



AHCL/ SE/ 25 /2020-21

September, 1 2020

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 Third (83RD) Annual General Meeting of the Company

The Eighty Third (83rd) Annual General Meeting ('AGM') of the Company is scheduled to be held on **Wednesday, 23rd September 2020 at 10.30 A.M** (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Notice of AGM dated 13/08/2020, 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**

Sd/-
(M Srinivasan)
Company Secretary & Compliance Officer
Mobile Number: 9500009849

Amrutanjan Health Care Limited

103, (Old No. 42-45), Luz Church Road,
Mylapore, Chennai - 600 004
Tamil Nadu, India.
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CIN - L24231TN1936PLC000017



NOTICE TO MEMBERS

NOTICE is hereby given that the Eighty Third (83rd) Annual General Meeting ("AGM") of the members of Amrutanjan Health Care Limited will be held on Wednesday, September 23, 2020 at 10.30 A.M. 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, 2020, together with the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. 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(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) and other applicable provisions, if any, 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) (Amendment) Regulations, 2018, 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."

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Dr. S Vydeeswaran (DIN: 06953739) to continue his office as a Non-executive Independent Director of the Company until the expiry of his current term notwithstanding that he is going to attain the age of 75 years during 2021".

4. 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 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 87 of the Articles of Association of the Company, a sum not exceeding 1% per annum of the net profits of the Company be paid and distributed amongst the Non-executive Directors including Independent Directors of the Company or some or any of them as commission in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, in addition to sitting fees paid for attending the meeting of the Board or Committees thereof, and that such payments shall be made out of the profits of the company for each year for a period of five years commencing from 1st April 2020 to 31st March 2025"

"RESOLVED FURTHER THAT the Chairman and Managing Director of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolutions as SPECIAL RESOLUTIONS:

(a) To approve the "Amrutanjan Health Care Limited Employees Stock Option Scheme 2020";

"RESOLVED THAT pursuant to the provisions of Section 62 read with Rule 12 of Chapter IV 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, (the "SEBI SBEB Regulations"), as amended from time to time, 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 introduce and implement the 'Amrutanjan Health Care Limited Employees Stock Option Scheme 2020' (the "Scheme 2020"), the salient features of which are furnished in the explanatory statement to the Notice and the same be implemented through a Trust to be set up for this purpose.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are in permanent employment of the Company, whether working in India or outside India, (selected on the basis of criteria decided by the Board or Nomination, Remuneration and Compensation Committee thereof) under the Scheme 2020, such number of stock options (comprising of options and/ or restricted stock units, as the case may be) (the "Stock Options") exercisable into not more than 2,92,306 equity shares of Re. 1/- each (the "Equity Shares") being 1.00% of the paid-up equity share capital of the Company as on 31st March, 2020 (or such other number adjusted in terms of Scheme 2020 as per applicable law), at such price, in one or more tranches and on such terms and conditions as may be

NOTICE TO MEMBERS (Contd.)

fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of law as may be prevailing at that time.

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, as applicable from time to time, 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 in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Scheme 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Scheme 2020 and determine the detailed terms and conditions of the aforementioned Scheme 2020 including but not limited to the quantum of the Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme 2020 and as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2020 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme 2020, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2020 from time to time in conformity with the provisions of the Companies Act, 2013 (including any rules or regulations made thereunder), the SEBI SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion, deems necessary including authorising or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme 2020, as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the stock exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

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."

(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:



NOTICE TO MEMBERS (Contd.)

- (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
- (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 reorganisation 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

- (c) To approve extension of benefit of "Amrutanjan Health Care Limited Employees Stock Option Scheme 2020";

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)(c) of SEBI (Share based Employee Benefit) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from appropriate regulatory authorities/institutions or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this Resolution), to extend the benefits of "Amrutanjan Health Care Employees Stock Option Scheme 2020", proposed in the Resolution under item no. 5(a) of this Notice to or for the benefit of such future permanent employees of the Company direct and/or indirect subsidiaries, whether in India or abroad and whether such employees are shareholders of the Company or not, as may be allowed, from time to time, under prevailing laws, rules & regulations and/or amendments thereto from time to time, on such terms and conditions and in such tranches as may be decided by the Board in accordance with SEBI (Share Based Employee Benefit) Regulations, 2014".

