



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

Date: 12th April, 2012

To,
Department of Corporate Services
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.

Dear Sir,

Sub: - Compliance under Listing Agreement
Scrip Code: 532335

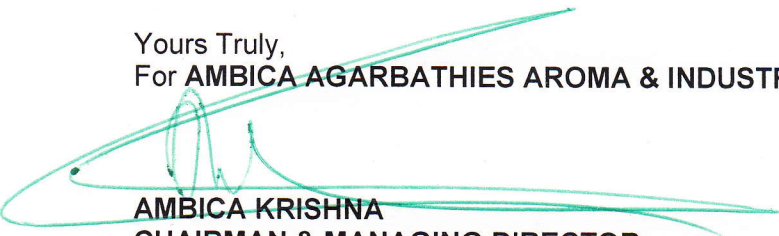
With reference to the above cited subject, please find enclosed the following compliance

1. Corporate Governance report for the Quarter ended 31st March, 2012 as Annexure 1
2. Share Holding Pattern for the Quarter ended 31st March, 2012 as Annexure 2
3. Reconciliation of Share Capital Audit for the quarter ended 31st March, 2012 as Annexure 3
4. Clause 47 (c) for the half year ended 31st March, 2012 as Annexure-4

This is for your kind information and necessary records.

Thanking you,

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

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED ON 31ST MARCH, 2012

Name of the Company: **AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**

Quarter Ended on : 31ST MARCH, 2012.

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (I A)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (I B)	Yes	---
(C) Other provisions as to Board and Committees	49 (I C)	Yes	---
(D) Code of Conduct	49 (I D)	Yes	---
II. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	---
(B) Meeting of Audit Committee	49 (II B)	Yes	---
(C) Powers of Audit Committee	49 (II C)	Yes	---
(D) Role of Audit Committee	49 (II D)	Yes	---
(E) Review of Information by Audit Committee	49 (II E)	Yes	---
III. Subsidiary Companies	49 (III)	N A	Company do not have any material subsidiaries
IV. Disclosures			
(A) Basis of related party transactions	49 (IV A)	Yes	---
(B) Board Disclosures	49 (IV B &C)	Yes	---
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	---

For Ambica Agarbathies Aroma &
Industries Ltd.

Chairman & Managing Director

e mail : ambica.a@rediffmail.com

www.ambicagroupofcompanies.com

TIN NO. 28520211540 CST. RC NO. ELR/01/1/1719 DT. 22-4-95



AMBICA AGARBATHIES AROMA & INDUSTRIES LTD

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

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(D) Remuneration of Directors	49 (IV E)	Yes	---
(E) Management	49 (IV F)	Yes	---
(F) Shareholders	49 (IV G)	Yes	---
V. CEO/CFO Certification	49 (V)	Yes	---
VI. Report on Corporate Governance	49 (VI)	Yes	---
VII. Compliance	49 (VIII)	Yes	---

This is for your information and necessary records.

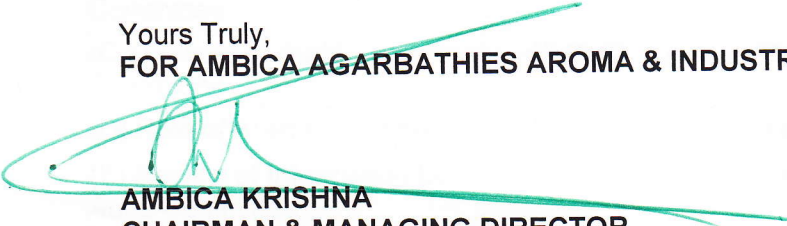
Thanking You,

Date: 12.04.2012

Place: Eluru

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

Introductory sub-table (I)(a)

Name of the Company: AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED			
Scrip Code, Name of the scrip, class of security: EQUITY, 532335			
Quarter ended: 31st March, 2012			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public		#DIV/0!	0
Total - D	0	#DIV/0!	0
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public		#DIV/0!	0
Total - E	0	#DIV/0!	0
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	0	0	0
Held by public		#DIV/0!	0
Total - F	0	#DIV/0!	0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities		17177400	100

For Ambica Agarbathies Aroma &
Industries Ltd.

