

AHCL/ SE/ 44/ 2020-21

November 18 2020

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

Dear Sir / Madam,

**Sub: Submission of Amrutanjan Health Care Limited ESOP Trust Deed under Regulation 3(3) of SEBI (Share Based Employee Benefits) Regulations, 2014**

Pursuant to above mentioned Regulation, the duly executed Amrutanjan Health Care Limited ESOP Trust Deed is submitted herewith. Please note that the Amrutanjan Health Care Limited Employee Stock Option Scheme 2020 was approved by the Board of Directors at its meeting held on 13/08/2020 and by the Shareholders at the Annual General Meeting held on 23/09/2020 and the intimation on the same were already given to the Exchange.

Kindly take the above on your record and acknowledge.

Thanking you

Yours faithfully,

For **Amrutanjan Health Care Limited**

**M. Srinivasan**

**Company Secretary and Compliance officer**





தமிழ்நாடு தமில்நாடு TAMILNADU

V. KALYAN  
Licenced Stamp Vendor  
Licence No. 3822/17/11/93  
17, Sripuram Second Street  
Royapettah, Chennai- 600014

CC 133874

AMRUTANJAN HEALTH CARE LIMITED

INDENTURE OF TRUST

THIS INDENTURE OF TRUST (the "Indenture") is executed at Chennai on this the 18<sup>th</sup> day of November, 2020 entered into:

**BY AND BETWEEN:**

1. **Amrutanjan Health Care Limited**, a company incorporated in 1936 under the Companies Act, 1913 and having its registered office at No.103, (Old No.42-45), Luz Church Road, Mylapore, Chennai - 600004, represented by its Authorized Signatories, Dr. Vydeeswaran Sambasivam (Aadhaar No.: 8610 7962 3207), Director and member of the Nomination and Remuneration Committee or Compensation Committee of the Company and Mr. Mahalingam Srinivasan (Aadhaar No.: 3853 6602 2941), Company Secretary of the Company (hereinafter referred to as the "Settlor", which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **ONE PART**; and

Document No. ....135... of 2020. Of Book  
 .....4..... contains ...18... Sheets ..... Sheet

Registering Officer



-11-20

2. **M/s. Surana & Surana International Attorneys**, a partnership firm registered under The Partnership Act, 1932 and having its office at No. 61-63, International Law Centre, Dr. Radhakrishnan Salai, Mylapore, Chennai – 600004, represented by its Authorized Signatory, Mrs. Rashmi Vinod Surana, Partner of the firm (hereinafter referred to as the “**Trustees**” which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors) of the **OTHER PART**.

The Settlor and the Trustees shall hereinafter jointly be referred to as the “**Parties**” and severally as a “**Party**”

**WHEREAS:**

1. The Settlor is a public limited company undertaking the business of manufacture of products for pain and health care management. The equity shares of the Settlor are listed on the National Stock Exchange of India Limited and traded on BSE Limited and the National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”).
2. The Settlor intends to establish a trust for implementing initially a share based benefits Plan for its employees in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “**SBEB Regulations**”).
3. The Settlor is possessed of a sum of INR. 10,000/- (Rupees Ten Thousand only) (the “**Initial Corpus**”) and it desires to settle the said amount towards the initial settlement upon the Trust constituted for the purposes as specified herein. The Trustees hereby admit and acknowledge that the Initial Corpus shall be applied and governed by the terms and conditions of this Indenture (*as hereinafter defined*). At present, the Trust has no other movable or immovable properties in its name other than the Initial corpus.
4. In the light of the above, the Settlor is settling the Trust as an irrevocable trust under the provisions of the Indian Trusts Act, 1882, through this Indenture of Trust for the aforesaid purpose. The Trustees shall act as the trustees of the Trust in accordance with the terms and conditions contained in, and as is testified by, the execution of this Indenture.
5. The formation of the Trust and implementation of Amrutanjan Health Care Limited Employees Stock Option Scheme, 2020 (the “**Amrutanjan ESOP 2020**”) were approved by the shareholders of Amrutanjan Health Care Limited on 23<sup>rd</sup> September, 2020.
6. Any term not defined under this deed, but defined in the Amrutanjan ESOP 2020 shall have the meaning assigned to it under the Amrutanjan ESOP 2020 and/or any other stock option schemes, stock purchase schemes, general employee benefit schemes and stock appreciation rights scheme instituted in future, as relevant.

**NOW THIS INDENTURE OF TRUST WITNESSETH AND IT IS HEREBY AGREED AND DECLARED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:**

1. The name of the trust shall be “Amrutanjan Health Care Limited ESOP Trust” (the “**Trust**”) and the registered office of the Trust shall be situated at No.103, (Old No.42-45), Luz Church Road, Mylapore, Chennai - 600004 and/or such other place or places as the Trustees may decide from time to time. The Trust shall be an irrevocable trust.
2. The Trust shall be deemed to be established from the date of execution of this Trust deed.