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 Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,25,000/- (Rupees One Lakh twenty five thousand only) plus applicable taxes payable to Mr. G Thangaraj (Reg.No.100464), Cost Accountant, who was 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, 2021, be and is hereby approved."

Place : Chennai

Date : August 13, 2020

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. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs ("MCA") Circular No. 20/2020 dated 5th May, 2020 read with Circular 14/2020 dated 8th April, 2020, Circular 17/2020 dated 13th April, 2020 ("MCA Circulars") and Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020, physical presence of the Members at common venue is dispensed with and hence the Annual General Meeting (AGM) 2020 is being conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company. The route map accompanying notice is not provided since the meeting is happening thru virtual means.
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, will not be available for the AGM 2020 and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
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 the members on first come first serve 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.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to the Special Businesses to be transacted at the meeting is annexed hereto.
6. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect to Director seeking re-appointment at the AGM is furnished in the Annexure to this Notice. The Director has furnished the requisite consent / declaration for his re-appointment.
7. The Register of Members and the share transfer books will remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020 (both days inclusive). Transfer requests received during book closure, if any, will be considered only after reopening of the Register of Members.
8. 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 physical transfer of shares shall be permitted with effect from April 01, 2019. Hence, members who have not yet dematerialized their physical share-holdings in the company are advised to avail the facility of dematerialization of equity shares of the company.
9. 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.
10. 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.
11. 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 Fund only after following the prescribed procedure. Accordingly, during the Financial Year 2019-20, the Company has transferred the unclaimed dividend pertaining to the financial year 2011-12 (Interim & Final) amounting to Rs. 3,01,790 and Rs. 7,24,020 respectively to IEPF. Members who have not yet encashed their dividend warrants/payment instrument(s) so far pertaining to dividends declared for the financial year 2012-13 (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 amounts each year on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form.
12. Members may please note that in the event of transfer of unclaimed shares and the unclaimed dividends to IEPF, members are 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 sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF-5 for verification of claim.
13. 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.
14. 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.



NOTICE TO MEMBERS (Contd.)

15. In line with the MCA Circulars and SEBI Circular dated 12th May 2020, the Notice calling the AGM and Annual Report 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2019-20 will also be made available on the Company's website at www.amrutanjan.com, websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com. For any communication, the shareholders may also send requests to the Company's investore-mailid: shares@amrutanjan.com
16. Members desirous of seeking information about the accounts and/or operations of the Company are requested to email the Company atleast five (5) days before the date of Annual General Meeting to enable the Company to keep the information ready at the meeting.
17. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 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.
18. Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be made to mail id shares@amrutanjan.com on or before 18th September 2020 (5.00 PM). Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM
19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.

20. VOTING THROUGH ELECTRONIC MEANS

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 83rd AGM by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

Procedures for voting electronically by shareholders are as under:

- I. The e-voting period begins on Sunday, September 20, 2020 (9.00 a.m IST) and ends on Tuesday, September 22, 2020 (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 Wednesday, September 16, 2020 may cast their votes electronically.
- II. 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 September 16, 2020 (Wednesday).
- III. Mr. P Sriram of M/s. P Sriram & 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.
- IV. 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
- V. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- VI. 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 id and password by sending a request to evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders.
- (iii) 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. Members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the image verification as displayed and click on Login.
- (v) If you are holding shares in the demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

NOTICE TO MEMBERS (Contd.)

