



NOTICE

OF

EXTRA-ORDINARY GENERAL MEETING

OF

AMBICA AGARBATHIES AROMA &

INDUSTRIES LIMITED

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CONTENTS

	Pg. No.
Notice	01
E-Voting Instructions	05
Explanatory Statement	11
Attendance Slip	19
Proxy Form	21
Poll Form	23
EGM Venue Route Map	24

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NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED** (CIN: L24248AP1995PLC020077) ("the Company") will be held on Tuesday, 30th day of June 2026 at 11.00 A.M at the Registered Office of the Company at Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002 transact the following businesses:

ITEM No. 1:

ISSUANCE OF 8,48,600 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited [BSE] and NSE Limited [NSE] where the equity shares of the Company are listed (collectively "Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, if any, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto **8,48,600 (Eight Lakh Forty Eight Thousand Six Hundred) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each ("the Equity Shares")**, to members of Promoter Group, in one or more tranches, at an issue price of **Rs. 25/- each (including Rs - 15/- premium) ("Issue Price")**, which is the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 2,12,15,000/- (Two Crore Twelve Lakh Fifteen Thousand Only) for cash, on the terms and conditions as detailed hereinbelow to the following persons of the Promoter Group ("Proposed Allottees"):



Sr. No	Name of the Proposed Allottee/ Investor	Category	No of Equity Shares of the Company to be Issued
1.	Satrasala Lavanya Gupta	Promotor Group	2,12,150
2.	Perla Ambica Ramachandran	Promotor Group	2,12,150
3.	Alapati Karthik Hanuma Kumar	Promotor Group	2,12,150
4.	Alapati Lakshmana Ramachandra Ambica Eswar	Promotor Group	2,12,150
	Total		8,48,600

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity shares proposed to be allotted to the above-mentioned allottees is Friday, 29th May, 2026 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. 30th day of June, 2026.

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- i. The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- ii. The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- iii. The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- iv. The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- v. Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- vi. The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- vii. The Equity Shares to be issued to the Proposed Allottees shall be listed on the stock exchanges where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchanges.
- viii. The Proposed Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- ix. The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- x. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.



RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through a private placement offer cum application letter, in the format of Form PAS-4.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and are hereby severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Equity Shares, subject to and in accordance with applicable laws;
- ii. to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
- iii. to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect to the above resolutions including making application to the Stock Exchanges for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and / or such other authorities as may be necessary for the purpose;
- iv. to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;
- v. to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**For and On behalf of the Board
AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**

Date: 30.05.2026

Place: Eluru

**Sd/-
Uma Gayathri
Company Secretary & Compliance Officer**



NOTES:

1. The statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at this Extra – Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection during all working days except holidays 10:00 A.M. to 5:00 P.M. upto the date of EGM also during the EGM at the Registered Office of the Company and Members who wish to inspect the said documents electronically are requested to send an email to ambicaagarbathi@rediffmail.com commenting their name, demat account number/folio number.
4. The route map showing directions to reach the venue of the meeting is annexed. Members/proxies/ authorized representatives are requested to bring their copies of Notice and produce duly filled in attendance slip at the entrance of the venue.
5. Members holding shares in Demat form shall write their DP ID and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Notice will not be provided at the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send at Company's Registered Office, a certified copy of the board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website i.e. www.ambicaagarbathies.com.
9. Notice of the EGM is being sent through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice will also be available on the Company's website at www.ambicaagarbathies.com, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com.
10. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, Venture Capital and Corporate Investments Private Limited, if the shares are held by them in physical form.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.



Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, Venture Capital and Corporate Investments Private Limited.