Document No. 135 of 2020. Of Book  
4 contains 18 Sheets 8 Sheet

Registering Officer



3. The Trustees of the Trust shall be **M/s. Surana & Surana International Attorneys**, a partnership firm registered under The Partnership Act, 1932 and having its office at No. 61-63, International Law Centre, Dr. Radhakrishnan Salai, Mylapore, Chennai – 600004, represented by its Partners, Mrs. Rashmi Vinod Surana and Mr. Sanjay Kumar Mehta.
4. The Trust shall be for the benefits of present and/or future permanent employees of the Settlor and its future subsidiary companies (the “**Beneficiaries**”). The duration of the Trust will be for a period as long as any stock option schemes, stock purchase schemes, general employee benefit schemes and stock appreciation rights scheme are in force for benefitting the Beneficiaries. For the purpose of this Indenture, the term “*employee*” shall have the meaning ascribed to it under the SBEB regulations.
5. This Indenture and Trust will apply to Amrutanjan ESOP 2020 and to any number of stock option schemes, stock purchase schemes, general employee benefit schemes and stock appreciation rights scheme instituted by the Settlor from time to time for the benefit of its present and/or future permanent employees of the Settlor and its future subsidiary companies.
6. The object of the Trust shall be as follows:
  - a) To administer and implement the Amrutanjan ESOP 2020, or any subsequent stock option Plan and/or any other stock option schemes, stock purchase schemes, general employee benefit schemes and stock appreciation rights scheme instituted in future, as approved by the Board and shareholders of the Settlor for the Beneficiaries, in accordance with applicable laws, including the Indian Trusts Act, 1882 (the “**Trusts Act**”), the SEBI Regulations and as recommended by the Nomination and Remuneration Committee or Compensation Committee of the Settlor.
  - b) To acquire the shares of the Settlor by purchasing from the open market through Stock Exchange(s) by utilizing the funds (“**Trust Fund**”) available at its disposal, or through gift, or settlement from the Settlor or any other person including another trust or through subscription to new issue of shares subject to approval of the Board and Shareholders of the Company.
  - c) To recover the amount from the employees payable towards exercise price along with applicable taxes and to transfer shares to the employees of the Settlor and its future subsidiaries as may be identified by the Nomination and Remuneration Committee or Compensation Committee of the Settlor pursuant to the exercise of Stock Options granted to them under the Amrutanjan ESOP 2020 and/or any other stock option schemes, stock purchase schemes, general employee benefit schemes, employee retirement benefit scheme and stock appreciation rights scheme instituted in future, as relevant.
  - d) To operate stock option, or other similar schemes and/or any other stock option schemes, stock purchase schemes, employee retirement benefit scheme, general employee benefit schemes, and stock appreciation rights scheme for providing to the Beneficiaries incentives/motivation for better performance and retention including, in particular, to operate schemes, offering right to acquire shares and other securities of the Settlor held by the Trust on such terms and conditions as are considered appropriate and in line with the relevant scheme documents.
  - e) To obtain loan from the Settlor, with or without interest, or any other bank or financial institution on appropriate terms and conditions to acquire the shares of the Settlor through new issue or secondary acquisition and to repay the loans and other forms of financial assistance to the Settlor, bank or financial institution as per the terms and conditions that may be agreed upon from time to time, from

Document No. ...135... of 2020. Of Book

.....4... contains 18 Sheets 13 Sheet

Registrar Officer



the funds available from exercise of stock options by Employees, dividends or any other income of the trust.

- f) To perform such other acts, deeds or things, either independently or in conjunction with other matters or objects, which in the opinion of the Trustees is incidental to the implementation of the schemes or the attainment of any one or more of the objects of the Trust.
7. The Trust may be funded by the Settlor by way of financial assistance or provision of money in any form as maybe decided by the Settlor, with or without interest or in any other manner or by way of loans availed by the Trust from banks or financial institution or other lenders or in any combination thereof, in accordance with applicable laws. Subject to the applicable laws, the Settlor agrees to provide security in the form of guarantee, in the event of loans availed of by the Trust from other lenders. The Trust shall repay the loans and other forms of financial assistance to the Settlor, bank or financial institution from the funds available from exercise of stock options by Employees, dividends or any other income of the trust as per the terms and conditions that may be agreed upon from time to time and any shortfall or deficit in the repayment of the loan by the Trust due to lack of funds shall be borne by the Settlor as per the terms and conditions that may be agreed upon from time to time.
8. There shall always be maintained minimum number of persons as trustees of the Trust. Any vacancy caused due to resignation, death or disability or otherwise, of the Trustees shall be filled in by the remaining Trustees or the Settlor within a period of two months from the date thereof.

A person shall be disqualified to act as trustee on the following grounds:

- a) If he is declared to be of unsound mind by a competent court; or
  - b) If he is an undischarged insolvent; or
  - c) If before or after commencement of the Trust, he/she has been convicted of an offence involving moral turpitude; or
  - d) In case where the employees of the Settlor are Trustees of the Trust, the Trustees who cease to be employees of Amrutanjan Health Care Limited or their subsidiaries shall automatically cease to be a Trustee of the Trust.
9. The right and obligations of the Beneficiaries shall include the following:
- a) The Beneficiaries shall have the right, with prior notice of 30 days to the Trust, to inspect and take copies of this Indenture, the audited and unaudited accounts of the Trust and any scheme related and other documents relating to the Trust, in accordance with the Trusts Act.
  - b) None of the Beneficiaries shall have the right to receive any dividend, or to vote, or to enjoy any other benefits available to a shareholder of the Settlor in respect of any stock options granted to such Beneficiary, till equity shares of the Settlor are transferred upon exercise of stock options issued to such Beneficiary.
  - c) Subject to applicable laws, the Trust Fund shall not be liable for any debt of any Beneficiary, or be subject to any judgment rendered against any Beneficiary, or to the process of any court in aid of execution of any judgment so rendered.
  - d) Subject to applicable laws, the beneficial interest of any of the Beneficiaries in the Trust shall not be encumbered, sold, transferred, or subjected to any third party rights by the Beneficiaries, whether directly or indirectly, to any extent and in any manner whatsoever. In particular, the Beneficiaries shall not have the right to transfer, pledge, hypothecate, mortgage or otherwise alienate any stock

Document No. ...135... of 2020. Of Book  
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Register Officer

*J. J. J.*  
*J. J. J.*



options granted to them by the Nomination and Remuneration Committee or the Compensation Committee of the Settlor.

