



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:156:24

May 24, 2024

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

Scrip Code: 507747

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

Scrip Code: TTKHLTCARE

Dear Sirs,

**Re : Outcome of the Board Meeting – Disclosure under Regulation 30 of SEBI
(LODR) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we would like to inform you that the Board of Directors in their meeting held today, *inter alia* considered and approved / recommended the following:

- (i) Dividend of Rs.10/- per Equity Share of Rs.10/- each (100%), for the financial year ended 31st March, 2024 which shall be paid within 30 days from the date of AGM, subject to the approval of the Shareholders.
- (ii) The 66th Annual General Meeting of the Company has been scheduled to be held on **Wednesday, the 24th July, 2024**, through Video Conferencing / Other Audio Visual Means (VC / OAVM).
- (iii) Appointment of M/s A K Jain & Associates as the Scrutinizer for conducting the voting process at the 66th Annual General Meeting of the Company.
- (iv) Appointment of M/s Geeyes & Co. as the Cost Auditor of the Company for the financial year 2024-25, as per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder and fixed their remuneration. (The information required pursuant to the provisions of Schedule III of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure – A**).
- (v) Appointment of M/s A K Jain & Associates as the Secretarial Auditor of the Company for the financial year 2024-25, in accordance with the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder and fixed their remuneration. (The information required pursuant to provision of Schedule III of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure – A**).
- (vi) Based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board has approved the following:
 - Appointment of Mr. Murali Neelakantan (DIN: 02453014) as a Non-Executive Independent Director of the Company, for a term of five years, with effect from 22nd August, 2024, subject to the approval of the Shareholders of the Company.

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- Appointment of Ms. Gowry A Jaishankar as Company Secretary and Compliance Officer of the Company, with effect from 1st June, 2024.

The information required pursuant to the provisions of Schedule III of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure – B**.

(vii) Taken on record the following:

- Relinquishment of office of Chief Executive Officer (CEO) by Mr. T T Raghunathan, with effect from 1st June, 2024. He would continue to hold the position of Executive Chairman (Wholetime Director) in the Company.
- Relinquishment of office of Company Secretary by Mr. S Kalyanaraman, with effect from 1st June, 2024. He has been appointed as Wholetime Director & Chief Executive Officer (CEO), with effect from 1st June, 2024.

The information required pursuant to the provisions of Schedule III of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure – B**.

(viii) Approved the amendment to the Whistle Blower Policy of the Company. A copy of the amended policy is available at the website of the Company. (Link - [Vigil Mechanism / Whistle Blower Policy](#))

(ix) A brief highlight of the Audited Financial Statements for the year ended 31st March, 2024 is enclosed as **Annexure - C**.

We request you to kindly take the above information / documents on record.

The meeting of the Board of Directors was held physically also with the facility of **Video Conferencing** which commenced at 12 noon and concluded at 01.35 p.m.

Thanking you

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)
Wholetime Director & Secretary

Encl. : a/a



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ANNEXURE - A

Details of Appointment

Nature of the Person / Firm	M/s Geeyes & Co.	M/s A K Jain & Associates
Designation	Cost Auditor	Secretarial Auditor
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment	Appointment
Date of appointment/ cessation (as applicable) and terms of appointment	24 th May, 2024, for a term of one year. (FY 2024-25)	24 th May, 2024, for a term of one year. (FY 2024-25)
Brief Profile	<p>M/s Geeyes & Co., a firm of Cost Accountants was established in February, 1994 as a Partnership Firm having two Partners viz., Late S Ganapathi Subramanian and Mr S Srinivasan and currently having three Partners viz., Mr S Srinivasan (Having more than 50 years in service and practice), Mr R Anantharaman (Having 45 years of industrial experience and practice) and Mr Manivannan Rajan (Having more than 35 years of experience in Industry, Consulting and Management Systems Audits, Cost Audits and Excellence Assessments. The firm is engaged in Cost Audit and Consulting in areas such as Cost Accounting, System Design, Pricing Analysis, Anti-Dumping enquiries and Central Excise Audits / Certifications. The Partners are supported by a team of eminent, qualified and experienced Cost & Management Accountants, with wide industry exposure.</p>	<p>M/s A K Jain & Associates is a professional firm established in the year 2000, providing secretarial and advisory services in Corporate Law, Corporate Restructuring, Securities Law, FEMA, FDI, etc., including representation services and having wide and extensive corporate experience of more than two decades. The Firm is represented by its Partners viz., Mr Anil Kumar Jain, Mr Balu Sridhar and Mr Pankaj Mehta.</p> <p>The firm was recently awarded Certificate of Appreciation from the Institute of Company Secretaries of India for the exceptional contribution made towards the growth of the profession of Company Secretaries. The firm has been Peer Reviewed by the Council of the Institute of Company Secretaries of India.</p>
Disclosure of Relationship with Directors	NIL	NIL



