



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:309:24

November 22, 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 : Disclosure of event or information under Regulation 30 of SEBI LODR
Regulations, 2015**

This is to inform you that in compliance with Regulation 30 of the SEBI Listing Regulations read with SEBI Circulars, we hereby inform you that the Company has received an e-mail / letter dated November 21, 2024 from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), with respect to fine payable by the Company for non-compliance with the provisions of Regulation 17(1) (i.e. Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director) of the SEBI Listing Regulations.

In this regard, details as required under SEBI Listing Regulations and the SEBI Circular are as below:

ACTION(S) TAKEN OR ORDERS PASSED BY ANY REGULATORY AUTHORITY AGAINST THE COMPANY	
Name of the Authority	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
Nature and details of the action(s) taken, initiated or order(s) passed	Fine of Rs. 1,95,000/- + GST each by NSE and BSE.
Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	November 21, 2024
Details of the violation(s) / contravention (s) committed or alleged to be committed	Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint Woman Director.
Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	None. There is no material impact on financials, operations or other activities of the Company.

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The second and final term of five years of office of Dr Vandana R Walvekar and Mr Girish Rao as Independent Directors of the Company ended on August 21, 2024. Accordingly, Mr Murali Neelakantan was appointed as an Independent Director of the Company, for a term of five years, with effect from August 21, 2024 to fill the vacancy caused by the retirement of Mr Girish Rao.

Since the Company is required to have one Woman Director on the Board as per SEBI LODR Regulations, the Company was looking for a suitable Woman candidate for filling up this vacancy of Dr Vandana R Walvekar.

The Company had identified in the beginning of the year itself, a Senior Officer of the Central government, who retired in November, 2023, for appointment as an Independent Director of the Company and she has also consented for taking up this assignment as an Independent Director. As per the Government of India requirements, being a retired Government servant, she was required to obtain the approval of the Central Government for her appointment in our Company as Independent Director and accordingly, she also applied for necessary clearances in April 2024 itself.

Unfortunately, due to the General elections, etc., the approval was inordinately delayed and the Company was waiting for the said approval as the Company had three months' time i.e. till November 21, 2024 for filling up this vacancy. Since the approval of the Government was not forthcoming, considering the urgency and the regulatory requirements, the Company had subsequently identified Ms. Hastha Shivaramakrishnan for this position as an Independent Woman Director and she was appointed as an Independent Director for a term of five years, with effect from October 16, 2024, within the timelimit of three months.

However, as per the Stock Exchanges, the timelimit of three months was available only for filling up any casual vacancy and that in case of any regular expiration of term of office, the vacancy should have been filled before the date of such expiration of the term of the retiring Director and hence, fine as per SOP issued by SEBI was levied.

The Company has already made the payment of the fine levied to both the Exchanges (NSE and BSE).

Considering the genuineness of the matter and also the fact that the Company had made adequate efforts to identify a suitable woman candidate to fill the vacancy and the delay was beyond its control, necessary application for the wavier of the fine paid would be made in due course.

Kindly take the above document on record.

Yours faithfully
For TTK Healthcare Limited

(GOWRY A JAISHANKAR)
DGM - Legal & Company Secretary

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