



AHCL/ SE/ 74 /2017-18

March 1, 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: Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)- Notice of Postal Ballot & e-voting

Ref: Our letter no. AHCL/ SE/ 70 /2017-18 dated February 13, 2018

With reference to our letter referred above, we enclose herewith copy of the notice to members dated February 13, 2018 seeking approval of the matters as set out therein by way of Postal Ballot/ electronic voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to the members to cast their votes electronically. The details are as under :

Date of notice	February 13, 2018
E-voting start date and time	March 3, 2018 (Saturday) at 9.00 A.M. IST
E-voting end date and time	April 2, 2018 (Monday) at 5.00 P.M. IST
Last date for receipt of duly completed Postal Ballot Form	April 2, 2018 (Monday) by 5.00 P.M. IST
Item(s) of business	Type of resolution
1. Sub- division of each equity share of Rs. 2/- Rupees Two only) fully paid up into 2 (two) Equity Shares of Re.1/- (Rupee One only) each fully paid up	Ordinary Resolution
2. Alteration of Capital clause of Memorandum of Association	Ordinary Resolution
3. Alteration of Object clause of Memorandum of Association	Special Resolution

We enclose herewith the Postal Ballot Notice, draft Memorandum of Association, Postal Ballot Form along with the Calendar of events. The same is also uploaded in the website of the Company at the link <https://www.amrutanjan.com/postal.html>

Request to take note of the same.

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



AMRUTANJAN HEALTH CARE LIMITED

CIN : L24231TN1936PLC000017

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

Tel : 044-2499 4465 Fax : 044-2499 4585 Website : www.amrutanjan.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s)

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, (**"the Act"**) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), and any other applicable laws and regulations, that the Company is seeking consent/ approval of the members of the Company for the resolution(s) as set out hereunder and proposed to be passed through Postal Ballot/ Electronic voting (**"e-voting"**).

The statement pursuant to Section 102 of the Act setting out material facts concerning the resolutions at item nos. 1,2 and 3 of the Postal Ballot notice (**"Notice"**) dated February 13, 2018 is annexed hereto. The same is also available on the website of the Company at www.amrutanjan.com.

The Board of Directors (**"the Board"**) has at its meeting held on February 13, 2018 appointed Mr. P Sriram, Practising Company Secretary (Membership No. FCS 4862) and Partner in M/s. P Sriram & Associates, Company Secretaries (Certificate of Practice No.3310), as a Scrutinizer for conducting and scrutinizing the postal ballot and e-voting process in a fair and transparent manner. The Company has engaged the services of **Central Depository Services (India) Limited ("CDSL")** to provide e-voting facility to the members.

The Members may vote either through e-voting or by physical Postal Ballot Form. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before **5.00 p.m. (IST) on Monday, April 2, 2018**, failing which it will be treated as if no reply has been received from the member(s) concerned. Any Postal Ballot Form received after the said date will be treated as invalid. No other form or photocopy thereof is permitted. Members who have not received the Postal Ballot Form may apply to **M/s. Cameo Corporate Services Limited**, (Address: "Subramaniam Building", No.1, Club House Road, Chennai - 600002, Tel : 044-28460390, Fax : 044-28460129, Email : investor@cameoindia.com), Registrar and Share Transfer Agent (RTA) or the Company and obtain a duplicate thereof.

E-voting facility shall be available from **9.00 a.m. (IST) on Saturday, March 3, 2018** till **5.00 p.m. (IST) on Monday, April 2, 2018**. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice. Members may note that they cannot vote both by postal ballot and through e-voting. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

The Scrutinizer shall submit his report on **Tuesday, April 3, 2018** after completion of the scrutiny to the Chairman of the Company or in his absence any other Director as authorized by the Board for such purpose and the results of the Postal Ballot and e-voting will be declared on **Tuesday, April 3, 2018 by 5.00 p.m. (IST)** at the Company's Registered Office.

The declared results along with the Scrutinizer's Report, will also be available on the website of the Company at www.amrutanjan.com, besides being communicated to the stock exchanges on which equity shares of the Company are listed. The agency, Central Depository Services (India) Limited (**"CDSL"**) engaged by the Board for facilitating e-voting, will also display the results on its website www.cdslindia.com

The resolutions, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Monday, April 2, 2018**. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the members.

SPECIAL BUSINESS:

Item no. 1:

To consider and approve the proposal of Sub-division of each Equity Share of Rs.2/- (Rupees Two only) fully paid up into 2 (two) Equity Shares of Re.1/- (Rupee One only) each fully paid up

"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 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members be and is hereby accorded for the sub-division of Equity Shares of the Company, including the fully paid up shares, such that each existing Equity Share of nominal value of Rs.2/- (Rupees Two only) each, be sub-divided into 2 (Two) Equity Shares of nominal value of Re. 1/- (Rupee One only) each, and consequently, the Authorized Share Capital of Rs.5,10,00,000/- (Rupees Five Crores Ten Lakhs only) would comprise of 5,10,00,000 Equity Shares of Re. 1/- (Rupee One only) each fully paid up on such date (hereinafter referred to as **"Record Date"**) as may be fixed by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf) for this purpose".

"RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each issued, subscribed and paid up Equity Share of face value of Rs. 2/- (Rupees Two only) of the Company existing on the record date (as and when determined by the Board or any person authorised by the Board) shall stand sub-divided into 2 (two) Equity Shares of face value of Re. 1/- (Rupee One only) each fully paid up, without altering the aggregate amount of such capital".

"RESOLVED FURTHER THAT on sub-division of the Equity Shares, as aforesaid, the existing Share Certificate(s) of the Equity Shares of the face value of Rs 2/- (Rupees Two only) each both in the electronic and physical form shall be deemed to have been automatically stand cancelled and to be of no effect on and from the **Record Date** for sub-division and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) within the prescribed time period as per the applicable provisions of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to Mr. S Sambhu Prasad, Chairman & Managing Director, Mr. M Srinivasan, Company Secretary & Compliance Officer and / or Mr. N Swaminathan, Chief Financial Officer of the Company, severally, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company, with the Stock Exchanges, Depositories, Reserve Bank of India and/or any other relevant Statutory Authority, if any, cancellation of the existing physical Share Certificates in lieu of the Equity Shares as aforesaid and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolution."

Item no. 2:

To consider and approve Alteration of Capital Clause of Memorandum of Association

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

- V.** (a) The Authorized Share Capital of the Company is Rs. 5,10,00,000/- (Rupees Five Crore Ten Lakhs only) divided into 5,10,00,000 Equity Shares of Re. 1/- (Rupee One only) with or without voting rights with a power to consolidate or sub-divide into such classes and to increase or reduce the capital whenever the circumstances warrant.
- (b) The Company has got power to increase or reduce the capital and divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, differs or special rights and to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being provided by the Articles of Association of the Company".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf), be and is hereby authorized to do all such acts, deeds, matters and things, take such steps as maybe necessary including the delegation of all or any of its powers herein conferred to Mr. S Sambhu Prasad, Chairman & Managing Director, Mr. M Srinivasan, Company Secretary & Compliance Officer and / or Mr. N Swaminathan, Chief Financial Officer of the Company, severally, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental there to".

Item no. 3

To consider and approve Alteration of Object Clause of Memorandum of Association

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 4 and 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Incorporation) Rules, 2014 and such other Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, consent of the members be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association (MOA) of the Company”.

Clause no. of draft MOA	Clause no. of existing MOA	Additions
III(A)(4)	NA	To carry on the business as manufacturers, processors, traders, importers, exporters, chemists, druggists, oil and colourman and dealers in ayurvedic products/allopathic products, homoeopathy & siddha formulations, preparations & its derivatives, over-the-counter (OTC) products, pharmaceuticals, medicinal, chemical, diagnostic, anti-biotic, disinfectant, therapeutic preparations, substances, products, bandages, handgloves, medical disposables, industrial & other preparations and articles, compounds, drugs, makers of and dealers in proprietary articles of all kinds, facial chemicals, cosmetic items, prickly heat powders, hair-oils, shampoos, hair-dyes, skin care products, all types of toilet or facial tissues stock, towels, male/feminine hygiene care products like sanitary napkins, baby diapers, underpads, wash products and other personal care products, eye-care products, nasal products, dental products, mouth freshners, mouth washers, cleaning products, hand washers, essential oils, hair oils, hair washers, hair lotions, detergents, freshners, toilet creams, toilet powders, eau-de-cologne, cologne waters, smelling salts, lavenders, scents, pomades, tooth powders, tooth pastes, toilet & washing soaps, liquid soaps, inks, spirituous preparations, denatured spirit, agarbathis, scented sticks, candles, insect repellants, etc.
III(A)(5)	NA	To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporter or importer or as principal or agent or as keepers or dealers in all kinds of food & beverages, mineral water, non-carbonated, natural and artificial juices, carbonated drinks, soft or cold drinks, energy drinks, fruit drinks, re-hydration solutions and any by-products or co-products thereof, all kinds and varieties of foods, frozen foods, ice-creams, , fresh fruits, vegetables, dry fruits, spices, ready to eat items for human or animal consumption and to carry on the business and setting up of agricultural farms, fruit processing plants, food processing plants, cold-storage plants, research laboratories, packing units, bottling plants.
III(A)(6)	NA	To carry on the business as manufacturers, sellers, importers, exporters, traders and dealers in all kinds of health care products, foods, convalescent products, cereals, baby foods, chocolates, confectionary products, health fruit bars, diabetic foods, health tonics, grip mixtures, liver tonics, weigh reducing products, milk powders, glucose powders, ready to cook, pastha, noodles, spaghetti, pickles, instant masalas, curries, sauces, bread, sodas either by setting up manufacturing facilities therefor or by acquisition of any other business as a going concern now being carried on by any person or persons including firms, companies which have necessary infrastructure to accomplish this object.
Clause no. of draft MOA	Clause no. of existing MOA	Deletions
NA	III(C)	“THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED”
NA	III(C)	Sub- Clause no's 2, 3, 4, 7 and 10
Clause no. of draft MOA	Clause no. of existing MOA	Altered as
III(A)	III(A)	“THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”
III(B)	III(B)	“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”
III(B)	III(C)	Item nos. 1,5,6,8,9,11 of clause III (C) the existing MOA renumbered as 42, 43, 44, 45, 46, 47 in Clause III(B) of draft MOA

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company(hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf), be and is hereby authorized to do all such acts, deeds, matters and things , take such steps as may be necessary including the delegation of all or any of its powers herein conferred to Mr. S Sambhu Prasad, Chairman & Managing Director, Mr. M Srinivasan, Company Secretary & Compliance Officer and / or Mr. N Swaminathan, Chief Financial Officer of the Company, severally, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental there to”.

“RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, and or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company”

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

Place : Chennai

Date : February 13, 2018

BY ORDER OF THE BOARD

For Amrutanjan Health Care Limited

M Srinivasan

Company Secretary & Compliance Officer

Notes:

1. All documents referred to in this Postal Ballot Notice are open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) during office hours of the Company from the date hereof up to the date of declaration of result of Postal Ballot.
2. The details of dispatch of Postal Ballot Notice to the members is published in at least one (1) English and one (1) Vernacular language newspaper circulating in Tamil Nadu, The said Postal Ballot Notice is also available on the website of the Company www.amrutanjan.com.
3. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.

INSTRUCTIONS FOR E-VOTING

- (i) The voting period commences on **Saturday, March 3, 2018 at 9.00 a.m. (IST)** and closes on **Monday, April 2, 2018 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of **Friday, February 23, 2018**, may cast their votes electronically. 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 by e-voting would not be entitled to vote through the Postal Ballot
- (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 DPID followed by 8 digits Client ID
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and click on Login.
- (vi) 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.
- (xii) Click on the EVSN for the relevant Company (Amrutanjan Health Care Limited) 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 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**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (FORMING PART OF THE NOTICE)**Item No. 1 & 2:**

The Equity Shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and actively traded on both National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange (BSE). With a view to encourage wider participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its meeting held on February 13, 2018 considered, approved and recommended for obtaining the consent of the members through Postal ballot by way of Ordinary Resolution as set out in the notice of Postal Ballot and by casting their vote through postal ballot form, which is being sent along with this notice or cast their vote electronically as explained in the instructions appended herewith.

As per provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, approval of the members is required for sub-division of shares. The Record Date for the aforesaid sub-division of the Equity Shares shall be determined by the Board or any person authorized by the Board.

The proposed amendment in authorised & paid up equity share capital is explained below.

Type of Equity Share Capital	Existing			Proposed		
	No. of Equity Shares	Face Value/ share (in Rs.)	Total Equity Share Capital (in Rs.)	No. of Equity Shares	Face Value/ share (in Rs.)	Total Equity Share Capital (in Rs.)
Authorised Share Capital	2,55,00,000	2	5,10,00,000	5,10,00,000	1	5,10,00,000
Paid Up Share Capital	1,46,15,315	2	2,92,30,630	2,92,30,630	1	2,92,60,630

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association (MOA) of the Company as set out in Item No. 2 of the Notice to reflect the change in face value of each Equity Share of the Company from existing Rs.2/- (Rupees Two only) each to proposed Re.1/- (Rupee One only) each. As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of Memorandum of Association (MOA) of the Company shall be effected only after the approval of the members by passing an Ordinary Resolution.

A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) during office hours.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in Item Nos. 1 and 2 of this Notice, except to the extent of their shareholding in the Company.

Your Board of Directors has unanimously approved the above proposal at its meeting held on February 13, 2018 and accordingly recommends the resolution set out in Item no. 1 & 2 of the accompanying notice for approval of the members.

Item No. 3:

The existing Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects to be pursued by the Company on its incorporation and matters which are necessary for furtherance of the objects specified. Your Directors proposes to amend the existing MOA of the Company in line with the requirements of Section 4 of the Companies Act, 2013.

The Object Clause of the Company shall be amended as mentioned in item no. 3 of the notice.

The MOA of the Company, with the proposed amendments, as stated above, is also uploaded on the Company's website www.amrutanjan.com for perusal by the Shareholders'.

A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) during office hours.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in Item Nos. 3 of this Notice, except to the extent of their shareholding in the Company.

Your Board of Directors has unanimously approved the above proposal at its meeting held on February 13, 2018 and accordingly recommends the resolution set out in Item no. 3 of the accompanying notice for approval of the members.

