



AHCL/ SE/ 34 / 2018-19

August 23, 2018

The National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E) Mumbai 400 051	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 First (81st) Annual General Meeting

The **Eighty First (81st) Annual General Meeting (AGM)** of the Company is scheduled to be held on **Monday, September 17, 2018 at 10.30 A.M. (IST)** at the **Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No. 254), T.T.K. Road, Chennai 600 018.**

Notice of the AGM dated August 9, 2018, being sent to the shareholders of the Company, is enclosed herewith and the same is available on the website of the company at www.amrutanjan.com

We request you to take the above on record as compliance with Regulation 68(2) read with Part C of Schedule III of SEBI (LODR) Regulations, 2015 and disseminate to the stakeholders.

Thanking you,
Yours faithfully,

For **Amrutanjan Health Care Limited**


(M Srinivasan)

Company Secretary & Compliance Officer



Encl. as above

Amrutanjan Health Care Limited

103, (Old No. 42-45), Luz Church Road,
Mylapore, Chennai - 600 004
Tamil Nadu, India.
Tel : +91-44 - 2499 4465
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E-mail : customercare@amrutanjan.com
Web Site : www.amrutanjan.com
Toll Free No. : 1 - 800 - 425 - 4545
CIN - L24231TN1936PLC000017

NOTICE TO MEMBERS

NOTICE is hereby given that the Eighty First (81st) Annual General Meeting ("AGM") of Amrutanjan Health Care Limited will be held on Monday, September 17, 2018 at 10:30 A.M. (IST) at Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No.254), T.T.K. Road, Chennai 600 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividends of Rs. 2.20/- (Two Interim Dividends of Rs. 1.10/- each) per equity share of Rs. 2/- each already paid and to declare Final Dividend of Re. 0.85/- per Equity share of Re. 1/- each for the financial year 2017-18.

SPECIAL BUSINESS:

Special Resolution

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

"**RESOLVED THAT** pursuant to the provisions of 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) 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 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."

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. G Raghavan (DIN :00820000)**, Independent Director of the Company who holds office upto the conclusion of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company with effect from the conclusion of the Eighty First (81st) Annual General Meeting upto the conclusion of the Eighty Sixth (86th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **Mr. V Swaminathan (DIN:06953687)**, Independent Director of the Company who holds office upto the conclusion of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company with effect from the conclusion of the Eighty First (81st) Annual General Meeting upto the conclusion of the Eighty Sixth (86th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

6. **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. H B N Shetty (DIN 00015465)**, to continue his office as an Independent Director until the expiry of his current term notwithstanding that he has already attained the age of 75 years".



NOTICE TO MEMBERS - (Contd.)

Ordinary Resolution

7. 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 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, 2019 be and is hereby approved."

By Order of the Board
For **Amrutanjan Health Care Limited**

M Srinivasan
Company Secretary & Compliance Officer

Place: Chennai
Date: August 9, 2018

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No. 103, (42-45), Luz Church Road, Mylapore, Chennai 600 004

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

Email : shares@amrutanjan.com

Website : www.amrutanjan.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed, stamped and signed, not less than FORTY EIGHT (48) hours before commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc, must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total voting share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total voting share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
3. Corporate Members/FIs/Financial Institutions intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board resolution/such other documents authorizing their representatives to attend and vote at the AGM well in advance.
4. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
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) Regulations, 2015 (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their re-appointment
7. For the purpose of determining the eligibility for payment of annual dividend, the shareholders holding shares as on September 10, 2018 in dematerialised mode and the shareholders holding shares as on September 17, 2018 in physical mode will be considered. The Register of Members and the share transfer books will remain closed from **Tuesday, September 11, 2018 to Monday, September 17, 2018 (both days inclusive)**. Transfers received during book closure, if any, will be considered only after reopening of the Register of Members.

NOTICE TO MEMBERS - (Contd.)

8. Members are requested to note that the Company's Equity Shares are under compulsory demat mode of trading. 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/Registrar 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 the 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 process. Accordingly, during the Financial Year 2017-18, the Company has transferred the unclaimed dividends pertaining to the Financial Year 2009-10 (Final Dividend) amounting to Rs. 7,04,460/- and 2010-11 (Interim Dividend) amounting to Rs. 3,78,215/- to IEPF. Members who have not yet encashed their dividend warrants/ payment instrument(s) for the subsequent years are requested to make their claims to the Company's Corporate office or to the Company's Registrar and Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramaniam Building", No.1, Club House Road, Chennai 600 002 immediately. The Company has provided / hosted the required details of unclaimed dividend on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

The Company is required to transfer to IEPF Authority the shares in respect of which the dividend is not claimed for seven (7) consecutive years and such dividend/ shares can be claimed by respective members from IEPF authority by following the prescribed procedure.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the 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.
13. 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.
14. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays between 10.00 a.m. and 5.00 p.m. up to and including the date of the Annual General Meeting.
15. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven (7) days before the date of Annual General Meeting to enable the Company to keep the information ready at the meeting.
16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the RTA in the prescribed Form SH 13 for this purpose.
18. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
19. Members may also note that the Notice of the Eighty first (81st) AGM and the Annual Report for 2017-18 will be available on the Company's website www.amrutanjan.com and also on the website of the Stock Exchanges respectively, www.nseindia.com and www.bseindia.com. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company in Chennai for inspection during normal business hours on working days except Saturdays. Even after registering for e-communication, Members are entitled to receive such communication in physical form upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: shares@amrutanjan.com.
20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 17, 2018.

