



**TTK Healthcare  
LIMITED**

TTKH:SEC:GJ:098:20

September 26, 2020

**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 : Minutes of the 62<sup>nd</sup> Annual General Meeting**

We are forwarding herewith certified true copy of the Minutes of the 62<sup>nd</sup> Annual General Meeting held at 10.15 a.m., on 11<sup>th</sup> September, 2020 through Video Conferencing / Other Audio Visual Means (VC / OAVM), in accordance with the Companies Act, 2013, Rules made thereunder, SEBI (LODR) Regulations, 2015, Circulars issued by MCA and SEBI in this regard, , which is self-explanatory.

We request you to kindly take the above document on record.

Thanking you,

Yours faithfully  
For TTK Healthcare Limited

**(S KALYANARAMAN)**  
*Wholtime Director & Secretary*

Encl: a/a



MINUTES OF THE PROCEEDINGS OF THE 62<sup>nd</sup> ANNUAL GENERAL MEETING HELD AT 10.15 A.M., ON FRIDAY, THE 11<sup>th</sup> SEPTEMBER, 2020 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC / OAVM)

Time of Commencement	-	10.15 a.m.
Time of Conclusion	-	11.10 a.m.

No. of Members present in Person	-	71 (1,10,67,531 Equity Shares)
No. of Members present through Proxy	-	Since this AGM is held through VC / OAVM, proxy was not facilitated

**PANELISTS (DIRECTORS / AUDITORS / KMPs):**

Name	Position	Mode of Attendance	Place
Mr T T Jagannathan	Chairman	Video Conference	Bengaluru
Mr T T Raghunathan	Executive Vice Chairman (CEO)	Video Conference	Chennai
Mr R K Tulshan	Director	Video Conference	New Delhi
Mr K Shankaran	Director & Chairman of Stakeholders Relationship Committee	Video Conference	Bengaluru
Dr (Mrs) Vandana R Walvekar	Director & Chairman of Nomination & Remuneration Committee	Video Conference	Mumbai
Mr Girish Rao	Director & Chairman of Audit Committee	Video Conference	Bengaluru
Mr S Balasubramanian	Director	Video Conference	Gurgaon
Mr N Ramesh Rajan	Director	Video Conference	Chennai
Mr V Ranganathan	Director	Video Conference	Chennai
Mr S Kalyanaraman	Wholetime Director & Secretary (CS)	Video Conference	Chennai
Mr B V K Durga Prasad	President – Finance (CFO)	Video Conference	Chennai
Ms S Rajeshwari	Statutory Auditors Partner, M/s PKF Sridhar & Santhanam LLP	Video Conference	Chennai

**ATTENDEES:**

Name	Position	Mode of Attendance	Place
Mr C N Srinivasan	Internal Auditor Partner, M/s S Viswanathan LLP	Video Conference	Bengaluru
Mr Balu Sridhar	Secretarial Auditor Partner, M/s A K Jain & Associates, Practising Company Secretaries	Video Conference	Chennai
Mr Balu Sridhar / Mr Pankaj Mehta	Scrutinizer Partners, M/s A K Jain & Associates, Practising Company Secretaries	Video Conference	Chennai
Ms Gowry A Jaishankar	Manager – Legal & Secretarial	Video Conference	Chennai

**CHAIRMAN OF THE MEETING:**

In accordance with Article 83 of the Articles of Association of the Company, Mr T T Jagannathan, Chairman of the Board of Directors chaired the meeting.

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*[Signature]*



**INTRODUCTION OF DIRECTORS:**

Mr S Kalyanaraman, Wholetime Director & Secretary who was attending the meeting through video conferencing from the Registered Office of the Company at Chennai informed the members that the 62<sup>nd</sup> Annual General Meeting was being held through Video Conferencing / Other Audio Visual Means (VC / OAVM), in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs and SEBI, in this regard.

He introduced the Members of the Board of Directors, Chairman of the various Committees of the Board, Key Managerial Personnel, Auditors and other Attendees present through video conferencing.

**ASCERTAINMENT OF QUORUM AND CONDUCT OF THE PROCEEDINGS:**

Having ascertained that the quorum was present and that the Annual Report for the year 2019-20, the Register of Directors and Key Managerial Personnel and their Shareholdings and the Register of Contracts or Arrangements in which Directors and Key Managerial Personnel were interested were made available at the portal of CDSL for members' inspection, the Chairman called the meeting to order.

He informed that Proxy Register was not available for inspection since there was no proxy facility for virtual meeting of members.

**NOTICE OF THE MEETING:**

The Chairman informed the members that as per the directives of MCA, the Notice of the 62<sup>nd</sup> Annual General Meeting was circulated to the Members through electronically to their respective e-mail addresses registered with the Registrar and Transfer Agent / Depositories and no physical copies were sent. The Notice and the Annual Report for the year 2019-20 were also made available on the website of the Company and also on the website of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited.