- e) In addition to the above, the Trustees shall have the power to prescribe any other rights, and obligations of the Beneficiaries, in accordance with applicable laws and may also seek the recommendations of the Nomination and Remuneration Committee or the Compensation Committee of the Settlor in this regard.
10. It shall be the duty of the Trustees to undertake the objects of this Indenture, and to act in the interest of the Beneficiaries and subject to provisions of the SBEB Regulations, the Trustees shall not act in any manner or include any provision in this Indenture that would be detrimental to the interests of the Beneficiaries.
11. Subject to any recommendations that the Nomination and Remuneration Committee or the Compensation Committee of the Settlor may tender in accordance with applicable law, the Trustees shall be authorised to invest the Trust's fund (including such portion of the Trust's fund which consists of money and which cannot be applied immediately or at an early date towards the objects of the Trust) in any of the investments as they may deem fit for the purposes of the objects of this Indenture.
12. The provisions of this Indenture may be amended/ varied by the Trustees, with the consent of the Settlor by an instrument in writing signed by duly authorized representatives of the Parties.
13. The Trust Fund shall not be used for any other purposes but for undertaking the objects of this Trust.
14. The Trustees shall not :
- Be a director, key managerial personnel or promoter of the Settlor or its holding, subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or
  - Beneficially holds ten percent or more of the paid-up share capital of the Settlor.
15. The Trustees shall have all requisite powers for the administration and execution of the Trust and all matters connected with it, including but not limited to the following, in accordance with applicable laws:
- opening and maintaining in the name of the Trust, bank account(s) and demat accounts, and with any trustee having power for operating the same or the Trustees authorising any two of other persons/Trust employees to jointly operate the same;
  - accepting financial assistance or provision of money in any form from the Settlor, accepting deposits, or availing of loans from banks or financial institution or other lenders, or borrowing of liquid assets/investments, etc. for the purposes of the Trust or in any combination thereof;
  - investing the funds of the Trust as they may deem fit for the purposes of the objects of this Indenture, in accordance with applicable law and subject to subject to the recommendations of the Nomination and Remuneration Committee or the Compensation Committee of the Settlor;
  - engaging the service of agents, brokers, lawyers, accountants, auditors and other professionals, subject to the prior approval of the Nomination and Remuneration Committee or the Compensation Committee of the Settlor at such remuneration as they may think fit for carrying on the following activities including but not limited to the following:

Document No. ....135... of 2020. Of Book

.....4... contains ..18... Sheets 5... Sheet

Registering Officer



- (i) assistance in maintaining proper books of accounts of Trust, and maintaining records and documents for each scheme administered by the Trust;
- (ii) to comply with the tax and other statutory filings of the Trust as may be required for the functioning of the Trust;
- e) delegating any power that they can lawfully delegate to any person and to execute such power of attorney collectively as they may think fit for the purpose;
- f) withdrawing any power and revoking any appointment of any employees or attorneys;
- g) framing rules for administration of the scheme(s) administered by the Trust, in compliance with the scheme documents, object of the Trust and the SBEB regulations and other applicable laws or administer the schemes in accordance with the guidelines set out in the scheme documents or as may be specified by the board of directors of the Settlor (including a duly constituted and authorised committee thereof), in accordance with applicable laws;
- h) undertaking secondary acquisition or subscribing to new issue of shares of the Settlor in accordance with and subject to the provision of the SBEB Regulations;
- i) maintaining proper books of accounts of Trust, with the help of independent professionals engaged for this purpose and maintaining records and documents for each scheme administered by the Trust, so as to explain its transactions and to disclose at any point of time the financial position of each scheme and in particulars give a true and fair view of the state of affairs of each scheme, as required under law, including the SBEB Regulations;
- j) to join, co-operate, or amalgamate the Trust or any portion thereof with any trust, association, company or institution having the Settlor and/or its subsidiaries' employees' welfare as its objects upon such terms as they think fit.
- k) to compromise or compound all actions, suits and other proceedings and all differences and demands and to refer any such references or demand to arbitration and to adjust, settle and approve all accounts relating to the Trust Funds and to execute all releases and do all other things relating thereto as fully as if they were absolutely entitled to the Trust Funds and without being answerable or accountable for any loss.
- l) to sign, execute and deliver agreements, deeds and other documents on behalf of the Trust as may be necessary or required to carry out, implement or further the objects and purposes of this Trust or to discharge the duties and functions, and to exercise the powers of the Trustees under this Trust and to perfect and cause to be perfected all such agreements, deeds and documents as required by law.
- m) to comply with the discharge of taxes and other statutory dues owed by the Trust out of the funds available/ income generated by the Trust
- n) to do and perform generally, all such acts, deeds and things as may be required by law or as the Trustees may deem fit and proper for effectively exercising their powers and discharging their duties and functions under the Trust.

Document No. 135 of 2020 Of Book  
 4 contains 18 Sheets 6 Sheet

Registering Officer



*Suprasmaran*

*Sanjiv*

- o) the Trustees shall keep and ensure that its employees and agents keep confidential all transactions relating to the Trust and the state of affairs of the Trust except as otherwise compelled to disclose by any law.

Nothing herein contained shall exempt or indemnify the Trustees for (a) a deliberate failure to protect the interests of the Beneficiaries and (b) a breach of trust out of its own gross negligence, fraud or dishonesty.

16. On the date of dissolution of the Trust, the Trustee shall pay, transfer and hand over the Trust Fund any and all undistributed income, if any, for repayment of outstanding loan, with or without interest, if any, or as recommended by the Nomination and Remuneration Committee or the Compensation Committee of the Settlor.

