



**TTK Healthcare
LIMITED**

TTKH:SEC:GJ:039:22

March 23, 2022

**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 : Postal Ballot Notice

Please find enclosed the Postal Ballot Notice dated 21st March, 2022, along with Explanatory Statement thereof seeking the approval of the Shareholders by means of a Special Resolution on the following item:

Approval for the sale / transfer of Human Pharma Division of the Company, as a going concern, on a slump sale basis.

The aforesaid Notice is sent to the Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date being Friday, the 18th March, 2022, to their registered e-mail address.

The said Postal Ballot Notice is made available on the website of the Company www.ttkhealthcare.com.

Further, please find below the Schedule of Events for Postal Ballot:

1.	Cut-off date	18 th March, 2022
2.	Completion of despatch of Notice through e-mail	23 rd March, 2022
3.	E-Voting Start Date / Time	25 th March, 2022 / 9.30 a.m.
4.	E-Voting End Date / Time	23 rd April, 2022 / 5.00 p.m.
5.	Scrutinizer Report	25 th April, 2022
6.	Declaration of Results	25 th April, 2022

Kindly take the above information on record.

Thanking you

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)
Wholetime Director & Secretary
Encl.: a/a



TTK HEALTHCARE LIMITED

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

POSTAL BALLOT NOTICE (“NOTICE”)

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of TTK Healthcare Limited (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standards-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-Voting vide General Circular bearing Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (collectively “MCA Circulars”) that the Company is seeking the consent of its Members by means of Special Resolution for the item of Special Business as set out in the Notice proposed to be passed through Postal Ballot by way of remote e-Voting only.

In compliance with the requirement of the MCA Circulars, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-Voting system. The physical Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will therefore not be sent to the Members for this Postal Ballot.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolution, setting out material facts and the reasons for the resolution is also annexed. You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent through Postal Ballot by remote e-Voting facility provided by the Company.

The Board of Directors at its meeting held on 21st March, 2022, have appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners - Mr Balu Sridhar failing him Mr Pankaj Mehta as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorised by him, after completion of the scrutiny. Results of the Postal Ballot will be announced on 25th April, 2022.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer’s Report will be posted on the Company’s website www.ttkhealthcare.com.

The Resolution, if passed by requisite majority shall be deemed to have been passed on **23rd April, 2022**, being the last date specified by the Company for e-Voting.

Special Business:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications thereof for the time being in force), and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer, or otherwise

dispose of its Human Pharma Division ("Undertaking"), together with all specified tangible and intangible assets, creditors and liabilities, identified to be part of the Undertaking as a going concern on a slump sale basis or in any other manner as the Board may deem fit in the interest of the Company, for such consideration as may be deemed fit by the Board taking into account valuation by independent experts to such parties as may be decided by the Board".

"RESOLVED FURTHER THAT pursuant to the above general permission accorded by the Shareholders the Company do sell, transfer or otherwise dispose of the Undertaking, as a going concern, on a slump sale basis to M/s BSV Pharma Private Limited (Transferee) for a consideration of Rs.805,00,00,000/- (Rupees Eight Hundred and Five Crores only) subject to adjustments on account of working capital and such other adjustments as are customary to be made as on the effective date of transfer and on such terms and conditions as may be deemed fit by the Board including acceptance of consideration in the form of cash or partly as cash and partly as securities as may be decided by the Board".

"RESOLVED FURTHER THAT the aforesaid consent of the Members includes the consent for holding of securities accepted as part consideration for the transfer of the Undertaking notwithstanding that the said holding may be in excess of the ceilings prescribed under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 or other applicable laws or regulations and also includes the consent under the provisions of Section 180(1)(a) of the Companies Act, 2013 and the applicable provisions of other laws and regulations for the disposal of the said securities or monetisation thereof, in accordance with any binding agreements that may be entered into in connection with the transfer of the Undertaking".

"RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and / or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements / documents, if required, arranging delivery and execution of contracts, deeds, agreements and instruments".

BY ORDER OF THE BOARD

Place: Chennai
Date : March 21, 2022

S KALYANARAMAN
Wholetime Director & Secretary

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository(ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date i.e., **18th March, 2022** . As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. For receiving copy of Postal Ballot Notice, Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with M/s Data Software Research Co. Pvt. Ltd., the Registrar and Transfer Agent of the Company.

The Notice shall also be uploaded on the website of the Company at www.ttkhealthcare.com and on the website of BSE Limited at www.bseindia.com, NSE India Limited at www.nseindia.com. All the Members of the Company as on the cut-off date shall be entitled to vote, in accordance with the process specified in this Notice.

3. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till **23rd April, 2022**. Members seeking to inspect can send an e-mail to Company at investorcare@ttkhealthcare.com.

