

**AMRUTANJAN HEALTH CARE LIMITED**

**CIN : L24231TN1936PLC000017**

**Regd. Office:** No. 103 (Old no. 42-45), Luz Church Road, Mylapore, Chennai- 600004

**Ph:** 044 - 2499 4164

**Email:** [shares@amrutanjan.com](mailto:shares@amrutanjan.com); **Website:** [www.amrutanjan.com](http://www.amrutanjan.com)

**NOTICE OF POSTAL BALLOT (“NOTICE”)**

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

To,

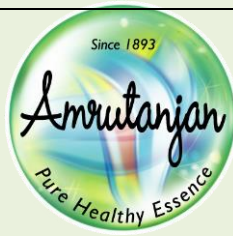
**The Members of Amrutanjan Health Care Limited (“the Company”)**

**NOTICE** is hereby given pursuant to Section 108 & 110 of the Companies Act, 2013, as amended (“the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Rules”), Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India to the extent applicable and guidelines prescribed by the Ministry of Corporate Affairs (“MCA”), Government of India, conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 03/2022 dated May 5, 2022, (In continuation of circular numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, and 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 20/2021 dated December 08, 2021 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ‘**the MCA Circulars**’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) issued under Regulation 101 (“**SEBI Circulars**”), Regulation 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and pursuant to other applicable laws and regulations, read with the equity listing agreement executed with the stock exchange on which the equity shares of the Company is listed, the Company seeks approval of members by way of Ordinary Resolution (as indicated) via postal ballot **only by voting through electronic means (e-voting)** for the following item:

- i) Re-appointment of Mr. S Sambhu Prasad (DIN: 00015729) as Chairman & Managing Director of the Company and fixation of his remuneration by means of Ordinary Resolution as set out hereunder**

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations; and (iii) MCA Circulars, the Company provides remote e-voting facility to its members, to enable them to cast their votes electronically. The instructions for re-mote e-voting are appended to this Postal Ballot Notice.

The Board of Directors (“the Board”) at its meeting held on November 10, 2023 appointed Mr. P Sriram, (FCS: 4862 COP: 3310), Partner of SPNP & Associates, Practicing Company Secretaries as Scrutinizer (“the Scrutinizer”) for conducting the postal ballot through remote e- voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.



The remote e-voting period commences at **9.00 a.m. (IST) on Tuesday, November 28, 2023**, and concludes at **5.00 p.m. (IST) on Wednesday, December 27, 2023**. In the event the resolutions as set out in the notice are assented to by the requisite majority by means of e-voting, they shall be deemed to have been passed on the last date specified for e-voting i.e **Wednesday, December 27, 2023**.

Members are requested to carefully read the instructions in this Notice of Postal Ballot and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process on or before the Ending date. The remote e-voting will be blocked by CDSL immediately after the Ending date and voting beyond the Ending date will not be accepted.

The Scrutinizer will submit his report to the Director authorized by the Board upon completion of the scrutiny of the votes cast through postal ballot only by remote e-voting. The results of the Postal Ballot conducted through the remote e-voting process along with the Scrutinizer's Report will be announced by the authorized Director within 2 working days, i.e.. on or before **Friday, December 29, 2023**, at the registered office of the Company. Simultaneously the said results along with the Scrutinizer's Report would be disclosed to the National Stock Exchange of India Limited and BSE Ltd, where the Equity Shares of the Company are listed and / or permitted for trading. Additionally, the results along with the Scrutinizer's Report will be uploaded on the Company's website [www.amrutanjan.com](http://www.amrutanjan.com), the website of the Stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services (India) Limited ("CDSL") [www.cdslindia.com](http://www.cdslindia.com)

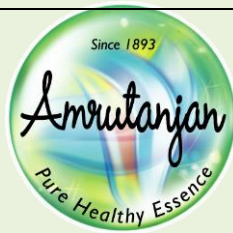
#### **RESOLUTION NO. 1 (SPECIAL BUSINESS):**

##### **Re-appointment of Mr. S Sambhu Prasad (DIN: 00015729) as Chairman & Managing Director of the Company and fixation of his remuneration**

