of manufacture, sale, purchase, import, export, act as stockiest, distributors, agents traders, exchangers, of all kinds of electronic and computer components, computers and their inputs, computer and electronic hardware and software, assemblies and sub-assemblies, electronic, video and audio equipments in India and abroad, to manufacture, develop, improve, maintain, service, buy, sell, import, export, exchange and otherwise deal in all kinds of power supplies of general or any customized specifications and all kinds of computer and micro-processors based systems, their parts, components and systems, computer hardware and accessories, and related equipment, printed circuit board, mother board, computerized magnetic tapes, magnet drums, magnetic discs, magnetic cards, magnetic core, magnetic tools and buy, sell or otherwise deal in all kinds of computer hardware, software, their programmes and accessories including security systems, diagnosis to set up training institution and consultancy in computer and allied field, to establish and run data processing/computer centers and to offer consultancy and data processing and other services that are normally offered by data processing/computer centers to industrial, business and other types of customers and to impart training on Electronic Data Processing, Computer software and hardware, to

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Chairman & Managing Director

customers and others, to develop, import, export and deal in computer software, to establish and run data processing and computer training centers and to offer consultancy and data processing and other services that are normally offered by data processing and computer centers to individuals, business or organizations and other types of customers to carry on general business of providing comparative information about the characteristics, interest and other attributes of individuals, communities, organizations, countries or other social units and of any articles or commodities, or economic trends or persons whatsoever. To design, invent, prepare, own, make use of, lease, sell, or otherwise dispose of and, generally, to deal in and with computers data processing machines, types, cards, memory equipment or any other equipment and materials or every kind and description useful in connection with forgery business, to license or otherwise authorize others to engage in the foregoing, and to engage in general research and development in areas related to or involving foregoing.

7. To carry on the business of civil engineers, architects, surveyors, designers, town planners, estimators, valuers, interior-exterior decorators, repairers, general and government civil contractors of immovable properties including building highways, roads, earth ways, embankments, bridges, tunnels, water ways, dams, seaports, sewers, sanitary systems in general and under Build Own Transfer systems and all types of structural and engineering work, interior designing.
8. To carry on the business of builders, developers, construction contractors, subcontractors, and to let out, sell, buy or maintain or otherwise undertake the construction of various types of structures including housing complexes, townships, commercial complexes, industrial complexes, Multiplex complexes, industrial sheds, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations.
9. To carry on the business of a Storekeeper in all the branches, and in particular to buy, sell, manufacture and deal in goods stores, Consumable articles, of all kinds both wholesale and retail, and to transact every kind or agency business and distributors, selling agents, Manufacturer's representatives, canvassers General brokers, commission agents, stockiest, and Warehousemen to all goods, merchandise, processes of all kinds of Descriptions.
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 woollen 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.

**For Ambica Agarbathies Aroma &
Industries Ltd.**


Chairman & Managing Director

C	Present Business:			
	Agarbathies & Aroma : Ambica Agarbathies Aroma and Industries Limited as day is in the business of manufacturing <u>Durbar Bathies</u> , <u>Incense Sticks</u> , <u>Herbal Bathies</u> , <u>Natural Incense</u> , <u>Dhoops& Cones</u> . The Operations of the Company are mainly into Manufacturing and Distribution across the country. Hotels : The Company is operating hotels in Chennai with the name and style as “ AMBICA EMPIRE ” & Vishakhapatnam with the name and style “ AMBICA SEA GREEN ” <i>Construction (Wind Mill) : The Company is in the process of bidding new projects</i>			
e	Annexure 1B & IC - Brief Details of the Key Promoter			
	Name of the Promoter	Mr. Ambica Krishna		
	Promoter's Profile	Mr. Ambica Krishna, is the Promoter and Chairman – cum - Managing Director of the company. Mr. Ambica Krishna has experience of more than 40 years as business entrepreneur and 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. He is a man of visionary and efforts and this strength of Mr. Ambica Krishna made the Company to grow enormously.		
F	Detail of Subsidiary if any	NA		
g	Name of the Statutory Auditors	Ramasamy Koteswara Rao & Co LLP Sri Ramchandra Arcade D No. 8-293/82/JIII/573/M, 1 st Floor, Road No. 82, Jubil Hills, Hyderabad-500096 Phone No. 040-23394982 Email: rkandco@gmail.com		
h	Annexure-1D Name and Address of Manager, Managing Director and other Director			
Sr. No.	Full Name, PAN & DIN No.	Designation	Date of Appointment	Other Directorships Held
1.	Name: Veeravenkata Pothu Krishna Rao Perla Address: AnasuyaBhavan, Powerpeta, Eluru, Andhra Pradesh, India – 534002 Occupation: Business PAN:AENPP0155Q DIN: 00391898	Managing Director Rs. 2,00,000 per month	13.02.2020	Shastra Producer Limited Farmers Company

