



TTK Healthcare LIMITED

TTKH:SEC:GJ:081:23

April 20, 2023

The Dept. of Corporate Services
BSE Ltd.
25, PJ Towers
Dalal Street
Mumbai 400 001

The Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

BSE Scrip Code: 507747

NSE Symbol: TTKHLTCARE

Dear Sir / Madam,

Re : Outcome of the Meeting of the Board of Directors of TTK Healthcare Limited ("Company") held on 20th April, 2023, in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

This is with reference to the captioned subject and in continuation of our communication No.TTKH:SEC:GJ:065:23 dated 5th April, 2023, in relation to convening of a meeting of the Board of Directors ("Board") of the Company on 20th April, 2023.

As reported to the Exchanges earlier vide our communication No.TTKH:SEC:GJ:064:23 dated 5th April, 2023, the Initial Public Announcement dated 5th April, 2023 was received from Promoters of the Company viz., 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 (T T Krishnamachari & Co. together with Mr. T T Jagannathan and Mr. T T Raghunathan are collectively referred to as "**Acquirers**"), in accordance with Regulation 8 of the Securities and Exchange Board of India (Delisting of Equity Shares), 2021 ("**SEBI Delisting Regulations**"), *inter alia*, expressing their intention to-

- (a) acquire all Equity Shares that are held by public shareholders (as defined under the SEBI Delisting Regulations) of the Company either individually or collectively together with other members of the Promoter Group, as the case may be; and
- (b) consequently voluntarily delist the Equity Shares from the stock exchange where the Equity Shares are presently listed i.e., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), by making a delisting offer in accordance with the SEBI Delisting Regulations ("**Delisting Proposal / Delisting Offer**").

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TTK Healthcare LIMITED

In this connection, our communication No.TTKH:SEC:GJ:065:23 dated 5th April, 2023 informing the Exchange about convening the meeting of the Board of Directors of the Company on 20th April, 2023 and our communication No.TTKH:SEC:GJ:070:23 dated 6th April, 2023 informing the Exchange about appointment of M/s A K Jain & Associates Practicing Company Secretary, (Membership No.5869, C.P.No.3550 & Peer Review Certificate No. No.1201/2021) as "Peer Review Company Secretary" to carry out due diligence and submit report, in accordance with Regulation 10(3) of the Delisting Regulations, may kindly be referred to.

This is to inform you that the Board in its meeting held today (i.e., 20th April, 2023) took the following decisions:

- (a) The Due Diligence Report dated 20th April, 2023 ("**Report**") submitted by M/s A K Jain & Associates, Practicing Company Secretaries, a Peer Review Company Secretary Firm, in terms of Regulation 10(3) of SEBI Delisting Regulations, was reviewed and taken on record by the Board.

A copy of the said Report is annexed herewith as Annexure-A.

- (b) Further, the Audit Report dated 20th April, 2023 submitted by Mr Balu Sridhar, Partner, M/s A K Jain & Associates, Practicing Company Secretary, (Membership No.5869, C.P. No.3550 & Peer Review Certificate No.1201/2021) as "Peer Review Company Secretary", in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the SEBI Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the Board Meeting, was taken on record by the Board.

A copy of the said Report is annexed herewith as Annexure-B.

- (c) The Board took on record the letter dated **19th April, 2023** received from the Acquirer(s) informing the Company that the Floor Price of the delisting offer is INR 1051.31 per Equity Share, which is determined in accordance with Regulation 20(2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In support of the aforesaid, the letter was accompanied by a certificate dated 19th April, 2023 issued by M/s Aiyar & Co., Chartered Accountants.
- (d) The Delisting Proposal was approved, in accordance with Regulation 10 of the SEBI Delisting Regulations, after discussing and considering various factors including the Report on Floor Price.
- (e) Based on the information available with Company and after taking on record the Report, the Board in accordance with Regulation 10(4) of the SEBI Delisting Regulations, 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 of the Company

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TTK Healthcare
LIMITED

- (f) Approval was granted by the Board to seek necessary approval from the Shareholders of the Company by way of a Special Resolution through Postal Ballot Process, for the Delisting proposal, in accordance with Regulation 11 of the SEBI Delisting Regulations.
- (g) The Board approved the Notice of Postal Ballot and allied matters including appointment of M/s A K Jain & Associates, Practising Company Secretary as Scrutinizer to conduct the process of the postal ballot in a fair and transparent manner.

