



TTK Healthcare
LIMITED

TTKHC:SEC:SL:017:25

January 24, 2025

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

Pursuant to the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015, we provide below the outcome of the meeting of the Board of Directors held today (i.e.) **January 24, 2025:**

1. Integrated Filing (Financial) for the Third Quarter and Period Ended December 31, 2024:

Pursuant to Regulation 10(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, NSE Circular No. NSE/CML/2025/02 dated January 02, 2025, and BSE Circular No. 20250102-4 dated January 02, 2025, please find enclosed the following:

- a. The Unaudited Financial Results along with the Limited Review Report from the Statutory Auditors of the Company, for the Third Quarter and Period Ended December 31, 2024, duly reviewed by the Audit Committee at their meeting held yesterday (i.e.) on January 23, 2025 and approved by the Board of Directors, in their meeting held today, are attached herewith as **Annexure-A**.
- b. Statement on Deviation or Variation for Proceeds of Public Issue, Rights Issue, Preferential Issue, Qualified Institutions Placement Etc., are attached herewith as **Annexure-A1**.
- c. Format for disclosing outstanding default on Loans and Debt Securities, are attached herewith as **Annexure-A2**.

2. Appointment of Mrs. Subashree Anantkrishnan (DIN: 10898908) as an Additional Independent Director:

Based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board has approved the appointment of Mrs. Subashree Anantkrishnan (DIN: 10898908) as an Additional Independent Director, for a term of five years, with effect from January 24, 2025, subject to the approval of the Shareholders by means of a Special Resolution.

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

..... 2



**TTK Healthcare
LIMITED**

2

3. Postal Ballot:

The Board of Directors accorded their consent for seeking the approval of the Shareholders of the Company through Postal Ballot Process by way of remote e-Voting for the said appointment of the Additional Independent Director.

The Board also approved the draft Notice of Postal Ballot and appointed M/s A K Jain & Associates represented by its Partners - Mr Balu Sridhar / Mr Pankaj Mehta, Practising Company Secretaries, as Scrutinizer, who have given their consent to act as the Scrutinizer, for conducting the Postal Ballot process through remote e-Voting, in a fair and transparent manner.

The Calendar of Events for the proposed Postal Ballot process is attached herewith as **Annexure-C**.

4. Appointment of Secretarial Auditors of the Company:

In accordance with the SEBI (LODR) (Third Amendment) Regulations, 2024 notified on December 12, 2024, the Board of Directors appointed M/s A K Jain & Associates as the Secretarial Auditor of the Company, for a term of 5 years, from the conclusion of the 67th Annual General Meeting till the conclusion of the 72nd Annual General Meeting, subject to the approval of the Shareholders, at the next Annual General Meeting.

The information required pursuant to provision of Schedule III of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure-D**.

5. Change in Senior Management:

Succession of Mr. B Harikumar, General Manager – IT as the Head of the IT Department, w.e.f. February 01, 2025, in the place of Mr. R Srikanth, Senior Vice President – Systems who attained superannuation.

The information required pursuant to provision of Schedule III of the SEBI (LODR) Regulations, 2015 is enclosed as **Annexure-D**.

6. Reconstitution of the various Committees of the Board, w.e.f. March 27, 2025:

Consequent to conclusion of the second and final term of appointment of Mr S Balasubramanian as Independent Director of the Company on March 26, 2025, the various Committees of the Board have been reconstituted, w.e.f. March 27, 2025, as detailed below:

(a) Audit Committee

Name of the Director	Category	Position
Mr V Ranganathan	Independent Director	Chairman
Mr K Shankaran	Non-Independent Director	Member
Mr N Ramesh Rajan	Independent Director	Member
Mrs Subashree Anantkrishnan	Independent Director	Member

..... 3



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3

(b) Nomination and Remuneration Committee

Name of the Director	Category	Position
Mr N Ramesh Rajan	Independent Director	Chairman
Mr K Shankaran	Non-Independent Director	Member
Mr Murali Neelakantan	Independent Director	Member
Mrs Hastha Shivaramakrishnan	Independent Director	Member
Mrs Subashree Anantkrishnan	Independent Director	Member