To consider and if thought fit, to provide assent or dissent for passing the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 2(54), 196, 197 and 203 of the Companies Act, 2013 (the "Act") read with Schedule V and all other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Rules") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, pursuant to Article 86 of the Articles of Association of the Company, as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on 9<sup>th</sup> November 2023 and by the Board of Directors of the Company at its meeting held on 10<sup>th</sup> November 2023, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. S. Sambhu Prasad (DIN : 00015729) as the 'Chairman & Managing Director' of the Company for a further period of five years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 which appointment shall not be subject to retirement by rotation";

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 196, 197 & 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and



pursuant to Article 87 of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. S. Sambhu Prasad (DIN : 00015729) by way of salary, allowances, commission, incentives and perquisites as specified below for the period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029:

**a. Basic Salary :** Rs. 7,75,000/- per month.

**b. Commission:** Commission based on Net Profits of the Company in a particular year up to a maximum of 3% in addition to basic salary and perquisites.

**c. Perquisites :**

I. Contribution to Provident Fund, Super Annuation Fund, National Pension Scheme, Gratuity, etc., as per rules of the Fund/Scheme in force from time to time;

II. House Rent Allowance (HRA) of Rs. 60,000/- per month.

Explanation: The expenditure incurred by the Company on gas, electricity, water, maintenance and furnishings shall be valued and paid at actual.

III. Medical Allowance : The company shall pay one month basic salary annually as per the Company's Rules/Policy

IV. Leave Travel Concession: Entitled to claim every year one month basic salary in accordance with the Rules/Policy of the company for self and family.

V. Club Fees: Annual subscription, utility & usage bills for maximum of three clubs. This will include admission and life membership fee.

VI. Personal Accident Insurance Policy with Annual Premium upto Rs. 10,000/-.

VII. Mediclaim Insurance Scheme: The Appointee and his family shall be covered as per the Rules/Policy of the Company.

VIII. Encashment of leave as per the rules/policy of the Company but not exceeding one month's leave for every twelve months of service.

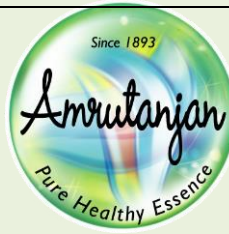
IX. Chauffeur driven Company maintained car with fuel.

X. 2 Security Guards at Residence at actual

XI. Telephone & Internet connection at Residence & usage at actual

The perquisites, whatever applicable, shall be valued as per the Income Tax Act, 1961 or actual expenditure incurred by the company in providing the benefits or generally accepted practice as is relevant. Provision of mobile or landline telephone (including at residence) shall not be reckoned as perquisite.

Such other benefits in accordance with the schemes and rules applicable to the employees of the Company from time to time and as approved by the Board.



The aggregate remuneration (including salary, commission, incentives & perquisites) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in a manner prescribed under the Companies Act, 2013.

Mr. S. Sambhu Prasad will not be entitled to any sitting fee for attending meetings of the Board or of any Committee thereof. Mr. S. Sambhu Prasad will be subject to all other service conditions as applicable to any other employee of the Company.

**“RESOLVED FURTHER THAT** notwithstanding anything contained above, in the event of there being inadequacy or absence of profits in any financial year during the tenure of Mr. S. Sambhu Prasad, he will be paid remuneration as may be determined by the Board which shall not, except with the approval of the shareholders, exceed the limits prescribed under the Companies Act, 2013 and Rules made thereunder or any statutory modification or re-enactment thereof.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or its duly authorised Committee for the time being exercising the power conferred on the board by this resolution (“the Committee”), be and is hereby authorized and empowered to increase, vary or alter the salary or commission or perquisites including the monetary value thereof as specified above or incentives on revenue growth to the extent the Board of Directors/the Committee may consider appropriate in accordance with the relevant provisions of the Companies Act 2013 / Income Tax Act 1961, the rules and regulations made thereunder including any re-enactments thereof and further authorised to do all such acts, deeds, matters and things as may be considered necessary”