NOTICE TO MEMBERS - (Contd.)

21. 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 81st AGM by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

Procedures for shareholders voting electronically are as under:

- (i) The e-voting period begins on **Friday, September 14, 2018 (9.00 a.m. IST)** and ends on **Sunday, September 16, 2018 (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 a 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, **Monday, September 10, 2018** 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 10, 2018 (Monday).
- (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) Voting is provided to the members through E-voting and at the Annual General Meeting of the Company. A member can opt for only one mode of voting i.e either through e-voting or at the Annual General Meeting of the Company.
- (vi) If a Member casts votes by both modes, then voting done through E-voting shall prevail.

The results shall be declared not later than two (2) days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.amrutanjan.com and on the website of CDSL within forty eight (48) hours of AGM and communicated to the National Stock Exchange of India Limited where the shares of the Company are listed.

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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 resolutions 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.



NOTICE TO MEMBERS - (Contd.)

- 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.
- (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 .

By order of the board
For Amrutanjan Health Care Limited

M Srinivasan
Company Secretary & Compliance Officer

Place: Chennai
Date: August 9, 2018

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No.103,(42-45), 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 3 to 7 of the accompanying notice.

Item No. 3 - Re-appointment of Dr. Pasumarthi S N Murthi (DIN: 00051303)

Dr. Pasumarthi S N Murthi (DIN: 00051303), Non- Executive Director, joined the Board of the Company on August 5, 1989 and his current tenure is expiring on the conclusion of the ensuing AGM. Dr. Pasumarthi S N Murthi holds a Medicine degree and a Bachelor Degree in Science. He also holds Fellowship of the Royal College of Surgeons (FRCS- Edin U.K) and is a Fellow Member of International Medical Sciences Academy (FIMSA). Dr. Pasumarthi S N Murthi is a retired consultant surgeon with wide experience in the field of Medicine and is the only Medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues 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 discussed the matter 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 and their relatives is 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 - Re-appointment of Mr. G Raghavan (DIN :00820000)

Mr. G Raghavan (DIN: 00820000) joined the Board of the Company as an Independent Director on September 18, 2015. Mr. G. Raghavan is a MBA from IIM- Ahmedabad and holds a bachelor's degree in Agriculture from Tamil Nadu Agricultural University in Coimbatore. Other courses / programs that Mr.Raghavan has undergone are Executive Program from Darden (University of Virginia) Business School, Managing e-commerce by National University of Singapore and Berkeley, USA and a Professional Diploma in Digital Marketing from the Digital Marketing Institute, Ireland.

Mr. G. Raghavan has more than 30+ years of experience in many Indian and Global organizations like Voltas, Madras Cements, Carrier Corporation, Ingram Micro, NIIT and Bhartiya Urban. He has worked out of India, Singapore and the USA covering businesses worldwide. He has worked through various functions like Sales, Marketing, Product Development, Strategy, Operations, Human Resources and Business Development in his journey to general management & leadership roles.

Across various geographies, functions, organizations and team nationalities, Mr. G Raghavan's competencies can be summarized into the following key areas: Business Strategy, Business Development, Performance Management and Leadership Development.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the Director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience, sharing of industry trends, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of Directors carried out during his term as Independent Director, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. G Raghavan, as an Independent Director for a second term of five (5) years commencing from the conclusion of this AGM (81st) upto the conclusion of the Eighty Sixth (86th) AGM in 2023 and the Board in its meeting held on August 9, 2018, approved the re-appointment subject to the members' approval.

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

NOTICE TO MEMBERS - (Contd.)

Mr. G Raghavan has given a declaration under Section 149(6) & Schedule IV of the Act to the Company declaring his Independence. The terms and conditions of re- appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday upto the date of AGM.

The Board after considering the skill, knowledge, immense experience, active participation in the meetings and the fulfilment of the conditions specified in the Act and the Rules framed thereunder, recommends the re-appointment of Mr. G Raghavan as it would be of immense benefit for the Company and is desirable to continue to avail his services as an Independent Director of the Company.

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

The Board recommends passing the resolution set out in Item No. 4 of this Notice as special resolution.

Item No. 5 - Re-appointment of Mr. V Swaminathan (DIN : 06953687)

Mr. V Swaminathan (DIN: 06953687) joined the Board of the Company as an Independent Director on September 18, 2015. Mr. V. Swaminathan is a Commerce graduate from Madras University and also a Chartered cum Cost Accountant. He has over 28 years of post qualification experience in the field of Finance in various industries.

He began his career in the year 1990 in an infrastructure company and then held important positions in the MNCs viz ICI Chemicals Ltd, Kolkata and Clariant Chemicals Ltd.