(c) Risk Management Committee

Name of the Director	Category	Position
Mrs. Hastha Shivaramakrishnan	Independent Director	Chairman
Mr. K Shankaran	Non-Independent Director	Member
Mr. N Ramesh Rajan	Independent Director	Member
Mr. S Kalyanaraman	Wholetime Director & CEO	Member
Mr. B V K Durga Prasad	President – Finance (CFO)	Member
Mr. V K Srinivasan	Sr. Vice President – Finance	Member
Mr B Harikumar	General Manager – IT	Member

7. Intimation of placing of the matter before the Board of Directors w.r.t SOP Fines levied by BSE & NSE for non-compliance / delayed compliance of Regulation 17(1) read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

We wish to inform you that in the matter related to Non-Compliance / delayed Compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Board Composition for the quarter ended September 30, 2024 and fine imposed by BSE and NSE vide their letters dated November 21, 2024 were placed before the Board of Directors in their meeting held today. The Board of Directors had discussed and taken note of the matter of Non-compliance / Delayed Compliance and advised to ensure timely Compliances. The Board also took note of the submission made to both the exchanges vide letter dated December 09, 2024 for waiver of SOP Fine.

This intimation is also made available on the website of the Company at www.ttkhealthcare.com.

The Board Meeting commenced at 12 noon and concluded at 01.20 p.m.

Kindly take the above information / documents on record.

Thanking you

Yours faithfully

For TTK Healthcare Limited

(GOWRY A JAISHANKAR)

DGM - Legal & Company Secretary

Encl.: a/a


TTK HEALTHCARE LIMITED

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

CIN: L24231TN1958PLC003647 | Website: www.ttkhealthcare.com

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND PERIOD ENDED DECEMBER 31, 2024

[Prepared in compliance with the Indian Accounting Standards (Ind AS)]

Sl. No.	Particulars	For the Quarter ended			For the Period ended		(Rs. in lakhs)
		(31/12/2024)	(30/09/2024)	(31/12/2023)	(31/12/2024)	(31/12/2023)	For the Year ended
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I.	Revenue from Operations	20,474.48	19,848.69	18,384.72	61,113.38	57,173.75	75,279.38
II.	Other Income	1,783.69	1,770.29	1,590.53	5,256.62	4,654.88	6,260.71
III.	Total Income (I + II)	22,258.17	21,618.98	19,975.25	66,370.00	61,828.63	81,540.09
IV.	Expenses:						
	(a) Cost of materials consumed	4,665.89	4,965.51	3,726.04	14,576.01	12,857.80	17,325.68
	(b) Purchase of Stock-in-trade	4,432.13	4,891.78	5,264.60	13,883.75	13,535.75	17,559.39
	(c) Changes in inventories of Finished Goods, Work-in-progress and Stock-in-trade	705.05	(872.50)	(433.66)	(318.62)	(966.91)	(1,059.92)
	(d) Employee benefits expense	3,842.63	3,772.10	3,232.18	11,450.81	10,059.83	13,284.00
	(e) Finance Costs	82.33	73.83	23.48	241.95	182.59	275.55
	(f) Depreciation and Amortization Expense	211.08	200.46	330.53	616.68	973.92	1,305.87
	(g) Other Expenses	6,059.71	6,269.00	6,062.11	19,238.89	19,196.25	24,437.49
	Total Expenses (IV)	19,998.82	19,300.18	18,205.28	59,689.47	55,839.23	73,128.06
V.	Profit / (Loss) before Exceptional Items and Tax (III - IV)	2,259.35	2,318.80	1,769.97	6,680.53	5,989.40	8,412.03
VI.	Exceptional Items [Refer Note No.4 below]	-	-	-	1,977.05	-	-
VII.	Profit / (Loss) before Tax (V + VI)	2,259.35	2,318.80	1,769.97	8,657.58	5,989.40	8,412.03
VIII.	Tax Expense:						
	(1) Current Tax	585.00	595.00	510.00	2,115.00	1,620.00	2,210.00
	(2) Deferred Tax	1.11	3.69	(29.47)	(8.28)	(87.59)	(82.16)
IX.	Profit / (Loss) for the period from Continuing Operations (VII - Tax Expense)	1,673.24	1,720.11	1,289.44	6,550.86	4,456.99	6,284.19
X.	Profit / (Loss) from Discontinued Operations	-	-	-	-	-	-
XI.	Tax Expense from Discontinued Operations	-	-	-	-	-	-
XII.	Profit / (Loss) from Discontinued Operations (after tax) (X - XI)	-	-	-	-	-	-
XIII.	Profit / (Loss) for the period (IX + XII)	1,673.24	1,720.11	1,289.44	6,550.86	4,456.99	6,284.19
XIV.	Other Comprehensive Income:						
	(A) (i) Items that will not be reclassified subsequently to profit or loss	(115.27)	167.40	(68.75)	255.55	88.79	(143.90)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	17.24	(36.01)	8.22	(32.72)	(6.41)	26.22
	(B) (i) Items that will be reclassified subsequently to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
XV.	Total Comprehensive Income for the period (XIII + XIV) [Comprising Profit / (Loss) and Other Comprehensive Income for the period]	1,575.21	1,851.50	1,228.91	6,773.69	4,539.37	6,166.51
	Paid-up Equity Share Capital (Face Value Rs.10 per share)	1,413.03	1,413.03	1,413.03	1,413.03	1,413.03	1,413.03
	Other Equity as per Balance Sheet (excluding Revaluation Reserve)	-	-	-	-	-	98,237.43
XVI.	Earnings per Equity Share (For Continuing Operations):						
	(1) Basic (in Rs.)	11.84	12.17	9.13	46.36	31.54	44.47
	(2) Diluted (in Rs.)	11.84	12.17	9.13	46.36	31.54	44.47
XVII.	Earnings per Equity Share (For Discontinued Operations):						
	(1) Basic (in Rs.)	-	-	-	-	-	-
	(2) Diluted (in Rs.)	-	-	-	-	-	-
XVIII.	Earnings per Equity Share (For Continuing and Discontinued Operations):						
	(1) Basic (in Rs.)	11.84	12.17	9.13	46.36	31.54	44.47
	(2) Diluted (in Rs.)	11.84	12.17	9.13	46.36	31.54	44.47



