



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:086:23

April 21, 2023

**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 Regulation 34(1) of SEBI (LODR) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 20th April, 2023, along with Explanatory Statement thereof seeking the approval of the Shareholders by means of a Special Resolution for the following item:

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) by the Acquirers (Mr T T Jagannathan, Mr T T Raghunathan and M/s T T Krishnamachari & Co., represented by its Partners – Mr T T Jagannathan, Mr T T Raghunathan, Mrs Latha Jagannathan, Mrs Bhanu Raghunathan, Mr T T Mukund, Mr T T Lakshman, Mr T T Venkatesh and Mr T T Sriram), in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021.

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 Wednesday, the 19th April, 2023, to their registered e-mail address.

The said Postal Ballot Notice is 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	19.04.2023
2.	Completion of despatch of Notice through e-mail	21.04.2023
3.	E-Voting Start Date / Time	23.04.2023 / 9.00 a.m.
4.	E-Voting End Date / Time	22.05.2023 / 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

(S KALYANARAMAN)
Wholetime Director & Secretary

Encl.: a/a



TTK HEALTHCARE LIMITED

Regd. Office: No.6, Cathedral Road, Chennai 600 086
CIN: L24231TN1958PLC003647 | Website: www.ttkhealthcare.com

POSTAL BALLOT NOTICE (“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 (“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 “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with General Circulars bearing Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and Notifications / Guidelines issued by the Ministry of Corporate Affairs (“MCA Circulars”) and General Circulars bearing Nos. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (SEBI) (“SEBI Circulars”) and Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“Delisting Regulations”) for holding general meetings / 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 dispatch of physical postal ballot notice along with postal ballot form and prepaid business 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 material facts and the reasons 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 20th April, 2023, 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 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 22nd May, 2023, being the last date specified by the Company for e-Voting.

Special Business:

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"):

"RESOLVED THAT pursuant to (i) the Initial Public Announcement dated 5th April, 2023 issued by M/s Inga Ventures Private Limited, Manager to the Delisting Offer, in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**"Delisting Regulations"**) on behalf of Promoters of the Company viz., Mr T T Jagannathan, Mr T T Raghunathan and T T Krishnamachari & Co., represented by its Partners - Mr T T Jagannathan, Mr T T Raghunathan, Mrs Latha Jagannathan, Mrs Bhanu Raghunathan, Mr T T Mukund, Mr T T Lakshman, Mr T T Venkatesh and Mr T T Sriram (**hereinafter referred to as T T Krishnamachari & Co. and together with Mr T T Jagannathan and Mr T T Raghunathan referred to as "Acquirers"**), inter alia to initiate the process and to express their intention to (a) acquire all fully paid up Equity Shares of the Company, having a face value of Rs.10/- each, (**"Equity Shares"**) that are held by Public Shareholders of the Company (as defined under the Delisting Regulations and to be referred to as **"Public Shareholders"**), either individually / collectively or together with other members of the Promoter Group as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as the case may be; and (b) consequently, voluntarily delist the Equity Shares from the BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**) (the NSE together with the BSE is referred to as the **"Stock Exchanges"**) by making a delisting offer in accordance with the Delisting Regulations (**"Delisting Proposal"/ "Delisting Offer"**), and (ii) the approval of the Board of Directors of the Company (**"Board"**) granted in its meeting held on 20th April, 2023 and in accordance with the provisions of the Companies Act, 2013 (**"the Act"**) and the Rules framed thereunder, the Delisting Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the Rules issued thereunder), the listing agreement entered with the Stock Exchanges, where the Equity Shares are listed, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all

other applicable laws, rules, regulations and guidelines, if any, and receipt of the necessary approvals from the Stock Exchanges and subject to such approvals, permissions and consents, as may be required and necessary for the Company, the Acquirers and / or other members of the Promoter Group, as the case may be, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, permissions and consents, approval of the members of the Company be and is hereby accorded to voluntarily delist the Equity Shares of the Company from the Stock Exchanges pursuant to the proposed acquisition by the Acquirers, either individually / collectively or together with other members of the Promoter Group, as detailed in the Initial Public Announcement dated 5th April, 2023, of all the Equity Shares listed in the Stock Exchanges and held by the Public Shareholders, in accordance with the terms of the Delisting Regulations and other applicable provisions, if any, of applicable laws and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares.

RESOLVED FURTHER THAT the Board of Directors of the Company (“**the Board**”), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized, on behalf of the Company, to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT any one of the Directors of the Company or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as maybe required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to the Reserve Bank of India.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any of the directors or key managerial personnel of the Company be and are hereby severally authorized to issue a certified true copy of the above resolution wherever necessary.”

