



AHCL/ SE/ 30 / 2017-18

August 30, 2017

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 Eightieth (80th) Annual General Meeting

The **Eightieth (80th) Annual General Meeting (AGM)** of the Company will be held on **Thursday, September 21, 2017 at 10.30 A.M. at Narada Gana Sabha (Sathguru Gnanananda Hall), No. 314 (Old No. 254), T.T.K. Road, Chennai 600 018.**

A copy of the Notice for the AGM along with the 80th Annual Report 2016-17 is attached herewith and is also available on the website of the Company at www.amrutanjan.com.

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

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
+91-44 - 2466 9000
Fax : +91-44 - 2499 4585

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 Eightieth (80th) Annual General Meeting ("AGM") of Amrutanjan Health Care Limited will be held on Thursday, September 21, 2017 at 10.30 A.M. 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, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of Interim Dividends of ` 2.20/- (Two Interim Dividends of ` 1.10/- each) per equity share of ` 2/- each and to declare a Final Dividend of ` 1.65/- per equity share of ` 2/- each for the financial year 2016-17.
3. To re-appoint Dr. Pasumarthi S N Murthi (DIN 00051303), Non-Executive Director, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and approve appointment of Statutory Auditors and fix their remuneration 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants, Chennai (ICAI Firm Registration No. 101248W/W-100022) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s. P S Subramania Iyer & Co. to hold Office for a period of five(5) years from the conclusion of this Annual General Meeting(80th) till the conclusion of the Eighty Fifth (85th) Annual General Meeting of the Company to be held in the year 2022 (subject to ratification by the members at each AGM), on a remuneration to be decided by the Board of Directors on the recommendation of the Audit Committee".

SPECIAL BUSINESS:

5. Re-Appointment of Dr. H B N Shetty (DIN : 00015465) as an Independent Director

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, 150, 152 read with Schedule IV and such 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), Dr. H B N Shetty (DIN : 00015465), 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 Eightieth (80th) Annual General Meeting upto the conclusion of the Eighty Fifth (85th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

6. Re-Appointment of Dr. S Vydeeswaran (DIN : 06953739) as an Independent Director

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, 150, 152 read with Schedule IV and such 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), Dr. S Vydeeswaran (DIN : 06953739), 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 Eightieth (80th) Annual General Meeting upto the conclusion of the Eighty Fifth (85th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

7. Re-Appointment of Dr. (Ms.) Marie Shiranee Pereira (DIN : 05177560) as an Independent Director

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, 150, 152 read with Schedule IV and such 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), Dr. (Ms.) Marie Shiranee Pereira (DIN: 05177560), 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 Eightieth (80th) Annual General Meeting upto the conclusion of the Eighty Fifth (85th) Annual General Meeting and the appointment shall not be subject to retirement by rotation."

NOTICE TO MEMBERS (Contd.)

8. Approval of Remuneration payable to Cost Auditor:

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the members hereby approve the remuneration of ` 1,00,000/- (Rupees One Lakh only) excluding applicable taxes and out of pocket expenses at actual to Mr. G Thangaraj (Registration No. 100464), Cost Accountant, who was appointed as the Cost Auditor to conduct the audit of cost records maintained by the Company for the financial year ended March 31, 2018."

BY ORDER OF THE BOARD
For Amrutanjan Health Care Limited

Place : Chennai
Date : August 14, 2017

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A 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. The Register of Members and the share transfer books will remain closed from Friday, September 15, 2017 to Thursday, September 21, 2017 (both days inclusive) for determining the names of members eligible for e-voting. Transfers received during book closure, if any, will be considered only after reopening of the Register of Members.
7. 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.
8. 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.
9. 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.

NOTICE TO MEMBERS (Contd.)

10. Pursuant to the provisions of the Companies Act, 1956/2013, the amount 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 not be able to make any claims to the amount of dividends transferred to the Fund. Accordingly, during the Financial Year 2016-17, the Company has transferred the unclaimed dividends pertaining to the Financial Years 2008-2009 (Final Dividend), 2009-2010 (Interim Dividend) amounting to ` 6,38,124/- and ` 3,41,085/- respectively to IEPF. Members who have not yet encashed their dividend warrants from the Financial Year 2009-2010 onwards are requested to make their claims to the Company immediately. The Company has provided / hosted the required details of unclaimed amounts on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.
11. 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 / Registrars and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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 Companies Act, 2013, are requested to submit details to the RTA in the prescribed Form SH 13 for this purpose.
17. The Notice of the AGM along with the Annual Report 2016-17 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.
18. Members may also note that the Notice of the Eightieth (80th) AGM and the Annual Report for 2016-17 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. 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.
19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 21, 2017.
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 80th 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: (It forms part of the notice)

- (i) The e-voting period begins on Monday, September 18, 2017 (9.00 a.m. IST) and ends on Wednesday, September 20, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Thursday, September 14, 2017 may cast their votes electronically. 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.
- (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 14, 2017 (Thursday).
- (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 at least 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.

NOTICE TO MEMBERS (Contd.)

(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.amrutanjani.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 voting period commences on Monday, September 18, 2017 (9.00 a.m. IST) and ends on Wednesday, September 20, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of September 14, 2017 (Thursday) may cast their votes electronically. 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.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com

(iv) Click on Shareholders.

(v) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in physical form should enter Folio Number registered with the Company.

(vi) Next enter the image verification as displayed and click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

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 (v).