Further, he had worked in the Construction and Automobile industry before taking up the current position of Director-Finance at Heidelberg India Pvt. Ltd, a market leader in the manufacture of sheet fed equipment and other allied products for the graphic arts Industry.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the Director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience, sharing of industry trends, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of Directors carried out during his term as Independent Director, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. V Swaminathan, as an Independent Director for a second term of five (5) years commencing from the conclusion of this AGM (81st) upto the conclusion of the Eighty Sixth (86th) AGM in 2023 and the Board in its meeting held on August 9, 2018, approved the re-appointment subject to the members' approval.

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

Mr. V Swaminathan has given a declaration under Section 149(6) & Schedule IV of the Act to the Company declaring his Independence. The terms and conditions of re- appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday upto the date of AGM.

The Board after considering the skill, knowledge, immense experience, active participation in the meetings and the fulfilment of the conditions specified in the Act and the Rules framed thereunder, recommends the re-appointment of Mr. V Swaminathan as it would be of immense benefit for the Company and is desirable to continue to avail his services as an Independent Director of the Company.

Except Mr. V Swaminathan, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out in Item no. 5.

The Board recommends passing the resolution set out in Item No. 5 of this Notice as special resolution.

Item No. 6 - Re-appointment of Dr. H B N Shetty (DIN: 00015465)

Dr. H B N Shetty (DIN: 00015465), 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.

NOTICE TO MEMBERS - (Contd.)

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, Nomination and Remuneration Committee discussed the matter and recommended his continuation of office as an Independent Director for the remaining period of his term.

Earlier he has served as a Collector in various places and was in charge of many Government departments viz., Labour and Industry and retired as Education Secretary in the Government of Tamil Nadu. After his retirement, he was appointed as Vice-Chairman, State Appellate Tribunal, Land Reforms with the rank of a High Court Judge.

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. H B N Shetty, 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 this resolution.

The Board recommends passing the resolution set out in Item No. 6 of this Notice as special resolution.

Item No. 7 - 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 Act, 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 9, 2018 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 2018-19 at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes.

Copies of relevant resolution of the Audit Committee and Board are available for inspection of the members on any working day of the Company except Saturdays between 9.00 a.m. and 5.00 p.m. at the registered office of the Company.

The Board of directors accordingly recommends the resolution set out in Item No.7 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 9, 2018

Registered Office:

Amrutanjan Health Care Limited

CIN: L24231TN1936PLC000017

No.103,(42-45), 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 directors seeking re-appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2)

Name of the Director & DIN	Dr. Pasumarthi S.N. Murthi (DIN 00051303)	Mr. G. Raghavan (DIN 00820000)	Mr. V. Swaminathan (DIN 06953687)	Dr.H B N Shetty (DIN 00015465)
Date of Birth & Age	11 th August, 1934; 84 years	1 st March, 1957; 61 years	14 th April 1965; 53 years	11 th April, 1932; 86 years
Date of Original Appointment	5 th August, 1989	15 th May, 2015	15 th May, 2015	31 st July, 2003
Educational Qualifications	B.Sc., MBBS, FRCS (Edin UK) FIMSA	MBA from IIM-Ahmedabad Bachelor's degree in Agriculture from Tamil Nadu Agricultural University in Coimbatore. Executive Program from Darden (University of Virginia) Business school, Managing e-commerce by National University of Singapore and Berkeley, USA Professional Diploma in Digital Marketing from the Digital Marketing Institute, Ireland	Commerce graduate from Madras University and also a Chartered cum Cost accountant	M.A. (Chemistry), M. L., Ph.D
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	Business Strategy, Business Development, Performance Management and Leadership Development	Has over 28 years of post qualification experience in the field of Finance in various industries	Retired IAS officer
Terms and Conditions of appointment	Appointment is subject to retirement by rotation	For detailed terms and conditions, please refer website www.amrutanjan.com	For detailed terms and conditions, please refer website www.amrutanjan.com	For detailed terms and conditions, please refer website www.amrutanjan.com
Last drawn remuneration	As declared in the Annexure to the Directors Report	As declared in the Annexure to the Directors Report	As declared in the Annexure to the Directors Report	As declared in the Annexure to the Directors Report
Remuneration sought to be paid	Sitting fees and Commission as approved by the Board from time to time within the statutory limits	Sitting fees and Commission as approved by the Board from time to time within the statutory limits	Sitting fees and Commission as approved by the Board from time to time within the statutory limits	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	Milestone Buildcon Private Limited	Heidelberg India Private Limited Gallus India Private Limited	Nil
Chairmanship/Membership of Committees of Board of Directors of other Companies	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the year	Four (4)	Four (4)	Four (4)	Four (4)
Shareholding	6,64,390 equity shares	28,000 equity shares	500 equity shares	Nil
Relationship with other Directors/ Manager/ KMP	Not related to any other Director of Amrutanjan Health Care Limited	Not related to any other Director of Amrutanjan Health Care Limited	Not related to any other Director of Amrutanjan Health Care Limited	Not related to any other Director of Amrutanjan Health Care Limited