For Ambica Agarbathies Aroma & Industries Ltd

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

2	<p>Name: Satyavathi Perla</p> <p>Address: H No.22b-8-23, Power Peta, Chadalavada Vari Street, Eluru, 534002, Andhra Pradesh, India</p> <p>Occupation: Housewife</p> <p>PAN:AGIPP0744L DIN: 07141289</p>	Whole-Time Director	31.03.2015	NIL
3.	<p>Name: Ambica Siva Kumar Alapati</p> <p>Address: Anasuya Bhavan, Power Peta, Eluru, Andhra Pradesh-534002, India</p> <p>Occupation: Business</p> <p>PAN: ALJPA1251F DIN: 00392295</p>	<p>Whole-Time Director</p> <p>Rs. 1,00,000 per month</p>	18.11.2020	<p>Fine Aromas Private Limited</p> <p>Fine Constructions Limited</p> <p>Green Private</p>
4	<p>Name: Tandav Kishore Puvvada</p> <p>Address: 1-2-36, Kotteti Kottiah Street, Vidhyadharapuram, Vijayawada, 520012, Andhra Pradesh, India.</p> <p>Occupation: Business</p> <p>PAN: ALXPP9756E DIN:02398928</p>	Independent Director	04.06.2008	NIL
5.	<p>Name: Venkateshan Sreedharan</p> <p>Address: No. 4, Balaji Avenue 1st Street, T Nagar, Chennai, 600017, Tamil Nadu, India.</p> <p>Occupation: Business</p> <p>PAN: AACPS3965L DIN:03453379</p>	Independent Director	1402.2011	NIL
6.	<p>Name: Chunduru Anjaneya Swamy</p> <p>Address: 6B-5-3A, Chunduru Vari Veedhee, Southern Street, Eluru, Andhra Pradesh-534001, India.</p> <p>Occupation: Business</p> <p>PAN: AJOPA3746J DIN: 08810748</p>	Independent Director	30.07.2020	NIL

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

7.	Name: Ambica Hanuma Alapati Address: 22b-8-23, Ambica Street, Powerpet, Eluru, 534002, Andhra Pradesh, India. Occupation: Business PAN: ALJPA0563L DIN: Not Applicable	CFO Rs 1,00,000 per month	17.04.2015	NIL
8.	Name : Uma Gayathri Address : 5-6-139/1/9 Navodaya Colony Kukatpally Hyderabad 500072 PAN: AXRPG2420Q	Company Secretary	15.06.2017	NIL

i. COMPOSITION OF COMMITTEE

Composition of Audit Committee

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	P V Sridharan (Chairman)	Independent
2	P Kishore Tandav	Independent
3	Chunduru Anjaneya Swamy	Independent

Composition of Nomination and Remuneration Committee:

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	P V Sridharan (Chairman)	Independent
2	P Kishore Tandav	Independent
3	Chunduru Anjaneya Swamy	Independent

Composition of the Stakeholder Relationship Committee

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	P V Sridharan (Chairman)	Independent
2	P Kishore Tandav	Independent
3	Chunduru Anjaneya Swamy	Independent

SHAREHOLDING PATTERN

ANNEXURE-2

Shareholding pattern (latest as on 31.03.2018)	No. of shares	% of total share- holding	No of shares in demat	Whether 100% in demat for Promoter and 50% in demat for Public	No of Shares Pledged	% of total shares
Promoter and Promoter Group	83,04,827	48.35	83,04,827	100.00	0	0
Public Shareholding	88,72,573	51.65	58,88,254	66.36	0	0
Shares held by custodians	0	0	0	0	0	0

*For Ambica Agarbathies Aroma &
Industries Ltd.*

Chairman & Managing Director

against DRs issued by the company						
TOTAL	17177400	100	14193081	--	0	0
FINANCIAL RESULTS FOR 3 YEARS						
Financial performance for last 3 years				Rs. In lacs		
		2019-2020	2018-2019	2017-2018		
	Sales	16750.34	13820.64	12535.75		
	Other Income	96.03	282.15	159.01		
	Total Income	16846.37	14102.80	12694.76		
	Expenditure	16481.66	13746.44	14430.39		
	Profit before Tax	364.71	356.35	(1735.63)		
	Prov. For Tax	-	-	-		
	Profit aft Tax	426.40	1024.69	(1735.63)		
	Share Capital	1717.74	1717.74	1717.74		

Note:

There is change in the composition of the Board of Directors has taken place from last one year as follows:

- on 13.02.2020 Designation of Ambica Krishna has changed from CEO & President to Chairman and Managing Director of the company
- Ambica Siva Kumar Alapati has resigned from the post of Director w.e.f 13.02.2020,
- Narayanam kameswara rao has resigned from the post of Independent director of the company w.e.f 20.06.2020
- Chunduru Anjaneya Swamy has appointed as Independent director of the company w.e.f 30.07.2020.
- On 18.11.2020 Ambica Ramachandra Rao has resigned as whole time director of the company and Ambica siva kumar Alapati has appointed as whole time director of the company.

For AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

AMBICA KRISHNA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00391898