In this clause and for the purpose of this Indenture, the "date of dissolution" shall mean the earlier of:

- (a) The date on which the Settlor is wound up (or otherwise ceases to exist), save and except by virtue of a duly sanctioned scheme of amalgamation or arrangement involving the settlor, corporate reorganisation of the settlor or corporate reorganisation of the companies comprised in the Amrutanjana group of the companies, a list of which will be maintained with the company secretary of the company; or
- (b) The date on which, in the opinion of the Trustee or Trustees, if more than one, unanimously, the objects and purpose of the Trust are completely fulfilled or fulfilment of the objects and purpose of the Trust becomes impossible by destruction of Trust Fund or otherwise.
17. The Trustees shall be entitled to be remunerated, as mutually agreed by the Trustees and the Settlor, for the activities carried on by them byacting as Trustees of the Trust.
18. It shall be lawful for the Trustee for the time being of these presents to reimburse themselves or himself or herself or itself and to pay and discharge out of the Trust properties all costs, charges and expenses incurred in carrying out these present or in or about the execution of the Trust or powers of these presents.
19. The Trust shall not sell any equity shares or other securities held by it in the secondary market, or deal with the equity shares or other securities, except as permitted under the SBEB Regulations and other applicable laws.
20. The Trust shall not deal in derivatives and shall undertake only delivery based transactions for the purposes of secondary acquisition, except as permitted by the SBEB Regulations.
21. The Trustees shall not vote in respect of the equity shares held by the trust, except as permitted under the SBEB Regulations and other applicable laws.
22. The Trust may undertake off-market transfer of equity shares as permitted under the SBEB Regulations and Companies Act, 2013 and/or any statutory modifications or re-enactments thereof.
23. The Trustees shall ensure that secondary acquisition and holding of Settlor's shares and the total number of such shares held by the Trust shall not exceed the limits prescribed under the SBEB Regulations, as amended from time to time.
24. The Trustees shall further ensure that the unappropriated inventory of the Settlor's shares held by the Trust shall be disposed of within a reasonable time, but in any

Document No. ....135... of 2020 Of Book  
 ...4... contains 18... Sheets ...7... Sheet  
 Registering Officer

*[Signature]*  
*[Signature]*  
 AMRUTANJANA HEALTH CARE LIMITED  
 CHIEF EXECUTIVE OFFICER



case within the timeline prescribed under the SBEB Regulations, as amended from time to time.

25. If the Settlor or any other persons shall pay or transfer to the Trustees any other money or property to the intent that the same shall be held upon the Trust declared by these presents, such other money or property shall be consolidated with and form one fund with the Trust in all respects as if the same had been originally comprised in the Trust Fund.
26. A Trustee may resign or otherwise, step down from their role at any time on giving thirty (30) days notice in writing to the Settlor. The Settlor or any successor of the Settlor shall be entitled from time to time to appoint new trustees in substitution or in place of the existing Trustees or to appoint additional trustees or trustees and such new or additional trustees may be an individual, bank, company or corporation.
27. The accounting year of the Trust shall be the financial year ending on 31<sup>st</sup> March every year. Proper books of account documents and records with respect to the Trust to give a true and accurate account of the investments, expenses, earnings, etc. of the Trust Funds shall be caused to be maintained by the Trustees at the registered office of the Trust. The accounts shall be audited soon after the end of every accounting year by a chartered accountant as appointed by the Trustees.
28. It is expressly declared that no part of the Trust property or its income or any accretion thereto shall be applied for any purpose or for the purposes other than for which the Trust is formed.
29. It is hereby agreed and declared that the Trust Deed shall be submitted to Stock Exchanges where the shares of the Settlor are listed in accordance with Regulation 3(3) of SBEB Regulations and also to Securities Exchange Board of India, if required. Any modifications to the Trust Deed by the Stock Exchanges or Securities Exchange Board of India shall be binding on the parties and be carried out accordingly.
30. The Trust shall make required disclosures and comply with other requirements applicable to insiders or promoters under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any modification or re-enactment thereto.
31. The Trustees shall be chargeable only for such properties, monies, stocks, shares, funds, and securities as it shall actually receive, notwithstanding it aligning any receipt for the sake of conformity and shall be answerable and accountable only for its own accounts, receipts, neglects or defaults and not for those of each other nor for any banker, broker, auctioneer or other person with whom or into whose hands any Trust properties, monies, stocks, shares, fund or securities may be deposited or come nor for the insufficiency or deficiency of any properties, nor for any other loss unless the same shall happen through its wilful default.
32. In all other respects, the Trust shall be governed by the provisions of the Indian Trusts Act, 1882, as amended, and SBEB Regulations and Companies Act, 2013 in force at the relevant time.
33. All disputes, differences or questions arising out of this Deed which cannot be amicably resolved between the Parties within 90 (ninety) days, shall be finally settled by arbitration at Chennai, under and in accordance with the Arbitration and Conciliation Act 1996, which shall be deemed to be incorporated by reference into this Clause. The Parties shall mutually appoint a sole Arbitrator. Arbitration shall be in the English language. Any arbitral award made shall be final and binding on the parties and is not subject to appeal and shall be enforceable in any court of competent jurisdiction.

Document No. 135 of 2020 Of Book  
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 Registering Officer

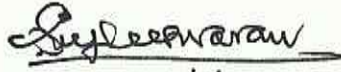


*Srinivasan*

34. This Trust has been established under the provisions of the Trusts Act. This deed and any matters arising in connection thereof shall be governed by the laws of India and the courts at Chennai shall have the exclusive jurisdiction over matters or issues arising out of this deed.

