



AHCL/ SE/ 14 /2024-25

May 28, 2024

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| The National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 ISIN: INE098F01031 | BSE Limited Department of Corporate Services 1 st Floor, P.J. Towers, Dalal Street, Mumbai 400 001 |
| Symbol : AMRUTANJAN | Scrip Code: 590006 |

Dear Sir / Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Annual Secretarial Compliance Audit was carried out by M/s. SPNP and Associates, Practicing Company Secretaries, for the financial year ended 31/03/2024 and the report issued by them is enclosed herewith for your records.

Request you to take the same on record and acknowledge

Thanking you

Yours Faithfully
For **Amrutanjan Health Care Limited**

(M Srinivasan)
Company Secretary & Compliance Officer

Encl: As above

Amrutanjan Health Care Limited

103, (Old No.42-45), Luz Church Road,
Mylapore, Chennai - 600 004
Tamil Nadu, India.
Tel :+91-44 - 2499 4465
+91-44 • 2466 9000
Fax :+91-44 - 2499 4585

E-mail : customercare@amrutanjan.com
WebSite : www.amrutanjan.com
Toll Free No.: I • 800 - 425 - 4545
CIN - L24231TN1936PLC000017



**SECRETARIAL COMPLIANCE REPORT OF AMRUTANJAN HEALTH CARE LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2024**

I, Sriram Parthasarathy, Partner of SPNP & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by **Amrutanjan Health Care Limited** (“the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. *(Not Applicable to the company during the review period)*



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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 *(Not Applicable to the company during the review period)*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulation

And circulars guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:



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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| Sr. No | Compliance Requirement (Regulations/Circulars/Guidelines including specific clause) | Regulation/Circular No. | Deviations | Actions Taken by | Type of Action | Details of Violation | Fine amount | Observation | Management response | Remarks |
|--------|---|---|---|-------------------------|---|---|-------------|---|--|---------|
| 1 | At least two-thirds of the members of audit committee shall be independent directors. | Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 | Constitution of Independent Director was not met during the period 21.09.2023 to 25.09.2023 | National Stock Exchange | Query received from National Stock Exchange | Constitution of Independent Director was not met during the period 21.09.2023 to 25.09.2023 | Nil | It has been observed that, during the period 21.09.2023 to 25.09.2023, out of four Directors in the Audit Committee, only two were independent thereby violating Regulation 18 of LODR. However, it is also noted that there was no meeting were conducted during the period i.e. 21 st September, 2023 to 25 th September, 2023. | There was no meeting conducted during the period. Query from NSE was suitably responded and closed | Nil |



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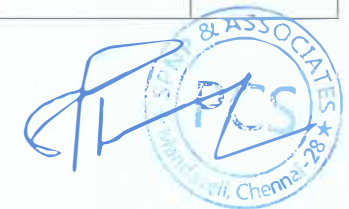
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|---|--|---|--|-----|-----|---|-----|--|---|-----|
| 2 | <p>(i) At least two-thirds of the directors shall be independent directors</p> <p>(ii) The Chairperson of the nomination and remuneration committee shall be an independent director</p> | Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 | <p>Constitution of Independent Director was not met during the period 21.09.2023 to 25.09.2023</p> <p>(ii) During the period 21.09.2023 to 25.09.2023 the chairman of the NRC was a Non-independent director</p> | Nil | Nil | <p>Constitution of Independent Director was not met during the period 21.09.2023 to 25.09.2023</p> <p>(ii) The chairman of the NRC should be independent director the same has not been complied during the period 21.09.2023 to 25.09.2023</p> | Nil | <p>It has been observed that, during the period 21.09.2023 to 25.09.2023, out of three Directors in the NRC Committee, only one were independent and further the Non-Independent Director was served as a chairperson thereby violating Regulation 19 of LODR. However, it is also noted that there was no meeting were conducted during the period i.e. 21st September, 2023 to 25th September, 2023.</p> | <p>There was no meeting conducted during the period</p> | Nil |
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations/ Remarks of the Practising Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 2022-23 | Compliance Requirement (Regulations/circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|--------|---|---|--|---|--|---|
| NIL | | | | | | |

(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

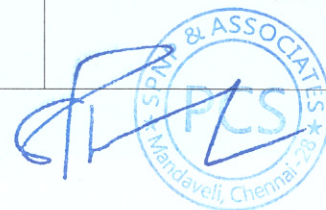
| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1. | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> | Yes | |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI | Yes | |

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| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | |
| 5. | <p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | NA | The Company does not have any subsidiary. |
| 6. | <p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | |



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| | | | |
|-----|--|-----|--|
| 7. | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p> | Yes | |
| 8. | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</p> | Yes | |
| 9. | <p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | Yes | |



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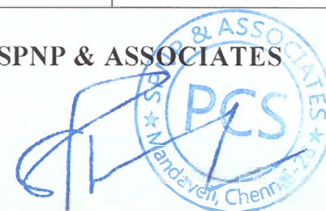
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|-----|---|----|--|
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | NA | Nil |
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity or its material subsidiary(ies) has complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | During the period under review, there were no resignation of resignation of statutory auditor from the listed entity. Further, the company do not have any material subsidiary. |
| 13. | <u>No additional non-compliances observed:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc. | NA | Nil |

FOR SPNP & ASSOCIATES



P. SRIRAM
FCS No. 4862 / C P No: 3310
PEER REVIEW NO: 1913/2022
UDIN: F004862F000394108

Date: 17.05.2024

Place: Chennai

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