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

Place : Chennai

Date : February 13, 2018

BY ORDER OF THE BOARD

For Amrutanjan Health Care Limited

M Srinivasan

Company Secretary & Compliance Officer



**UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
AMRUTANJAN HEALTH CARE LIMITED**

- I. The name of the Company is “**AMRUTANJAN HEALTH CARE LIMITED**”.
(Earlier amended vide Special Resolution passed at 70th Annual General Meeting held on 16.08.2007)
- II. The Registered Office of the Company, shall be situated in the State of Tamil Nadu
- III. The objects for which the Company is established are:
(A) *THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 1. To acquire and take over the business of Amrutanjan at Madras and branches and with a view thereto to enter into and carry into effect the agreement already prepared and expressed to be made between Mr. K. Nageswara Rao Pantulu, the proprietor of the said Amrutanjan of the first part and the Company of the second part and which has been for the purpose of identification signed by Messrs. Kothari & Sons.
 2. To acquire and purchase from the said Mr. K. Nageswara Rao Pantulu the name, trade mark, goodwill, patents, secret processes, stock, advertisement, literature, etc., of Amrutanjan with a view thereto to enter into and carry into effect the agreement which has been for the purpose of identification signed by Messrs. Kothari & Sons between the said Mr. K. Nageswara Rao Pantulu, the proprietor and dealer of Amrutanjan of the first part and the Company of the second part.
 3. To carry on the business of manufacturers, Importers, Exporters, Refiners, Agents, Vendors and Merchants of patent or Secret medicines or remedies and to act as manufacturers, vendors, merchants or agents for any kind of drugs, tinctures, medicines, essences, concentrations, fluid extracts, pharmaceuticals, disinfectants, sundries, surgical instruments, surgical dressing, serums, vaccines, biological products, bacteriological products, galenicals, pills, tablets, injectules, colloidal products, glassware, rubber goods, bottles, boxes, and containers of all kinds, soaps, brushware and toilet articles, jams, jellies, provisions, condiments, and any other articles which may be used in or required for the business of chemists, pharmacists, druggists, perfumers, oilman stores, provision stores, chemicals, alkalis, salts, heavy chemicals, inks, essential oils, crude drugs, acids, syrups and as general merchants, and for such purposes to try, sell, manufacture, and deal in all such medicines or remedies, plant and machinery, tools, implements, conveniences, manufactured or raw materials, drugs, chemicals, and things capable of being used in connection with the aforesaid business or required by workmen or other employees of the Company, to utilise and turn to account any bye-products or such of them as may be advantageously utilised or turned into account.
 4. To carry on the business as manufacturers, processors, traders, importers, exporters, chemists, druggists, oil and colourman and dealers in ayurvedic products/allopathic products, homoeopathy & siddha formulations, preparations & its derivatives, over-the-counter (OTC) products, pharmaceuticals, medicinal, chemical, diagnostic, anti-biotic, disinfectant, therapeutic preparations, substances, products, bandages, handgloves, medical disposables, industrial & other preparations and articles, compounds, drugs, makers of and dealers in proprietary articles of all kinds, facial chemicals, cosmetic items, prickly heat powders, hair-oils, shampoos, hair-dyes, skin care products, all types of toilet or facial tissues stock, towels, male/feminine hygiene care products like sanitary napkins, baby diapers, underpads, wash products and other personal care products, eye-care products, nasal products, dental products, mouth freshners, mouth washers, cleaning products, hand washers, essential oils, hair oils, hair washers, hair lotions, detergents, freshners, toilet creams, toilet powders, eau-de-cologne, cologne waters, smelling salts, lavenders, scents, pomades, tooth powders, tooth pastes, toilet & washing soaps, liquid soaps, inks, spirituous preparations, denatured spirit, agarbathis, scented sticks, candles, insect repellants, etc.

5. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporter or importer or as principal or agent or as keepers or dealers in all kinds of food & beverages, mineral water, non-carbonated, natural and artificial juices, carbonated drinks, soft or cold drinks, energy drinks, fruit drinks, re-hydration solutions and any by-products or co-products thereof, all kinds and varieties of foods, frozen foods, ice-creams, , fresh fruits, vegetables, dry fruits, spices, ready to eat items for human or animal consumption and to carry on the business and setting up of agricultural farms, fruit processing plants, food processing plants, cold-storage plants, research laboratories, packing units, bottling plants.
6. To carry on the business as manufacturers, sellers, importers, exporters, traders and dealers in all kinds of health care products, foods, convalescent products, cereals, baby foods, chocolates, confectionary products, health fruit bars, diabetic foods, health tonics, grip mixtures, liver tonics, weight reducing products, milk powders, glucose powders, ready to cook, pasta, noodles, spaghetti, pickles, instant masalas, curries, sauces, bread, sodas either by setting up manufacturing facilities therefor or by acquisition of any other business as a going concern now being carried on by any person or persons including firms, companies which have necessary infrastructure to accomplish this object.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE :

1. To carry on in India and elsewhere the business of merchants, manufacturers, general agents, manufacturers' agents and representatives carrying, forwarding, clearing and commission agents, importers, exporters, and other trade or business which may seem to the Company capable of being carried on in connection with any of the above-mentioned business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's undertakings, property or rights.
2. To purchase, take on lease, or in exchange, or otherwise, acquire any movable or immovable property, rights or privileges which the Company may think necessary or convenient for the purpose of its business (and in particular any land, buildings, factories, easements, machinery and plants such as boilers, steam engines, electrical installations etc., and stock -in-trade).
3. To cultivate and carry on the business of cultivators of the lands and the property of the Company, and of makers and dealers in the produce of the cultivation of the Company's land and property and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the above mentioned objects or calculated directly or indirectly to enhance the value of, or render profitable, any of the undertakings property or rights for the time being of the Company.
4. To apply for, purchase or otherwise acquire any patents, brevets, invention, liberties, rights, privileges, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information so acquired; and to confer upon the Managing Agents full authority to keep the secret formulae and other processes in the manufacture of the drugs or medicines or patents acquired or to be acquired by the Company exclusively under their direct control and supervision without any member of the Company having access to the same unless the Managing Agents in their discretion decide that it will not be detrimental to the interests of the Company that any member or members should know them.
5. To purchase, maintain, and sell any kinds of minerals, chattels including livestock, motor cars and motor lorries, and any other conveyances.
6. To purchase, take or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
7. To purchase, acquire, and undertake the whole or any part of the business the goodwill, property and liabilities of any person, firm or Company carrying on business which the Company is authorised to carry on, or possessing the property suitable for the purposes of this Company.
8. To take part in the formation, management, supervision or control of the business or operations of any person, firm or company or undertake and for the purpose to appoint and remunerate any Directors, accountants, other experts, agents and other employees.
9. To enter into partnership, or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts of, or otherwise assist, any such person, firm or company, and to take or otherwise acquire shares / securities of any such companies, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