Chairman & Managing Director

e mail : ambica.a@rediffmail.com

www. ambicagroupofcompanies.com

TIN NO. 28520211540 CST. RC NO. ELR/01/1/1719 DT. 22-4-95

Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Shareholding of Promoter and							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	19	8247779	7367349	48.02	48.02	NIL	NIL
(b)	Central Government/ State Government(s)				0.00	0.00		
(c)	Bodies Corporate				0.00	0.00		
(d)	Financial Institutions/ Banks				0.00	0.00		
(e)	Any Others(Specify)				0.00	0.00		
(e-i)					0.00	0.00		
(e-ii)					0.00	0.00		
	Sub Total(A)(1)	19	8247779	7367349	48.02	48.02	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)				0.00	0.00		
b	Bodies Corporate				0.00	0.00		
c	Institutions				0.00	0.00		
d	Any Others(Specify)				0.00	0.00		
d-i					0.00	0.00		
d-ii					0.00	0.00		
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	NIL
	Total Shareholding of Promoter and	19	8247779	7367349	48.02	48.02	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI				0.00	0.00		
(b)	Financial Institutions/ Banks				0.00	0.00		
(c)	Central Government/ State Government(s)				0.00	0.00		
(d)	Venture Capital Funds				0.00	0.00		
(e)	Insurance Companies				0.00	0.00		
(f)	Foreign Institutional Investors				0.00	0.00		
(g)	Foreign Venture Capital Investors				0.00	0.00		

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

(h)	Any Other (specify)				0.00	0.00		
(h-i)					0.00	0.00		
(h-ii)					0.00	0.00		
	Sub-Total (B)(1)	0	0	0	0.00	0.00		
B 2	Non-institutions							
(a)	Bodies Corporate	140	2743201	843201	15.97	15.97		
(b)	Individuals				0.00	0.00		
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	5147	3015269	2814062	17.55	17.55		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	62	3075140	2175140	17.90	17.90		
(c)	Any Other (specify)							
(c-i)	NRI	30	55936	55936	0.33	0.33		
(c-ii)	Clearing Member	26	40075	40075	0.23	0.23		
	Sub-Total (B)(2)	5405	8929621	5928414	51.98	51.98		
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	5405	8929621	5928414	51.98	51.98		
	TOTAL (A)+(B)	5424	17177400	13295763	100.00	100.00		
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group					0.00		#DIV/0!
2	Public					0.00		
	Sub-Total (C)	0	0	0		0	0	
	GRAND TOTAL (A)+(B)+(C)	5424	17177400	13295763	100.00	100.00	0	0.00

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

Sr.No	Notes
1	Foreign sharesHolding 55936
2	
3	
4	
5	
6	
7	
8	
9	

For Ambica Agarwal & Industries Ltd.

Chairman & Managing Director

(1)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.	Name of the shareholder	Details of Shares held		Encumbered shares (*)		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B) + (C)	No.	As a percentage (V)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (D)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	
No.	(II)	(III)	(IV)	(V)	(V)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XII)
1	AGNWSA RAMCHANDRA RAO	1464950	8.53	Nil	Nil	Nil	Nil	Nil	Nil	8.53
2	P V V P KRISHNA RAO	1391701	8.10	Nil	Nil	Nil	Nil	Nil	Nil	8.10
3	ALAPATI RAMANJANEYULU	1238700	7.21	Nil	Nil	Nil	Nil	Nil	Nil	7.21
4	RAJESHWAR RAO ALAPATI	1211213	7.05	Nil	Nil	Nil	Nil	Nil	Nil	7.05
5	A MADHAVI PERLA	511450	2.98	Nil	Nil	Nil	Nil	Nil	Nil	2.98
6	PARSI SANTOSHI	440200	2.56	Nil	Nil	Nil	Nil	Nil	Nil	2.56
7	A V PRASAD	415213	2.42	Nil	Nil	Nil	Nil	Nil	Nil	2.42
8	P T N V A R SUDARSAN	355213	2.07	Nil	Nil	Nil	Nil	Nil	Nil	2.07
9	ALAPATI AMBICA SIVAKUMAR	218325	1.27	Nil	Nil	Nil	Nil	Nil	Nil	1.27
10	ALAPATI AMBICA HANUMA	218325	1.27	Nil	Nil	Nil	Nil	Nil	Nil	1.27
11	SATYAVATI PERLA	139959	0.81	Nil	Nil	Nil	Nil	Nil	Nil	0.81
12	ALAPATI LALITHA KUMARI	139950	0.81	Nil	Nil	Nil	Nil	Nil	Nil	0.81
13	ALAPATI RAMA LAKSHMI	139950	0.81	Nil	Nil	Nil	Nil	Nil	Nil	0.81
14	SATYAMALA Alapati	139700	0.81	Nil	Nil	Nil	Nil	Nil	Nil	0.81
15	A JANAKI	111450	0.65	Nil	Nil	Nil	Nil	Nil	Nil	0.65
16	A P J SUNEETHA	111450	0.65	Nil	Nil	Nil	Nil	Nil	Nil	0.65
17	AMBICA RAJA	4	0.00	Nil	Nil	Nil	Nil	Nil	Nil	0.00
18	AMBICA SATYANARAYANA	13	0.00	Nil	Nil	Nil	Nil	Nil	Nil	0.00
19	G MANGAVALLI	13	0.00	Nil	Nil	Nil	Nil	Nil	Nil	0.00
TOTAL		8247779	48.02	0	0.00	0.00	0	0	0	48.02