12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, Venture Capital and Corporate Investments Private Limited in this regard.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized E-Voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
14. The facility for voting by poll shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM by poll. Poll is conducted under the supervision of the Scrutinizer appointed for the remote e-voting and poll. Scrutinizer decision on validity of votes will be final.
15. The Chairman shall at the meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
16. The Company has appointed Mr. Jineshwar Kumar Sankhala, (M/s. PS Rao & Associates), Practicing Company Secretary (MP No. 21697), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall submit his/her report of the votes cast in favour or against, if any, to the Chairman of the Company within 2 working days of the completion of EGM.
17. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Tuesday, June 23, 2026. The voting right of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-off date.
18. The remote e-voting period begins on Saturday, June 27, 2026 at 09.00 A.M. and ends on Monday, June 29, 2026 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, June 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

INSTRUCTIONS FOR E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (i) The voting period begins on 9:00 AM on 27th June 2026 and will end at 5:00 PM on 29th June, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd day of June 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of share-holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re directed to e-Voting service provider website for casting your vote during the remote e Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services; option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting



through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ambicaagarbathi@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

**For and On behalf of the Board
AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**

Date: 30.05.2026

Place: Eluru

**Sd/-
Uma Gayathri
Company Secretary & Compliance Officer**



**ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY
GENERAL MEETING OF THE COMPANY**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

The Board of Directors at its meeting held on 30th May, 2026, subject to approval of shareholders of the Company and such other approvals as may be required, has considered and approved the proposal to issue and allot up to 8,48,600 (Eight Lakh Forty Eight Thousand Six Hundred Only) fully paid-up equity shares of Face Value of Rs. 10/- each, to the below mentioned Proposed Allottees on preferential basis at an issue price of Rs. 25/- each (including Rs. 15/- premium) as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Sl. No	Name of the Proposed Allottees/ Investors	PAN	Category	Number of Equity Shares to be allotted	Price of Each Security	Total Amount
1.	Satrasala Lavanya Gupta	BLHPS6765B	Promoter Group	2,12,150	25	53,03,750
2.	Perla Ambica Ramachandran	BEWPP4093K	Promoter Group	2,12,150	25	53,03,750
3.	Alapati Karthik Hanuma Kumar	BVTPA6563K	Promoter Group	2,12,150	25	53,03,750
4.	Alapati Lakshmana Ramachandra Ambica Eswar	CNCPA2092R	Promoter Group	2,12,150	25	53,03,750
			TOTAL	8,48,600		2,12,15,000

The proposed Preferential Issue is being undertaken further to intimation to the stock exchanges dated 30th May 2026. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013.

The investor/proposed allottee named hereinabove have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations

Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 ('Act') and Rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the Preferential issue of Equity Shares requires approval of the Members by way of a Special Resolution.

The Board therefore recommends this Item No. 1 for the approval of the Shareholders as set out in the Notice by way of passing a 'Special Resolution'. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:



1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

- The Company intends to utilize the proceeds raised through the Preferential Issue to meet the working capital requirements to support the business plans of the Company.

The amount of funds proposed to be utilised against as follows:

Sl. No	Objects	Amount (Rs)	Period of Utilisation
1	Working Capital	2,12,15,000	3 months

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

At its meeting held on Saturday, 30th May 2026, the Board of Directors, subject to Members’ approval and regulatory consents, if any, as may be applicable, approved raising of funds aggregating upto 8,48,600 (Eight Lakhs Forty Eight Thousand Six Hundred Only) fully paid up equity shares of face value of Rs. 10/- (Rupees ten only) each, in one or more tranches, at a price of Rs. 25/- (Rupees Twenty Five Only) per equity share (“Equity Shares”) aggregating to an amount not exceeding Rs. 2,12,15,000 (Rupees Two Crore Twelve Lakh Fifteen Thousand Only) not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the following select group of persons (“**Proposed Allottees/Investors**”), for cash consideration on a preferential basis (“Preferential Issue”) who have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”).

Sr. No	Name of the Proposed Allottee/ Investor	Category	No of Equity Shares of the Company to be Issued
1.	Satrasala Lavanya Gupta	Promoter Group	2,12,150
2.	Perla Ambica Ramachandran	Promoter Group	2,12,150
3.	Alapati Karthik Hanuma Kumar	Promoter Group	2,12,150
4.	Alapati Lakshmana Ramachandra Ambica Eswar	Promoter Group	2,12,150
	Total		8,48,600

The allotment of Equity Shares to Proposed Allottees/Investors belonging to “Promoters Group” of the Company is proposed to be made at an issue price of Rs. 25/- (Rupees Twenty Five Only) per equity share based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations.