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field (Sequence number has been provided as Serial Number (SL No) in the Address Label. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non-Individual Shareholders & Custodians:

- 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 as Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



NOTICE TO MEMBERS (Contd.)

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
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 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to company email id shares@amrutanjan.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to shares@amrutanjan.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders for e-voting during AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

BY ORDER OF THE BOARD
For Amrutanjan Health Care Limited

Place : Chennai
Date : August 13, 2020

M Srinivasan
Company Secretary & Compliance Officer

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

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 no's 2 to 6 of the accompanying notice.

Item No.2 - 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 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 on the products of the Company.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 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.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, 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), Nomination and Remuneration Committee has discussed the proposal and recommended the re-appointment of Dr. Pasumarthi S N Murthi as Non- Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

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 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.2.

The Board recommends passing the resolution set out in Item No. 2 of this Notice as special resolution.

Item No 3 – Continuation of office of Dr. S. Vydeeswaran as Non-Executive Independent Director

Dr S Vydeeswaran (DIN:06953739), Independent Director was re-appointed on September 21, 2017 in terms of Companies Act, 2013 for a period of five (5) years which concludes at the Eighty Fifth (85th) Annual General Meeting.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 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.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, Nomination and Remuneration Committee has discussed the proposal and recommended his continuation of office as an Independent Director for the remaining period of his term notwithstanding that he is attaining the age of 75 by the year 2021.

Dr. S. Vydeeswaran is a Master of Science and a Doctorate possessing appropriate skills, excellent experience and knowledge, inter alia, in the field of synthetic organic chemistry and pharmaceutical formulations of both allopathic and ayurvedic products. He has served in Chemical, Pharmaceutical Companies in production, research and quality control under various capacities including research officer and production manager

The Board after considering the skill, knowledge, immense experience, expertise in his respective field, 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 for approval of shareholders by way of special resolution.

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

The Board recommends passing the resolution set out in Item No. 3 of this Notice as special resolution.

Item No: 4 Payment of Commission to Non-executive Directors

Taking into consideration the current competitive business environment and corporate governance norms which require enhanced levels of decision making thereby making the responsibilities of the Directors more onerous, it is proposed to continue to remunerate the Director(s) of the Company who are neither in the whole time employment nor managing director with such commission upto a ceiling of 1% of the net profits of the Company for every year, as computed in the manner referred to in Sections 197, 198, of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 5 years commencing from 1st April, 2020 to 31st March, 2025.



NOTICE TO MEMBERS (Contd.)

The Board of Directors shall, on the recommendation of Nomination and Remuneration Committee, determine each year the specific amount to be paid as commission to the Non- Executive Directors including Independent Directors which shall not exceed 1% of the net profits of the Company for that year as computed in the manner as stated above.

The Board of Directors accordingly recommends the ordinary resolution set out in Item No .4 of the accompanying Notice for the approval of members.

All non-executive directors including independent directors are deemed to be interested in the resolution.

Item Nos. 5 (a) and 5(c)

5 (a) Approval and adoption of Amrutanjan Health Care Limited Employees Stock Option Scheme 2020 (the "Scheme 2020")

Stock options in the hands of the employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its shareholders, providing an opportunity to the employees to share the growth potential of the Company and to create wealth in the hands of the employees.

Accordingly, the Company intends to reward, attract, motivate and retain employees of the Company, for their high level of individual performance and for their efforts to improve the financial performance of the Company. The eligible employees shall be granted employee stock options in the form of options ("Options") which will be exercisable into equity shares of Re. 1/- each of the Company (the "Equity Shares") upon such terms and conditions applicable to the Options, as the case may be. Towards this end, the Company has proposed to adopt the 'Amrutanjan Health Care Limited Employee Stock Option Scheme 2020' (the "Scheme 2020"). The Board of Directors of the Company through a resolution dated 13th August, 2020, has approved the broad framework of the Scheme 2020.