IN WITNESS WHEREOF the Settlor hereto has set its seal and the Trustees have hereunto set their respective hands the day and the year first hereinabove written.

For Amrutanjan Health Care Limited





Dr. Vydeeswaran Sambasivam  
Authorized Signatory



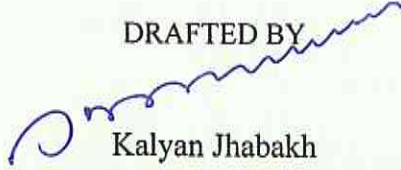
Mr. Mahalingam Srinivasan  
Authorized Signatory  
**SETTLOR**



WITNESSES:

1.  Mr. Ragavan S/o. Mr. Sankaranarayanan, No. 73/1, Eswaran Koil Street, Vijayalakshmi Plots, Madipakkam, Kancheepuram – 600 091.
2.  Mr. G. Selvaraj S/o. Mr. Govindaraj, No. 16/27, Chinna Thambi Street, Triplicane, Chennai – 600 005.

DRAFTED BY



Kalyan Jhabakh  
Advocate (Enrollment No. MS 823/1990)  
Surana & Surana International Attorneys  
61-63, Dr. R. K. Salai, Mylapore, Chennai 600 004.

Document No. ...135... of 2020, Of Book  
...4... contains ...18... Sheets ...9... Sheet

Registering Officer



CERTIFICATE UNDER SECTION 42 OF THE INDIAN STAMP ACT 1899

S.No 1627 of 2020

I hereby certify that a sum of ₹ 700/- (Rupees Seven Hundred only) on account of deficit stamp duty has been levied under section 41 of the Stamp Act in respect of this instrument from Mr. சீனிவாசன் residing at எண் .103, (பழைய எண் 42-45), லஸ் சர்ச் சாலை, மைலாப்பூர், சென்னை, Chennai, Tamil Nadu, India, 600004.

Sub Registrar: Mylapore  
Date: 18/11/2020

Signature of Sub Registrar and Collector under Section 41 of the Indian Stamp Act

Presented in the office of the Sub Registrar of Mylapore and fee of ₹ 690/- paid at 11:28 AM on the 18/11/2020 by

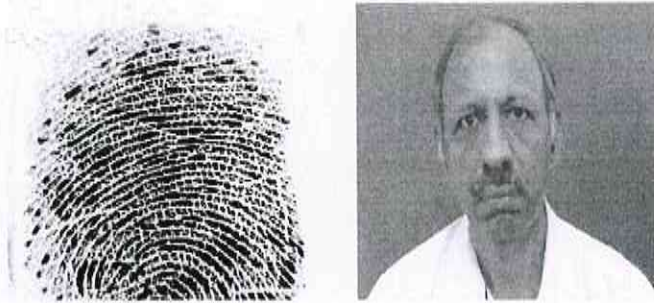
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Additions as per recitals of document

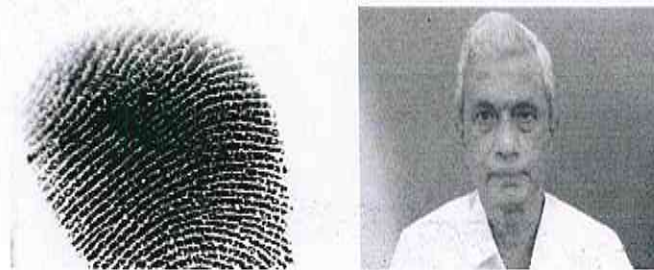
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Document No. ...135... of 2020 Of Book  
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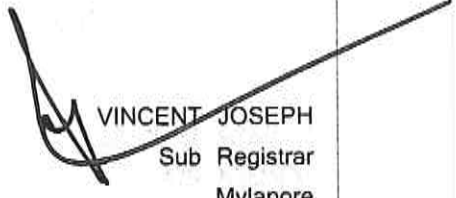


R/Mylapore/Book-4/135/2020

Identified By

1.  8682906748 • Mr. RAGAVAN Son of SANKARANARAYANAN No. 73/1, Easwaran Koil Street, Vijayalakshmi Plots, Madipakkam, Chennai, Chennai, Tamil Nadu, India, 600091.
2.  9551981929 Mr. SELVARAJ Son of GOVINDARAJ 16/27, Chinna Thambi Street, Triplicane, Chennai, Chennai, Tamil Nadu, India, 600005.

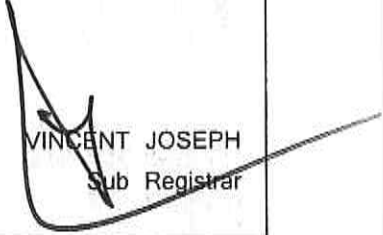
18<sup>th</sup> day of November 2020

  
VINCENT JOSEPH  
Sub Registrar  
Mylapore

Registered as Number R/Mylapore/Book-4/135/2020.

