



AHCL/ SE/ 29 /2021-22

August 31, 2021

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: Notice of the Eighty Fourth (84th) Annual General Meeting of the Company

The Eighty Fourth (84th) Annual General Meeting ('AGM') of the Company is scheduled to be held on **Thursday, 23rd September 2021 at 10.30 A.M (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Notice of AGM dated 14/08/2021, sent to Shareholders of the Company is enclosed herewith and the same is available at the website of the Company at www.amrutanjan.com

We request you to take the above on record as compliance under SEBI (LODR) Regulations 2015, and disseminate to the stakeholders.

Thanking you
Yours Faithfully

For Amrutanjan Health Care Limited

(M Srinivasan)

Company Secretary & Compliance Officer





NOTICE TO MEMBERS

NOTICE is hereby given that the **EIGHTY FOURTH (84TH) ANNUAL GENERAL MEETING ("AGM")** of the members of **AMRUTANJAN HEALTH CARE LIMITED** ("the Company") will be held on Thursday, September 23, 2021 at 10.30 A.M. IST through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon.
2. To declare a Final Dividend of Rs. 2.60/- per Equity Share of face value of Re. 1/- each for the year ended March 31, 2021

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee (NRC), and that of the Board of Directors, **Dr. Pasumarthi S.N. Murthi (DIN 00051303)**, Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director and that the appointment shall be subject to retirement by rotation."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, sanction be and is hereby also accorded to re-appoint **Dr. Pasumarthi S.N Murthi (DIN 00051303)** as a Non-Executive Director notwithstanding that he has already attained the age of 75 years."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors, **Mr. Raja Venkataraman (DIN: 00669376)** who was appointed as an Additional Director (Non –Executive Independent) of the Company and who holds office up-to the conclusion of this Annual General Meeting, in respect of whom the Company has received Notice from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Raja Venkataraman as a candidate for the office of Director, be and is hereby appointed as a Non-executive Independent Director of the Company up to 26th May, 2026, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within overall limits of remuneration under the Companies Act, 2013."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors, **Mr. Muralidharan Swayambunathan (DIN: 09198315)** who was appointed as an Additional Director (Non –Executive Independent) of the Company and who holds office up-to the conclusion of this Annual General Meeting in respect of whom the Company has received Notice from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Muralidharan Swayambunathan as a candidate for the office of Director, be and is hereby appointed as a Non-executive Independent Director of the Company up to 28th June, 2026, not subject to retirement by rotation upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within overall limits of remuneration under the Companies Act, 2013."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approvals and recommendations of the Audit Committee, and that of the Board of Directors, the remuneration of Rs. 1,50,000/- (Rupees One lakh fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to Mr. G. Thangaraj (Reg. No. 100464), Cost Accountant, who was recommended by the Audit Committee and appointed by the Board of Directors as the Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ended March 31, 2022, be and is hereby ratified and confirmed".

Place : Chennai
Date : August 14, 2021

Registered Office:

Amrutanjan Health Care Limited
CIN: L24231TN1936PLC000017
No.103, Luz Church Road, Mylapore, Chennai 600 004
Tel : 044-2499 4465; Fax : 044-2499 4585
Email : shares@amrutanjan.com
Website : www.amrutanjan.com

BY ORDER OF THE BOARD
For **Amrutanjan Health Care Limited**

M Srinivasan
Company Secretary & Compliance Officer

NOTICE TO MEMBERS (Contd.)

NOTES:

