



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:112:23

May 26, 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 Secretarial Compliance Report

In accordance with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are forwarding herewith the Secretarial Compliance Report dated 12th May, 2023, for the financial year ended 31st March, 2023, issued by Mr Balu Sridhar, Partner, M/s A K Jain & Associates, Practising Company Secretaries, Chennai 600 084.

Kindly take the above document on record.

Yours faithfully

For TTK Healthcare Limited

(S KALYANARAMAN)

Wholetime Director & Secretary

Encl.: a/a



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

SECRETARIAL COMPLIANCE REPORT

of

TTK HEALTHCARE LIMITED

For the Financial Year ended 31st March, 2023

We, M/s. A K Jain & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s.TTK HEALTHCARE LIMITED ("the listed entity");
- (b) The filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:


- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and circulars/ guidelines issued thereunder;

and circulars/ guidelines issued thereunder;

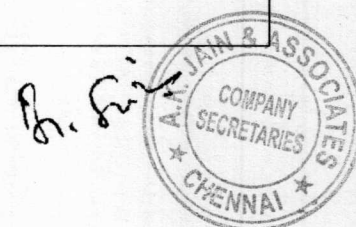


We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards:		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	Adoption and timely updation of the Policies:		
	<ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3	Maintenance and disclosures on Website:		
	<ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-
4	Disqualification of Director:		
	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013.	Yes	-

B. Srinivas


5	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any material subsidiary
6	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	-
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Not Applicable	
9	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-



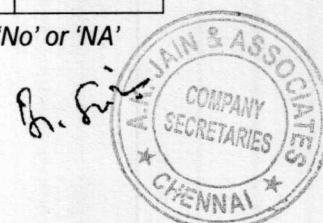
11	Actions taken by SEBI or Stock Exchange(s), if any:		
	No action(s) has been taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.		During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except it was observed that the Nomination & Remuneration Committee (NRC) was required to be re-constituted w.e.f. 01.01.2022 in terms of Regulation 19(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI (LODR) (Third Amendment) Regulations, 2021 dated 03.08.2021. Though the NRC was reconstituted w.e.f. 01.01.2022, due to rounding off interpretation, it was considered to be not in compliance with Regulation 19(1) of SEBI (LODR) Regulations, 2015. Upon receipt of SOP Notice from BSE & NSE, the Company has promptly reconstituted the NRC w.e.f. 24.05.2022 and paid the fine to the Stock Exchanges. Further, the Company has also submitted an application for waiver of the fine levied by the Stock Exchanges, as it was purely due to an interpretation issue and is awaiting its order.
12	Additional Non-compliances, if any:		
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:




Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or (ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or (iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such instances during the Audit Period
2	Other conditions relating to resignation of statutory auditor		
	(i) Reporting of concerns by Auditor with respect to the listed entity to the Audit Committee: (a) In case of any concern with the management of the listed entity such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. (b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. (c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. (ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	No such resignation
3	The listed entity has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No such resignation

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Constitution of NRC Committee	Regulation 19(1) of SEBI (LODR) Regulations, 2015	The Constitution of NRC Committee is not as per SEBI (LODR) Regulations, 2015	BSE & NSE	Payment of fine	Non compliance of Regulation 19(1) of SEBI (LODR) Regulations, 2015	BSE – Rs.1,14,480/- inclusive of GST NSE - Rs.2,12,400/- inclusive of GST	Due to rounding off interpretation, the constitution of the NRC Committee was considered not in accordance with Regulation 19(1) of SEBI (LODR) Regulations, 2015. Subsequently, the Committee was duly reconstituted and the Company also paid the SOP Fine & made an application for waiver.	The Company upon receipt of SOP Notice from BSE & NSE, has promptly reconstituted the NRC w.e.f 24.05.2022 and paid the fine to the Stock Exchanges. Further, the Company has also submitted an application for waiver of the fine levied by the Stock Exchanges, as it was purely due to an interpretation issue and is awaiting its order.	NA

A. Srinivasan


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

For A.K.JAIN &
ASSOCIATES
Company Secretaries



A handwritten signature in black ink, appearing to read "B. Srithar".

BALU SRIDHAR
Partner

M.No. F5869

C.P. No.3550

UDIN:F005869E000299734

PR: 1201/2021

Place Chennai
Date May 12, 2023