The Members are informed that the Company intends to offer not more than 2,92,306 Equity Shares under the Scheme 2020 by way of grant of Options. The Scheme 2020 will be administered by the Nomination, Remuneration and Compensation Committee of the Board constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 through a trust, viz. the Amrutanjan Health Care Limited ESOP Trust to be setup for this purpose.

To promote the culture of employee ownership, approval of Members is being sought for grant of Stock Options to eligible employees of the Company.

The Scheme 2020 is being formulated in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). Relevant details with respect to the aforementioned Scheme 2020 are as follows:

(i) Brief description of the Scheme

The Scheme shall be called as the "Amrutanjan Health Care Limited Employees Stock Option Scheme 2020" which shall be extended to the present and/or future permanent Employees of the Company and its future subsidiaries, in accordance with the applicable laws.

The eligible employees shall be granted Options by the Compensation Committee as defined above to be settled in the form of ESOP and upon exercise, the Employees will get shares of the Company after fulfilling the vesting conditions, if any, prescribed by the Board or the Compensation Committee.

The Scheme will be implemented via Trust Route which will acquire Equity Shares of the Company through secondary market for the purpose of extending the benefits of the Scheme to the Employees.

(ii) Total number of Options to be granted

The total number of Stock Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 2,92,306 equity shares of Re.1/- each (the "Equity Shares") being 1.00% of the paid-up equity share capital of the Company. Upon exercise, each Stock Option entitles the relevant grantee one Equity Share.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of 2,92,306 equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2020 or under a new scheme, subject to compliance with applicable laws.

(iii) Identification of classes of employees entitled to participate in the Scheme 2020

Persons who are permanent employees of the Company or its future subsidiaries, working in or out of India, will be entitled to participate in the Scheme 2020, subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations and as may be decided by the Board or the Nomination, Remuneration and Compensation Committee, from time to time. The following category of employees/directors shall not be eligible to participate in the Scheme 2020:

NOTICE TO MEMBERS (Contd.)

- (a) a promoter or a person belonging to the promoter group;
- (b) an independent director;
- (c) a director who either by himself/ herself or through his/ her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

(iv) Requirements of vesting and period of vesting

The Board or the Nomination, Remuneration and Compensation Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options: The Options would vest not earlier than one year or such other period more than one year as may be determined by the Nomination, Remuneration and Compensation Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination Remuneration and Compensation Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2020 shall vest in one or more tranches.

(v) Exercise price or pricing formula

Exercise price for Options: The Equity Shares to be transferred pursuant to the exercise of the Options would be transferred at the market price of the Equity Shares or at such other price as may be decided by the Board or the Nomination, Remuneration and Compensation Committee from time to time in compliance with the SEBI SBEB Regulations. Provided that the exercise price per option shall not be less than the face value of the equity share of the Company.

Suitable discount may be provided on the price as arrived above, as deemed fit by the Compensation Committee at its sole and absolute discretion for the finalisation of the Exercise Price.

(vi) Appraisal process for determining the eligibility of the Employees to Scheme 2020:

The appraisal process for determining the eligibility of the Employees will be decided by the Compensation Committee from time to time. The Employees would be granted Options under the Scheme 2020 based on various parameters including but not limited to:

- i. Loyalty or Past tenure of employment in the company;
- ii. Criticality of the Position held;
- iii. Designation;
- iv. The present and potential contribution of the Employee to the success of the Company;
- v. High market value/difficulty in replacing the Employee;
- vi. High risk of losing the Employee to competition;
- vii. Value addition by the new entrant, if any.

(vii) Exercise period or process of exercise

All eligible Options vested shall be respectively exercised within the two Exercise Windows of 30 days each following the vesting date as given in the Grant letter, failing which the options shall be forfeited.

The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the Nomination, Remuneration and Compensation Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

(viii) Disclosure and accounting policies

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities from time to time.