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

For Ambica Agarbathies Aroma & Industries Ltd.

Chairman & Managing Director

(D)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	TRINETHRA INFRA VENTURES LIMITED	1900000	11.06	0	0	0	0	11.06
2	PUVVADA BHASKAR RAO	900000	5.24	0	0	0	0	5.24
TOTAL		2800000	16.30	0	0	0	0	16.30

For Ambica Agarwal & Industries Ltd.

Chairman & Managing Director

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	TRINETHRA INFRA VENTURES LIMITED	1900000	11.06	Nil	Nil	Nil	Nil	11.06
2	PUVVADA BHASKAR RAO	900000	5.24	Nil	Nil	Nil	Nil	5.24
TOTAL		2800000	16.30	0	0	0	0	16.30

For Ambica Agarwal & Industries Ltd.

Chairman & Managing Director

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	ANJANIYAASODA MADHAVI PERLA (PROMOTER)	400000	2.33
2	PARSI SANTOSHI (PROMOTER)	400000	2.33
3	ALAPATI AMBICA SIVAKUMAR (Promoter)	218325	1.27
4	ALAPATI AMBICA HANUMA (Promoter)	218325	1.27
TOTAL		836650	4.87

For Ambica Associates, Inc. & Co. Ltd.

Chairman & Managing Director

(II)(a)

Statement showing details of Depository Receipts (DRs)

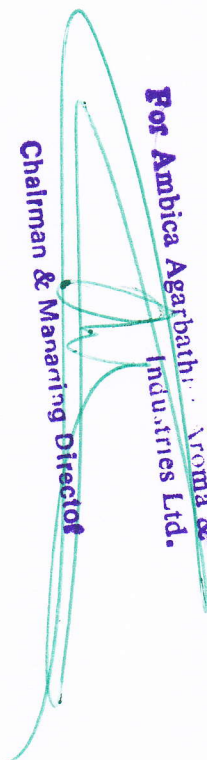
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL	NIL	NIL	NIL
2				
3				
4				
5				
6				
7				
8				
9				
TOTAL		0	0	0.00

ma &
Services Ltd.

Chairman & Managing Director

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL	NIL	NIL	NIL
TOTAL			0	0.00

For Ambica Agarbathi Aroma & Industries Ltd.

Chairman & Managing Director



RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended	31 st MARCH 2012
2. ISIN	INE792B01012
3. Face Value	Rs. 10/- each share
4. Name of the Company	AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED
5. Registered Office Address	Shankar Towers, Power Pet, ELURU - 534 002, West Godavari Dist.
6. Correspondence Address	Shankar Towers, Power Pet, ELURU - 534 002, West Godavari Dist.
7. Telephone No. Fax Nos.	(08812) - 231179 / 230216 (08812) - 233876
8. Email address	ambicaagarbathi@rediffmail.com
9. Names of the Stock Exchanges where the company's securities are listed.	Bombay Stock Exchange Limited National Stock Exchange of India Limited The Madras Stock Exchange Limited*