The Chairman, with the consent of the members present, has taken the Notice convening the Meeting which was already circulated electronically as read.

The Chairman requested Mr Kalyanaraman to provide general guidance to the members regarding participation in the virtual meeting.

Mr Kalyanaraman informed the members that-

- The facility to attend the meeting through VC / OAVM was provided by M/s Central Depository Services (India) Limited (CDSL).
- The proceedings of the meeting were recorded since the meeting was held virtually.
- The facility to join the meeting was made available on first-come-first served basis.
- Members who have joined were kept on mute by the host by default for smooth conduct of the meeting.
- Since e-Voting system was followed, the members were not provided with voting by show of hands or poll.
- The Company received request for Speaker Registration from 9 (nine) members. Audio and Video facility would be enabled to those speakers when the Chairman open the floor for Question and Answer (Q&A) session.

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- For other members, "Q&A option" would be enabled through Chat Box during the Q&A session.
- The Chairman reserves the right to limit the number of members asking questions, number of questions and the time allotted for each such member, for the smooth conduct of the meeting.
- Facility to cast the votes electronically on the businesses as set out in the Notice was provided to members and the remote e-Voting facility was made available from 9.30 a.m., on Monday, the 7<sup>th</sup> September, 2020 to 5.00 p.m., on Thursday, the 10<sup>th</sup> September, 2020.
- Members who have not cast their vote through remote e-Voting would be provided e-Voting facility during the AGM to cast their vote on the businesses to be transacted at the AGM.
- Mr Balu Sridhar, failing him, Mr Pankaj Mehta, Practising Company Secretaries were appointed as Scrutinizer for conducting the e-Voting process in a fair and transparent manner.

Thereafter, Mr Kalyanaraman requested the Chairman to deliver his speech and conduct the proceedings.

**CHAIRMAN'S ADDRESS:**

The Chairman welcomed the members to the 62<sup>nd</sup> Annual General Meeting and delivered his Speech.

**AUDITORS' REPORT:**

The Chairman informed the Members that since there were no qualifications, observations or comments on the financial transactions or matters, which have adverse effect on the functioning of the Company in the Auditors' Report on the Financial Statements for the year ended 31<sup>st</sup> March, 2020, the same was not required to be read at the Meeting, as per Section 145 of the Companies Act, 2013.

The Chairman further informed that similarly, the Cost Audit Report and the Secretarial Audit Report also do not contain any qualifications, observations or comments and hence the same were not required to be read at the Meeting.

**PRESENTATION OF AUDITED FINANCIAL STATEMENTS TO MEMBERS / ITEMS ON AGENDA:**

The Chairman took up the following Items bearing Nos.1 to 6 of the Notice along with the Explanatory Statement already circulated to the Members and briefly explained the details of each of these items:

1. Adoption of the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020 together with the Reports of Directors and Auditors thereon.
2. Declaration of Dividend of Rs.3.00 per share (30%) on the Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2020.
3. Reappointment of Mr K Shankaran as a Director of the Company.
4. Reappointment of Mr S Balasubramanian as an Independent Director, for a further term of 5 years, with effect from 27<sup>th</sup> March, 2020.
5. Reappointment of Mr N Ramesh Rajan as an Independent Director, for a further term of 5 years, with effect from 3<sup>rd</sup> February, 2021.
6. Ratification for the remuneration payable to the Cost Auditors of the Company, for the financial year ending 31<sup>st</sup> March, 2021.

Thereafter, the Chairman invited queries from the Members on these items.

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# TTK HEALTHCARE LIMITED

Mr Kalyanaraman, with the help of the Moderator, enabled the audio and video facility to the following Speakers who were registered as such with the Company, one by one to speak, during the Q&A session:

S.No.	Name	Client ID / Folio No.	No. of Shares	Location	Remarks
1	Sharadkumar Jivraj Shah	IN30014210396162	136	Mumbai	Spoke at the Meeting
2	Hemant Khandelwal	1204470005102225	10	Chennai	Not joined as Speaker
		IN30302862715545	1		
3	Yusuf Rangwala	1601010000232396	1	Mumbai	Spoke at the Meeting
4	Santosh Kumar Saraf	1206780000018019	1	Kolkata	Spoke at the Meeting
5	Rajen Shah	IN30154933925589	5,000	Mumbai	Spoke at the Meeting
6	Prem Raheja	IN30509930010494	339	Mumbai	Spoke at the Meeting
7	Bharati Saraf	1206780000017638	2	Kolkata	Not joined the Meeting
8	Kirti Shah	1202550000058500	2	Mumbai	Spoke at the Meeting
9	J Abhishek	IN30163741359155	1	Chennai	Joined. Not able to speak due to technical glitches

All the queries raised by the members were answered / clarified by Mr Shankaran and Mr Kalyanaraman at the request of the Chairman.