The aforesaid meeting of the Board commenced at 12 noon and concluded at 1.15 p.m.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For TTK Healthcare Limited

(S KALYANARAMAN)
Wholetime Director & Secretary

Encl.: a/a



DUE DILIGENCE REPORT for M/s. TTK HEALTHCARE LIMITED
[Pursuant to Regulation 10 (3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]

To
The Board of Directors
TTK HEALTHCARE LIMITED
(CIN: L24231TN1958PLC003647)
NO.6, Cathedral Road
Chennai 600 086

In terms of Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations"), We, A K Jain & Associates, Peer Reviewed Practicing Company Secretary Firm, have been appointed by the Board of Directors of TTK HEALTHCARE LIMITED (hereinafter referred to as the "Company") having CIN L24231TN1958PLC003647 and having its Registered Office at No.6, Cathedral Road, Chennai 600 086 on 6th April, 2023, to carry out the due diligence, in accordance with Regulation 10(3) and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report ("DDR").

Background:

- In terms of Regulation 8 of the Delisting Regulations, an Initial Public Announcement dated 5th April, 2023 ("Initial Public Announcement") was issued on behalf of Promoters of TTK Healthcare Limited 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, the Acquirers, as defined in the Delisting Regulations ("Acquirers") inter alia expressing their intention to:
 - Acquire **35,94,493** fully Paid-up Equity Shares of the Company, having a face value of INR 10/- each, ("Equity Shares") representing **25.44%** of the paid-up capital held by the 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 the case may be; and
 - Consequently voluntarily delist the Equity Shares from the Stock Exchanges where the Equity Shares of the Company are presently listed namely, BSE Limited & National Stock Exchange of India Limited (collectively, "Stock Exchanges"), by making a delisting offer, in accordance with the Delisting Regulations ("Delisting Proposal").
- The present Capital structure including the details of the Authorised, Subscribed, Issued, Paid up and Listed Equity share Capital of the Company is placed at **Annexure I**.

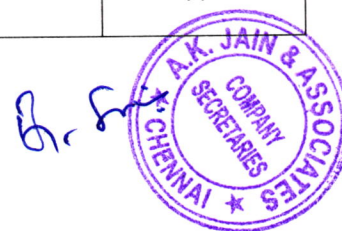


3. Shareholding Pattern of the Company as on **19.04.2023** is placed at **Annexure II**.
4. The Distribution of public shareholding as on **19.04.2023** is as per **Annexure III**.
5. The list of Top Twenty-Five shareholders (other than Acquirers & members of Promoter Group) as on **19.04.2023** is placed at **Annexure IV**.

Verification:

1. On the basis of the information received from / furnished by the Board of Directors of the Company, as required under sub-regulation 2 of Regulation 10 of the Delisting Regulations, for the purpose of carrying out the due diligence, we have examined the following:
 - (a) The details of buying, selling and dealing in the Equity Shares of the Company by the Acquirers or their related entities (including members of Promoter Group) during the period of two years prior to the date of Board Meeting [(i.e.) **20.04.2023**] held to consider the Delisting Proposal ("Review Period") including the details of the Top Twenty-Five Shareholders, for the said period;
 - (b) Weekly Beneficial Positions Statements ("**Benpos**") as forwarded by the Company [sent by Registrar & Transfer Agent of the Company viz., M/s Data Software Research Co. Pvt. Ltd., ("Registrar" or "RTA")], in relation to Top Twenty-Five Public Shareholders and Promoters & members of Promoter Group for the period from 16th April, 2021 till 19th April, 2023.
 - (c) List of the Top Twenty-Five Public Shareholders and Acquirers / Promoter Group from RTA of the Company as on 19th April, 2023.
 - (d) The details of off-market transactions of the aforesaid persons/ shareholders for the Review Period;
2. For the purpose of verifying applicability and compliance of securities laws, we have identified the following regulations and their applicability

Regulations	Acquirers and their related entities (including members of Promoter Group)	Top Twenty-Five Public Shareholders
The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) as amended from time to time	Applicable / Not Applicable	Applicable / Not Applicable
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (SEBI PIT Regulations) as amended from time to time	Applicable/ Not Applicable	Applicable / Not Applicable
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) as amended from time to time	Applicable / Not Applicable	Applicable / Not Applicable
The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations)	Applicable / Not Applicable	Applicable / Not Applicable