(ix) Maximum number of Stock Options to be issued per employee and in aggregate

The Compensation Committee may from time to time Grant Options to the Employee. The aggregate number of Options that may be granted under this Plan shall be decided by the Compensation Committee, subject to ceiling as approved by the shareholders. The aggregate number of shares acquired from secondary market underlying an Option that may be granted under the Plan shall not exceed 2% of the paid up share capital of the Company in any one financial year. Further, such overall aggregate number of shares acquired from secondary market underlying an Option that may be granted shall not exceed 5% of the paid up share capital of the Company.



NOTICE TO MEMBERS (Contd.)

The Compensation Committee may initially propose an overall ceiling limit for acquisitions of shares from secondary market upto 1.00% of the paid up capital of the Company for grant of options under this plan.

(x) Implementation and Administration

The Scheme shall be administered by the Nomination, Remuneration and Compensation Committee through a Trust. Further, secondary acquisition of the Equity Shares from the stock exchanges, for the purposes of implementing the Scheme 2020 would only be undertaken by the Trust. The Company believes that the implementation of the Scheme 2020 through secondary market acquisition is in the best interest of the Company and its shareholders and it will not create any dilution in their shareholding besides being easier and efficient in implementation. The Trust shall be authorised to acquire Equity Shares of the Company from the secondary market. The Company proposes to provide financial assistance to the Trust for this purpose, in accordance with applicable laws.

(xi) Whether the Scheme 2020 involves new issue of Equity Shares by the Company or secondary acquisition or both

The Scheme 2020 will only involve secondary acquisition of Equity Shares by the Trust through the recognised stock exchanges. The secondary acquisition of Equity Shares will be undertaken in compliance with the SEBI SBEB Regulations and other applicable laws.

(xii) The amount of financial assistance / provision of money to be provided for the implementation of the Scheme 2020 by the Company to the trust, its tenure, utilisation, repayment terms

The Company shall make financial assistance /provision of money, from time to time, for an amount upto Rs. 14.28 Crores to fund the acquisition of Equity Shares by the Trust from the stock exchanges through secondary acquisition, in terms of the Scheme 2020. Further financial assistance / provision of money, if any, to be provided to the Trust by the Company in pursuance of the Scheme 2020, on account of increase in the price of the Equity Shares, will be extended in accordance with applicable laws. The Exercise price received from the employees upon exercise of Stock Options and accrued dividend shall be used for the purposes of repayment to the Company with interest, if any.

(xiii) Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the Trust for the purposes of the Scheme 2020

The total number of Stock Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 2,92,306 equity shares of Re.1/- each (the "Equity Shares") being 1.00% of the paid-up equity share capital of the Company.

In terms of the Scheme 2020 and in accordance with SEBI SBEB Regulations, the Trust that set up for the implementation of the Scheme 2020 may acquire Equity Shares through secondary acquisition such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year. As at 31st March, 2020, 2% of the paid-up equity share capital of the Company comprised 5,84,613 Equity Shares. Further, in terms of the SEBI SBEB Regulations, the total Equity Shares to be held by the Trust shall not exceed 5% of the paid-up equity share capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained. As at 31st March, 2020, 5% of the paid-up equity share capital of the Company comprised 14,61,532 Equity Shares.

(xiv) Method of Stock Options' valuation

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted or such valuation method as may be prescribed from time to time in accordance with applicable laws. In the event the Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognised if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share of the Company shall also be disclosed in the Directors' Report.

(xv) Transferability of Stock Options

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees, as prescribed.

(xvi) Other Terms

The Board or Nomination, Remuneration and Compensation Committee shall have the absolute authority to vary or modify the terms of the Scheme 2020 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2020.

NOTICE TO MEMBERS (Contd.)