Date: 18/11/2020  
Mylapore



  
VINCENT JOSEPH  
Sub Registrar

Document No. ...135... of 2020... Of Book  
.....4... contains 18... Sheets ...1... Sheet  
Registering Officer





**CERTIFIED TRUE COPY OF EXTRACT OF RESOLUTIONS PASSED IN THE MEETING OF MEMBERS IN THE EIGHTY THIRD (83<sup>RD</sup>) ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 23 2020 THRU VIDEO CONFERENCING AT 10.30AM**

5 (b) To approve (i) the use of the trust route for the implementation of the Amrutanjan Health Care Limited Employees Stock Option Scheme 2020 (Scheme 2020); (ii) secondary acquisition of the equity shares of the Company by the trust to be set up; and (iii) grant of financial assistance / provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2020;

“RESOLVED THAT pursuant to the provisions of Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to:

(a) implement the Amrutanjan Health Care Limited Employee Stock Option Scheme 2020 (the “Scheme 2020”) through the trust to be setup for this purpose in accordance with the SEBI SBEB Regulations;

(b) acquire, hold and deal in such number of equity shares of the Company acquired from the secondary market through the trust to be set up in this regard, not exceeding 2,92,306 fully paid-up equity shares of the Company of face value of Re. 1/- each (the “Equity Shares”), being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March, 2020, as prescribed under the SEBI SBEB Regulations, for the purpose of implementation of the Scheme 2020, and

Document No. ....135..... of 2020. Of Book

.....4..... contains 18... Sheets. 12... Sheet

Registering Office

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](mailto:customercare@amrutanjan.com)  
Web Site : [www.amrutanjan.com](http://www.amrutanjan.com)  
Toll Free No. : 1 - 800 - 425 - 4545  
CIN - L24231TN1936PLC000017





(c) extend financial assistance / provision of money to the trust not exceeding Rs. 14.28 crores for acquisition of upto 2,92,306 Equity Shares from the secondary market through the stock exchanges, representing 1.00% of the paid-up equity share capital of the Company for the purpose of implementation of the Scheme 2020, in accordance with the Companies Act, 2013 and Rules made there-under and the SEBI SBEB Regulations

**RESOLVED FURTHER THAT** the Equity Shares that can be acquired from the secondary market in any financial year by the trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SEBI SBEB Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, the number of Equity Shares of the Company to be acquired from the secondary market by the trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 2,92,306 equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard

//Certified True Copy //

For Amrutanjan Health Care Limited

  
M. Srinivasan  
Company Secretary



Document No. ...135... of ...2020... Of Book  
.....4..... contains 18... Sheets 13.. Sheet

Registering Officer



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  
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E-mail : [customercare@amrutanjan.com](mailto:customercare@amrutanjan.com)  
Web Site : [www.amrutanjan.com](http://www.amrutanjan.com)  
Toll Free No. : 1 - 800 - 425 - 4545  
CIN - L24231TN1936PLC000017



**CERTIFIED TRUE COPY OF EXTRACTS OF RESOLUTIONS PASSED IN THE MEETING OF COMPENSATION COMMITTEE OF AMRUTANJAN HEALTHCARE LIMITED HELD ON OCTOBER 1, 2020 THRU VIDEO CONFERENCING AT 10.00 AM**

"RESOLVED THAT the consent of the members is be and hereby accorded to constitute Amrutanjan Health Care Limited ESOP Trust in accordance with Indian Trust Act 1882 for administration of AHCL ESOP Scheme 2020"

"RESOLVED FURTHER THAT the draft Trust Deed as placed before the members be and is hereby approved for execution and that the same be filed with the Stock Exchange as per provisions of SEBI regulations and duly registered"

"RESOLVED FURTHER THAT M/s. Surana & Surana International Attorneys be and are hereby appointed as trustees of Amrutanjan Health Care Limited ESOP Trust as per the terms & conditions contained in the engagement letter dt. 30.9.2020 placed before the meeting.

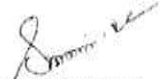
RESOLVED FURTHER THAT Mr. S. Vydeeswaran, Non-executive Independent Director and member of the Nomination and Remuneration Committee of the Company and Mr. M. Srinivasan, Company Secretary of the Company, be and are hereby authorized to finalize, execute and present for registration the Trust Deed on behalf of the Company.


"RESOLVED FURTHER THAT a separate Bank Account and Demat Account be opened in the name of the Trust by the Trustees of Amrutanjan Health Care Limited ESOP Trust in order to facilitate purchase and transfer of equity shares of Amrutanjan Health Care Limited in accordance with the AHCL ESOP Scheme 2020"

RESOLVED FURTHER THAT any member of the Committee be and is hereby authorized to do all such acts, deeds and things, as it may deem necessary to give effect to the above resolutions.

**// CERTIFIED TRUE COPY //**

For Amrutanjan Health Care Limited

  
M. Srinivasan  
Company Secretary

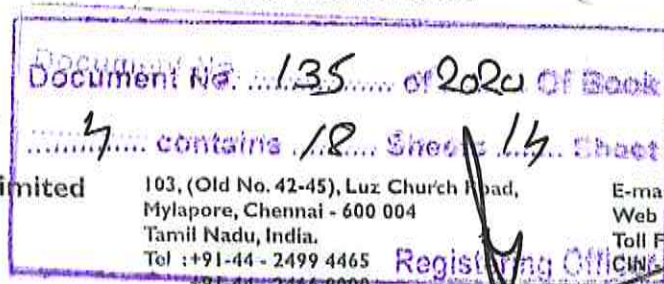
  
N. Swaminathan  
Chief Financial officer



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 - 2486 9000  
Fax : +91-44 - 2499 4585

E-mail : [customercare@amrutanjan.com](mailto:customercare@amrutanjan.com)  
Web Site : [www.amrutanjan.com](http://www.amrutanjan.com)  
Toll Free No. : 1 - 800 - 425 - 4545  
CIN : L24231TN1936PLC000017





இந்திய அரசாங்கம்  
Government of India



சாம்பசிவம் வைத்தீஸ்வரன்  
Sambasivam Vydeeswaran  
பிறந்த நாள்/DOB: 08/09/1946  
ஆண்/ MALE