10. To promote any public or private company or companies which may seem directly or indirectly calculated to benefit this Company.
11. To construct, maintain, renew, repair, let out for hire, sublet, improve and alter any buildings, factories or works fully or partly necessary or convenient for the purposes of the Company.
12. To invest and deal with any of the monies of the Company and the portions of its capital not immediately required for the Company, in or upon such investments or securities or in such manner as may from time to time be deemed expedient; and to lend or advance monies to, guarantee the contracts, or engagements of, become surety for and financially assist any person, firm, company or corporation.
13. To pay out of the capital of the Company or otherwise all expenses of, or incidental to the formation, registration, and advertising of the Company and the issue of its capital including all payments, and other sums payable by the Company pursuant to the said purchase agreement and including also all brokerage and commissions for obtaining applications for or placing shares of the Company or underwriting any portion of the Company and also to pay out from the capital of the Company all similar expenses of and incidental to the formation and establishment of any other company which the Company may promote or incur in promoting.
14. To borrow, raise, secure or guarantee the repayment or payment of monies for any purpose of the Company and with a view to securing the same and interest, or for any other purposes, to mortgage or charge all or any part of the undertaking of the Company with power to issue bonds, provisional certificates or debentures, or debenture stock (perpetual or otherwise), transferable or to bearer secured by mortgage or charge, on all or any of the property of the Company or its uncalled capital or otherwise, and to draw, make, endorse, discount, accept, deal with, execute and issue bills of exchange and promissory notes or any of them negotiable instruments for all or any of the purposes of the Company and to accept, give payment in cash bonds, bills, notes, debentures or any negotiable instruments or partly in one and partly in another or otherwise.
15. To carry on the business of banking in all its branches and departments, including the borrowing, raising or taking up money, the lending or advancing money on securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable or not, the granting and issuing of letters of credit and circular notes, the buying, selling and dealing with stocks, funds, shares, debentures, debenture-stocks, bonds, obligations and other securities.
16. To lend money to such persons on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of the contracts by and such persons.
17. To accept and receive monies on deposits from such persons on such terms and for such periods (fixed or otherwise) as may be deemed expedient and to pay interest thereon at such rates as the Directors may think fit.
18. To deposit any money or monies with any firm, Banks, Government, or company or companies for any of the objects of the Company to be fulfilled.
19. To pay brokerage or underwriting commission, remunerate any parties in cash or in shares, fully or partly paid-up, for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures or debenture-stock or other securities of the Company or in or about the formation and promotion of the Company, or of any Company which this Company may promote or concur in promoting, or the conduct of the business of this Company.
20. To draw, make, accept, endorse, discount, purchase, negotiate, sell, execute, issue promissory notes, bills of exchange, hundies, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments or securities, letters of credit, coupons, circular notes, delivery orders, rights or things in acknowledgement.
21. To sell, or dispose of the undertakings of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular shares (fully or partly paid-up), debentures, debenture-stock, or securities of any other company (whether promoted by this Company or not) having objects altogether or in part similar to those of this Company or not.
22. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by boards, posters, circulars, leaflets, by purchase or exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards, bonuses, donations and premium of such character and on such terms as may seem expedient.
23. To sell, purchase, acquire, transfer, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with, all for any part of the property, moveable or immoveable, and rights of the Company.
24. To pay for any property, business or any other right whatsoever acquired by the Company in or about its formation, from any person, firm or company already existing or about to be formed either wholly or partially or otherwise in shares or debentures of the Company or in cash, and to issue any such shares either credited as fully paid-up or with such amounts credited as paid-up thereon as may be agreed and to charge any such debentures, on all or any of the property of the Company whether present or future.