Notes:

- (1) The above financial results for the Third Quarter and Period ended December 31, 2024 in respect of TTK Healthcare Limited (the Company) have been reviewed by the Audit Committee at its meeting held on January 23, 2025 and approved by the Board of Directors of the Company at its meeting held on January 24, 2025 at the Registered Office of the Company, also with the provision of Video Conferencing facility.
- (2) The Statutory Auditors of the Company have carried out Limited Review of the above Unaudited Financial Results in terms of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (3) The Company does not have any Subsidiary / Associate / Joint Venture Company(ies) as on December 31, 2024.
- (4) During the First Quarter of this financial year, the Company had sold Leasehold land with building at Mahindra World City, Chennai for a consideration of Rs.2,300 lakhs and the profit on sale amounting to Rs.1,977.05 lakhs (Net) has been considered in the above results.
- (5) Implementation of the Code of Social Security 2020, which is likely to impact the contributions by the Company towards Provident Fund, Gratuity and other related areas has been deferred by the Government beyond April 01, 2021. However, the Company based on the initial assessment made a provision for Rs.350 lakhs in the Fourth Quarter of FY 2020-21 and proposes to take further appropriate action after the Rules are made applicable.
- (6) The previous period's / year's figures have been regrouped and reclassified, wherever necessary to conform to the current period's / year's presentation.
- (7) This statement is also available on the website of BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and also on the website of the Company (www.ttkhealthcare.com).

For TTK HEALTHCARE LIMITED

Place : Chennai
Date : January 24, 2025


T T RAGHUNATHAN
Executive Chairman



**TTK HEALTHCARE LIMITED**

Regd. Office : No.6, Cathedral Road, Chennai 600 086
 CIN: L24231TN1958PLC003647 | Website: www.ttkhealthcare.com

SEGMENTWISE REVENUE, RESULTS, ASSETS & LIABILITIES FOR THE QUARTER AND PERIOD ENDED 31ST DECEMBER, 2024

(Rs. in lakhs)

