



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:027:25

January 29, 2025

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001**

**National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra East
Mumbai 400 051**

Scrip Code: 507747

Scrip Code: TTKHLTCARE

Dear Sirs,

Re : Submission of Postal Ballot Notice under Regulation 34(1) of SEBI (LODR) Regulations, 2015

In accordance with the provisions of Regulation 34(1) of SEBI (LODR) Regulations, 2015, please find enclosed the Postal Ballot Notice dated January 24, 2025, along with Explanatory Statement thereof seeking the approval of the Shareholders by means of a Special Resolution for the appointment of Mrs Subashree Anantkrishnan (DIN: 10898908) as an Independent Director of the Company, for a term of 5 years, with effect from January 24, 2025.

The aforesaid Notice was sent to the Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date being Friday, January 24, 2025, to their registered e-mail address.

The said Postal Ballot Notice is also made available on the website of the Company www.ttkhealthcare.com.

Further, please find below the Schedule of Events for Postal Ballot:

1.	Cut-off date	24.01.2025
2.	Completion of despatch of Notice through e-mail	29.01.2025
3.	E-Voting Start Date / Time	31.01.2025 / 9.00 a.m.
4.	E-Voting End Date / Time	01.03.2025 / 5.00 p.m.
5.	Scrutinizer Report	Within two working days from the last date specified by the Company for e-Voting.
6.	Declaration of Results	

Kindly take the above information on record.

Thanking you

Yours faithfully

For TTK Healthcare Limited

(GOWRY A JAISHANKAR)
DGM - Legal & Company Secretary

Encl.: a/a



TTK HEALTHCARE LIMITED

CIN: L24231TN1958PLC003647

Regd. Office: No.6, Cathedral Road, Chennai 600 086

E-mail: investorcare@ttkhealthcare.com | Website: www.ttkhealthcare.com

Tel: 044 - 28116106

NOTICE OF POSTAL BALLOT (“NOTICE”)

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of TTK Healthcare Limited (“the Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standards - 2 on General Meetings (“the SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, General Circular No.09/2024 dated September 19, 2024 read with other relevant Circulars issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”) from time to time, for conducting postal ballot process through e-Voting. The Company is seeking the consent of its Members by means of a Special Resolution for the item of Special Business as set out in the Notice, proposed to be passed through Postal Ballot by way of remote e-Voting only.

In compliance with the requirement of the Circulars, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-Voting system. Accordingly, the despatch of physical postal ballot notice along with postal ballot form and prepaid self-addressed business reply envelope does not arise.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the said resolution, setting out the material facts and the reason for the resolution is also annexed. You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent through Postal Ballot by remote e-Voting facility provided by the Company.

The Board of Directors at its meeting held on January 24, 2025, have appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners - Mr Balu Sridhar / Mr Pankaj Mehta as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting period	9.00 a.m. IST on Friday, January 31, 2025
Last date of remote e-Voting period	5.00 p.m. IST on Saturday, March 01, 2025

The Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-Voting by not later than 5.00 p.m. IST on Saturday, March 01, 2025. The remote e-Voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Saturday, March 01, 2025.

The Scrutinizer will submit his report to the Executive Chairman of the Company or any person authorised by him, after completion of the scrutiny. The Results will be announced within two working days from the last date specified by the Company for e-Voting.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website www.ttkhealthcare.com and will be intimated to the Stock Exchanges where the shares of the Company are listed.

The Resolution, if passed by requisite majority shall be deemed to have been passed on March 01, 2025, being the last date specified by the Company for e-Voting.

Special Business:

Appointment of Mrs Subashree Anantkrishnan (DIN: 10898908) as an Independent Director of the Company, for a term of 5 years, with effect from January 24, 2025:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time, Mrs Subashree Anantkrishnan [DIN: 10898908], who was appointed as an Additional Independent Director of the Company, for a term of 5 years, with effect from January 24, 2025, pursuant to Section 161 of the Act and Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and who has given her consent along with a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from January 24, 2025 upto January 23, 2030 (both days inclusive) **AND THAT** she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and the Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and / or expedient to give effect to the above resolution.”

BY ORDER OF THE BOARD

Place: Chennai
Date : January 24, 2025

Registered Office:

No.6, Cathedral Road
Chennai 600 086

GOWRY A JAISHANKAR
DGM – Legal & Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards - 2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository(ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date (i.e.) January 24, 2025. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. For receiving copy of Postal Ballot Notice, Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with M/s Data Software Research Company Private Limited, the Registrar and Transfer Agent of the Company.