Observation:

On the basis of the review of the aforesaid information / documents, as set out below is our analysis/ observations:

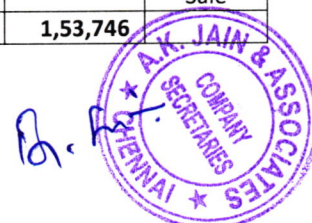
(a) For Acquirers and their related entities:

- (i) During the Review Period, we did not notice any change in the shareholding of the Acquirers and their related entities including the members of Promoter Group.
- (ii) As on date, the Acquirers and their related entities hold **1,05,35,840** Equity Shares, representing **74.56%** paid up Equity Share Capital of the Company.

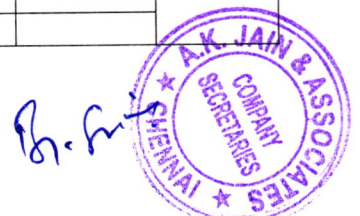
(b) For Top Twenty-Five Shareholders:

- (i) During the Review Period, Top Twenty-Five Public Shareholders have overall (net) bought **266,008** Equity Shares of the Company.

Name of the Shareholder	As on 16.04.2021	Date of dealing	Number of Shares		As on 19.04.2023	Mode
			Buy	Sell		
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS LONG TERM EQUITY FUND	3,18,477	22.10.2021		3,619		Market sale
		15.07.2022		372		
		16.09.2022		13,938		
		16.12.2022		6,055		
		24.02.2023		947		
		14.04.2023		3,301		
JUPITER INDIA FUND	2,34,304	21.05.2021		4,111		Market Sale
		28.05.2021		12,690		
		04.06.2021		2,278		
					2,15,225	
VIDHIT TULSHAN	1,60,095	16.07.2021	119			Market Purchase
		16.09.2022		1,935		Market Sale
		04.11.2022	200			Market Purchase
		09.12.2022		700		Market Sale
		16.12.2022		400		Market Sale
		23.12.2022		300		Market Sale
		31.12.2022		1,022		Market Sale
		06.01.2023		288		Market Sale
		24.02.2023		23		Market Sale
		31.03.2023		2,000		Market Sale
					1,53,746	



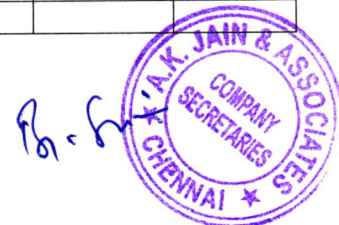
ABAKKUS DIVERSIFIED ALPHA FUND	0					
		31.03.2023	1,15,385			Market Purchase
					1,15,385	
SEEMA TULSHAN	81,262	--	--	--	81,262	NA
VEENA K JAGWANI	74,000					
		23.09.2022	3,000			Market Purchase
		31.12.2022	2,127			Market Purchase
		13.01.2023	2,452			Market Purchase
		20.01.2023	6,021			Market Purchase
		03.02.2023	500			Market Purchase
		07.04.2023		8,000		Market Sale
						80,100
JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	46,390					
		29.10.2021		490		Market Sale
		05.11.2021		489		Market Sale
					45,411	
MANOJ TULSHAN	68,035					Market Purchase
		12.11.2021		301		Market Sale
		19.11.2021		1,214		
		26.11.2021		293		
		03.12.2021		4,000		
		10.12.2021		3,479		
		17.12.2021		2,053		
		11.03.2022		2,000		
		25.03.2022		1,000		
		20.05.2022		2,000		
		30.06.2022		1,000		
		01.07.2022		1,000		
		08.07.2022		3,000		
		15.07.2022		2,000		
		22.07.2022		995		
	27.07.2022		1,000			
					42,700	
SASHIKANTH BALACHANDAR	0					
		04.06.2021	1,524			Market Purchase
		11.06.2021	1,750			
		18.06.2021	2,500			
		16.07.2021	4,317			
		06.08.2021	2,953			
		13.08.2021	2,010			
		18.02.2022	3,651			
		25.02.2022	8,635			
		04.03.2022	5,932			
		11.03.2022	14,405			
		18.03.2022	5,000			
		25.03.2022	1,900			
	31.03.2022	1,000				
	08.04.2022	1,970				