#### e-VOTING DURING THE AGM:

The Chairman concluded the proceedings by placing on record his appreciation to all the member for their valid observations and participation.

He informed the members that-

- The e-Voting platform of CDSL would be available for voting for the next 15 minutes and requested the members those who are attending the meeting virtually and have not cast their votes through remote e-Voting, to cast their vote through e-Voting facility available during the AGM;
- The Scrutinizers would be supervising the e-Voting process;
- The e-Voting results would be declared within the timeline prescribed by SEBI and the results would be disseminated in the websites of the Stock Exchanges viz., BSE and NSE and also in the website of the Company.
- The resolutions, as set out in the Notice, would be deemed to have been passed at the AGM, subject to receipt of requisite number of votes.

He thanked all the members for attending the meeting virtually.

#### DECLARATION OF VOTING RESULTS:

On the basis of the Report submitted by the Scrutinizer Mr Balu Sridhar, Partner, M/s A K Jain & Associates, the results of the voting on the various businesses transacted at the 62<sup>nd</sup> Annual General Meeting of the Company held on 11<sup>th</sup> September, 2020, declared on the same day, are as below:

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**ORDINARY BUSINESS:**

**ITEM NO.1**

**ADOPTION OF AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION:**

“RESOLVED THAT the Audited Financial Statements consisting of the audited Balance Sheet as at 31<sup>st</sup> March, 2020 and the Statement of Profit and Loss for the year ended as on that date together with the Board’s Report and Auditors’ Report thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted”.

The Resolution was carried by requisite majority.

**ITEM NO.2**

**DECLARATION OF DIVIDEND – ORDINARY RESOLUTION:**

“RESOLVED THAT a dividend of Rs.3.00 (30%) per share in respect of 1,41,30,333 Equity Shares of Rs.10/- each fully paid-up, be paid, to the holders of Equity Shares whose names appear on the Register of Members as on 11<sup>th</sup> September, 2020”.

The Resolution was carried by requisite majority.

**ITEM NO.3**

**REAPPOINTMENT OF MR K SHANKARAN AS A DIRECTOR – ORDINARY RESOLUTION:**

“RESOLVED THAT Mr K Shankaran (DIN - 00043205) be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

The Resolution was carried by requisite majority.

**SPECIAL BUSINESS:**

**ITEM NO.4**

**REAPPOINTMENT OF MR S BALASUBRAMANIAN AS AN INDEPENDENT DIRECTOR, FOR A FURTHER TERM OF 5 YEARS, WITH EFFECT FROM 27<sup>th</sup> MARCH, 2020 – SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with Schedule IV to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and further, pursuant to Regulations 16(1)(b) and 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other circulars / modifications, if any, issued by Securities and Exchange Board of India (SEBI), from time to time and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr S Balasubramanian (DIN: 02849971), notwithstanding that he has attained the age of 75 years and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, for a further term of 5 years, with effect from 27<sup>th</sup> March, 2020 AND THAT he shall not be liable to retire by rotation”.

The Resolution was carried by requisite majority.

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**ITEM NO.5**

**REAPPOINTMENT OF MR N RAMESH RAJAN AS AN INDEPENDENT DIRECTOR, FOR A FURTHER TERM OF 5 YEARS, WITH EFFECT FROM 3<sup>rd</sup> FEBRUARY, 2021 – SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with Schedule IV to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and further, pursuant to Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other circulars / modifications, if any, issued by Securities and Exchange Board of India (SEBI), from time to time and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr N Ramesh Rajan (DIN: 01628318), in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, for a further term of 5 years, with effect from 3<sup>rd</sup> February, 2021 AND THAT he shall not be liable to retire by rotation”.

The Resolution was carried by requisite majority.

**ITEM NO.6**

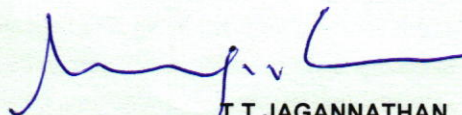
**RATIFICATION FOR THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE YEAR 2020-21 – ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of Rs.5,00,000 (Rupees Five lakhs only) plus applicable taxes and levies and reimbursement of travel and out-of-pocket expenses incurred in connection with the audit, payable to M/s Geeyes & Co., Cost Accountants (Firm Regn. No.000044), for conducting the audit of the cost records of the Company, for the financial year ending 31<sup>st</sup> March, 2021, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified”.

The Resolution was carried by requisite majority.

The complete details of the Voting Results declared on 11<sup>th</sup> September, 2020 along with the Consolidated Report on the e-Voting conducted during the AGM and remote e-Voting submitted by the Scrutinizer were uploaded on the Company's Website and were also communicated to the Stock Exchanges on the same day. These details are also made available at the Registered Office of the Company.

Place: Chennai  
Date: September 16, 2020

  
T T JAGANNATHAN  
Chairman

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