1. Pursuant to the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circulars issued by the Securities Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, companies are allowed to hold Annual General Meeting (AGM) through video conferencing ("VC") or other audio visual means ("OAVM") without the physical presence of members at a common venue. Hence, in compliance with the above Circulars, the 84th AGM of the Company is being conducted through VC/OAVM facility. The deemed venue for the 84th AGM shall be the Registered Office of the Company.
2. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by members under Section 105 of the Companies Act, 2013 ("Act") will not be available for the 84th AGM 2021 and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, Body Corporates are entitled to appoint authorized representatives as the members to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and the members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the meeting is annexed hereto. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect to Directors seeking appointment at the AGM is also furnished in the Annexure to this Notice. The directors have furnished the requisite consent / declaration for their appointment.
6. The Board of Directors at its meeting held on 27/05/2021 has recommended a final dividend of Rs. 2.60/- per Equity Share of face value Re. 1/- each for the year ended March 31, 2021 for the approval of members at the 84th AGM. The Record date for the payment of Dividend has been fixed as Thursday, September 16, 2021. The dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on September 16, 2021 as per the downloads furnished to the Company by the Depositories for this purpose. In case of shares held in physical mode, the dividend will be paid to the shareholders whose names appear in the Company's Register of Members as on September 23, 2021.
7. The Register of Members and the share transfer books will remain closed from Friday, September 17, 2021 to Thursday, September 23, 2021 (both days inclusive). Transfer requests received during book closure, if any, will be considered only after reopening of the Register of Members.
8. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof.
9. Regulation 12 and Schedule I of SEBI (LODR) requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of members and no dividend warrants or demand drafts will be issued without bank particulars.
10. Members are requested to note that the company's equity shares are under compulsory demat mode of trading. The Securities and Exchange Board of India (SEBI) has mandated that no transfer of shares held in physical mode are permitted with effect from April 01, 2019. Hence, members who have not yet dematerialized their physical shareholdings in the company are advised to avail the facility of dematerialization of equity shares of the company.
11. Members holding shares in electronic form 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. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrars and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single-folio.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names would be entitled to vote.
14. Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013, the dividend which remains unclaimed for a period of seven (7) years from the date of declaration would be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government and the shareholders would be able to make claims to the amount of dividends transferred to the IEPF only after following the prescribed procedure. Accordingly, during the Financial Year 2020-21, the Company has transferred the unclaimed dividend pertaining to the financial year 2012-13 (Interim & Final) amounting to Rs. 3,52,360 and Rs. 6,82,186 respectively to IEPF. The unclaimed dividend pertaining to Interim Dividend declared during 2013-14 amounting to Rs. 3,90,493 was also transferred to IEPF account in the month of April, 2021. Members who have not yet encashed their dividend warrants/payment instrument(s) so far pertaining to dividends declared for the financial year 2013-14



NOTICE TO MEMBERS (Contd.)

(final) onwards are requested to make their claims to the Company's Corporate office or to the Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited, "Subramaniam Building", No.1, Club House Road, Chennai 600002 immediately. The Company has provided/ hosted the required details of unclaimed dividend amounts each year on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form.

15. Members may please note that in the event of their unclaimed shares and the unclaimed dividends having been transferred to IEPF, they are still entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and by sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.
16. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security 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 details to the Company/Registrar and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited.
17. The members holding shares in demat format are requested to update their email addresses with their depository participant to ensure that the Annual Report and other documents reach you on your preferred email account in order to save paper and participate in the "Green Initiative" of the Ministry of Corporate Affairs.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the company at www.amrutanjan.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
19. In line with the MCA Circulars and SEBI Circular dated 12th May 2020, the Notice calling the AGM and Annual Report 2020-21 are being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. For any communication, the shareholders may also send requests to the Company's investor-mail id: shares@amrutanjan.com.
20. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 3 days prior** to meeting, i.e. before 10.30 am on 20.09.2021 mentioning their name, demat account number/folio number, email id, mobile number at shares@amrutanjan.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **at least 3 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at shares@amrutanjan.com to enable the company to keep the information ready at the meeting. These queries may also be replied to by the company suitably by email.
21. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. 23rd September 2021. Members seeking to inspect such documents can send an email to shares@amrutanjan.com.
23. As per the provisions of Section 72 of the Companies Act, 2013, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participant in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
24. Since the AGM will be held through VC in accordance with the Circulars issued by the Regulatory, the route map of the venue is not attached to this Notice.
25. **VOTING THROUGH ELECTRONIC MEANS**
 - I. 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 from time to time and Regulation 44 of SEBI LODR, the Company provides the Members the facility to exercise their right to vote at the 84th AGM by electronic means and the businesses may be transacted through e-voting services.
 - II. The e-voting period begins on **Monday, September 20, 2021 (9.00 A.M. IST) and ends on Wednesday, September 22, 2021 (5.00 P.M. IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently. During this period, members of the company, holding shares as on the cut- off date Thursday, September 16, 2021 may cast their votes electronically.
 - III. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the company as on the cut – off date i.e Thursday, September 16, 2021.
 - IV. Mr. P Sriram of M/s. SPNP & Associates, Practising Company Secretary (Membership No. FCS 4862), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

NOTICE TO MEMBERS (Contd.)