Item 5 (c) – Extension of benefit to future employees of Subsidiaries:

Regulation 6 (3 (c) of SEBI (Share Based Employee Benefit) Regulations, 2014 requires that a separate Special Resolution is to be passed by the members for approving the extension of ESOP benefits to employees of subsidiary companies. Although, the Company has no subsidiaries currently, the resolution proposed as item 5^c will enable the Board to consider and approve extending the benefit of 'Amrutanjan Health Care Limited Employees Employee Stock Option Scheme 2020' to the permanent employees of the direct or indirect subsidiaries of the Company that may come into existence in future.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the resolutions, except to the extent of the Equity Shares that may be offered to them under the Scheme 2020.

The Board recommends Resolutions Nos. 5 (a) & 5(c) for approval of the Members of the Company.

Item No. 5 (b)

To approve (i) the use of the trust route for the implementation of the Amrutanjan Health Care Limited Employee 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:

As indicated in the explanatory statement pertaining to Item No. 5 (a), the Board of Directors of the Company through a resolution dated 13th August, 2020, approved the broad framework of the Amrutanjan Health Care Limited Employees Stock Option Scheme 2020 (the "Scheme 2020"). Further, the Scheme 2020 shall be administered by the Nomination, Remuneration and Compensation Committee through a Trust. Further, in terms of the Scheme 2020 and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (the "SEBI SBEB Regulations"), the trust may acquire Equity Shares through secondary acquisition such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year. As at 31st March, 2020, 2% of the paid-up equity share capital of the Company comprised 5,84,613 Equity Shares. Further, in terms of the SEBI SBEB Regulations, the total Equity Shares to be held by the trust shall not exceed 5% of the paid-up equity share capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained. As at 31st March, 2020, 5% of the paid-up equity share capital of the Company comprised 14,61,532 Equity Shares.

In accordance with the SEBI SBEB Regulations, a separate resolution is required to be passed as a special resolution by Members of the Company, if the implementation of the Scheme 2020 involves setting up of a Trust, secondary acquisition of Equity Shares and provision of money whether by way of a financial assistance or otherwise. Therefore, a separate resolution is proposed for secondary acquisition of Equity Shares for the implementation of the Scheme 2020 through a Trust to be set up for this purpose, and providing financial assistance / provision of money for such acquisition in accordance with applicable laws.

Upon approval of the Members and after complying with the procedural and statutory formalities, the Trust is empowered to acquire in one or more tranches, upto 2,92,306 Equity Shares of the Company from the secondary market through the stock exchanges, representing 1% of the paid-up equity share capital of the Company for the implementation of the Scheme 2020.

The Company proposes to provide financial assistance / provision of money to the Trust up to Rs. 14.28 crores. The financial assistance / provision of money will be utilised for implementation of the Scheme 2020. As and when the exercise price is recovered from the employees, from time to time, upon exercise of options, the Trust shall repay the money to the Company as per the agreed terms.

The relevant disclosures, as required under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a. The class of employees for whose benefit the Scheme is being implemented and money is being provided for subscription to shares

Following classes of Employees are entitled to participate in the Amrutanjan Health Care Limited Employee Stock Option Scheme 2020:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding Company of the Company

but does not include-

- an employee who is a promoter or a person belonging to the promoter group; or
- a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;



NOTICE TO MEMBERS (Contd.)

b. The particulars of trustee in whose favour such shares are to be registered

(1) Surana and Surana International Attorneys

c. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors and key managerial personnel

Name of the Trust: Amrutanjan Health Care Limited ESOP Trust

Address of the Trust: No. 103, (Old 42-45), Luz Church Road, Mylapore, Chennai 600 004.