25. To grant pensions, allowances, gratuities, and bonuses, free medical or other assistance by providing or subscribing for free dispensaries and medical assistance to the employees or ex-employees of the Company or the dependants of such persons, and to support or subscribe to any charitable, religious, scientific, and national institutions, clubs, societies, funds, trusts, hospitals and exhibitions and to create such funds to provide for such pensions, gratuities, etc., and also create a provident fund in such manner as the Directors may consider proper.
26. To carry out all or any of the foregoing objects as principals, agents, contractors or otherwise, either as along, or in partnership or conjunction with any other person, firm, association or company, and either through agents, sub-contractors, trustees or otherwise.
27. To grant pecuniary or other aid or free scholarship in full or part, with boarding and lodging, to any student or students, or others, selected by the Directors for studying, specialising, or receiving training, in the manufacture or otherwise of the products specified above and kindred subjects in India or in foreign countries, with or without consideration of acquiring for the Company his or their services after the completion of such course or courses or training.
28. To distribute any of the property of the Company in specie among the members.
29. To acquire land, plant, cultivate and grow herbs, medicinal and other raw drugs and to purchase and sell herbs, medicinal plants and other raw and crude drugs and chemicals and sell the above in manufactured or raw condition.
30. To install plant and machinery, electrical or otherwise, to manufacture some or all of the above products.
31. To maintain a Laboratory for the study, analysis, experiments, standardization of products, to be manufactured by the Company and also any products of others and to give analytical reports with or without charging fees.
32. To appoint and employ agents, supervisors, managers, secretaries, travelling representatives, technical advisers, experts, specialists, medical men, chemists, etc., to enter into agreements with the abovementioned officers, agents and other employees of the Company on such terms and conditions as may be determined by the Directors from time to time, and to enter into an agreement with one of the Directors of the Company as a permanent Supervising Director for the purpose of exercising effective control and supervision over the work of such officers and employees to be appointed or employed from time to time.
33. To apply for, enter into arrangements, promote, and obtain any provision orders or privileges, contract, grants, monopolies, concessions, rights, charters, act, licenses from Local, Supreme, Municipal or other Governments or authorities, States, Railway or Steamer Companies for enabling the Company to extend, exercise, comply with, work, modify or carry out any of its objects or powers or for any other purposes whatsoever.
34. To oppose any legislative measures, bills or other applications which could or might, if passed, adversely affect the interests of the Company.
35. To organize or open branches, agencies, depots at convenient and important centers for conducting the business of the Company in India or elsewhere and to discontinue the same or any of them.
36. To insure any or all properties, godowns, stocks (in godowns or in transit) machinery, with any Insurance Company or Companies against all kinds of risks of the Company.
37. To apply, purchase, acquire, obtain, provisional or other protection for patents, trade marks, licenses, inventions, names, designs, copyrights, schemes, secret or other processes and the like, for all or any of their products in India, or elsewhere and to test, develop, prolong, renew, exercise, use, vend, grant, sell exclusive or other licenses in respect of or otherwise deal with all or any of the same.
38. To pay the whole or any part of the costs, charges, fee and expenses, in connection with the formation / incorporation of the Company and obtaining subscriptions for its shares and securities.
39. To do all such other things whether of the like or other sorts as may be considered incidental or conducive to the attainment of the above objects or any of them or to the conversion, disposition of any security or property held by the Company and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in no way limited by a reference to another paragraph.
40. A.) Subject to the laws for the time being in force, to undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, 'Programme of Rural Development' shall also include any programme for promoting the social and economic welfare for the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "Rural Area" shall include such areas as may be regarded as rural areas under Section 35 CC of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or Authority or Central or State Governments or any public institutions or Trusts.

40. B.)To undertake, carry out, promote, sponsor, conduct or assist any activity likely to promote the general welfare and uplift of the public or any section of the public or employees in such manner and by such means as the Directors may think fit from time to time and to establish, take over, or acquire, as the case may be, any Medical, Research Centre, Trust, Institution or Fund.
41. ¹To purchase, take on lease or otherwise acquire any land, building or premises and to develop, improve, alter, demolish, sell or let out any property of the Company, whether owned or otherwise, for residential colonies, buildings, flats, apartments, suites, rest houses of all description, Commercial and Shopping Complex, and for the purpose of carrying on the business of hotel, restaurant, coffee tavern lodging, house-keepers and to carry on the business of wine, spirit and liquor merchants, brewers, malsters, distillers, importers, exporters and manufacturers of aerated mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietor of motor and other vehicle, garage proprietor, job masters, refreshment room keepers, farmers, dairymen and ice merchants, victualers, live and dead stock and launderers, hair-dressers, perfumers, chemist, proprietors of clubs, baths dressing room, museum, reading, writing and newspaper room, library grounds, indoor and outdoor game, sport recreation, exhibition, entertainment and instruction of all kinds, tobacco and cigarettes, agents for air, railway and shipping company and tourists, theatrical, cinemas, and opera box any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the Company.
42. To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company either by wholesale or retail.
43. To start and maintain, an upto date Laboratory, or Laboratory for examination of blood, urine, wassermann test, etc.
44. To start and maintain electrical, dental, eye, ear, nose and throat clinics.
45. ²To carry out in any part of the world all or any part of the Company's objects by setting up manufacturing facility either on its own, through joint ventures or other modes / arrangements and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories and in or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient and to procure the Company to be registered or recognized in any part of the world.
46. ²To run, maintain, manage and administer in India or elsewhere, health care centers, pain management centers, specialty centers, diagnostic centers, training centers, medical clinics, surgical / nursing homes, hospitals, dispensaries, pediatric clinics, sanatoriums, rehabilitation centers, fitness centers and other research centers.
47. ²To carry on the business of traders in both domestic and export markets, for all commodities, farmers grown products, natural products, food products.
- IV. The liability of the members is limited.
- V. (a) ³The Authorized Share Capital of Company is Rs.5, 10, 00,000/- (Rupees Five Crore Ten Lakhs only) divided into 5, 10, 00,000 equity shares of Re.1/- (Rupee One only) each with or without voting rights with a power to consolidate or sub-divide into such classes and to increase or reduce the capital whenever the circumstances warrant.
- b) The Company has power to increase or reduce the capital and divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, differs or special rights and to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being provided by the Articles of Association of the Company.
- VI. Messrs. K. Nageswara Rao & Co., are hereby appointed as the Managing Agents of the Company for such period that the said Company shall be in existence or until they resign in terms of the agreement, a draft, whereof is for purpose of identification subscribed and lodged with Messrs. Kothari & Sons which agreement is to be entered into between the Company and the Managing Agents, Messrs. K. Nageswara Rao & Co., with or without modifications after the incorporation of the Company under the Indian Companies Act, 1913.