- V. The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against forthwith to the Chairman of the Company.
- VI. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting
- VII. Any person who acquires shares of the company and becomes a member of the company after dispatch of the notice and holding shares as of cut-off date, may obtain the login details in the manner as mentioned below.
- VIII. 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. 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.**
- IX. 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. 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.

Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below

Type of shareholders	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 evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NDSL	<ol style="list-style-type: none"> 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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site



NOTICE TO MEMBERS (Contd.)

	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 or joining virtual meeting & voting during the meeting.
Individual shareholders (holding securities in Demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(X) Login method for e-Voting and joining virtual meetings for **physical shareholders and non-individual shareholders:**

- (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 DPID 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:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

- (7) After entering these details appropriately, click on "SUBMIT" tab.
- (8) 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.
- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

NOTICE TO MEMBERS (Contd.)

- (10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (11) 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.
 - (12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (13) 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.
 - (14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (16) 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.
- (XI) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- a) 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.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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.
 - f) 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; shares@amrutanjan.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (XII) **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- (i) 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.
 - (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- (XIII) **Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 3. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 4. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



NOTICE TO MEMBERS (Contd.)

(XIV) Instructions for Shareholders attending the AGM through VC/OAVM

- 1) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **atleast 3 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at shares@amrutanjan.com
- 6) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **atleast 3 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at shares@amrutanjan.com. These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

Place : Chennai

Date : August 14, 2021

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No.103, Luz Church Road, Mylapore, Chennai 600 004

Tel : 044-2499 4465; Fax : 044-2499 4585

Email : shares@amrutanjan.com

Website : www.amrutanjan.com

BY ORDER OF THE BOARD
For **Amrutanjan Health Care Limited**

M Srinivasan
Company Secretary & Compliance Officer

NOTICE TO MEMBERS (Contd.)

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned under Item Nos. 3 to 6 of the accompanying notice.

Item No.3 - Re-appointment of Dr. Pasumarthi S N Murthi (DIN 00051303) as Non-Executive Director

Dr. Pasumarthi S N Murthi (DIN 00051303), Non- Executive Director, joined the Board of the Company on August 5, 1989 and his current tenure is expiring on the conclusion of the ensuing AGM. Dr. Pasumarthi S N Murthi holds a Medicine degree and a Bachelor Degree in Science. He also holds Fellowship of the Royal College of Surgeons (FRCS- Edin U.K) and is a Fellow member of International Medical Sciences Academy (FIMSA). Dr. Pasumarthi S N Murthi is a retired consultant surgeon with wide experience in the field of Medicine and is the only medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues concerning the products of the Company.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Pursuant to the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149, 152(6) and such other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Committee has discussed the proposal and recommended the re-appointment of Dr. Pasumarthi S N Murthi as Non- Executive Director.

The Board, after considering the skill, knowledge, immense experience and expertise in the field of medicine, active participation in the meetings, valuable guidance and the fulfilment of the conditions specified in the Act and the Rules framed thereunder and based on the recommendations of Nomination and Remuneration Committee, has recommended the resolution set out in Item No.3 of this Notice for approval of shareholders by way of special resolution.

Except Dr. Pasumarthi S N Murthi, none of the other Directors or Key Managerial Personnel of the Company or their relatives, in any way is concerned or interested, financially or otherwise in the resolution set out in Item no.3.

Item No. 4 - Appointment of Mr. Raja Venkataraman (DIN: 00669376) as Non -Executive Independent Director

Mr. Raja Venkataraman (DIN: 00669376) Additional Director (Non- Executive Independent) has, joined the Board of the Company on May 27, 2021, and his current tenure is expiring on the conclusion of the ensuing AGM. Mr. Raja Venkataraman is a qualified Chartered Accountant and a Company Secretary and has 37 years of experience spanning across diverse industries in India including automotive Tyres, Leather, Food & Beverages, Batteries, Healthcare and Consumer goods. His career span has been across reputed organizations including Unilever, GE, Tyco and Philips and in diverse functional roles including General Management, Finance, Sourcing, Commodity Buying, Human Resources, Legal, Company secretarial and Business Development. His appointment is considered as a value addition to the Board of Amrutanjan Health Care Limited.

The Company has received a declaration from Mr. Raja Venkataraman confirming that he meets the criteria of independence under the Companies Act, 2013("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Further, the Company has also received Mr. Raja Venkataraman's consent to act as a Director in terms of section 152 of the Act, and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Raja Venkataraman fulfils the conditions specified in the Act, and rules made there under and SEBI LODR for his appointment as an Independent Director of the Company and is independent of the management.

