

40. 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.
- 41A. 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.
- 41B. 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
42. To 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.

(Altered as per Special Resolution dated. 24.09.1990)

(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

1. 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.
2. To carry on business as proprietors, printers, publishers and subscribers and contributors to newspapers, journals, magazines, books, periodicals, pamphlets, notices, and other literary works and undertakings.
3. To carry on all or any of the businesses of printers, stationers, lithographers, stereo-typers, electrotypers, photographic printers, photo-lithographers, chromo-lithographers, engravers, dye-sinkers, bookbinders, designers, book-sellers, publishers, photographers, photo-enlargers, block-makers.
4. To purchase and maintain a printing press with all its accessory lines for the use of the Company and also to undertake any outside printing work, etc.
5. To start and maintain, an upto date Laboratory, or Laboratory for examination of blood, urine, wassermann test, etc.

6. To start and maintain electrical, dental, eye, ear, nose and throat clinics.
7. To carry on either as manufacturers, processors, traders, importers, exporters and dealers in pharmaceuticals, medicinal, diagnostic, antibiotic, disinfectant, surgical, therapeutic preparations, substances, products, bandages, hand gloves, medical disposables, weighing machines, thermometers, facial chemicals, cosmetic items, prickly heat powders, hair oils, shampoos, hair dyes, skin care products, all types of toilet or facial tissue stock, towels, eye care products, nasal products, dental products, mouth fresheners, mouth washers, cleansing products, hand washers, soaps, liquid soaps, detergents, fresheners, women hygiene products, sanitary napkins, baby diapers, adult diapers, scented products, agarbhattis, scented sticks, candles, insect repellants.
8. To 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.
9. To 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.
10. To carry on the business of manufacturer, sellers, importers, exporters, traders and dealers in all kinds of health care products, foods, convalescent foods, cereals, baby foods, chocolates, health fruit bars, diabetic foods, health tonics, gripe mixture, liver tonics, weight reducing products, ready to cook, pasta, noodles, spaghetti, beverages, soft / cold drinks, energy drinks, fruit drinks, carbonated drinks, mineral water, milk powders, glucose powders, fresh fruits, vegetables, dry fruits, spices, ready to eat items, pickles, frozen foods, ice creams, confectionery products and all instant masalas, curries, sauces, jams, jellies, bread, water, 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 or companies which has necessary infrastructure to accomplish this object.
11. To carry on the business of traders in both domestic and export markets, for all commodities, farmers grown products, natural products, food products.

2. Commencement of business specified under Clause III(C) 7 to 11 of the Objects Clause of Memorandum of Association of the Company as inserted.

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

"RESOLVED THAT pursuant to the provisions of Section 149(2A) and all other applicable provisions, if any of the Companies Act, 1956, the approval of the shareholders of the Company be and is hereby accorded to commence and carry on all or any of the new business activities as included in Clause III(C) 7 to 11 of the Objects Clause of the Memorandum of Association of the Company, as mentioned above, at such time as the Board may deem fit."

On behalf of the Board
For Amrutanjan Health Care Limited
Dr. H.B.N. Shetty
 Director

Place: Chennai
 Date: 13th November, 2010

Notes:

1. The explanatory statement for the resolutions nos.1 & 2 pursuant to Section 173(2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. V Suresh, Practising Company Secretary as Scrutinizer to conduct the voting through Postal Ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot forms from the shareholders.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 3rd January, 2011. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman and the results of the postal ballot will be declared on 5th January, 2011 at 5.00 p.m. at the Regd.Office of the Company at No.103 (Old No.42-45), Luz Church Road, Mylapore, Chennai 600 004. The results of the Postal Ballot shall also be displayed at the Registered Office of the Company and posted on the Company's website: www.amrutanjan.com besides being communicated to the Madras Stock Exchange Limited where the shares of the Company are listed and Bombay Stock Exchange Limited.
4. All documents referred to in the notice and the explanatory statement are open for inspection at the Registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. upto 3rd January, 2011.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No.1

The Company was incorporated in the year 1936 under the Indian Companies Act, 1913. The Memorandum of Association was prepared as per the provisions of the Indian Companies Act, 1913. It is now proposed to divide the Objects Clause of the Memorandum of Association of the Company as Main Objects, Objects Incidental or Ancillary to the attainment of the Main Objects; and Other Objects in conformity with the provisions of the Companies Act, 1956.

It is also proposed to alter the Objects Clause of Memorandum of Association by inserting new business(es) under Other Objects and obtain the authorization for commencement of new business(es) as per Section 149(2A) of the Companies Act, 1956 as laid down in the Special Resolutions given below.

The shareholders are aware that the Company is primarily engaged in the business of manufacture and marketing of pain balms and other allied products.

In the fast changing business and economic environment, it is imperative for every Company to keep examining various opportunities to ensure a momentum of growth which would result in the overall enhancement of shareholders value.

In that direction, as an ongoing process your Directors are constantly considering various proposals to diversify into new business ventures.

To meet this requirement, it is proposed to amend the Objects Clause of the Memorandum of Association of the Company by insertion of new Clauses which would be more comprehensive in nature so as to facilitate the Company to diversify into new business ventures.

Your Directors are of the view that the new business(es) contemplated by the proposed special resolution can be conveniently and advantageously combined with the existing business of the Company.

Pursuant to the provisions of Section 17 of the Companies Act, 1956, amendment of Objects clause of the Memorandum of Association of Company requires the approval of the shareholders by way of Special Resolution.

Accordingly, your approval is sought by voting through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Your Directors recommend the resolution(s) as at Item No. 1 for your approval.

None of the Directors of the company is, in any way, deemed to be concerned or interested in the resolution(s).

Item No.2

As per section 149(2A) of the Companies Act, 1956, a Company cannot commence any new business activity under "Other Objects" of the Memorandum of Association, unless the commencement of such business has been approved by a Special Resolution passed in that behalf by the shareholders and a duly verified declaration has been filed with the Registrar of Companies to that effect.

Your Directors recommend the resolution as at Item No. 2 for your approval.

None of the Directors of the company is, in any way, deemed to be concerned or interested in the resolution(s).

All the material documents referred to in the Explanatory Statement will be available for inspection by members at the Registered Office of the Company during the office hours on all working days between 11:00 a.m and 1:00 p.m. upto 3rd January, 2011.

On behalf of the Board
For Amrutnanjan Health Care Limited
Dr. H.B.N. Shetty
Director

Place: Chennai
Date: 13th November, 2010