And it is hereby expressly provided and declared that in consideration of the services rendered by them in promoting this Company the appointment of the said Messrs. K. Nageswara Rao & Co., to the office of the Managing Agents of the Company shall not at any time be liable to be revoked or cancelled on any ground or for any reason whatsoever save and except their being found guilty of fraud in the management and discharge of their duty as such Managing Agents of the Company as provided in the agreement with them.

* (Altered by Special Resolution(s) dated 5.01.2011)

¹ (Altered as per Special Resolution dated. 24.09.1990)

² (Altered by insertion vide Special Resolution dated 5.01.2011)

³ (Amended vide Ordinary Resolution passed at the Annual General Meeting held on 27-09-2012).

We, the several persons whose names, addresses, descriptions are subscribed here under, are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares on the capital of the Company set opposite our respective names :

S.No	Names, addresses, descriptions and occupations of subscribers	No. of shares subscribed	Name, addresses, occupation and description of witnesses
1.	K. Nageswara Rao, Zamindar, 7, Thambu Chetty Street, Madras	2,000 Ordinary 1 Preference	T.V. Mutukumaraswamy, Clerk, Messrs. Kothari & Sons, Broadway, Madras
2.	Chandulal M. Kothari, Share, Stock and Exchange Broker, 42, Broadway, Madras	25 Preference	
3.	R.B. Shah, Incorporated Accountant & Auditor, Chartered Bank Buildings, Madras	5 Preference	
4.	C.S. Sastri Incorporated Accountant & Auditor, "Chavali Gardens", Adyar	5 Preference	V.N. Anantharaman, B.A, Assistant, Messrs. Sastri & Shah Madras
5.	M. Ramachandra Rao, Advocate, Mylapore, Madras	25 Preference	M. Krishna Rao, Mylapore, Madras, Asst., United India Life Assurance Co., Ltd., Madras
6.	N. Rama Rau, Advocate, Mylapore, Madras	15 Preference	M. Krishna Rao, Asst., United India Life Assurance Co., Ltd., Madras
7.	S Sambhu Prasad, Landlord, "Sree Bagh", Mylapore, Madras	1 Preference	V.N. Anantraman, B.A., Assistant, Messrs. Sastri & Shah, Madras

**2000
Ordinary
77
Preference**

Place: Madras
Date: September 9, 1936



AMRUTANJAN HEALTH CARE LIMITED

CIN : L24231TN1936PLC000017

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

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

POSTAL BALLOT FORM

(To be duly filled in and returned to the scrutinizer appointed by the Company)

Name(s) of the Shareholder(s) including Joint Holders, if any, and Registered Address of the Sole/ First named member :	
Registered Folio No./ * DP ID & Client ID No. (*Applicable to investors holding share in dematerialized form) :	Number of Equity Shares held :

I / We hereby exercise my/our vote(s) in respect of the following Resolutions as stated in the Postal Ballot Notice dated February 13, 2018.
My / our assent or dissent to the said Resolutions is given by placing a tick(✓) mark at the appropriate box below :

Item No	Particulars	Type of Resolution	No. of shares held	I /we Assent to the Resolution [For]	I /we Dissent to the Resolution [Against]
1.	Approval for sub-division of each Equity Share of Rs.2/- (Rupees Two only) fully paid up into 2 (Two) Equity Shares of Re.1/- (Rupee One only) each fully paid up	Ordinary			
2.	Approval for alteration of Capital Clause of Memorandum of Association	Ordinary			
3.	Approval for alteration of Object Clause of Memorandum of Association	Special			

Place:

Date :

(Signature of the Shareholder)

The e-voting facility shall be available during the following voting period:

Commencement of e-voting	Closure of e-voting
Saturday, March 3, 2018 at 9.00 a.m. (IST)	Monday, April 2, 2018 at 5.00 p.m. (IST)

Notes:

- Please read the instructions printed overleaf carefully before filling this Format.
- The last date for receipt of the filled in Postal Ballot form is Monday, April 2, 2018 at 5.00 p.m. (IST)