3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on NSE & BSE Limited and are frequently traded in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, and floor price has been determined in accordance with the SEBI (ICDR) Regulations.



In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares in preferential issue has to be calculated as under:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs: 23.63/-

or

- b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs: 24.86/-

Whichever is higher

After considering the above, it was decided to issue equity shares on preferential basis to the proposed allottees at an issue price of Rs. 25/- each.

The same is in compliance and in accordance with Regulation 164(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.

A pricing certificate has been obtained from M/s. P S Rao & Associates, Practising Company Secretaries certifying the minimum issue price of equity shares on preferential basis based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is available on the website of the Company i.e. <http://ambicaagarbathi.com/wp-content/uploads/Website-pricing-Certificate.pdf>

4. Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in relation to the issue of these Securities in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Friday, May 29th, 2026, being the day preceding the date that is 30 (thirty) days prior to the date of the General Meeting.

The shares of the Company are frequently traded on NSE & BSE Limited and the price of the said issue has been determined in compliance with Regulation 164(1) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

5. Certificate from Practicing Company Secretaries

A certificate from M/s. P S Rao & Associates, Company Secretaries certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the last date of the Extra-Ordinary General Meeting.

The said Certificate is available on the website of the Company i.e. <http://ambicaagarbathi.com/wp-content/uploads/PCS-Certificate.pdf>

6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The preferential issue is being made to the “Promoter Group” of the Company (referred as proposed Allottees) as listed in the Resolution under Item No. 1 of the Notice and they had indicated their intention on to subscribe for the same.

Except the proposed allottees no other promoters, Directors, Key Managerial Personnel or Senior Management of the Company -intended to subscribe to the equity shares.

7. Name and address of valuer who performed valuation: Not Applicable

8. Principal terms of Assets charged as securities: Not Applicable



9. Shareholding pattern of the issuer before and after the preferential issue:

The Pre and Post shareholding pattern of the Company is given below:

Sr. No	Category	Pre-Issue Equity Shareholding		Allotment of Equity Shares		Post Issue Equity Holdings (Assuming allotment of 8,48,600 Equity Shares)	
		No of Shares	% of Shareholding	No of Equity Shares	% of Equity Holding	No of Shares	% of Shareholding
A.	Promoter Holding						
1.	Indian	-	-	-	-	-	-
	Individual	74,57,532	43.41	8,48,600	4.70	83,06,132	46.08
	Bodies Corporate	-	-	-	-	-	-
	Relatives	-	-	-	-	-	-
	Sub Total	74,57,532	43.41	8,48,600	4.70	83,06,132	46.08
2.	Foreign promoters	-	-	-	-	-	-
	Sub Total (A)	74,57,532	43.41	8,48,600	4.70	83,06,132	46.08
B.	Non-Promoter Holding						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non- Institutions	-	-	-	-	-	-
	Private Corporate Bodies/ Limited Liability Partnerships	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	91,22,639	53.11	-	-	91,22,639	50.61
	Others (Including NRIs)	5,97,229	3.48	-	-	5,97,229	3.31
	Sub Total (B)	97,19,868	56.59	-	-	97,19,868	53.92
	Grand Total	1,71,77,400	100	8,48,600	4.70	1,80,26,000	100

Notes:

- 1) The pre-issue shareholding pattern is as on 31st March 2026.
- 2) Assumed there has no change in the shareholding pattern from March 31, 2026 till the dispatch of the notice of EGM.



- 3) The above post issue shareholding pattern assumes issue of 8,48,600 Equity Shares to the Promoter Group of the Company
- 4) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern.

10. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170(1) of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Since, the proposed allottees are individuals as stated, the above clause is not applicable.

12. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. Undertakings:

The Company hereby undertakes and confirms the following:

- that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so;
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees;
- Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
- None of its Directors or Promoters are fugitive economic offenders;
- The said preferential issue is not for consideration other than cash;
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to NSE & BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

14. Material terms of raising such securities: NA



15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2026 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

16. Lock In:

- The proposed allotment of Equity Shares pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.
- The pre-preferential shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

17. Payment of Consideration:

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, full consideration of specified securities other than warrants, shall be paid by the allottees at the time of allotment of such specified securities except in case of shares issued for consideration other than cash.

18. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed allottees nor the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

19. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter)
1.	Satrasala Lavanya Gupta	Promotor Group	Promotor Group
2.	Perla Ambica Ramachandran	Promotor Group	Promotor Group
3.	Alapati Karthik Hanuma Kumar	Promotor Group	Promotor Group
4.	Alapati Lakshmana Ramachandra Ambica Eswar	Promotor Group	Promotor Group

20. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any:

Sl. No.	Name of the Allottee	Pre Issue		Proposed Type of Security	Proposed No. of Shares	Post Issue	
		No. of Shares	%			No. of Shares	%
1.	Satrasala Lavanya Gupta	0	0	Equity Shares	2,12,150	2,12,150	1.175
2.	Perla Ambica Ramachandran	0	0	Equity Shares	2,12,150	2,12,150	1.175



3.	Alapati Karthik Hanuma Kumar	0	0	Equity Shares	2,12,150	2,12,150	1.175
4.	Alapati Lakshmana Ramachandra Ambica Eswar	0	0	Equity Shares	2,12,150	2,12,150	1.175
	Total	0	0		8,48,600	8,48,600	4.70

21. Other Disclosures

- The Company is eligible to make the Preferential Allotment to its Promoter/ promoter group under Chapter V of the SEBI ICDR Regulations.
- The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 90 trading (ninety trading days) preceding the Relevant Date.
- The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not being allotted more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.

Issue of the said Equity Shares would be well within the expanded Authorized Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 01 in the accompanying notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No.1 to the Notice, to the members of the company for their approval by way of passing a special resolution.

**For and On behalf of the Board
AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED**

Date: 30.05.2026

Place: Eluru

**Sd/-
Uma Gayathri
Company Secretary & Compliance Officer**

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AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

CIN: L24248AP1995PLC020077

Registered Office: Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002

Email: ambicaagarbathi@rediffmail.com, Website: www.ambicaagarbathies.com

ATTENDANCE SLIP

Extra-Ordinary General Meeting to be held on Tuesday, June 30, 2026 at 11.00 AM at the Registered Office Situated at Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002.

Name and Address of the Shareholder: _____

No. of Share(s) held: _____

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company held at the Registered Office Situated at Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002 at 11.00 AM on Tuesday, June 30, 2026.

..... Member's / Proxy's Signature

Notes:

- a. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
- b. This Attendance Slip is valid only in case shares are held on the date of the meeting.

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AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

CIN: L24248AP1995PLC020077

Registered Office: Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh – 534002

Email: ambicaagarbathi@rediffmail.com, Website: www.ambicaagarbathies.com

Form MGT-11 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email Id: _____

Folio No./Client Id: _____ DP Id: _____

I/We, being the member(s) of _____ shares of **Ambica Agarbathies Aroma & Industries Limited**, hereby appoint

1. Name: _____

Address: _____

Email ID: _____

Signature: _____

or failing him

2. Name: _____

Address: _____

Email ID: _____

Signature: _____

or failing him

3. Name: _____

Address: _____

Email ID: _____

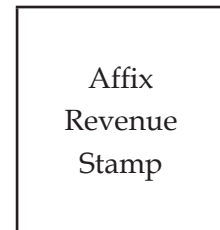
Signature: _____



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, June 30, 2026 at 11.00 AM at Registered Office Situated at Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution (s)
1	Issuance of 8,48,600 Equity Shares of the Company on Preferential Basis

Signed this _____ day of _____ 2026



Signature of shareholder: _____

Signature of Proxy holder: _____

Note:

- This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company Situated at Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002 not less than 48 hours before the commencement of the Meeting. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
- Please complete all details including details of member(s) in above box before submission.



