

AHCL/ SE/ 18 /2023-24

Date: June 30, 2023

To,
Listing Department,
The National Stock Exchange of India Ltd.,
"Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
NSE Symbol: AMRUTANJAN,

The Corporate Relation Department,
BSE Ltd.,
Phiroz Jeejeebhoy Towers,
Dalal Street
Mumbai-400 001
BSE Scrip Code: 590006

Dear Sir / Madam,

Sub: Board Resolution for Buyback of Equity Shares

Ref: Regulation 5(vii) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

Dear Sir/Ma'am,

The board of directors of the Company have approved the Buyback by passing a resolution on **Friday, June 30, 2023**. Kindly refer to our letter no. **AHCL/ SE/ 16 /2023-24** dated **June 30, 2023** intimating the outcome of the board meeting.

Please find enclosed copy of the board resolution passed by the board members pursuant to Regulation 5(vii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

We request you to take the above information on record.

Thanking You,
Yours Faithfully,

For Amrutanjan Health Care Limited

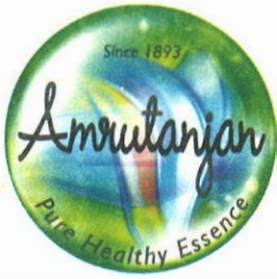
M. SRINIVASAN
Company Secretary & Compliance Officer

Encl.: As above

Amrutanjan Health Care Limited

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CIN - L24231TN1936PLC000017



Certified True Copy of the Resolution passed in the meeting of the Board of Directors held on Friday, the 30th June, 2023 at 8.00 A.M. (IST) through video conferencing

(i) Buyback of Equity Shares:

“RESOLVED THAT pursuant to Article 61 of the Articles of Association of the Amrutanjan Health Care Limited (“Company”) and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, (hereinafter referred to as the “Share Capital Rules”), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “Management Rules”) and other relevant rules made thereunder, as amended from time to time, and in compliance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Chennai (the “RoC”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and/ or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the “Appropriate Authorities”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, by the Board of Directors of the Company (“Board”), which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution, the Board hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of ₹ 1/- (Rupee One only) each (“Equity Shares”), up to and not exceeding 3,20,000 Equity Shares (representing up to 1.10% of the total number of Equity Shares in the total paid-up equity capital of the Company at a price of ₹900/- (Rupees Nine Hundred only) /- per Equity Share” Buyback Price’) payable in cash for an aggregate amount up to and not exceeding ₹ 28,80,00,000 (Rupees Twenty Eight Crores Eighty lakhs only) (“Buyback Size”), which represents 9.80% of the aggregate of the Company’s paid-up capital and free reserves as per the latest standalone audited financial statements of the Company as on March 31, 2023 respectively being within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on standalone financial statements of the Company as on March 31, 2023, as per the provisions of the Companies Act and SEBI Buyback Regulations) from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “Promoters”), as on a record date i.e. Thursday, 13th July, 2023 (“Record Date”), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “Buyback”)

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for fixing Thursday, 13th July, 2023, as the Record Date for ascertaining the eligibility of the Shareholders to participate in the Buyback of equity shares of the Company

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and goods and service tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("**Transaction Cost**")

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall buyback Equity Shares from the existing shareholders including promoters and persons in control who holds equity shares of the Company as on Record Date ("**Eligible Shareholders**"), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**"), at the Record Date, whichever is higher, shall be reserved for the small shareholders in accordance the SEBI Buyback Regulations.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buyback including promoters, persons in control of the Company who hold Equity Shares of the Company except any shareholders who may be specifically prohibited under the Buyback Regulations or other applicable law.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" in accordance with Chapter 4 of the Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated February 16, 2023 with reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI ("**SEBI Master Circular**") and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable and the Company shall approach Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT, the proposed Buyback be implemented from the existing shareholders including the promoter(s) of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the SEBI Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**"), from out of its free reserves and/or surplus and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buyback Regulations, the draft of the declaration of solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and is hereby approved and that **Mr. S. Sambhu Prasad (Chairman & Managing Director)** and **Mr. S. Muralidharan (Non-executive Independent)** be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the RoC and the SEBI and/or other concerned authorities, as may be necessary, in accordance with the applicable laws.

RESOLVED FURTHER THAT Company shall implement the Buyback out of its securities premium account, free reserves and/ or surplus and/or such other sources as may be permitted by law, and the Buyback shall be through tender offer in such manner as may be prescribed under the Companies Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders themselves.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company's current balances of cash and cash equivalents, investments, and/or internal accruals of the Company and not from any borrowed funds, whether secured or unsecured, of any form and nature, for paying the consideration to the shareholders who have tendered their shares in the Buyback, and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT, the Board hereby confirms that:

- i. all the equity shares for Buyback are fully paid-up;
- ii. the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options/outstanding instruments into Equity Shares from the date of the Board Meeting, till the date of payment of consideration to shareholders who have accepted the Buyback;
- iii. the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- iv. the Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
- v. the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- vi. the Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- vii. the Buyback Size i.e., **28,80,00,000/- (Rupees Twenty Eight Crores Eighty lakhs only)** does not exceed 10% of the aggregate of the fully paid-up Equity Share Capital and Free Reserves of the Company as per latest audited standalone financial statements of the Company as on March 31, 2023;
- viii. the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
- ix. the Company shall not withdraw the Buyback after the Public Announcement of the Buyback is made;