		15.04.2022	300				
		22.04.2022	1,000				
		29.04.2022	1				
		09.12.2022		2,000			
		23.12.2022		412			
		06.01.2023		3,606			
		13.01.2023		4,077			
		20.01.2023		4,126			
		27.01.2023		2,328			
		03.02.2023		287			
						42,012	
VAIBHAV TULSHAN	35,000	--	--	--		35,000	NA
RAJIV TULSHAN	31,487	--	--	--		31,487	NA
JOVIAL INVESTMENT AND TRADING COMPANY	0						Market Purchase
		19.08.2022	6,186				
		26.08.2022	23,814				
		17.03.2023	40				
		24.03.2023	1,313				
						31,353	
DOLLY KHANNA	0						
		20.05.2022	18,000				Market Purchase
		27.05.2022	27,365				Market Purchase
		17.06.2022		1,797			Market sale
		24.06.2022		3,000			Market sale
		08.07.2022	4,000				
		15.07.2022	7,211				
		22.07.2022	3,845				
		27.07.2022	4,000				
		05.08.2022	1,000				
		19.08.2022		2,000			
		04.11.2022		1,000			
		11.11.2022		1,000			
		18.11.2022		2,000			
		25.11.2022		2,000			
		02.12.2022		6,000			
		09.12.2022		2,000			
		31.12.2022		1,500			
		13.01.2023		1,000			
		03.02.2023		3,000			
		10.02.2023		2,684			
		24.02.2023		4,000			
		03.03.2023		2,000			
		17.03.2023		2,000			
		24.03.2023		1,000			
						27,440	
ACADIAN EMERGING MARKETS MICRO-CAP EQUITY MASTER FUND	0						
		30.07.2021	6,553				
		20.08.2021	836				
		27.08.2021	5,035				
		03.09.2021	1,147				
		17.09.2021	1,422				
		24.09.2021	2,677				
		15.04.2022	4,121				
		22.04.2022	3,208				
		03.02.2023	1,913				
						26,912	



SAJAN KUMAR PASARI	40,000					
		24.03.2023		15,000		Market sale
					25,000	
DHEERAJ KUMAR LOHIA	0					
		02.12.2022	4,799			Market Purchase
		09.12.2022	5,800			
		31.12.2022	470			
		06.01.2023	300			
		13.01.2023	1,095			
		27.01.2023	1			
		03.02.2023	600			
		10.02.2023	1,458			
		17.02.2023	1,177			
		24.02.2023	1,200			
		03.03.2023	1,483			
		10.03.2023	189			
		17.03.2023	1,651			
		24.03.2023	500			
				20,723		
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	0					
		04.06.2021	3,051			Market Purchase
		11.06.2021	2,479			
		09.07.2021	3,665			
		13.08.2021	6,012			
		22.04.2022	1,052			
		13.01.2023	2,376			
		03.02.2023	731			
				19,366		
SUDHIR G KHANDLWAL	16,000	--	--	--	16,000	NA
SAJAN KUMAR PASARI	0					
		24.03.2023	15,000			Market Purchase
					15,000	
AXIS BANK LIMITED	550					
		04.06.2021		492		Market Sale
		11.06.2021		17		Market Sale
		18.06.2021	627			Market purchase
		25.06.2021		571		Market Sale
		30.06.2021	503			Market purchase
		09.07.2021		494		Market Sale
		30.09.2021		50		Market Sale
		01.10.2021	403			Market purchase
		24.12.2021		209		Market Sale
		14.01.2022	250			Market purchase
		25.02.2022		200		Market Sale
		21.03.2022	300			Market purchase
		25.03.2022		175		Market Sale
		13.05.2022	225			Market Sale