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ANNEXURE-B

Disclosure of Information pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Name of the Director / Key Managerial Personnel	Mr. Murali Neelakantan	Mrs. Gowry A Jaishankar	Mr. T T Raghunathan	Mr. S Kalyanaraman
Director Identification Number (DIN) / Membership No.	02453014	A48956	00043455	00119541 / A7316
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment of Mr. Murali Neelakantan as a Non-Executive Independent Director.	Appointment of Ms. Gowry A Jaishankar as Company Secretary & Compliance Officer.	Relinquishment of office of Chief Executive Officer (CEO) by Mr. T T Raghunathan.	Relinquishment of office of Company Secretary by Mr. S Kalyanaraman
Date of appointment/cessation (as applicable) and term of appointment	22 nd August, 2024 – 5 years	1 st June, 2024	1 st June, 2024	1 st June, 2024
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none">• Dual qualified Lawyer (Indian Advocate and England & Wales Solicitor) with broad based experience of advising on cross border deals governed by English law and domestic Indian deals governed by India law.• One of the few Indian lawyers to become an Equity Partner in a leading international law firms in London.• Was associated with Khaitan & Co. LLP as a Senior Partner from April 2010 to October 2013.• In 2013 became Cipla's first Global General Counsel and a Member of the Senior Leadership Team.• Was a Member of the Board of Directors and Global General Counsel at Glenmark	<ul style="list-style-type: none">• She is a B.Com Graduate and has qualified as Company Secretary in 2016 and an Associate Member of the Institute of Company Secretaries of India having Membership No.A48956. She also holds a Master's Degree in Corporate Law.• Ms Gowry A Jaishankar has been working in the Company since 19th May, 1995, with 29 years of experience in the Secretarial and Legal Department.• Currently, she is holding the position of Assistant General Manager – Legal & Secretarial and the Deputy Nodal Officer.• She has been assisting the	NA	NA

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

Phone : 91-44-28116106 - 08, Fax : 91-44-28116387

Email : info@ttkhealthcare.com Website : www.ttkhealthcare.com

CIN : L24231TN1958PLC003647



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	<p>Pharmaceutical Limited in 2017.</p> <ul style="list-style-type: none">Listed in the Who's Who of the World and has been recommended by the Legal 500. Based on the feedback from clients and the recommendation of his peers, was listed as one of the Top 12 leading M&A Lawyers in India by whoswholegal.com.Specialties: Policy Advocacy, Intellectual Property, Cross border transactions, Healthcare.	<p>Wholetime Director & Secretary in all respects to ensure compliance with regulations applicable to the listed Company all these years.</p>		
Disclosure of Relationship with other Directors and Key Managerial Personnel of the Company	NIL	NA	NA	NA
Affirmation relating to debarring from holding the office of director by virtue of any SEBI order or any other such authority.	<p>We hereby confirm that Mr. Murali Neelakantan is not debarred from holding the office of Independent Director by any SEBI order or any other such authority.</p>	NA	NA	NA
Letter of resignation along with detailed reasons for the resignation as given by the Key Managerial Personnel, senior management, Compliance Officer or director	NA	NA	Detailed Reasons: Relinquishment of office of Chief Executive Officer (CEO), w.e.f. 1st June, 2024, due to the elevation of Mr. S Kalyanaraman, Wholetime Director & Company Secretary to the position of Chief Executive Officer (CEO). Mr. T T Raghunathan would continue to hold the position of Executive Chairman (Wholetime Director) in the Company. Letter of Relinquishment dated 24th May, 2024 is attached herewith as <i>Annexure – B1</i>	Detailed Reasons: Relinquishment of office of Company Secretary, w.e.f. 1 st June, 2024, due to his elevation to the position of Chief Executive Officer (CEO). Letter of Relinquishment dated 24 th May, 2024 is attached herewith as <i>Annexure – B2</i>