BY ORDER OF THE BOARD

Place: Chennai
Date : April 20, 2023

S KALYANARAMAN
Wholetime Director & Secretary

Registered Office:

No.6, Cathedral Road
Chennai 600 086

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., 19th April, 2023. 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 at www.ttkhealthcare.com and on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at 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 22nd May, 2023. 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@tkhealthcare.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@tkhealthcare.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 business to be transacted through Postal Ballot process.
- The Board of Directors at its meeting held on 20th April, 2023 have appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners - Mr Balu Sridhar failing him Mr Pankaj Mehta, as the Scrutinizer for conducting 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 19th April, 2023 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.) 19th April, 2023 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 22nd May, 2023, 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 Sunday, the 23rd April, 2023 and ends at 5.00 p.m., on Monday, the 22nd May, 2023. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th April, 2023 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.

- The Shareholders should log on to the e-Voting website www.evotingindia.com.
- Click on "Shareholders / Members" tab.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 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.
- (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 “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly, modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take 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
Individual Shareholders holding securities in Demat mode with CDSL	<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</p>

	<p>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 a 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 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.</p>

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.
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- **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.

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:

Voluntary Delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited

1. The fully paid-up equity shares of the Company, each having a face value of Rs.10/-, ("Equity Shares") are currently listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (collectively, the "**Stock Exchanges**").
2. On 5th April, 2023, the Company received the Initial Public Announcement dated 5th April, 2023 issued by M/s Inga Ventures Private Limited, Manager to the Delisting Offer, in accordance with the Delisting Regulations ("**Initial Public Announcement**") on behalf of Promoters of the Company viz., Mr T T Jagannathan, Mr T T Raghunathan and T T Krishnamachari & Co., represented by its Partners - Mr T T Jagannathan, Mr T T Raghunathan, Mrs Latha Jagannathan, Mrs Bhanu Raghunathan, Mr T T Mukund, Mr T T Lakshman, Mr T T Venkatesh and Mr T T Sriram (**hereinafter referred to as T T Krishnamachari & Co. and together with Mr T T Jagannathan and Mr T T Raghunathan referred to as "Acquirers"**) to initiate the process and to express their intention to (a) acquire all Equity Shares that are held by Public Shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "Public Shareholders"), either individually / collectively or together with other members of the Promoter Group, as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as the case may be; and (b) consequently, voluntarily delist the Equity Shares from the Stock Exchanges by making a delisting offer in accordance with the Delisting Regulations ("**Delisting Proposal**" / "**Delisting Offer**").
3. As on date, the members of the Promoter Group (including the Acquirers) collectively hold 1,05,35,840 Equity Shares representing 74.56% of the paid-up equity share capital of the Company and the Public Shareholders hold 35,94,493 Equity Shares representing 25.44% of the paid-up equity share capital of the Company.
4. As per the Initial Public Announcement, the rationale for the Delisting Proposal is as follows:
 - (a) Post exit of the Human Pharma Business of the Company, it is left with a host of Consumer Product lines with single digit margin and in highly competitive environment as well as B-to-B and white-label businesses that require separate attention and significant cash outflow;
 - (b) The Promoters also perceive that any long term business plan would involve rationalization of certain portfolios, expanding operations into new product categories and new business activities, which may have different risk profiles, funding requirements, longer gestation periods compared to the current risk profile of the Company and it would be more prudent to preserve the cash;

- (c) Promoters believe that instead of subjecting the public shareholders to uncertainties it would be fair to provide them an exit opportunity through a delisting offer;
 - (d) Thus the proposed delisting is in the interest of the Public Shareholders as it will provide them an opportunity to exit from the Company at a price determined in compliance with the Delisting Regulations;
 - (e) The proposed delisting would enable the members of the Promoter Group to obtain full ownership of the Company, which in turn will provide enhanced operational, financial and strategic flexibility; and
 - (f) As the Company will no longer remain listed in India, there will be reduction in dedicated management time and cost related to listing to comply with the applicable securities laws.
5. Pursuant to the receipt of the Delisting Proposal, the Board took on record the Delisting Proposal and appointed M/s A K Jain & Associates, (“**Peer Review Company Secretary**”) as the Peer Review Company Secretary under Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out due diligence in terms of Regulation 10(3) and other applicable provisions of the Delisting Regulations. The Peer Review Company Secretary issued its Due Diligence Report on 20th April, 2023.
6. Further, the Board, in its meeting held on 20th April, 2023, took on record the-
- Due Diligence Report dated 20th April, 2023 submitted by M/s A K Jain & Associates, Peer Review Company Secretary (“**Due Diligence Report**”); and
 - Share Capital Audit Report dated 20th April, 2023 prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board, submitted by M/s A K Jain & Associates, Peer Review Company Secretary.