4. Procedure for registering the e-mail addresses and obtaining the Postal Ballot Notice by the Members whose e-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with Company / RTA (in case of Members holding shares in physical form):
- For Physical Shareholders: Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to Company (investorcare@ttkhealthcare.com) / RTA (ttk.healthcare@dsrc-cid.in).
 - For Demat Shareholders: Please update your e-mail ID and mobile number with your respective Depository Participant (DP).
5. **Information and other Instructions relating to e-Voting system:**
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide remote e-Voting to its Members through Central Depository Services (India) Limited (CDSL), in respect of the business to be transacted through Postal Ballot process.
 - The Board of Directors at its meeting held on 21st March, 2022 have appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners - Mr Balu Sridhar failing him Mr Pankaj Mehta, as the Scrutinizer for conducting Postal Ballot process through remote e-Voting in a fair and transparent manner and they have communicated their willingness for the same.
 - The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on **18th March, 2022** being the “cut-off” date. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting.
 - A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (i.e.) **18th March, 2022** only shall be entitled to avail the facility of e-Voting.
 - The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-Voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced not later than 48 working hours of the conclusion of the e-Voting.
 - The Resolution, if passed by requisite majority shall be deemed to have been passed on **23rd April, 2022**, being the last date specified by the Company for e-Voting.
 - The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ttkhealthcare.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
 - **Instructions for remote e-Voting:** The voting period begins at **9.30 a.m.**, on **Friday, 25th March, 2022** and ends at **5.00 p.m.**, on **Saturday, 23rd April, 2022**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **18th March, 2022** may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

Login Method for e-Voting for Physical Shareholders and Shareholders other than individuals holding in Demat form.

- (i) The Shareholders should log on to the e-Voting website www.evotingindia.com.
- (ii) Click on “Shareholders / Members” tab.
- (iii) Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 character DP ID followed by 8 digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- (vi) If you are a first time user, follow the steps given below:

For Physical Shareholders and Shareholders other than individuals holding shares in Demat form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders). Shareholders who have not updated the PAN details with the Company/Depository Participant are requested to use the "Sequence Number" provided through e-mail. Please refer Point No.4 for registering the e-mail address.
Bank Details or Date of Birth (DOB)	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. Shareholders who have not updated their DOB or Bank Details with the Company / Depository Participant are requested to use the User ID, in the Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.
- (x) Click on the EVSN for "TTK HEALTHCARE LIMITED" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take printout of the votes cast by clicking on "Click here to print" option on the Voting page.

Individual Shareholders holding securities in Demat:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once

	<p>the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

- **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.
- **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Other Instructions:

- (i) Note for Non-individual Shareholders & Custodians:
 - Non-individual Shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” modules.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to CDSL at helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin and login password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (ii) Alternatively, Non-individual Shareholders are required to send the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail addresses viz., akjainassociates@gmail.com and investorcare@ttkhealthcare.com, if they have voted from individual tab and not uploaded the same in the CDSL e-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under Help Section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr Nitin Kunder (022-23058738) or Mr Mehboob Lakhani (022-23058543) or Mr Rakesh Dalvi (022-23058542).

- (iii) All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400 013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542 / 43.

BY ORDER OF THE BOARD

Place: Chennai
Date : March 21, 2022

S KALYANARAMAN
Wholetime Director & Secretary

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

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The Company has several Divisions / Undertakings that includes Human Pharma Division (hereinafter “Undertaking”) constituting more than 20% of the total sales of the Company and hence is covered under the provisions of Section 180(1)(a) of the Companies Act, 2013.

Taking into account the complexities of this business including competition, research and development, huge size of investments that may be required for innovation, expansion of product lines and distribution and the long-term profitable sustainability of the business, it is considered expedient by the Board of Directors to divest this Undertaking for such consideration and in such manner that is attractive from the point of the Company and its Shareholders.

The Audit Committee of the Board considered the market trends and market benchmarks for valuation of business in this sector and have formed an opinion, based on independent expert opinion, that a realization that is in the region of more than three times or thereabouts the normalised annual sales would be the fair value of the Undertaking.

The Company has received a binding offer from BSV Pharma Private Limited (Transferee) in which Miransa Limited (Miransa), an affiliate of Advent International, will initially hold 74% of the equity simultaneously with the transfer of the Undertaking by the Company to the said Transferee. Taking into account the recommendations of the Audit Committee, the Board has accepted the offer subject to the approval of the Shareholders and the Company has entered into binding agreements in connection with transfer of the Undertaking with the Transferee and Miransa. Miransa will infuse funds into the Transferee to fund the acquisition of the Undertaking for a slump sale consideration of Rs.805 crores, subject to adjustments on account of working capital and such other adjustments as are customary, as agreed to between the parties. The Transferee shall settle the consideration in the form of cash for 74% of the consideration and in the form of equity shares for the balance 26%. This 26% equity holding in Transferee will be monetised by transfer of the said 26% holding subject to applicable regulatory approvals in terms of binding agreements entered into between the Company, Transferee and Miransa.

The modalities of transfer of the Undertaking and the ownership and management thereof will be as mutually agreed between the parties and will take effect from a date mutually agreed between the parties.

The sale or transfer of any Undertaking of a Company requires the consent of the Shareholders by means of a Special Resolution.

This resolution also accords permission to hold the securities accepted in part settlement of the consideration as investment notwithstanding that the same may be in excess of the ceilings prescribed under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subsequent disposal or monetisation of the same in accordance with the binding agreements entered into between the Company, Transferee and Miransa.

This resolution also authorises the Board of Directors to delegate all or any of the powers herein conferred, to any Committee or any one of the Directors of the Company with power to delegate to any Officers of the Company.

The Company's various other Divisions have long range business plans that require substantial investments over the next 5 years. The Company's core competence lies in many of these Divisions which directly address consumers in personal and health categories. After retaining the funds required for such long term plans, it is the intention of the Board to deploy the remaining proceeds to reward the Shareholders suitably over a period of time.

The Board believes that this decision is in the overall interest of the businesses of the Company and the Shareholders and commend this Special Resolution for adoption.

None of the Directors or Key Managerial Personnel are in any way concerned or interested in this Special Resolution.

BY ORDER OF THE BOARD

S KALYANARAMAN
Wholetime Director & Secretary

Place: Chennai
Date : March 21, 2022

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