The Notice shall also be uploaded on the website of the Company www.ttkhealthcare.com and on the websites of BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. All the Members of the Company as on the cut-off date shall be entitled to vote, in accordance with the process specified in this Notice.

3. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till March 01, 2025. Members seeking to inspect can send an e-mail to Company at investorcare@ttkhealthcare.com.
4. Procedure for registering the e-mail addresses and obtaining the Postal Ballot Notice by the Members whose e-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with Company / RTA (in case of Members holding shares in physical form):

For Physical Members: For temporary registration of e-mail ID, 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to the Company (investorcare@ttkhealthcare.com) / RTA (ttk.healthcare@dsrc-cid.in).

Thereafter, for permanent registration of e-mail ID, Members are requested to submit Form ISR-1 (which is available in the website of the Company www.ttkhealthcare.com), duly filled and signed, with the Company / RTA.

For Demat Members: For temporary registration of e-mail ID, please provide Demat account details, Name, Client Master List or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Company (investorcare@ttkhealthcare.com) / RTA (ttk.healthcare@dsrc-cid.in).

Thereafter, for permanent registration of e-mail ID, Members are requested to contact their respective DPs for updation.

5. Information and other Instructions relating to e-Voting system:

- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide remote e-Voting to its Members through Central Depository Services (India) Limited (CDSL), in respect of the businesses to be transacted through Postal Ballot process.
- The Board of Directors at its meeting held on January 24, 2025 have appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners - Mr Balu Sridhar / Mr Pankaj Mehta, as the Scrutinizer for conducting the Postal Ballot process through remote e-Voting in a fair and transparent manner and they have communicated their willingness for the same.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on January 24, 2025 being the “cut-off date”. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (i.e.) January 24, 2025 only shall be entitled to avail the facility of e-Voting.
- The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-Voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Executive Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced within two working days of the conclusion of the e-Voting.
- The Resolution, if passed by requisite majority shall be deemed to have been passed on March 01, 2025, being the last date specified by the Company for e-Voting.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ttkhealthcare.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- Instructions for remote e-Voting: The voting period begins at 9.00 a.m., on Friday, January 31, 2025 and ends at 5.00 p.m., on Saturday, March 01, 2025. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 24, 2025 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

Login Method for e-Voting for Physical Shareholders and Shareholders other than individuals holding in Demat form.

- (i) The Shareholders should log on to the e-Voting website www.evotingindia.com.
- (ii) Click on “Shareholders / Members” tab.
- (iii) Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 character DP ID followed by 8 digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- (vi) If you are a first-time user, follow the steps given below:

For Physical Shareholders and Shareholders other than individuals holding shares in Demat form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders). Shareholders who have not updated the PAN details with the Company/Depository Participant are requested to use the “Sequence Number” provided through e-mail. Please refer Point No.4 for registering the e-mail address.
Bank Details or Date of Birth (DOB)	Enter the 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. Shareholders who have not updated their DOB or Bank Details with the Company / Depository Participant are requested to use the User ID, in the Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.
- (x) Click on the EVSN for “TTK HEALTHCARE LIMITED” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly, modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take printout of the votes cast by clicking on “Click here to print” option on the Voting page.

Individual Shareholders holding securities in Demat:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/ home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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: https://eservices.nsd.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal</p>

	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 held 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

- **Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Other Instructions:

- (i) 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 in the “Corporates” modules.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to CDSL at helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin and login 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 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.

- (ii) Alternatively, Non-individual Shareholders are required 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 and to the Company at the e-mail addresses viz., akjainassociates@gmail.com and investorcare@ttkhealthcare.com, if they have voted from individual tab and not uploaded the same in the CDSL e-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under Help Section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr Nitin Kunder (022-23058738) or Mr Mehboob Lakhani (022-23058543) or Mr Rakesh Dalvi (022-23058542).