**Registered office :**

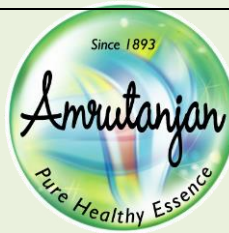
No. 103 (Old No. 42-45)  
Luz Church Road,  
Mylapore, Chennai – 600004

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

**Email: [shares@amrutanjan.com](mailto:shares@amrutanjan.com)  
Website: [www.amrutanjan.com](http://www.amrutanjan.com)**

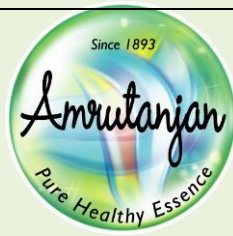
**M Srinivasan  
Company Secretary & Compliance Officer  
Membership No. ACS 10980**

**Place: Chennai  
Date: November 10, 2023**

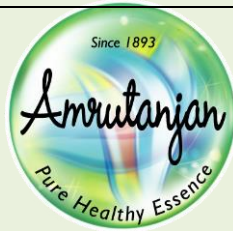


**Notes:**

1. The details of dispatch of Postal Ballot Notice to the members shall be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Chennai, Tamil Nadu, The said Postal Ballot Notice is also available on the website of the Company "[www.amrutanjan.com](http://www.amrutanjan.com)", the website of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) (Website of e-voting facilitator).
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to members whose names appear on the Register of Members/List of Beneficial Owners as on **Thursday, November 23, 2023**, (Cut-off date) as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (Collectively referred as "**Depositories**") and who have registered their e-mail addresses with the Company/Registrar & Share Transfer Agent/Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are **not** being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Any person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories/ the Registrar and Share Transfer Agent ("RTA"), M/s. Cameo Corporate Services Limited. Members can temporarily update their email address and mobile number with Company's RTA- Cameo Corporate Services Limited by visiting their website at [www.cameoindia.com](http://www.cameoindia.com).
4. For permanent updation of email / Mobile / KYC details, members holding shares in physical mode may submit the details in Form ISR-1 to our RTA as per SEBI Circular dated November 3, 2021. Members holding shares in demat mode are requested to contact their Depository Participant (DP) for updation of KYC details in their demat accounts.
5. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company provides e-voting facility only for its members to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its members.
6. The members may note that communication of the assent or dissent of the Members on the resolution would take place through the remote e-voting system only.
7. 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 i.e., **Thursday, November 23, 2023**. Only those members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date would be considered for the purpose of e-voting with respect to the business set out in this Notice.
8. A Member cannot exercise his/her vote through proxy on Postal Ballot.



9. E-voting facility shall be available from **9.00 a.m. (IST)** onwards on **Tuesday, November 28, 2023**, till **5.00 p.m. (IST)** on **Wednesday, December 27, 2023**. Members are requested to read carefully the instructions given in the Notes forming part of this Notice.
10. 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.
11. Corporate and Institutional members (companies, trusts, societies, etc.) are required to send a scanned copy (in pdf/jpg format) of the relevant board resolutions/appropriate authorisations to the Scrutinizer through e-mail at [srirampcs@gmail.com](mailto:srirampcs@gmail.com) with a copy marked to the company at [shares@amrutanjan.com](mailto:shares@amrutanjan.com).
12. Remote e-voting shall be disabled and voting shall not be allowed beyond 05:00 pm (IST) on **Wednesday, December 27, 2023**. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. Votes casted beyond the stipulated time period shall be considered invalid.
13. Once the vote on the resolutions is cast by the members, the members shall not be allowed to change it subsequently.
14. The Scrutinizer shall submit his report on or before **Friday, December 29, 2023** after completion of the scrutiny, to the Director authorized by the Board for such purpose and the results of the Postal Ballot conducted through remote e-voting will be declared by **5.00 p.m. (IST) on Friday, December 29, 2023** at the Company's Registered Office.
15. The declared results along with the Scrutinizer's Report will also be available on the website of the Company at [www.amrutanjan.com](http://www.amrutanjan.com) immediately after the declaration of result by the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed or permitted for trading viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The agency, Central Depository Services (India) Limited ("CDSL") engaged by the Board for facilitating e-voting, will also display the results on its website at [www.cdslindia.com](http://www.cdslindia.com). The result shall also be displayed on the notice board at the registered office of the Company.
16. The resolution, 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. **Wednesday, December 27, 2023**. Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the members.
17. The Statement of Material facts (Explanatory statement) pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules setting out material facts concerning Item No. 1 of the Notice of Postal Ballot ("Notice") dated November 10, 2023 is annexed hereto for your consideration and forms part of this notice.