INSTRUCTIONS

1. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members/list of the Beneficial Owners as on the Cut- Off date, viz. **Friday, February 23, 2018** and as received by the Registrar & Transfer Agent of the Company from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL). A person who is not a member as on the Cut-off date should treat this Notice for information purposes only.
2. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope so as to reach at or before 5.00 p.m. on Monday, April 2, 2018. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expenses of the member will also be accepted.
3. Alternatively, a Member may vote through electronic mode as per the instruction for voting through electronic means as provided in the Postal Ballot Notice sent herewith.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched
5. Members can opt only one mode of voting i.e either physical Postal Ballot form or electronic voting. In case members cast their vote through both the modes, voting done through e- voting shall prevail and voting done by physical Postal Ballot form shall be treated as invalid.
6. The form should be completed and signed by the members (as per the specimen signature registered with the RTA/ Company/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named members and in his / her / its absence, by the next named member. A Member cannot exercise his / her / its vote through proxy on postal ballot.
7. Consent must be accorded by placing a tick (✓) in the column I/we Assent (Agree) to the Resolution (For). Dissent must be accorded by placing a tick (✓) in the column I/we Dissent (Disagree) to the Resolution (Against).
8. The votes of a Member will be considered invalid on any one or more of the following grounds:
 - a) If the Postal Ballot Forms are unsigned, incomplete or incorrectly filled.
 - b) If the Member's signature does not tally;
 - c) If the Postal Ballot Form received is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent' , or it is difficult to verify the signature, or one or more of the above grounds.
 - d) If the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held.
 - e) If member has made any amendment to the resolution or imposed any condition while exercising his/ her/its vote.
 - f) If the form other than the one issued by the Company is used.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. A member may request for duplicate Postal Ballot Form, if required. However, the duly completed Postal Ballot Form/ duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form , i.e., on **Monday, April 2, 2018 at 5.00 p.m.** If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
11. In case of shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney along with attested specimen signatures should be mailed to helpdesk.evoting@cdslindia.com and with a copy marked to the Scrutinizer at sriram@prowiscorporate.com or the Company at shares@amrutanjan.com or deposited at the registered office of the Company.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed Postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same. No other form or photocopy thereof is permitted.
13. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the cut-off date, i.e., **Friday, February 23, 2018**.
14. A Member need not use all the votes or cast all the votes in the same way.
15. The results of voting on the resolution will be declared on **Tuesday, April 3, 2018 by 5.00 p.m. (IST)** at the registered office and will also be displayed on the website of the Company www.amrutanjan.com besides being communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents.
16. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer e-voting facility to all the members of the Company. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide facility to the members of the Company to cast their votes electronically ("e-voting") instead of dispatching Postal Ballot Form. Please note that e-voting is optional. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
17. In case of any grievance connected with voting by postal ballot including e-voting, members may contact Mr. M Srinivasan, Company Secretary of the Company (e-mail: shares@amrutanjan.com) or Mr. Rakesh Dalvi, Deputy Manager, CDSL (e-mail: helpdesk.evoting@cdslindia.com, Ph: 1800225533).



POSTAL BALLOT- CALENDAR OF EVENTS

S.NO.	EVENTS	DATE
1.	Date on which Scrutinizer and Agency are identified	February 12, 2018 (Monday)
2.	Date of Board Meeting approving the Postal ballot Notice and Form, authorizing Managing Director/and Company Secretary to be responsible for entire process, appointment of agency, determining cut- off date, authorizing Chairman and Managing Director to fix record date for stock – split (if approved by members), Calendar of events.	February 13, 2018 (Tuesday)
3.	Date of intimation to Stock Exchange of the outcome of Board Meeting	February 13, 2018 (Tuesday)
4.	Date on which consent was given by Scrutinizer	February 15, 2018 (Thursday)
5.	Cut-off date for determining shareholders to whom Postal Ballot notice shall be sent and participation in e-voting made available.	February 23, 2018 (Friday)
6.	Date of Completion of dispatch of notice along with Postal Ballot Form in Physical form.	February 28, 2018 (Wednesday)
7.	Date of sending of Postal Ballot notice, Calendar of events, to Stock Exchange	March 1, 2018 (Thursday)
8.	Date of publication of notice in Newspaper (Both English & Tamil)	March 2, 2018 (Friday)
9.	Date of commencement of e-voting	March 3, 2018 (Saturday)
10.	Date of closing of e-voting and	April 2, 2018 (Monday)
11.	Last date for receiving Postal Ballot Forms by the scrutinizer.	April 2, 2018 (Monday)
12.	Last date of submission of report by the scrutinizer	April 3, 2018 (Tuesday)
13.	Date of handing over the ballot papers to the designated authority/ Chairman	April 3, 2018 (Tuesday)
14.	Date of declaration of voting results by Chairman or any other Director authorized by the Board	April 3, 2018 (Tuesday)
15.	Date of intimation to Stock Exchange	April 3, 2018 (Tuesday)
16.	Date of signing of Minutes Book by the Chairman in which the results of ballot is recorded.	April 4, 2018 (Wednesday)
17.	Date of Publication in Newspaper (Both in English & Tamil)	April 4, 2018 (Wednesday)

For Amrutanjan Health Care Limited

M Srinivasan

Company Secretary & Compliance Officer

Amrutanjan Health Care Limited



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