- (iii) All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400 013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Additional Information of Director being appointment as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI:

Nature of Appointment	Appointment as an Independent Director
Name of the Director	Mrs. Subashree Anantkrishnan
Director Identification Number (DIN)	10898908
Date of Birth and Age	30/11/1963 – 61 years
Date of first appointment on the Board	January 24, 2025
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> • Postgraduate in Political Science from Bombay University. • Indian Revenue Service – 1987 Batch. • Joined Indian Revenue Service in August 1987 as Assistant Commissioner of Income Tax and retired after 36+ years as Member, Central Board of Direct Taxes (CBDT), New Delhi (CBDT is the apex body for administration of Direct Taxes in the country). • During the length of her career in the Income Tax Department, she was posted in different stations such as Mumbai, Bengaluru, Hyderabad, Chennai, Guntur and Delhi. • Was posted as Principal Chief Commissioner, the Region Head, of Mumbai and Tamil Nadu & Puducherry. • Prior to that she was posted as Chief Commissioner – 1 (Karnataka and Goa) in Bengaluru. • Was in-charge of Corporate Taxation, TDS, Personal Taxation and Investigation portfolios, giving a wide and varied expertise in the field of direct taxation.
No. of Board Meetings attended during the year as a Director	Not Applicable
Directorships held in listed entities (along with listed entities from which the person resigned in the past three	NIL <i>Note: She has not resigned from any listed entity during the past three</i>

years)*	years.
Memberships / Chairmanships of Committees of other Boards	NIL
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission, as approved by the Board of Directors / Shareholders, from time to time, within the limits prescribed under the Companies Act, 2013.
Shareholding of the Company	NIL
Skills and Capabilities for the role of Independent Director	Finance, Legal, Governance, Tax Management and People Management.
Relationship with other Directors and Key Managerial Personnel of the Company	NIL
Affirmation that the Director being appointed is not disqualified from holding the office of director pursuant to the provisions of Section 164 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015	It is hereby confirmed that Mrs. Subashree Anantkrishnan is not disqualified from holding the office of director pursuant to the provisions of Section 164 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

BY ORDER OF THE BOARD

Place: Chennai
Date : January 24, 2025

Registered Office:

No.6, Cathedral Road
Chennai 600 086

GOWRY A JAISHANKAR
DGM – Legal & Company Secretary

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SEBI (LODR) REGULATIONS, 2015:

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Appointment of Mrs Subashree Anantkrishnan (DIN: 10898908) as an Independent Director of the Company

The second and final term of office of Mr. S Balasubramanian as an Independent Director, would stand completed on March 26, 2025. It is therefore, necessary to fill in this position of Independent Director, in order to comply with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs Subashree Anantkrishnan (DIN: 10898908) as an Additional Independent Director of the Company, for a term of five years, with effect from January 24, 2025 pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulations 16(1)(b) and 17 of the SEBI (LODR) Regulations, 2015, subject to the approval of the Shareholders by means of a Special Resolution.

In accordance with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the approval of the Shareholders has to be obtained by means of a Special Resolution at the next Annual General Meeting or within three months, whichever is earlier.

Mrs Subashree Anantkrishnan fulfils the terms and conditions specified under the Companies Act, 2013 and the Rules made thereunder and also under the SEBI (LODR) Regulations, 2015 for appointment as an Independent Director.

The Company has received from her-

- (i) Consent vide Form DIR-2 to act as an Independent Director of the Company;
- (ii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015;
- (iii) Notice of Interest by Director in Form MBP-1; and
- (iv) Intimation in Form DIR-8, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act.

The Board of Directors are of the opinion that she is independent of the Management and that after evaluation of her expertise and other attributes, her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Notice has been received from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mrs Subashree Anantkrishnan for the office of Independent Director.

In terms of Regulation 36(3) of SEBI LODR and SS-2, a brief profile of Mrs Subashree Anantkrishnan, along with nature of expertise in specific functional areas, the Other Directorships and Committee Memberships, her shareholdings and relationship with other Directors of the Company are appended to the Notice.

She is not liable to retire by rotation.

The terms and conditions relating to the appointment of Independent Directors are available in the website of the Company www.ttkhealthcare.com.

She is not debarred from holding the office of Independent Director by any SEBI order or any other such authority.

The Board recommends the Special Resolution as set out in this Notice for the approval of the Members.
None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

BY ORDER OF THE BOARD

Place: Chennai
Date : January 24, 2025

GOWRY A JAISHANKAR
DGM – Legal & Company Secretary

Registered Office:
No.6, Cathedral Road
Chennai 600 086