		17.06.2022	100			Market purchase
		30.06.2022		450		Market Sale
		15.07.2022	1,350			Market purchase
		22.07.2022	581			Market purchase
		29.07.2022		2,137		Market Sale
		05.08.2022	5,456			Market purchase
		26.08.2022		5,200		Market Sale
		28.10.2022	75			Market purchase
		04.11.2022	1,181			Market purchase
		11.11.2022		256		Market Sale
		25.11.2022		1,330		Market Sale
		31.12.2022	400			Market purchase
		06.01.2023		400		Market Sale
		10.02.2023	300			Market purchase
		17.02.2023		300		Market Sale
		07.04.2023	40,000			Market purchase
		14.04.2023		40,000		Market Sale
		19.04.2023	13,000			Market Purchase
					13,020	
TANVI JIGNESH MEHTA	0					
		07.05.2021	1,802			Market Purchase
		26.11.2021	4,998			
		03.12.2021	2,331			
		10.12.2021	2,701			
		17.12.2021	500			
		10.06.2022	700			
		24.06.2022	1,000			
		30.09.2022		1,032		Market Sale
					13,000	
NAYSAR GIRISH SHAH	0					
		24.12.2021	394			Market Purchase
		31.12.2021	6,123			
		07.01.2023	5,890			
					12,407	
BATAKURKI HEMANTRAJ BHEEMAPPA	4,000					
		06.08.2021	1,650			Market Purchase
		05.11.2021	700			
		25.02.2022	5,000			
		11.03.2022	650			
					12,000	
SANDHYA G PARIKH	10,817	--	--	--	10,817	NA
ITI PHARMA AND HEALTHCARE FUND	0					
		04.02.2022	12,300			Market Purchase
		18.02.2022	148			Market Purchase



		25.03.2022		148		Market Sale
		31.03.2022	10,907			Market Purchase
		08.04.2022	15,645			
		13.05.2022		300		Market Sale
		19.08.2022		20,098		
		26.08.2022		6,454		
		14.04.2023		1,186		
					10,814	

- (ii) The Acquirers have confirmed that neither of them nor their related entities or other members of the Promoter Group have any connections, direct or indirect, with the Top Twenty-Five Public Shareholders.

Certification:

We hereby certify that, during the Review Period:

(i) The buying, selling and dealing in the Equity Shares of the Company carried out by the Acquirers or its related entities and the Top Twenty-Five Shareholders is in compliance with the applicable provisions of securities laws.

(ii) The Acquirers have not, directly or indirectly, –

- (a) Employed any device, scheme or artifice to defraud any shareholder or other person; or
- (b) Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
- (c) Engaged in any act or practice that is fraudulent, deceptive or manipulative;

in connection with the delisting of Equity Shares of the Company sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the Delisting Regulations.

(iii) Shares transferred by the Company to the Investor Protection and Education Fund have not been considered for the purpose of assessment of Top Twenty-five Public Shareholders.

Assumption & Limitation of Scope & Review:

- (1) Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
- (2) This Report is based on due diligence of documents / information shared by the Company / RTA for our review. Our responsibility is to give report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- (3) Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative are used in the SEBI Delisting Regulations. However, parameters / methodology for determining the same are not prescribed therein. By reading these terminologies, it can be construed that the Acquirers shall not directly or indirectly cause any loss to the Public Shareholders by adopting any malpractice.



Based on publicly available information, we have checked whether the Acquirers or the Company has common registered office or directorship. We do not have any negative observation.

From the above details, we can conclude that the Acquirers has not;

- (i) Employed any device, scheme or artifice to defraud any shareholder or other person;
 - (ii) Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and
 - (iii) Engaged in any act or practice that is fraudulent, deceptive or manipulative.
- (4) We are not expressing any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. We have assumed that the Company/ Acquirers would comply with the applicable provisions related to floor price. Further, we are not an investment adviser or tax advisor or a broker / dealer. This Report should not be construed as investment / disinvestment advice.
- (5) This Report is solely for the intended purpose of delisting of Equity Shares of the Company and for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than Delisting purposes and as required under the Delisting Regulations.

Date : April 20, 2023
Place : Chennai



For A K Jain & Associates
Company Secretaries

BALU SRIDHAR
FCS 5869
CP 3550

PR: 1201/2021

UDIN: F005869E000148055

CAPITAL STRUCTURE OF THE COMPANY AS ON THE DATE OF THIS REPORT**AUTHORISED CAPITAL**

Particulars	Number of shares	Nominal Value per share (In Rs)	Total Authorised Capital (In Rs)
Equity	2,00,00,000	10	20,00,00,000
Preference	0	0	0
Unclassified	0	0	0

ISSUED CAPITAL

Particulars	Number of shares	Nominal Value per share (In Rs)	Total Issued Capital (In Rs)
Equity	1,41,30,333	10	14,13,03,330
Preference	0	0	0
Unclassified	0	0	0

SUBSCRIBED CAPITAL

Particulars	Number of shares	Nominal Value per share (In Rs)	Total Subscribed Capital (In Rs)
Equity	1,41,30,333	10	14,13,03,330
Preference	0	0	0
Unclassified	0	0	0