8610 7962 3207

VID: 9171 9598 8321 7906

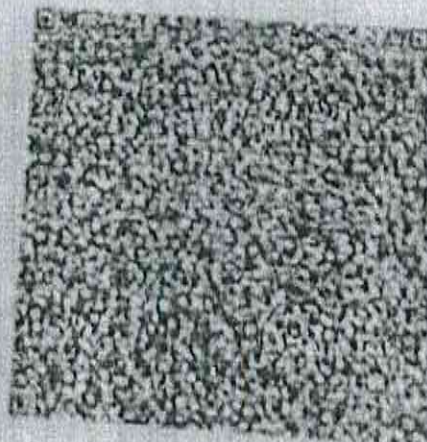
எனது ஆதார எனது அடையாளம்



இந்திய அடையாளம் அமைப்பு  
Unique Identification Authority of India

முகவரி:  
S/O: சாம்பசிவம், 27 1 ம் ப்ளோர்,  
வெங்கடேசன் தெரு, தியாஜராய நகர்,  
சென்னை,  
தமிழ் நாடு - 600017

Address:  
S/O: Sambasivam, 27 1ST FLOOR,  
VENKATESAN STREET, Thiyagaraya  
Nagar, Chennai,  
Tamil Nadu - 600017

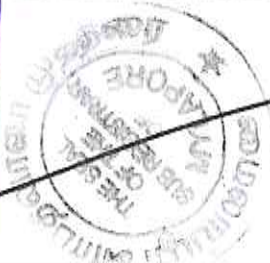


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VID: 9171 9598 8321 7906

Document No. ....135.... of 2020. Of Book  
.....4..... contains 18.... Sheets AS... Sheet  
Registering Officer



*S. S. Srinivasan*





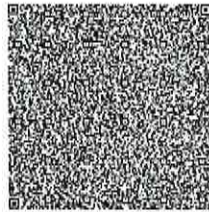
இந்திய தனிப்பட்ட அடையாள ஆணைய அமைப்பு

**இந்திய அரசாங்கம்**  
Unique Identification Authority of India  
Government of India

பதிவேட்டு எண்/ Enrolment No.: 2726/50430/43932

To  
ம பூநீலாசன்  
M Srinivasan  
C/O G R Mahalingam  
Old No 10, New No 15, 2nd Floor  
Sridevi Colony 7th Avenue  
Ashok Nagar  
Ashok Nagar  
Chennai Tamil Nadu - 600083  
9500009849

Download Date: 28/11/2012  
Generation Date: 03/04/2012



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உங்கள் ஆதார் எண் / Your Aadhaar No. :

**3853 6602 2941**

VID : 9121 8008 7916 9053

எனது ஆதார், எனது அடையாளம்



இந்திய அரசாங்கம்  
Government of India



ம பூநீலாசன்  
M Srinivasan  
பிறந்த நாள்/DOB: 12/11/1964  
ஆண்/ MALE

**3853 6602 2941**

VID : 9121 8008 7916 9053

எனது ஆதார், எனது அடையாளம்



Government of India



AADHAAR

தகவல்

- ஆதார் அடையாளத்திற்கான சான்று, குடியுரிமைக்கு அல்ல.
- அடையாள சான்றை ஆன்லைன் ஆதன்டிசேஷன் மூலமாகப் பெறவும்.
- இது எலக்ட்ரானிக் செயல்முறை மூலம் தயாரிக்கப்பட்ட கடிதமாகும்.

**INFORMATION**

- Aadhaar is a proof of identity, not of citizenship.
- To establish identity, authenticate online.
- This is electronically generated letter.

- ஆதார் நாடு முழுவதிலும் செல்லுபடியாகும்.

- வருங்காலத்தில் அரசு மற்றும் அரசு சாரா சேவைகளை பயன்படுத்திக் கொள்ள ஆதார் உதவிகரமாக இருக்கும்.

- Aadhaar is valid throughout the country.

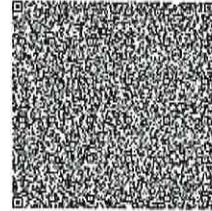
- Aadhaar will be helpful in availing Government and Non-Government services in future.



இந்திய தனிப்பட்ட அடையாள ஆணைய அமைப்பு  
Unique Identification Authority of India

முகவரி:  
C/O ஜி ஆர் மஹாலிங்கம், ப எண் 10, பு எண் 15, 2வது தளம், பூநீதேவி காலனி 7வது அடுவெய்டு, அசோகநகர், சென்னை, தமிழ் நாடு - 600083

Address:  
C/O G R Mahalingam, Old No 10, New No 15, 2nd Floor, Sridevi Colony 7th Avenue, Ashok Nagar, Chennai, Tamil Nadu - 600083



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**3853 6602 2941**

VID : 9121 8008 7916 9053



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Document No. 135 of 2000 of Book

4 contains 18 Sheets 16 Sheet

Register Officer



*Samin*



இந்திய அரசாங்கம்

Government of India



ராகவன்  
Ragavan

பிறந்த நாள் / DOB: 05/11/1995

ஆண்/பால் / Male

7773 9121 4683



ஆதார் - சாதாரண மனிதனின் அதிகாரம்



இந்திய தனிப்பட்ட அடையாள ஆணைய அமைப்பு

Unique Identification Authority of India

முகவரி: தந்தை / தாய் பெயர்:  
சங்கரநாராயணன், நோ 73/1  
ராகவன் கோவில் தெரு  
விஜயலட்சுமி பிளாட்ஸ், மடிப்பாக்கம்  
மடிப்பாக்கம், மடிப்பாக்கம்  
காஞ்சிபுரம், தமிழ் நாடு, 600091

Address: S/O:  
Sankaranarayanan, no 73/1,  
ESWARAN KOIL STREET,  
vijayalakshmi plots,  
MADIPAKKAM,  
Madipakkam,  
Kancheepuram,  
Madipakkam, Tamil Nadu,  
600091

