



AHCL/ SE/ 28 / 2018-19

August 30, 2019

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 Second (82nd) Annual General Meeting

The **Eighty Second (82nd) Annual General Meeting (AGM)** of the Company is scheduled to be held on **Wednesday, September 25, 2019 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.**

Notice of the AGM dated August 13, 2019, 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 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

NOTICE TO MEMBERS

NOTICE is hereby given that the Eighty Second (82nd) Annual General Meeting ("AGM") of Amrutanjan Health Care Limited will be held on Wednesday, September 25, 2019 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, 2019, together with the reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividends of Rs. 1.10/- (Two Interim Dividends of Re. 0.55/- each) per equity share of Re. 1/- each already paid and to declare Final Dividend of Rs. 1.05/- per equity share of Re. 1/- each for the financial year 2018-19.

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 Sections 149, 152(6) and such other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, Dr. Pasumarthi S N Murthi (DIN 00051303), Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director and 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."

Ordinary Resolution

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 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, 2020, be and is hereby approved."

BY ORDER OF THE BOARD
For Amrutanjan Health Care Limited

Place : Chennai
Date : August 13, 2019

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.)

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) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect to the Director seeking re-appointment at the AGM is furnished in the Annexure to this Notice. The Director has furnished the requisite consent / declaration for his re-appointment.
7. For the purpose of determining the eligibility for the payment of annual dividend, the shareholders holding shares as on September 18, 2019 in dematerialised mode and the shareholders holding shares as on September 25, 2019 in physical mode will be considered. The Register of Members and the share transfer books will remain closed from Tuesday, September 19, 2019 to Wednesday September 25, 2019 (both days inclusive). Transfers received during book closure, if any, will be considered only after reopening of the Register of Members.
8. Members are requested to note that the Company's Equity Shares are under compulsory demat mode of trading. The Securities and Exchange Board of India (SEBI) has mandated that no physical transfer of shares shall be permitted with effect from April 01, 2019. Hence the members who have not yet dematerialized their physical share-holdings in the company are advised to avail the facility of dematerialization of equity shares of the company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrars and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single-folio.
11. Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013, the dividend which remains unclaimed for a period of seven (7) years from the date of declaration would be transferred to the "Investor Education and Protection Fund" (IEPF) constituted by the Central Government and the shareholders would be able to make claims to the amount of dividends transferred to the Fund only after following the prescribed procedure. Accordingly, during the Financial Year 2018-19, the Company has transferred the unclaimed dividend pertaining to the financial year 2010-11 amounting to Rs.5,41,320 to IEPF. Members who have not yet encashed their dividend warrants/ payment instrument(s) so far are requested to make their claims to the Company's Corporate office or to the Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited, "Subramaniam Building", No.1, Club House Road, Chennai 600 002 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 each year.
The Company is required to transfer to IEPF Authority, shares in respect of which the dividend is not claimed/ remains unpaid for seven (7) consecutive years and such shares can be claimed by respective members from IEPF authority by following the prescribed procedure.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents (RTA), M/s. Cameo Corporate Services Limited, if not already submitted.
13. The members holding shares in demat format are requested to update their e-mail addresses with their depository participant to ensure that the Annual Report and other documents reach them on their preferred e-mail 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.

NOTICE TO MEMBERS (Contd.)

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 2018-19 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 Second (82nd) AGM and the Annual Report for 2018-19 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. Wednesday September 25, 2019.
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 82nd AGM by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

Procedures for voting electronically by shareholders are as under:

- (i) The e-voting period begins on Sunday, September 22, 2019 (9.00 a.m IST) and ends on Tuesday, September 24, 2019 (5.00 p.m IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member he shall not be allowed to change it subsequently. During this period, Members of the Company, holding shares as on the cut-off date, Wednesday September 18, 2019, 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 18, 2019 (Wednesday).
- (iii) Mr. P Sriram of M/s. P Sriram & Associates, Practising Company Secretary (Membership No. FCS 4862), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against forthwith to the Chairman of the Company.
- (v) 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 days (2) 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 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.



NOTICE TO MEMBERS (Contd.)

- (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:

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and to 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.

NOTICE TO MEMBERS (Contd.)

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

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

(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 13, 2019

Registered Office:
Amrutanjan Health Care Limited
CIN: L24231TN1936PLC000017
No.103, Luz Church Road, Mylapore,
Chennai 600 004
Tel : 044-2499 4465; Fax : 044-2499 4585
Email : shares@amrutanjan.com
Website : www.amrutanjan.com



NOTICE TO MEMBERS (Contd.)

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned under Item no's 3 to 4 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 – Cost Auditor Remuneration

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to conduct the audit of the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be approved by the members of the Company. The Board of Directors of the Company at its meeting held on August 13 2019 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 2019-20 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 the Board are available for inspection of the members on any working day of the Company except Saturdays between 10.00 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 4 of the accompanying Notice for the approval of members.

BY ORDER OF THE BOARD
For Amrutanjan Health Care Limited

Place : Chennai
Date : August 13, 2019

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.)

Information about director 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)
Date of Birth & Age	11th August, 1934; 85 years
Date of Original Appointment	5th August, 1989
Educational Qualifications	B.Sc., MBBS, FRCS (Edin UK) FIMSA
Expertise in Specific Functional Area	Retd. Consultant Surgeon with wide experience in the field of Medicine. He is the only Medical expert on the Board of Amrutanjan Health Care Limited and advises on any medical issues relating to the products of the Company;
Terms and conditions of appointment	Appointment is subject to retirement by rotation
Last drawn Remuneration	As declared In the Annexure of Board's report
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board from time to time within the statutory limits
List of other Companies in which Directorships held	Nil
Chairmanship/ Membership of Committees of Board of Directors of other Companies	Nil
Number of meetings of the Board attended during the year	Four (4)
Shareholding	25,44,530 equity shares
Relationship with other Directors/ Manager/ KMP	Not related to any other Director of Amrutanjan Health Care Limited