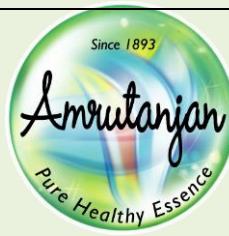
18. Documents referred in the Notice of Postal Ballot and Explanatory Statement thereto, are open for inspection by members electronically till the last date for remote e-voting. Members seeking inspection may send an e-mail to [shares@amrutanjan.com](mailto:shares@amrutanjan.com) mentioning their name, demat account number/folio number, email ID, mobile number.
19. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Clause 1.2.5 of Secretarial Standards-2 issued by the Institute of Company Secretaries of India as revised from time to time are annexed to this Notice.
20. Contact details of the person responsible to address the queries/grievances connected with the e-voting by Postal Ballot:

**The Company Secretary,**

Amrutanjan Health Care Limited,  
No.103,(Old No.42-45) Luz Church Road, Mylapore,  
Chennai, Tamil Nadu, India, 600004  
email : [shares@amrutanjan.com](mailto:shares@amrutanjan.com)

**Registrar and Share Transfer Agent:**

Cameo Corporate Services Limited  
Subramaniam Building", No.1, Club House Road, Chennai – 600 002  
Tel : 044-28460390, Fax : 044-28460129, Email : [investor@cameoindia.com](mailto:investor@cameoindia.com)



### Instructions for E-Voting:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins at **9.00 a.m. (IST) on Tuesday, November 28, 2023**, and concludes at **5.00 p.m. (IST) on Wednesday, December 27, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., November 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

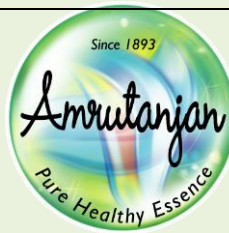
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

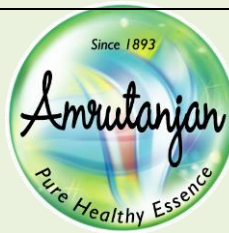
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

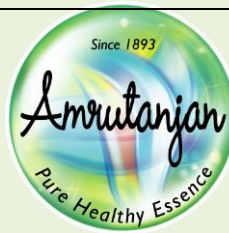
Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be</li> </ol>



	<p>re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



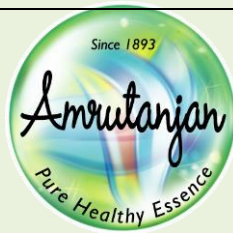
Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

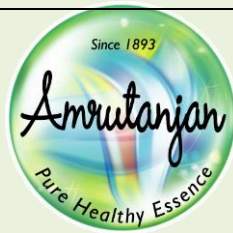
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

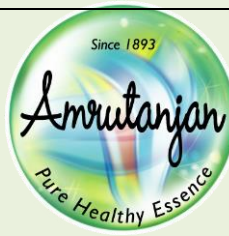
- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (v) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- (vi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (viii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz. [srirampcs@gmail.com](mailto:srirampcs@gmail.com) and to the Company at the email address viz; [shares@amrutanjan.com](mailto:shares@amrutanjan.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

### **Annexure to the Notice of Postal Ballot dated 10<sup>th</sup> November 2023**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION PURSUANT TO REGULATION 36 OF SEBI LODR, SS-2 AND SCHEDULE V TO THE COMPANIES ACT, 2013 (FORMING PART OF THE NOTICE)**

##### **Item No. 1:**

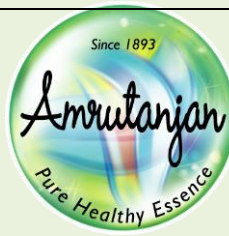
As the Shareholders are aware, Mr. S. Sambhu Prasad (DIN: 00015729) is on the Board of the Company since January 22, 1999 and was appointed as Managing Director of the Company from August 7, 2005. He then served as Chairman & Managing Director for three successive terms of five years each from April 1, 2009 to March 31, 2024.