Sr. No.	Name of the Trustee	Address of the Trustee
1	Surana and Surana International Attorneys	61-63, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004

The above Trustee firm is not related to Promoters, Directors and Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustee firm may be changed at any time. In accordance with the SEBI (SBE) Regulations, the Trustee firm does not hold 10% or more beneficial interest in the Company.

d. Any interest of the key managerial personnel, directors or promoters in such Scheme or Trust and effect thereof

The Promoters and Promoter Group and the Trust are not interested in the Scheme 2020. Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares as may be offered to them under the Scheme.

e. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme – 2020

- The Employees can exercise options granted to them to get the equivalent number of shares subject to fulfilment vesting conditions, if any;
- Employees motivation level increases which is likely to contribute to the growth and profitability of the Company;
- Employees are expected to remain associated with the Company for a longer duration to get full benefit of the Scheme;
- New human talent can be attracted in the company;
- Employees with the long term interests will be aligned with the sustained growth and creation of the Shareholders' value of the Company;
- It creates a sense of ownership and participation amongst the Employees to share the value they created for the company in the years to come.

f. Details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme 2020 would be exercised

Till the date the shares are not transferred to the beneficiary employees, the Trust would be considered as the Registered Shareholder of the company.

The SEBI SBE) Regulations provides that the Trustees of the Trust, which is governed under the SEBI SBE) Regulations, shall not vote in respect of the shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights. In line with the requirements of the SEBI SBE) Regulations, the Trustees shall not exercise voting rights in respect of the Equity Shares held by the Trust pursuant to the Scheme 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the resolution and in appointment of Trustees, except to the extent of the Equity Shares that may be offered to them under the Scheme 2020.

The Board recommends Resolution No. 5(b) for approval of the Members of the Company.

Regulation 6(3) of the SEBI SBE) Regulations requires that the secondary market acquisition by the ESOP Trust should be approved by the members by way of a Special Resolution. Accordingly, the resolution set out as Item Nos. 5(b) is being placed for the approval of the Members pursuant to the provisions of Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015, Regulation 6(3) of the SEBI SBE) Regulations and all other applicable provisions of law for the time being in force.

NOTICE TO MEMBERS (Contd.)

ItemNo.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 approved by the members of the Company. The Board of Directors of the Company, at its meeting held on August 13 2020, had considered and approved the appointment of Mr. G Thangaraj, Cost Accountant (Registration No: 100464) as the Cost Auditor of the Company for the financial year 2020-21 at a remuneration of Rs. 125,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes.

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

BY ORDER OF THE BOARD
For Amrutanjan Health Care Limited

M Srinivasan
Company Secretary & Compliance Officer

Place : Chennai
Date : August 13, 2020

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



NOTICE TO MEMBERS (Contd.)

Information about director seeking re-appointment / continuance 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	11th August, 1934; 85 years
Date of Original Appointment	5th August, 1989
Educational Qualifications	B.Sc., MBBS, FRCS (Edin UK) FIMSA
Expertise in Specific Functional Area	Retd. Consultant Surgeon with wide experience in the field of Medicine. He is the only Medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues relating to the products of the Company;
Terms and conditions of appointment	Appointment is subject to retirement by rotation
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 other Companies in which Directorships held	Nil
Chairmanship/ Membership of Committees of Board of Directors of other Companies	Nil
Number of meetings of the Board attended during the year	Four (4)
Shareholding	25,44,530 equity shares
Relationship with other Directors/ Manager/ KMP	Not related to any other Director of Amrutanjan Health Care Limited

Name of the Director & DIN	Dr. S. Vydeeswaran (DIN 06953739)
Date of Birth & Age	8 September, 1946, 74 years
Date of Original Appointment	22 September, 2014
Educational Qualifications	M.Sc, P.h.D in Organic Chemistry, FICS
Expertise in Specific Functional Area	Synthetic Organic Chemistry and Pharmaceutical formulations
Terms and conditions of appointment	For detailed terms and conditions, please refer website www.amrutanjan.com
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 other Companies in which Directorships held	Nil
Chairmanship/ Membership of Committees of Board of Directors of other Companies	Nil
Number of meetings of the Board attended during the year	Four (4)
Shareholding	Nil
Relationship with other Directors/ Manager/ KMP	Not related to any other Director of Amrutanjan Health Care Limited