PAID UP CAPITAL

Particulars	Number of shares	Nominal Value per share (In Rs)	Total Paid Up Capital (In Rs)
Equity	1,41,30,333	10	14,13,03,330
Preference	0	0	0
Unclassified	0	0	0

LISTED CAPITAL

Particulars	Number of shares	Nominal Value per share (In Rs)	Total Listed Capital	Name of the Stock Exchange where listed
Equity	1,41,30,333	10	14,13,03,330	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
Preference	0	0	0	0
Unclassified	0	0	0	0



SHAREHOLDING PATTERN AS ON 19.04.2023

Category	No. of Shares (Equity shares of Rs.10/- each)	%
Acquirers:		
a) who decides to make an offer for delisting of Equity Shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations; or	-	-
b) who is a Promoter or part of Promoter Group along with persons acting in concert	1,05,35,840	74.56
Public Shareholders	35,94,493	25.44
Total	1,41,30,333	100.00



The Distribution of Public Shareholding as on 19.04.2023

Range of shareholding	No. of shareholders	% of shareholders	No. of shares held	% of total shares
1-500	15,450	95.42	992,400	7.02
501-1000	397	2.45	285,818	2.02
1001-2000	178	1.10	254,454	1.80
2001-3000	49	0.30	124,009	0.88
3001-4000	30	0.19	105,573	0.75
4001-5000	13	0.08	58,235	0.41
5001-10000	32	0.20	226,455	1.60
Above 10000	31	0.19	1,547,549	10.95
Acquirers:				
(a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or				
(b) who is a Promoter or part of Promoter Group along with persons acting in concert	12	0.07	10,535,840	74.56
TOTAL	16,192	100.00	14,130,333	100.00



ANNEXURE IV

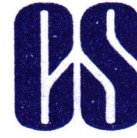
Details of Top Twenty-Five Shareholders (other than Acquirers) as on 19.04.2023

Name of the Shareholder	DP/ Client ID	No. of Shares	% to Paid up equity capital
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS LONG TERM EQUITY FUND	IN30016710069080	290,245	2.05
JUPITER INDIA FUND	IN30005410024174	215,225	1.52
VIDHIT TULSHAN*	1203230000509906 IN30211310043279	153,746	1.09
ABAKKUS DIVERSIFIED ALPHA FUND	IN30134820279686	115,385	0.82
SEEMA TULSHAN	1201090026154765	81,262	0.58
VEENA K JAGWANI*	1201260000039521 IN30001110423777	80,100	0.57
JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	IN30005410116344	45,411	0.32
MANOJ TULSHAN	1201090026158468	42,700	0.30
SASHIKANTH BALACHANDAR*	IN30021419396898 IN30045010285444	42,012	0.30
VAIBHAV TULSHAN	1201090026155847	35,000	0.25
RAJIV TULSHAN	1203230000850943	31,487	0.22
JOVIAL INVESTMENT AND TRADING COMPANY	1201070000480382	31,353	0.22
DOLLY KHANNA	IN30021426516316	27,440	0.19
ACADIAN EMERGING MARKETS MICRO- CAP EQUITY MASTER FUND	IN30016710166920	26,912	0.19
SAJAN KUMAR PASARI	IN30284710038284	25,000	0.18
DHEERAJ KUMAR LOHIA	1201880000001155	20,723	0.15
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	IN30016710118522	19,366	0.14
SUDHIR G KHANDELWAL	IN30154917290344	16,000	0.11
SAJAN KUMAR PASARI	IN30210510941129	15,000	0.11
AXIS BANK LIMITED*	IN30048413324299 1302750001425656	13,020	0.09
TANVI JIGNESH MEHTA	1204200000178481	13,000	0.09
NAYSAR GIRISH SHAH	IN30154957282712	12,407	0.09
BATAKURKI HEMANTRAJ BHEEMAPPA	1208160093902178	12,000	0.08
SANDHYA G PARIKH	IN30108010680880	10,817	0.08
ITI PHARMA AND HEALTHCARE FUND	IN30016710167553	10,814	0.08

Notes:

1. Shares transferred by the Company to the Investor Protection and Education Fund have not been considered for the purpose of assessment of top 25 Public Shareholders.
2. *The said shareholders had done trading through different DP / Client ID, having same PAN, therefore details of buying and selling are mentioned likewise.