Keeping in view the qualification, performance, knowledge and expertise of Mr. S. Sambhu Prasad and based on the appraisal and recommendations of the Nomination & Remuneration Committee at its meeting held on November 9, 2023, the Board of Directors considers it desirable that the Company should continue to avail the services of Mr. S. Sambhu Prasad and accordingly approved the re-appointment of Mr. S. Sambhu Prasad (DIN : 00015729) as 'Chairman & Managing Director' of the Company for a further period of five years from April 1, 2024 to March 31, 2029 for a remuneration as contained in the proposed resolution in its meeting held on November 10, 2023 which are subject to the approval of shareholders. The Audit Committee has approved the terms and conditions of his re-appointment, as he being Key Managerial Personnel, is a related party as per Section 2(76) of the Act.

As required under the provisions of Schedule V to the Companies Act, 2013, the following information is provided.

##### **I. General Information:**

- (i) Nature of the industry: The Company operates in Fast Moving Consumer Goods industry and is manufacturing and marketing ayurvedic pain relief products both in India and abroad. The company is also dealing in production and/or marketing of non-alcoholic beverages, women hygiene products, etc.
- (ii) Date or expected date of commencement of commercial production - **Existing Company**
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - **Not Applicable**



(iv) Financial performance based on given indicators (Rs. in lakhs)

PARTICULARS	2023	2022	2021	2020	2019
Net Sales	37,963.60	40,584.24	33,284.40	26,147.67	25,322.7
Other Income	1,454.17	1,538.25		832.13	713.09
Total Income	39,417.77	42,122.49	34,416.41	26,979.80	26,035.8
Profit Before	5,364.54	9,057.66	8,190.45	3,445.39	3,468.3
Profit after Tax (PAT)	3,983.49	6,718.89	6,119.04	2,508.33	2,451.4

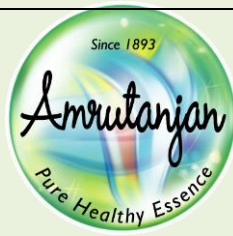
(v) Foreign investments or collaborations, if any – **Not Applicable**

## II. Information about the appointee:

Mr. S. Sambhu Prasad has been the Managing Director of the Company since August 2005. During his tenure the sales of the company has grown from 66 crores (OTC business revenue) to nearly 386 crores in 2023. He has overseen the core pain business expansion into new formats like Roll-on, spray and also new geographies of NESA.. The sales in West Bengal, Orissa in East and Maharashtra in West have also grown during his time. During his tenure, the company has built new product revenue contributing to 41% of total sales of the company and has successfully expanded into fast growing categories like women’s hygiene and fruit based beverages. The company during his term, has built multiple home grown brands including Comfy (sanitary pads), Electro+ health drink. The company has also rolled out the SAP migration last year as part of the greater DIGITIZATION drive. The market cap of the company has also grown 29 fold during this time (since August of 2005 to October of 2023). Prior to joining AHCL, he has worked with SC Johnson’s fulfilment partner, Warren Industries in Racine, Wisconsin, USA in the Engineering and Quality functions. He has also worked in other internship roles in the US.