- x. the Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- xi. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- xii. , the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share Capital and Free Reserves after the Buyback, based on standalone financial statements of the Company as on March 31, 2023;
- xiii. , there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company;
- xiv. the Company shall not directly or indirectly facilitate the Buyback:
 - through any subsidiary company including its own subsidiary companies, if any; or
 - through any investment company or group of investment companies
- xv. the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) working days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- xvi. the consideration for the Buyback shall be paid only by way of cash;
- xvii. that the maximum number of shares proposed to be purchased under the Buyback shall not exceed 25% of the total number of fully paid-up Equity Shares in the paid-up Equity Share Capital of the Company as per the latest audited standalone balance sheet of the Company as on March 31, 2023;
- xviii. the Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected;
- xix. the Company shall not utilize any funds borrowed from banks and financial institutions in fulfilling its obligation under the Buyback;
- xx. the Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchanges as per Regulation 4(v) of SEBI Buyback Regulations;
- xxi. the promoters and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off market transactions (including inter-se transfer of Equity Shares among the promoters and members of the promoter group) from the date of this resolution till the closing of the Buyback offer;
- xxii. the statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis- statements or misleading information;
- xxiii. the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;

- xxiv. the Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;
- xxv. there are no borrowing from any banks or financial institutions, as on March 31, 2023, and hence the Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, requires the Company to obtain prior approval from the lenders of the company in case of a breach of any covenant with such lender(s) - not applicable.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I and in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- a. immediately following the date of this Board meeting i.e., June 30, 2023, there will be no grounds on which the Company can be found unable to pay its debts;
- b. as regards the Company's prospects for the year immediately following the date of Board Meeting, and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
- c. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

RESOLVED FURTHER THAT, the Buyback is being proposed in keeping with the Company's desire to (a) enhance the overall return to shareholders in the long run; and (b) enhance the long term value for shareholders .

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee (the "**Buyback Committee**") comprising:

Sr. No	Committee Members	Designation
1	S. Sambhu Prasad, CMD	Chairman
2	S. Muralidharan, Non-executive Independent Director	Member
3	M. Srinivasan, Company Secretary & Compliance Officer	Member & Secretary
4	N. Swaminathan, CFO	Member

RESOLVED FURTHER THAT, the Buyback Committee and each member of the Buyback Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to the following:

- i. finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the preparation of public announcement, letter of offer, dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;
- ii. make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Notice prior to its circulation, as it, in its absolute discretion deems fit;
- iii. negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;

- iv. earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- v. opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- vi. appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- vii. preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- viii. extinguishment of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- ix. decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- x. To verify offer/acceptances received, to finalize basis of acceptance, to pay to the members consideration for shares bought back pursuant to the Buyback;
- xi. To finalize basis of acceptance;
- xii. To pay to the shareholders consideration for shares bought back pursuant to the Buyback;
- xiii. To issue rejection letters, if any;
- xiv. To file 'Return of Buyback' with Registrar of Companies and other statutory authorities;
- xv. providing such confirmations and opinions as may be required in relation to the Buyback;
- xvi. creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- xvii. to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*" in accordance with Chapter 4 of the Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated February 16, 2023 with reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI ("**SEBI Master Circular**") and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments thereof;
- xviii. to sign the documents as may be necessary with regard to the Buyback and use of common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other

- undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- xix. making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
 - xx. settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
 - xxi. carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
 - xxii. obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;
 - xxiii. giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer as may be required by the relevant authorities;
 - xxiv. to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
 - xxv. delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

The Company Secretary shall act as the Secretary to the Buyback Committee.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members (including at least one director of the Company) and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

RESOLVED FURTHER THAT National Stock Exchange of India Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT M. Srinivasan, Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the Buyback, and Cameo Corporate Services Limited, Registrar to the Buyback be and is hereby designated as the investors service centre for compliance with the buy-back regulations and to redress the grievances of the investors, as required under regulation 24(iii) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated June 27, 2023, setting out the terms as mutually agreed between the Company and Saffron Capital Advisors Private Limited, and the appointment of Saffron Capital Advisors Private Limited as the manager to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and hereby ratified and approved.

RESOLVED FURTHER THAT in compliance with the SEBI Buyback Regulations, the following intermediaries and other third parties be and are hereby appointed for the Buyback at such remuneration as may be mutually agreed between the Company and the intermediary/third Party:

Sr. No	Entity	Purpose
1	Saffron Capital Advisors Private Limited	Manager to the Buyback
2	Choice Equity Broking Pvt Ltd	Buying Broker
3	Cameo Corporate Services Limited	Registrar to the Offer
4	National Stock Exchange of India Limited	Designated Stock Exchange
5	ICICI Bank Limited	Escrow Agent

RESOLVED FURTHER THAT, the Board hereby takes on record the auditor report dated June 30, 2023 issued by **B S R & Co. LLP, Chartered Accountants** the Statutory Auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations and placed before the Board for its noting.

RESOLVED FURTHER THAT an escrow account be opened with ICICI Bank Limited (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT Saffron Capital Advisors Private Limited is authorized to operate the Escrow Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations.

RESOLVED FURTHER THAT Mr. N. Swaminathan, in the name and on behalf of the Company and **Ms. Pooja Jain**, on behalf of Saffron Capital Advisors Private Limited (Manager to the Buyback), be and are severally authorised to execute/perform the acts, deeds, documents, letters and things, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

RESOLVED FURTHER THAT, no information/ material likely to have a bearing on the decision of the shareholders has been/ shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT, nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buy back any equity shares of the Company or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that M. Srinivasan, Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven working days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that M. Srinivasan, Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT M. Srinivasan, Company Secretary of the Company be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT Mr. S. Sambhu Prasad, CMD and Mr. M. Srinivasan, Company Secretary, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

//Certified True Copy//

For Amrutanjan Health Care Limited

M. Srinivasan
Company Secretary and Compliance officer