The Nomination and Remuneration Committee has discussed the proposal and recommended the appointment of Mr. Raja Venkataraman as Non-Executive Independent Director, for a term of five (5) years commencing from May 27, 2021, which was later approved by the Board.

In line with the Company's remuneration policy for Independent Directors, Mr. Raja Venkataraman will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and Committee meetings and commission on profits of such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee subject to the overall ceiling limits prescribed under the Act and approved by the shareholders.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company, subject to passing of special resolution and disclosure in the Board's report and in the opinion of the Board, fulfil the conditions specified in the Companies Act, 2013 and the other applicable provisions and rules thereto.

The Board after considering the skill, knowledge, immense experience and expertise in the field of Finance, Legal, Business Development and the fulfilment of the conditions specified in the Act and the Rules framed thereunder and based on the recommendations of Nomination and Remuneration Committee, has recommended passing the resolution set out in Item No.4 of this Notice for approval of shareholders by way of special resolution.

The letter of appointment of Mr. Raja Venkataraman setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.



NOTICE TO MEMBERS (Contd.)

Except Mr. Raja Venkataraman, none of the other Directors or Key Managerial Personnel of the Company or their relatives, in any way is concerned or interested, financially or otherwise in the resolution set out in Item no.4.

Item No. 5 - Appointment of Mr Muralidharan Swayambunathan (DIN: 09198315) as Non -Executive Independent Director

Mr. Muralidharan Swayambunathan (DIN: 09198315) Additional Director (Non- Executive Independent) has joined the Board of the Company on June 29, 2021 and his current tenure is expiring on the conclusion of the ensuing AGM. Mr. Muralidharan Swayambunathan is a qualified Company Secretary from India and UK and he has 35+ years of experience in various industries in India and abroad. His career span has been across reputed organizations including TVS Sundaram Clayton Group Companies, Amrutanjan and also International retail duty free group abroad and has expertise in Corporate Secretarial, Corporate Governance, Risk Management, Finance, Legal and General Management.

The Company has received a declaration from Mr. Muralidharan Swayambunathan confirming that he meets the criteria of independence under the Companies Act, 2013("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Further, the Company has also received Mr. Muralidharan Swayambunathan's consent to act as a Director in terms of section 152 of the Act, and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr.Muralidharan Swayambunathan fulfils the conditions specified in the Act, and rules made there under and SEBI LODR for his appointment as an Independent Director of the Company and is independent of the management.

The Nomination and Remuneration Committee has discussed the proposal and recommended the appointment of Mr. Muralidharan Swayambunathan as Non- Executive Independent Director, for a term of five (5) years commencing from June 29, 2021 which was later approved by the Board.

In line with the Company's remuneration policy for Independent Directors, Mr. Muralidharan Swayambunathan will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and Committee meetings and commission on profits of such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee subject to the overall ceiling limits prescribed under the Act and approved by the shareholders.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company, subject to passing of special resolution and disclosure in the Board's report and in the opinion of the Board, fulfil the conditions specified in the Companies Act, 2013 and the other applicable provisions and rules thereto

The Board, after considering the skill, knowledge, immense experience and expertise in the field of Finance, Legal, Secretarial and the fulfilment of the conditions specified in the Act and the Rules framed thereunder and based on the recommendations of Nomination and Remuneration Committee, has recommended passing the resolution set out in Item No.5 of this Notice for approval of shareholders by way of special resolution.

The letter of appointment of Mr. Muralidharan Swayambunathan setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Except Mr. Muralidharan Swayambunathan, none of the other Directors or Key Managerial Personnel of the Company or their relatives, in any way is concerned or interested, financially or otherwise in the resolution set out in Item no.5.

Item No.6 - Cost Auditor Remuneration

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to conduct the audit of the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company. The Board of Directors of the Company, at its meeting held on August 14, 2021, had considered the recommendation of the Audit Committee and approved the re-appointment of Mr. Thangaraj, Cost Accountant (Registration No:100464) as the Cost Auditor of the Company for the financial year 2021-22 at a remuneration of Rs.1,50,000/- (Rupees One lakh fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

The Board of directors accordingly recommends the resolution set out in Item No 6 of the accompanying Notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, in any way is concerned or interested, financially or otherwise in the resolution set out in Item no.6.