Sl. No.	Particulars	For the Quarter ended			For the Period ended		For the Year ended
		(31/12/2024)	(30/09/2024)	(31/12/2023)	(31/12/2024)	(31/12/2023)	(31/03/2024)
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1.	Segment Revenue: (Sales and Other Operating Income)						
	(a) Animal Welfare	3,281.91	3,183.85	2,984.07	9,576.95	8,652.06	11,551.45
	(b) Consumer Products	5,936.72	5,950.67	5,676.77	19,201.67	18,184.74	23,237.33
	(c) Medical Devices	2,144.79	2,152.21	1,716.37	6,754.87	6,060.81	8,049.04
	(d) Protective Devices	5,936.82	5,338.62	4,994.27	15,904.27	15,153.94	19,986.46
	(e) Foods	3,167.66	3,214.36	3,008.38	9,652.03	9,092.44	12,414.33
	(f) Others	6.58	8.98	4.86	23.59	29.76	40.77
	Total	20,474.48	19,848.69	18,384.72	61,113.38	57,173.75	75,279.38
	Less : Inter Segment Revenue	-	-	-	-	-	-
	Net Sales / Income from Operations	20,474.48	19,848.69	18,384.72	61,113.38	57,173.75	75,279.38
2.	Segment Results: [Profit (+) / Loss (-) before tax and interest from each segment]						
	(a) Animal Welfare	297.54	265.01	272.88	778.15	619.39	1,050.95
	(b) Consumer Products	645.08	811.04	407.82	2,059.89	1,239.62	1,621.59
	(c) Medical Devices	525.39	484.72	226.23	1,572.40	1,287.23	1,692.89
	(d) Protective Devices	(31.10)	(193.68)	234.70	(379.14)	1,035.50	1,595.52
	(e) Foods	143.12	65.22	(74.91)	316.93	(229.66)	(310.68)
	(f) Others	8.06	9.61	(92.22)	24.60	(74.22)	(64.74)
	Total	1,588.09	1,441.92	974.50	4,372.83	3,877.86	5,585.53
	Less : Finance Cost	82.33	73.83	23.48	241.95	182.59	275.55
	Less : Unallocable Expenses (Net of Unallocable Income)	(753.59)	(950.71)	(818.95)	(4,526.70)	(2,294.13)	(3,102.05)
	Total Profit (+) / Loss (-) before tax	2,259.35	2,318.80	1,769.97	8,657.58	5,989.40	8,412.03
		As on 31/12/2024	As on 30/09/2024	As on 31/12/2023	As on 31/12/2024	As on 31/12/2023	As on 31/03/2024
3.	Segment Assets:						
	(a) Animal Welfare	4,004.22	4,316.67	4,220.78	4,004.22	4,220.78	3,999.99
	(b) Consumer Products	4,002.19	4,376.42	4,486.31	4,002.19	4,486.31	4,702.91
	(c) Medical Devices	6,857.97	6,602.52	7,124.48	6,857.97	7,124.48	6,409.49
	(d) Protective Devices	13,468.01	14,150.81	11,709.91	13,468.01	11,709.91	12,293.07
	(e) Foods	6,724.78	6,666.79	6,754.39	6,724.78	6,754.39	6,727.70
	(f) Others	296.75	294.03	260.22	296.75	260.22	281.56
	Total	35,353.92	36,407.24	34,556.09	35,353.92	34,556.09	34,414.72
	Unallocated	91,296.94	90,253.40	84,980.28	91,296.94	84,980.28	85,644.75
	Total Assets	1,26,650.86	1,26,660.64	1,19,536.37	1,26,650.86	1,19,536.37	1,20,059.47
4.	Segment Liabilities:						
	(a) Animal Welfare	3,144.78	3,225.59	3,382.64	3,144.78	3,382.64	3,116.58
	(b) Consumer Products	6,186.62	6,475.06	6,660.18	6,186.62	6,660.18	6,970.15
	(c) Medical Devices	1,592.10	1,515.41	1,693.86	1,592.10	1,693.86	1,048.52
	(d) Protective Devices	4,476.14	4,941.11	3,576.22	4,476.14	3,576.22	3,631.64
	(e) Foods	1,525.38	1,540.94	1,555.15	1,525.38	1,555.15	1,623.88
	(f) Others	148.60	149.72	226.16	148.60	226.16	150.88
	Total	17,073.62	17,847.83	17,094.21	17,073.62	17,094.21	16,541.65
	Unallocated	4,124.70	4,935.47	3,977.41	4,124.70	3,977.41	3,425.93
	Total Liabilities	21,198.32	22,783.30	21,071.62	21,198.32	21,071.62	19,967.58



Notes:

1. Segments have been identified in line with the Indian Accounting Standard on Segment Reporting (Ind AS 108) based on review of performance by the Top Management.
2. Details of products included in each of the Segments are as below :
 - ❖ Animal Welfare comprise products for Veterinary use.
 - ❖ Consumer Products comprise marketing and distribution of Woodward's Gripewater, EVA Range of Cosmetics, Good Home range of Scrubbers, Air Fresheners, etc.
 - ❖ Medical Devices include Artificial Heart Valves, Orthopaedic Implants, etc.
 - ❖ Protective Devices comprise manufacturing and marketing of Male Contraceptives and other allied products.
 - ❖ Foods comprise manufacturing and marketing of Food Products.
 - ❖ "Others" include Printing and Publishing of Maps and Atlases.
- 3 The segment wise revenue, results, assets and liabilities figures relate to respective amounts directly identifiable to each of the segments. The unallocable expenditure includes expenses incurred on common services at the corporate level and also those expenses not identifiable to any specific segment.
4. The previous period's / year's figures have been regrouped and reclassified, wherever necessary to conform to the current period's / year's presentation.

For TTK HEALTHCARE LIMITED



T T RAGHUNATHAN
Executive Chairman

Place : Chennai
Date : January 24, 2025



**TTK HEALTHCARE LIMITED**

Regd. Office : No.6, Cathedral Road, Chennai 600 086
 CIN: L24231TN1958PLC003647 | Website: www.ttkhealthcare.com

EXTRACT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND PERIOD ENDED 31ST DECEMBER, 2024

Sl. No.	Particulars	(Rs. in lakhs)					
		For the Quarter ended			For the Period ended		For the Year ended
		(31/12/2024) Unaudited	(30/09/2024) Unaudited	(31/12/2023) Unaudited	(31/12/2024) Unaudited	(31/12/2023) Unaudited	(31/12/2024) Audited
1.	Total income from Operations	20,474.48	19,848.69	18,384.72	61,113.38	57,173.75	75,279.38
2.	Net Profit / (Loss) for the period (before Tax, Exceptional and / or Extraordinary Items)	2,259.35	2,318.80	1,769.97	6,680.53	5,989.40	8,412.03
3.	Net Profit / (Loss) for the period before Tax (after Exceptional and / or Extraordinary Items)	2,259.35	2,318.80	1,769.97	8,657.58	5,989.40	8,412.03
4.	Net Profit / (Loss) for the period after Tax (after Exceptional and / or Extraordinary Items)	1,673.24	1,720.11	1,289.44	6,550.86	4,456.99	6,284.19
5.	Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after Tax) and Other Comprehensive Income (after Tax)]	1,575.21	1,851.50	1,228.91	6,773.69	4,539.37	6,166.51
6.	Equity Share Capital (Face Value of Rs.10/- per share)	1,413.03	1,413.03	1,413.03	1,413.03	1,413.03	1,413.03
7.	Other Equity as per Balance Sheet of previous accounting year (excluding Revaluation Reserve)	-	-	-	-	-	98,237.43
8.	Earnings per share (of Rs.10/- each) (for continuing and discontinued operations)						
	(a) Basic (in Rs.)	11.84	12.17	9.13	46.36	31.54	44.47
	(b) Diluted (in Rs.)	11.84	12.17	9.13	46.36	31.54	44.47

Notes:

- The above is an extract of the detailed Statement of Unaudited Financial Results for the Third Quarter and period ended December 31, 2024, in respect of TTK Healthcare Limited (the Company) filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The full financial results for the Third Quarter and period ended December 31, 2024 are available on the website of BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and also on the website of the Company (www.ttkhealthcare.com).
- The above financial results for the Third Quarter and period ended December 31, 2024 in respect of the Company have been reviewed by the Audit Committee at its meeting held on January 23, 2025 and approved by the Board of Directors of the Company at its meeting held on January 24, 2025 at the Registered Office of the Company, also with the provision of Video Conferencing facility.
- The Statutory Auditors of the Company have carried out Limited Review of the above Unaudited Financial Results in terms of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company does not have any Subsidiary / Associate / Joint Venture Company(ies) as on December 31, 2024.
- During the First Quarter of this financial year, the Company had sold Leasehold land with building at Mahindra World City, Chennai for a consideration of Rs.2,300 lakhs and the profit on sale amounting to Rs.1,977.05 lakhs (Net) has been considered in the above results.
- Implementation of the Code of Social Security 2020, which is likely to impact the contributions by the Company towards Provident Fund, Gratuity and other related areas has been deferred by the Government beyond April 01, 2021. However, the Company based on the initial assessment made a provision for Rs.350 Lakhs in the Fourth Quarter of FY 2020-21 and proposes to take further appropriate action after the Rules are made applicable.
- The previous period's / year's figures have been regrouped and reclassified, wherever necessary to conform to the current period's / year's presentation.