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

(x) 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.

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

NOTICE TO MEMBERS (Contd.)

- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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.
- (xx) 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

Place : Chennai
Date : August 14, 2017

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 Nos. 5-8 of the accompanying notice.

Item No. 5 - Re-appointment of Dr. H B N Shetty (DIN : 00015465)

Dr. H B N Shetty (DIN: 00015465) joined the Board of the Company on July 31, 2003. 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. He was appointed as an Independent Director in the first term for a period of three consecutive years from the conclusion of Seventy Seventh (77th) Annual General Meeting.

The Nomination and Remuneration Committee has recommended the re-appointment of Dr. H B N Shetty, as an Independent Director for a second term of five (5) years commencing from the conclusion of this AGM (80th) upto the conclusion of the Eighty Fifth (85th) AGM in 2022 and the Board in its meeting held on August 14, 2017, 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.

Dr. H B N Shetty has given a declaration under Section 149(6) & Schedule IV of the Companies Act, 2013 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 Companies Act, 2013 and the Rules framed thereunder, recommends the re-appointment of Dr. H B N Shetty 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 Dr. H B N Shetty, 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. S Vydeeswaran (DIN : 06953739)

Dr. S Vydeeswaran (DIN: 06953739) joined the Board of the Company on September 22, 2014 . He 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 as research officer and production manager. He was appointed as an Independent Director for a period of three consecutive years from the conclusion of Seventy Seventh (77th) Annual General Meeting.

The Nomination and Remuneration Committee has recommended the re-appointment of Dr. S Vydeeswaran, as an Independent Director for a second term of five (5) years commencing from the conclusion of this AGM (80th) upto the conclusion of the Eighty Fifth (85th) AGM in 2022 and the Board in its meeting held on August 14, 2017, 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.

Dr. S Vydeeswaran has given a declaration under Section 149(6) & Schedule IV of the Companies Act, 2013 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 Companies Act, 2013 and the Rules framed thereunder, recommends the re-appointment of Dr. S Vydeeswaran 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 Dr. S Vydeeswaran, 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. 6.

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

NOTICE TO MEMBERS (Contd.)

Item No. 7 - Re-appointment of Dr. (Ms.) Marie Shiranee Pereira (DIN : 05177560)

Dr. (Ms.) Marie Shiranee Pereira (DIN: 05177560) joined the Board of the Company on November 2, 2011. She has varied and extensive research experience. She was appointed as an Independent Woman Director in first term for a period of three consecutive years from the conclusion of Seventy Seventh (77th) Annual General Meeting.

The Nomination and Remuneration Committee recommended the re-appointment of Dr. (Ms.) Marie Shiranee Pereira, as an Independent Woman Director for a second term of five (5) years commencing from the conclusion of this AGM (80th) upto the conclusion of the Eighty Fifth (85th) AGM in 2022 and the Board in its meeting held on August 14, 2017, 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.

Dr. (Ms.) Marie Shiranee Pereira has given a declaration under Section 149(6) & Schedule IV of the Companies Act, 2013 to the Company declaring her 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 Companies Act, 2013 and the Rules framed thereunder, recommends that the re-appointment of Dr. (Ms.) Marie Shiranee Pereira would be of immense benefit for the Company and is desirable to continue to avail her services as an Independent Woman Director of the Company.

Except Dr. (Ms.) Marie Shiranee Pereira, 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. 7.

The Board recommends passing the resolution set out in Item No. 7 of this Notice as special resolution.

Item No.8 - Cost Auditor Remuneration

Pursuant to the provisions of Section 148 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 in the Annual General Meeting. The Board of Directors of the Company at its meeting held on August 14, 2017 had considered and approved the appointment of Mr. G Thangaraj, CostAccountant (Registration No: 100464) as the Cost Auditor of the Company for the financial year 2017-18 at a remuneration of ` 1,00,000/- (Rupees One Lakh only) excluding applicable taxes and out of pocket expenses at actual that may be incurred.

Copies of relevant resolution of the Audit Committee and Board are available for inspection of the members on any working day of the Company 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. 8 of the accompanying Notice for the approval of members.

BY ORDER OF THE BOARD
For Amrutanjan Health Care Limited

Place : Chennai
Date : August 14, 2017

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.)

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director & DIN	Dr. Pasumarthi S N Murthi (DIN 00051303)	Dr. H B N Shetty (DIN 00015465)	Dr. S Vydeeswaran (DIN 06953739)	Dr. (Ms.) Marie Shiranee Pereira (DIN 05177560)
Category	Non-Executive Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth & Age	11 th August, 1934; 83 years	11 th April, 1932; 85 years	8 th September, 1946; 70 years	7 th January, 1963; 54 years
Date of Original Appointment	5 th August, 1989	31 st July, 2003	22 nd September, 2014	2 nd November, 2011
Qualifications	B.Sc., MBBS, FRCS (Edin UK) FIMSA	M.A. (Chemistry), M. L., Ph.D	M.Sc, P.h.D in Organic Chemistry, FICS	M.Phil, , 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;	Retired IAS officer	Synthetic Organic Chemistry and Pharmaceutical formulations	Research Experience
List of other Companies in which Directorships held	Nil	Nil	Nil	Nil
Chairmanship/ Membership of Committees of Board of Directors of other Companies	Nil	Nil	Nil	Nil
Shareholding	3,32,195 equity shares	Nil	Nil	Nil
Relationship with other Directors	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