Place : Chennai

Date : August 14, 2021

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No.103, Luz Church Road, Mylapore, Chennai 600 004

Tel : 044-2499 4465; Fax : 044-2499 4585

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Website : www.amrutanjan.com

BY ORDER OF THE BOARD
For **Amrutanjan Health Care Limited**

M Srinivasan
Company Secretary & Compliance Officer

NOTICE TO MEMBERS (Contd.)

Information about director seeking appointment / re-appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2)

Name of the Director & DIN	Dr. Pasumarthi S.N. Murthi (DIN 00051303)
Date of Birth, Age & Nationality	11th August, 1934; 87 years; Indian
Date of First Appointment	5th August, 1989
Educational Qualifications	B.Sc., MBBS, FRCS (Edin UK) FIMSA
Expertise in Specific Functional Area	R&D, Medical & Health
Terms and conditions of appointment	Non-executive Non-independent Director and is subject to retirement by rotation every year
Last drawn Remuneration	As declared In the Annexure of Board's report
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board from time to time within the statutory limits
List of directorships held in other companies	Nil
Chairmanship/ Membership of Committees of Board of Directors of other Companies	Nil
Number of meetings of the Board attended during the year 2020-21	4 out of 4
Number of shares held in the Company	25,44,530 equity shares
Relationship with other Directors/ Manager/ KMP	None

Name of the Director & DIN	Mr. Raja Venkataraman (DIN: 00669376)
Date of Birth, Age & Nationality	8 December 1956; 64 years; Indian
Date of First Appointment	27 May 2021 (By Board)
Educational Qualifications	Commerce graduate from St Xaviers College, Kolkatta, a Chartered accountant and a Company Secretary
Expertise in Specific Functional Area	Finance, Business Development, Sourcing, HR, General Management & Secretarial
Terms and conditions of appointment	Non-executive Independent Director not subject to retirement by rotation. For detailed terms and conditions, please refer website www.amrutanjan.com
Last drawn Remuneration	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board from time to time within the statutory limits.
List of directorships held in other companies	<ol style="list-style-type: none"> 1. HIMATSINGKASEIDE LIMITED 2. CDEASIALIMITED 3. PREMIUM TRANSMISSION PRIVATE LIMITED 4. CIVILIAINDIA EDUCATIONAL PROGRAMMES PRIVATE LIMITED 5. HEALTHMAP DIAGNOSTICS PRIVATE LIMITED 6. TAIKI CONSULTING PRIVATE LIMITED



NOTICE TO MEMBERS (Contd.)

Chairmanship/ Membership of Committees of Board of Directors of other Companies	HIMATSINGKASEIDE LIMITED - Chairman, Audit Committee - Member, Risk & CSR Committees CDE ASIA LIMITED - Chairman, Audit Committee - Member, NRC & CSR Committees PREMIUM TRANSMISSION PRIVATE LIMITED - Chairman, Strategy, Risk & CSR Committees - Member, Audit Committee
Number of meetings of the Board attended during the year 2020-21	Appointed during the year 2021-22
Number of shares held in the Company	Nil
Relationship with other Directors/ Manager/ KMP	None
Justification for Appointment as Independent Director	The appointee satisfies the criteria of independence and possesses the requisite Board competencies

Name of the Director & DIN	Mr. Muralidharan Swayambunathan (DIN: 09198315)
Date of Birth, Age & Nationality	19 November 1956; 64 years; Indian
Date of First Appointment	29 June 2021 (By Board)
Educational Qualifications	Commerce graduate from Madras University and also a Company Secretary and Associate Member of The Chartered Governance Institute UK & Ireland (erstwhile ICSAUK)
Expertise in Specific Functional Area	Corporate Secretarial, Corporate Governance, Legal, Risk Management, Finance and General Management
Terms and conditions of appointment	Non-executive Independent Director not subject to retirement by rotation. For detailed terms and conditions, please refer website www.amrutanjan.com
Last drawn Remuneration	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board from time to time within the statutory limits.
List of directorships held in other companies	Nil
Chairmanship/ Membership of Committees of Board of Directors of other Companies	Nil
Number of meetings of the Board attended during the year 2020-21	Appointed during the year 2021-22
Number of shares held in the Company	Nil
Relationship with other Directors/ Manager/ KMP	None
Justification for Appointment as Independent Director	The appointee satisfies the criteria of independence and possesses the requisite Board competencies