### Business highlights during his current tenure:

- (1) The core OTC business of the company has seen sustained growth during the period from 2019-2022. The OTC business has grown at 12.42% CAGR in the past 5 years. The company entered the Body Pain space by launching Body Pain Roll on with unique lotion based formula specifically designed for muscular pain relief. The Headache Roll-on format, which is a category invented by Amrutanjan, is also seeing sustained growth. The roll-on formats combined contribute Rs. 65 crores to the company today.
- (2) The company has successfully entered the women’s hygiene business with the launch of Comfy sanitary napkins. The product revenue has grown to Rs. 78.66cr in FY23 and is projected to touch Rs. 100cr in FY24 and has achieved a national volume share of about 3% in a market dominated by multinational duopoly. In Orissa, the volume market share is 27%. The product range is manufactured in partnership with TZMO, a European Multinational based out of Poland. This segment has been expanded with the introduction of other products such as menstrual cups, tampons and period-pain relief roll-on. The sanitary pad portfolio has also seen expansion through the launch of XL, Ultra XL and Cottony variants.
- (3) The Company has opened “World of Amrutanjan” experience Stores at Chennai and Delhi and is planning to open more Stores in future to showcase our legacy and create an awareness of our entire range of products at one place.



- (4) The beverage business which was acquired in 2012 has seen expansion beyond Tamil Nadu into Orissa and WB and has seen the introduction of higher margin products like Electro-plus drink. From a single variant of Apple flavour, the brand has expanded to other flavours like Orange and Lemon.
- (5) The business growth & expansion has been achieved without external borrowings and the company has maintained its debt free status till date. The company has Rs. 200 crore cash with no debts.

Financials (for the term 2019-2023):

1. Sales Growth from Rs. 281 Crores in 2019 to nearly Rs. 426 Crores in 2023;
2. Net profit increased from Rs. 24.51 Cores in 2019 to Rs. 39.83 Crores in 2023;

Shareholders' Value Creation:

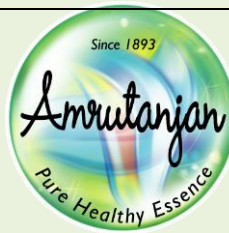
1. Growth in Market Cap of the Company is from Rs. 905 Cr in 2019 to Rs. 1681 Cr in 2023.
2. The total shareholders' return during the period from 2019 to 2023 is 114% by way of Dividend and increase in the Share Price Value;
3. Total dividend pay-out is Rs. 46.48 Crores during the period from 2019 to 2023 from operations;
4. Dividend pay-out ratio on Profit was at 34% in 2023
5. Dividend paid during 2018 was @ 195% and it was increased to 460% during 2022 and has been maintained in 2023;
6. In order to create liquidity in the market, as investor friendly measure, the company has sub-divided the equity shares from Rs. 2/- to Re. 1 during the year 2018.
7. The Company has successfully completed Buyback of 3,20,000 equity shares during July, 2023 at a premium price of Rs. 900/- per share.

Distribution expansions for a company of our size is a challenge and plans have been implemented to expand into new regions. These would take time to materialise.

Another challenge is volatility in critical raw material prices. Volatility in material prices have to be mitigated with a mixture of efficient procurement, backward integration and where applicable, lower consumption. The projects that have been initiated to mitigate the material cost inflation would take time to yield results as well.

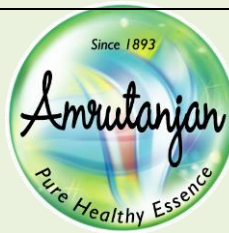
The Board has felt that it is pertinent to continue with the leadership of Mr. Sambhu Prasad to successfully meet these challenges and to achieve the ongoing long term growth objectives that are already in progress.