	Number of Shares	% of Total Issued Capital
10. Issued Capital	17177400	100.00
11. Listed Capital		
a. Bombay Stock Exchange Limited	17177400	100.00
b. National Stock Exchange of India Limited	16377400	95.34
12. Held in Dematerialization Form in CDSL	2398187	13.96
13. Held in Dematerialization Form in NSDL	10897576	63.44
14. Physical	3881637	22.60
15. Total No. of Shares (12+13+14)	17177400	100.00
16. Reasons for Differences between Point No. 10&11 and Point No. 11&15	800000 Equity Shares issued on 30 th March 2011 are not listed in NSE as the script is suspended	

17. Certifying the Details of Changes in Share Capital during the quarter under consideration as per the table below:

Particulars	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In Prin. Appr. Pending for SE (Specify Names)
No	No	No	No	No	No	No

18. Register of Members is Updated (Yes / No)
If not, updated up to which date

Yes

NA



19. Reference of previous quarter with regard to excess dematerialized shares, if any
20. Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?
21. Mentioned the total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days as on date of certificate, with the reasons for delay.

	No of Requests	No. of Shares	Reasons for Delay
Confirmed after 21 Days	Nil	Nil	NA
Pending for more than 21 days	Nil	Nil	NA

22. Details of the Compliance Office of the Company:

Name	Telephone No.	Fax No.
Ambica Krishna Chairman & Managing Director	(08812) – 231179	(08812) – 233876

23. Details of the Auditor:

Name & Registration No	Address	Telephone No.	Tele Fax No.
N. Vanitha C P No. 10573	P S Rao & Associates Company Secretaries Flat No. 10, Ishwarya Nilayam, 4 th Floor, Opp. Saibaba Temple, Dwarakapuri Colony, Punjagutta Hyderabad-82.	(040) 23352185 (040) 23352186	(040) 23352185 (040) 23352186

24. Appointment of Common Agency for the Share Registry Work:

Name	Address	Telephone No.	Fax No.
Venture Capital And Corporate Investments Private Limited.	12-10-167, Bharat Nagar Hyderabad-500018	040-23818475 040-23818476	040-23868024

25. Any other details that the auditor may like to provide. (Eg. BIFR Company, de-listing from SE, Company changed its name its.): **the application for voluntary de-listing is yet to be confirmed by Madras Stock Exchange Limited.*

Place: Hyderabad

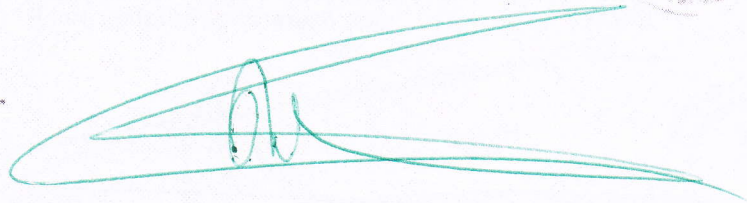
Date: 11.04.2012

For P S Rao & Associates
Company Secretaries



Ms N. Vanitha
Company Secretary
C P No. 10573







P.S. Rao & Associates
Company Secretaries

☎ : 040 - 23352186
Tele/Fax : 040 - 23352185
e-mail : psraoassociates@gmail.com
psrao_associates@rediffmail.com

COMPLIANCE CERTIFICATE UNDER CLAUSE 47 OF THE LISTING AGREEMENT
HALF YEAR ENDED 31st MARCH, 2012

We have examined all the share transfer deeds, memorandum of transfer, registers, files and other documents related to **M/s AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED** having its registered office at Shankar Towers, Power Pet, ELURU – 534002, West Godavari Dist maintained by its Registrars and Share Transfer Agents **M/s. VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED** having its Office at 12-10-167, Bharat Nagar Hyderabad-500018 pertaining to equity shares of the company for the period from 1st October 2011 to 31st March, 2012 for the purpose of issuing certificate under Clause 47 Sub-Clause (c) of the listing agreement entered into with the Stock Exchanges by the Ambica Agarbathies Aroma & Industries Limited and hereby certify that the Company has not received any request for transfer of shares during the half year ended on **31st MARCH, 2012.**

Place: Hyderabad

Date: 11.04.2012

For P S Rao & Associates
Company Secretaries



N. Vanitha
Ms N. Vanitha
Company Secretary
C P No. 10573