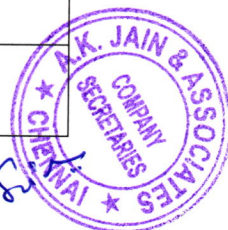


The Board of Directors
 TTK Healthcare Limited
 No.6, Cathedral Road
 Chennai 600 086

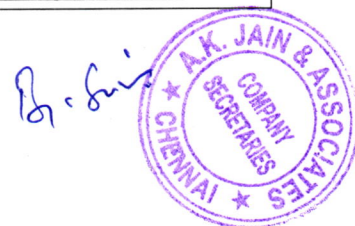
RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[Under Regulation 76 of SEBI (Depository and Participate) Regulation, 2018 read with Regulation 12(2) of SEBI (Delisting of Equity Shares) Regulation, 2021]

1.	For Period	:	20.10.2022 – 19.04.2023	
2.	ISIN No.	:	INE910C01018	
3.	Face Value	:	Rs.10/- each	
4.	Name of the Company	:	TTK HEALTHCARE LIMITED	
5.	Registered Office Address	:	No.6, Cathedral Road, Chennai 600 086	
6.	Correspondence Address	:	No.6, Cathedral Road, Chennai 600 086	
7.	Telephone & Fax Nos.	:	Tel: 044 – 28116106 Fax: 044 – 28116387	
8.	Email Address	:	skr@ttkhealthcare.com	
9.	Name of the Stock Exchanges where the Company's Securities are listed	:	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)	
			No. of Equity Shares	%
10.	Issued Capital		1,41,30,333	100.00
11.	Listed Capital (Exchange wise as per the records of the Company			
	BSE		1,41,30,333	100.00
	NSE		1,41,30,333	100.00
12.	Held in Dematerialized Form in CDSL	:	64,53,169	45.67
13.	Held in Dematerialized Form in NSDL	:	75,30,470	53.29
14.	Physical	:	1,46,694	1.04
15.	Total No. of Shares (12+13+14)	:	1,41,30,333	100.00
16.	Reasons for difference, if any, between (10 & 11), (10 & 15), (11 & 15)	:	NIL	



17.	Certifying the details of changes in share capital during the period under consideration as per table below:						
	Particulars	No. of Shares	Applied / Not Applied for listing	Listing on stock exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principle approval pending for SE (Specify Names)
	N.A	N.A	N.A	N.A	N.A	N.A	N.A
18.	Register of Members is updated (Yes / No). If not, updated upto which date			:	Yes		
19.	Reference of previous quarter with regard to excess dematerialized shares, if any			:	N.A.		
20.	Has the Company resolved the matter mentioned in Point No.19 above in the current quarter? If not, reasons why?			:	N.A.		
21.	Mention the total No. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.						
	Total No. of demat requests		No. of requests	No. of Shares	Reasons for delay		
	Confirmed after 21 days		---	---	---		
	Pending for more than 21 days		---	---	---		
22.	Name, Telephone & Fax No. of the Compliance Officer of the Company:			Mr S. KALYANARAMAN Wholetime Director & Secretary No.6, Cathedral Road, Chennai 600 086 Tel: 044 – 2811 6106 Fax: 044 – 28116387 E-mail: skr@ttkhealthcare.com			
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor:			BALU SRIDHAR Partner A.K. Jain & Associates Company Secretaries No. 2, Raja Annamalai Road, First Floor, Purasaiwalkam, Chennai 600 084 C.P.No. 3550 Tel.: 044 – 26651224 E-mail: akjainassociates@gmail.com			



24. Appointment of common agency of share registry work:	Data Software Research Co. Pvt. Ltd. No.19, Pycrofts Garden Road Nungambakkam Chennai 600 006
25. Any other detail that the auditor may like to provide:	This Report is being provided in connection with the Voluntary Delisting of the Equity Shares of the Company from BSE and NSE, announced vide Initial Public Announcement dated 5 th April, 2023, by the Acquirers viz., 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.

**For A.K. JAIN & ASSOCIATES
Company Secretaries**



Balu Srividhar

**BALU SRIDHAR
Partner**

M.No. F5869

C P No.3550

UDIN: F005869E000148066

PR: 1201/2021

Place: Chennai

Date: April 20, 2023