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RAGHUNATHAN THIRUVALLUR THATTAI

**Old No. 91/1, New No.146,
Santhome High Road, R A Puram
Chennai 600 028**

**The Board of Directors
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600086**

Respected Sirs,

Re: Relinquishment of office of Chief Executive Officer (CEO) of TTK Healthcare Limited

I, Raghunathan Thiruvallur Thattai, s/o Late T T Narasimhan, residing at Old No.91/1, New No.146, Santhome High Road, R A Puram Chennai 600 028, Tamil Nadu, India, do hereby relinquish my office of Chief Executive Officer (CEO) of the Company, w.e.f. 1st June, 2024, due to the elevation of Mr. S Kalyanaraman, Wholetime Director & Company Secretary to the position of Chief Executive Officer (CEO).

The Board is requested to take the same on record.

I would like to thank the Board for the support extended during my tenure as CEO. I would continue to hold the position of Executive Chairman (Wholetime Director) in the Company.

**Place : Chennai
Date : May 24, 2024**

RAGHUNATHAN THIRUVALLUR THATTAI

SUBRAMANIAM KALYANARAMAN

**“Champak Villa”, Flat No.3,
No.47, 47th Street, 9th Avenue,
Ashok Nagar, Chennai 600 083,
Tamil Nadu, India**

**The Board of Directors
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600086**

Respected Sirs,

Re: Relinquishment of Office of Company Secretary of TTK Healthcare Limited

I, Subramaniam Kalyanaraman, s/o Late Venkatraman Subramaniam residing at “Champak Villa”, Flat No.3, No.47, 47th Street, 9th Avenue, Ashok Nagar, Chennai 600 083, Tamil Nadu, India, being elevated to the position of Chief Executive Officer (CEO), do hereby relinquish my office of Company Secretary, w.e.f. 1st June, 2024.

The Board is requested to take the same on record.

I would like to thank the Board for the support extended during my tenure as Company Secretary. I request the Board to continue their support as I transition into the position of Wholetime Director & CEO.



**Place : Chennai
Date : May 24, 2024**

SUBRAMANIAM KALYANARAMAN



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ANNEXURE-C

**HIGHLIGHTS OF THE AUDITED FINANCIAL RESULTS
FOR THE YEAR ENDED 31st MARCH, 2024**

(Rs. in lakhs)

		2023-24	2022-23
(a)	Continuing Operations		
	Revenue from Operations (Net)	75,279.38	72,511.03
	Other Income	6,260.71	4,833.17
	Total Income	81,540.09	77,344.20
	Cost of Materials Consumed	33,825.15	34,777.50
	Employee Benefits Expense	13,284.00	12,338.20
	Other Expenses	24,437.49	22,260.41
	Profit before Finance Cost, Depreciation & Exceptional Items	9,993.45	7,968.09
	Finance Cost	275.55	523.89
	Depreciation	1305.87	1,280.64
	Profit before Tax	8,412.03	6,163.56
	Less: Tax Expense		
	Current Tax	2,210.00	1,741.03
	Deferred Tax	(82.16)	(44.26)
	Profit after tax from Continuing Operations	6,284.19	4,466.79
(b)	Discontinued Operations		
	Profit before Tax	-	77,643.92
	Less: Tax Expense	-	18,139.42
	Profit after tax from Discontinued Operations	-	59,504.50
	Profit after Tax [(a)+(b)]	6,284.19	63,971.29