For TTK HEALTHCARE LIMITED


T T RAGHUNATHAN
 Executive Chairman

Place : Chennai
 Date : January 24, 2025

PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

Independent Auditor's Review Report on review of Interim financial results

To the Board of Directors of TTK Healthcare Limited

We have reviewed the accompanying Statement of Unaudited financial results ("the Statement") of TTK Healthcare Limited ("the Company") for the quarter and period ended 31st December 2024. The Statement has been prepared by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing obligations) which has been initiated by us for identification purposes.

Management's Responsibility

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Auditor's Responsibility

Our responsibility is to issue a report on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410 'Review of Interim Financial Information performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Conclusion

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **PKF Sridhar & Santhanam LLP**

Chartered Accountants

Firm's Registration No. 003990S/S200018



Devi P

Partner

Membership No. 223137



Place: Chennai

Date: 24th January, 2025

UDIN No: 25223137BMINVA9200

B. STATEMENT ON DEVIATION OR VARIATION FOR PROCEEDS OF PUBLIC ISSUE, RIGHTS ISSUE, PREFERENTIAL ISSUE, QUALIFIED INSTITUTIONS PLACEMENT ETC. – NOT APPLICABLE

Statement on deviation / variation in utilisation of funds raised						
Name of listed entity						
Mode of Fund Raising	Public Issues / Rights Issues / Preferential Issues / QIP / Others					
Date of Raising Funds						
Amount Raised						
Report filed for Quarter ended						
Monitoring Agency	applicable / not applicable					
Monitoring Agency Name, if applicable						
Is there a Deviation / Variation in use of funds raised	Yes / No					
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders						
If Yes, Date of shareholder Approval						
Explanation for the Deviation / Variation						
Comments of the Audit Committee after review						
Comments of the auditors, if any						
Objects for which funds have been raised and where there has been a deviation, in the following table						
Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation / Variation for the Quarter according to applicable object	Remarks, if any
Deviation or variation could mean: (a) Deviation in the objects or purposes for which the funds have been raised or (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or (c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc. Name of Signatory Designation						



C. FORMAT FOR DISCLOSING OUTSTANDING DEFAULT ON LOANS AND DEBT SECURITIES

S.No.	Particulars	In INR crore
1.	Loans / revolving facilities like cash credit from banks / financial institutions	0
A	Total amount outstanding as on date	0
B	Of the total amount outstanding, amount of default as on date	0
2.	Unlisted debt securities i.e. NCDs and NCRPS	0
A	Total amount outstanding as on date	0
B	Of the total amount outstanding, amount of default as on date	0
3.	Total financial indebtedness of the listed entity including short-term and long-term debt	0