AMBICA AGARBATHIES AROMA & INDUSTRIES LIMITED

CIN: L24248AP1995PLC020077

Registered Office: Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002

Email: ambicaagarbathi@rediffmail.com, Website: www.ambicaagarbathies.com

Form No. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

1. Name of the First Named Shareholder (in block letters) _____
2. Postal Address: _____
3. Registered Folio No./ *Client ID No.
(*Applicable to investors holding shares in dematerialized form)
4. Class of Share(s)

I hereby exercise my vote at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, June 30, 2026 at 11.00 AM at the Registered Office Situated at Shankar Towers, Power pet, Eluru, West Godavari District, Andhra Pradesh - 534002, in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Resolution No.	Resolution	Optional	
		For	Against
1.	Issuance of 8,48,600 Equity Shares of the Company on Preferential Basis		

(Name & Signature of the PROXY)

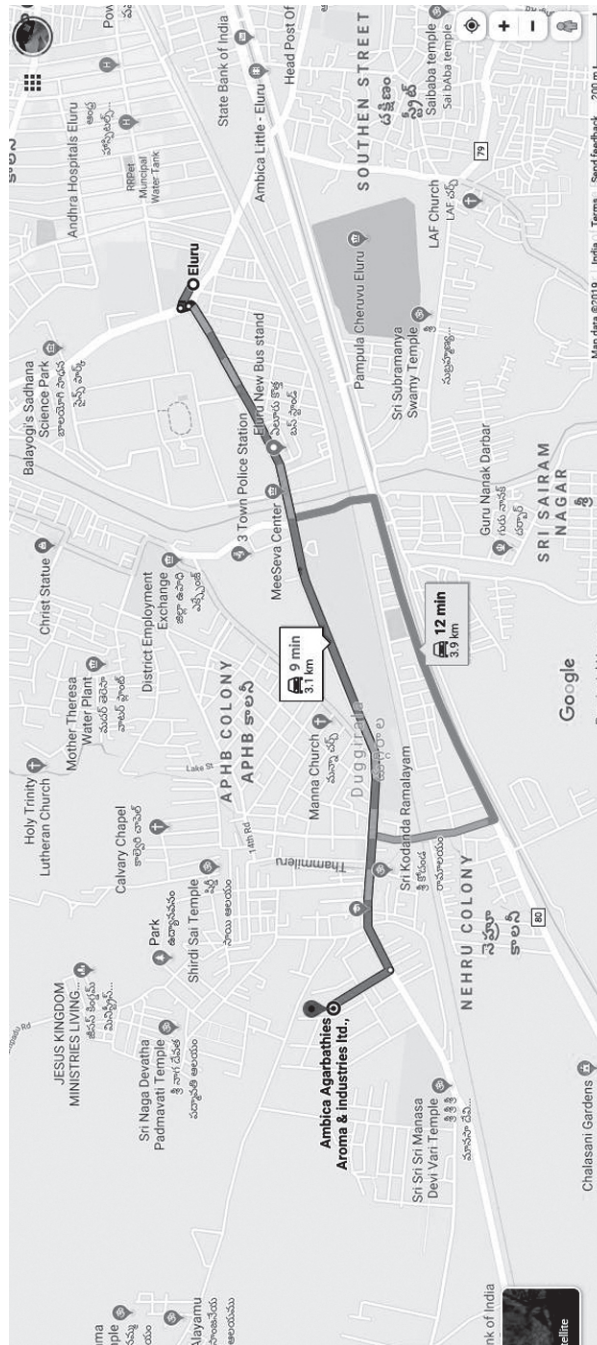
(Signature of the Shareholder)

Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

Date: _____

Place: _____

ROUTE MAP OF EGM VENUE



If undelivered please return to :
AMBICA AGARBATHIES
AROMA & INDUSTRIES LIMITED
SHANKAR TOWERS, POWERPET,
ELURU, WEST GODAVARI DIST,
ANDHRA PRADESH - 534002