Based on the information available with the Company and after taking on record the aforesaid Due Diligence Report, the Board certified that:

- (i) the Company is in compliance with the applicable provisions of securities laws;
 - (ii) the Acquirers and its related entities are in compliance with the applicable provisions of securities laws in terms of the report including compliance with Regulation 4(5) of the SEBI Delisting Regulations; and;
 - (iii) the Delisting Proposal is in the interest of the shareholders.
7. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10(4) of the Delisting Regulations subject to approval of the Shareholders of the Company by means of a Special Resolution through Postal Ballot and / or e-Voting, in accordance with the Delisting

Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals.

8. Further, the Board accepted and took on record in its meeting held on 20th April, 2023, letter dated 19th April, 2023 received from the Acquirers for the Floor Price along with the certificate provided by M/s Aiyar & Co., Chartered Accountants (Membership No.20503.), informing that “**Reference Date**” with respect to the proposed delisting is 5th April, 2023 i.e., the date on which the Company intimated the Stock Exchanges that a meeting of the Board is being convened on 20th April, 2023 *inter alia* to consider and approve / reject the Delisting Proposal and which set out the Floor Price of the Delisting Proposal (“**Floor Price**”) to be INR 1051.31 per Equity Share, which is arrived at in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Takeover Regulations.
9. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Acquirers shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
10. The exit offer price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations (“**Discovered Price**”). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Promoter along with other members of the Promoter Group to 90% of the issued and outstanding Equity Shares, in accordance with the Delisting Regulations, excluding the shares which are held by following:
 - a) custodian(s) holding shares against which depository receipts have been issued overseas;
 - b) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
 - c) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
11. The Acquirers have the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders, in accordance with the provisions of Regulation 22 of Delisting Regulations. However, the Acquirers shall be bound to accept the equity

shares tendered or offered in the delisting offer, if the discovered price determined through the reverse book building process is equal to the floor price.

12. In terms of Regulation 11 of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a Special Resolution passed through a Postal Ballot and / or e-Voting, in accordance with the Companies Act, 2013 and the Rules thereunder. In addition, as per regulation 11(4) of the Delisting Regulations, the Special Resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.
13. In the event that this Special Resolution is passed by the members as set out above, subject to receipt of in-principle approvals of the Stock Exchanges and other applicable statutory approval as may be deemed necessary from time to time, a Detailed Public Announcement of the Delisting Proposal will be made by the Acquirers, in accordance with the Delisting Regulations followed by despatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
14. The acquisition of Equity Shares by the Acquirers, either individually/ collectively or together with other members of the Promoter Group, as the case may be, from the Public Shareholders will be conditional upon the following:
 - a) approval of the Shareholders of the Company by way of a Special Resolution through Postal Ballot and / or e-Voting, in accordance with Regulation 11(4) of the Delisting Regulations and other applicable laws;
 - b) the Acquirers accepting the Discovered Price or providing a counter offer, in accordance with Regulation 22(4) of the Delisting Regulations;
 - c) the number of Equity Shares being validly tendered in the Delisting Offer is sufficient enough to result in the delisting offer being successful, in accordance with the Delisting Regulations;
 - d) the Acquirers having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchanges, as may be required under applicable laws including the Delisting Regulations;
 - e) receipt of the approvals of relevant third parties, including any lenders, government authorities, as may be applicable; and
 - f) such other terms and conditions as may be set out in the "Detailed Public Announcement" or the "Letter of Offer" to be made / despatched to the Public Shareholders, in accordance with the Delisting Regulations.
15. The approval of the members is sought for the aforesaid Special Resolution to make the Delisting Proposal to the members of the Company, in accordance with the provisions of the Delisting Regulations.

The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a Special Resolution.

16. The present Promoters and Promoter Group of the Company are concerned and interested in the above-mentioned resolution and Mr T T Raghunathan and Dr T T Mukund, Directors of the Company are also concerned and interested in this resolution.

None of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD

S KALYANARAMAN
Wholetime Director & Secretary

Place: Chennai
Date : April 20, 2023

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