**TTK Healthcare
LIMITED**

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	Mrs. Subashree Anantkrishnan
Director Identification Number (DIN) / Membership No.	10898908
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment of Mrs. Subashree Anantkrishnan as Additional Independent Director
Date of appointment/ cessation (as applicable) and term of appointment	<u>Date of Appointment</u> – January 24, 2025 <u>Term of appointment</u> – First term of 5 (five) consecutive years with effect from January 24, 2025 subject to the approval of the members by way of a Special Resolution through Postal Ballot.
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none">• Postgraduate in Political Science from Bombay University.• Indian Revenue Service – 1987 Batch.• Joined Indian Revenue Service in August 1987 as Assistant Commissioner of Income Tax and retired after 36+ years as Member, Central Board of Direct Taxes (CBDT), New Delhi (CBDT is the apex body for administration of Direct Taxes in the country).• During the length of her career in the Income Tax Department, she was posted in different stations such as Mumbai, Bengaluru, Hyderabad, Chennai, Guntur and Delhi.• Was posted as Principal Chief Commissioner, the Region Head - of two of the largest Direct Tax Regions in the country – Mumbai and Tamil Nadu & Puducherry.• Prior to that she was posted as Chief Commissioner – 1 (Karnataka and Goa) in Bengaluru which is also one of the biggest regions for collection of Direct Tax.• Was in-charge of Corporate Taxation, TDS, Personal Taxation and Investigation portfolios, giving a wide and varied expertise in the field of direct taxation.
Disclosure of Relationship with other Directors and Key Managerial Personnel of the Company	NIL
Confirmation in compliance with SEBI Letter dated June 14, 2018 read along with Exchange Circular dated June 20, 2018 (Affirmation that the person proposed to be appointed as Director is not debarred from holding the office by virtue of any SEBI Order or any other authority)	We hereby confirm that Mrs. Subashree Anantkrishnan is not debarred from holding the office of Independent Director by any SEBI order or any other such authority.
Affirmation that the Director being appointed is not disqualified from holding the office of director pursuant to provisions of Section 164 of the Companies Act, 2013	We hereby confirm that Mrs. Subashree Anantkrishnan is not disqualified from holding the office of director pursuant to provisions of Section 164 of the Companies Act, 2013



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ANNEXURE – C

CALENDAR OF EVENTS

S.No.	Particulars	Date
1.	Date on which consent given by the Scrutinizer	09.01.2025
2.	Date of consideration and approval of the proposal in the Board Meeting	24.01.2025
3.	Date of appointment of the Scrutinizer	24.01.2025
4.	Date of Board Resolution authorizing the Executive Chairman or any other Director(s) and the Company Secretary to be responsible for the entire Postal Ballot process	24.01.2025
5.	Approval of Postal Ballot Notice and Calendar of Events	24.01.2025
6.	Filing of Board Meeting Update and Calendar of Events to Stock Exchange(s)	24.01.2025
7.	Cut-off date / Benpos Date for reckoning the e-Voting rights	24.01.2025
8.	Creation of EVSN	24.01.2025
9.	Date of commencement and completion of circulation of the Postal Ballot Notice through electronic mode	29.01.2025
10.	Filing of Postal Ballot Notice to the Stock Exchange(s)	29.01.2025
11.	Publication of Newspaper advertisement upon completion of circulation through electronic mode	30.01.2025
12.	Commencement of Voting by Electronic Means	31.01.2025
13.	Last date of E-Voting	01.03.2025
14.	Date on which Resolution will be deemed to be passed	01.03.2025
15.	Last date of submission of the Report by the Scrutinizer (within 2 working days)	04.03.2025
16.	Date of Declaration of the result by the Chairman or any other Director of the Company	04.03.2025
17.	Filing of Postal Ballot Results to the Stock Exchange(s) and dissemination on the Company's Website	04.03.2025
18.	Last date of signing of Minutes by the Chairman	02.04.2025



**TTK Healthcare
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ANNEXURE – D

Details of Appointment, etc.

Nature of the Person / Firm	M/s A K Jain & Associates	Mr. R Srikanth	Mr. B Harikumar
Designation	Secretarial Auditor	Senior Vice President – Systems	General Manager – IT
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment	Superannuation	Succession
Date of appointment/ cessation (as applicable) and terms of appointment	January 24, 2025 - For a term of 5 years, from the conclusion of the 67 th Annual General Meeting till the conclusion of the 72 nd Annual General Meeting, subject to the approval of the Shareholders.	Not Applicable	February 01, 2025
Brief Profile	<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>	Not Applicable	<ul style="list-style-type: none">• With 33 years of experience in IT, including 25 years at TTKHC, Mr. Harikumar is a seasoned leader specializing in IT strategy, digital transformation, and operational excellence.• Has a proven track record in driving change management, redesigning IT infrastructures, managing cross-functional projects, and ensuring cybersecurity compliance.• Skilled in budget planning, vendor management, and talent development.• Focusing IT initiatives aligning with business goals to optimize processes and foster innovation.• An active participant in IT forums, Mr. Harikumar stays updated on trends to deliver impactful, future-ready solutions.
Disclosure of Relationship with Directors	NIL	NIL	NIL
Letter of resignation along with detailed reasons for the resignation as given by the Key Managerial Personnel, Senior Management, Compliance Officer or director.	Not Applicable	Resignation Letter is not applicable as the change is due to superannuation.	Not Applicable