7773 9121 4683

*Ragavan*



1947  
1800 300 1947



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Document No. ...135... of 2020 Of Book  
...6... contains 18 Sheets ... Sheet

Registering Officer





இந்திய அரசாங்கம்  
Unique Identification Authority of India



பதிவு அடையாளம் / Enrollment No. : 1111/63527/03676

To  
G Selvaraj  
சீர் செல்வராஜ்  
S/O: Govindaraj  
18/27  
CHINNA THAMBI STREET  
TRIPPLICANE  
Triplicane  
Triplicane, Chennai  
Tamil Nadu - 600005  
9791086477

22/08/2013



KL360653949FT

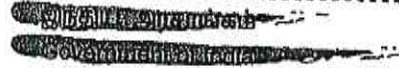
38065394



உங்கள் ஆதார் எண் / Your Aadhaar No.

**6530 6495 4934**

ஆதார் - சாதாரண மனிதனின் அதிகாரம்



சீர் செல்வராஜ்  
G Selvaraj

பிறந்த நாள்/DOB: 14/02/1973  
ஆண்பால் / Male

6530 6495 4934



ஆதார் - சாதாரண மனிதனின் அதிகாரம்

Document No. ....135... of 200 of Book  
.....4.... contains ..18... Sheets 18.. Sheet  
Registering Officer



*(Handwritten signature)*



**பதிவுத்துறை**  
**இரசீது - ஆவணப்பதிவு**

இரசீது எண் : 5007/2020

ஆவண எண் : R/ Mylapore/ BOOK-4/ 135 / 2020

திரு சீனிவாசன் அவர்களிடமிருந்து ₹ 1,390 (ரூபாய் ஆயிரத்து முந்நூற்று தொண்ணூறு மட்டும்) இணைய வழி: REG202011175295754 ₹ 1000, குறு பணப்பரிவர்த்தனை இயந்திரம்: 002902300610 ₹ 390] கீழ்க்கண்ட விவரப்படி பெற்றுக் கொள்ளப்பட்டது.

வ.எண்	விவரம்	தொகை (₹)
1	முத்திரைத்தீர்வை (முத்திரைச் சட்டம் பிரிவு 41ன் படி)	700
2	பதிவுக் கட்டணம்	400
3	கணினிக் கட்டணம்	190
4	குறுந்தகடுக் கட்டணம்	100
	செலுத்தப்பட்ட மொத்தத் தொகை	1,390

**குறிப்பு:** இந்த அசல் ஆவணம் உடனடியாக பக்க சான்று இடப்பட்டு ஒளி வருடல் செய்யப்பட்டு திரும்ப வழங்கப்படும். ஆகவே அசல் ஆவணத்தைத் திரும்பப் பெற தகுதி பெற்ற திரு / திருமதி / செல்வி திரு சீனிவாசன் இது தொடர்பாக குறுஞ்செய்தி பெற்றவுடன் அசல் ரசீதை அளித்து அசல் ஆவணத்தை திரும்ப பெற்றுக்கொள்ளலாம். இதில் ஏதேனும் இடர்பாடுகள் இருப்பின் கட்டணமில்லா தொலைபேசி எண் 1800-102-5174 - ஐ தொடர்பு கொள்ளவும்.

மைலாப்பூர் அலுவலகம்

நாள்: 18/11/2020

பதிவு அலுவலர் - கையொப்பம்

உருவாக்கப்பட்ட ஆவண/ வரைவு ஆவணச் சுருக்க விவரங்கள்

பயனர் பெயர்	முழுப் பெயர்	கைப்பேசி எண்	உருவாக்கப்பட்ட நாள்
Just4usurana (குடிமக்கள்)	Sanjay Mehta	8939290735	17-11-20 05:02:05 PM

1. அசல் ஆவணத்தைத் திரும்பப் பெறும்போது உரிய நபரின் விரல் ரேகை பெறப்படுகிறதா என உறுதிசெய்து கொள்ளவும்.

2. ஆவணதாரர்கள் தங்களின் சரியான கைப்பேசி எண்ணைப் பதிவுக்கு தாக்கலாகும் ஆவணத்தில் தெரிவித்தால் ஆவணம்/சொத்தின் நிலை குறித்த குறுஞ்செய்தியை பெறலாம்.

3. ஆவணத்தை குறித்த காலத்தில் திரும்பப் பெற்றுக்கொள்ளத் தவறும் பட்சத்தில் பாதுகாப்பு கட்டணம் வசூலிக்கப்படும்.

4. கிராமப்புறச் சொத்துக்களைப் பொறுத்து பட்டா மாற்றம் தேவைப்படும் ஆவணங்களுக்கு பட்டா மாற்றம் செய்யக் கோரும் படிவம் இவ்வலுவலகத்தில் இருந்து இணையதளம் வழியாகவே வருவாய்த்துறைக்கு அனுப்பப்பட்டுள்ளது. அதன் ஒப்புக்கைச் சீட்டை தங்களின் அசல் ஆவணத்தைத் திரும்பப் பெறும்போது கேட்டுப் பெற்றுக்கொள்ளவும்.

<https://nrcqinet.gov.in> என்ற இணைய தளம் மூலம் வழங்கப்படும் சேவைகள்

• கட்டணமின்றி வில்லங்க விவரம் தரவிறக்கம் செய்யும் வசதி

• சார் பதிவாளர் அலுவலகம் நேரில் வராமல் இணையதளம் மூலம் சான்றிட்ட நகல்கள், வில்லங்க சான்று விபரங்கள்