### Details of Chairman & Managing Director seeking re-appointment

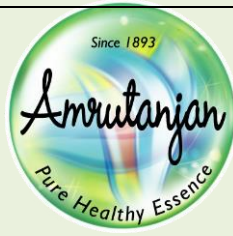
<b>Name, Age, Qualification &amp; Experience</b>	Name of the Chairman & Managing Director :  DIN :  Father's Name :  Date of Birth & Age :  Date of Appointment as Director :  Educational Qualifications  Shares held in the Company :	Mr. S. Sambhu Prasad  00015729  Mr. S Radhakrishna  June 10, 1974; 49 years  January 22, 1999  B.Tech (U.S.A) , M.B.A (U.S.A)  10,40,171 equity shares (Direct Holding)  88,16,533 equity shares (Indirect Holding)				
<b>Past Remuneration</b>	(Rs. in lakhs)					
	<b>Financial Year</b>	<b>Profit Before Tax</b>	<b>Salary</b>	<b>Profit Commission</b>	<b>Total</b>	<b>Maximum Eligible</b>
	2022-2023	5,364.54	110.24	43.47	153.71	277.93
	2021-2022	9,057.66	109.07	73.63	182.70	465.55
	2020-2021	8,190.45	113.25	54.50	167.75	420.25
	2019-2020	3,445.39	112.59	15.00	127.59	191.48
	2018-2019	3,516.73	113.57	15.00	128.57	182.87
<b>Nature of expertise in specific functional areas</b>	Entrepreneurship, Leadership & Organisational Development, Marketing, Finance & Risk Management and Corporate Governance					
<b>Terms and Conditions of Re-appointment</b>	As detailed in the proposed resolution.					
<b>Job Profile and his suitability</b>	Overall management of Amrutanjan Health Care Limited with the duties and responsibilities as provided under the Companies Act and other applicable laws. Given his qualification, experience, past performance in the same					



	position, Mr. S. Sambhu Prasad is well suited to continue in the position.
<b>Recognitions or Awards for the Company during his current tenure</b>	<ol style="list-style-type: none"> <li>1. <b>“Best Corporate Entity” Award</b> of All India Manufacturers’ Organisation (AIMO) out of all the corporates in Tamil Nadu.</li> <li>2. Amrutanjan was chosen as <b>“The Economic Times Best Health Care Brand”</b> among 1,000 brands.</li> </ol>
<b>Remuneration proposed</b>	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the same industry.
<b>Comparative Remuneration profile with respect to industry</b>	The proposed remuneration package of the appointee is in line with the prevailing practice in the industry, size of the company, profile of the position, etc.
<b>Pecuniary Relationship and relationship with the Managerial Personnel</b>	Apart from receiving remuneration as Chairman & Managing Director and other benefits as a shareholder of the Company, he has no other pecuniary relationship.
<b>List of other companies in which Directorships held</b>	NIL
<b>Chairmanship/Membership of Committees of Board of Directors of other Companies</b>	NIL
<b>Listed entities from which Mr. S. Sambhu Prasad has resigned as a Director in the past 3 years</b>	NIL
<b>Number of meetings of the Board attended during the previous year</b>	4 (four)
<b>Inter-se relationship with any other Directors or manager or KMP of the Company</b>	He is not related to any Director or KMP of the Company within the meaning of Companies Act, 2013.

### III. Other Information:

Other disclosures such as reasons for loss or inadequacy of profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profit in measurable terms are not applicable as the Company is currently earning adequate profits.



#### **IV. Other Disclosures:**

The Company has not made any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. Mr. S Sambhu Prasad satisfies the conditions laid down in Part I of Schedule V to the Companies Act 2013.

No Director or other Key Managerial Personnel of the Company and their relatives is in any way, directly or indirectly concerned or interested financially or otherwise in the said resolution except Mr. S. Sambhu Prasad (DIN :00015729), Chairman & Managing Director, as it relates to his re-appointment.

This resolution together with the explanatory statement is to be regarded as Memorandum of terms of appointment of Mr. S. Sambhu Prasad as required to be kept under Section 190 of the Companies Act, 2013.

Your Board of Directors has unanimously approved the above proposal at its meeting held on November 10, 2023 and accordingly recommends the resolution set out in Item No. 1 of the Notice of Postal Ballot for approval of the members.

#### **Registered office:**

No. 103 (Old no. 42-45)  
Luz Church Road,  
Mylapore, Chennai – 600004

**Email: shares@amrutanjan.com**

**Website: www.amrutanjan.com**

**Place: Chennai**

**Date: November 10, 2023.**

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

**M Srinivasan  
Company Secretary & Compliance Officer  
Membership No. ACS 10980**