



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:162:23

June 28, 2023

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001**

**National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra East
Mumbai 400 051**

Scrip Code: 507747

Scrip Code: TTKHLTCARE

Dear Sirs,

Re: Disclosure under Regulation 34(1) - Annual Report for the Financial Year 2022-23

We hereby inform you that the 65th Annual General Meeting (AGM) of the Company is scheduled to be held at 11.00 a.m., on Tuesday, the 25th July, 2023, through Video Conferencing / Other Audio Visual Means (VC / OAVM), in accordance with the General Circular No.10/2022 dated 28th December, 2022 read with Circular No.20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by SEBI (hereinafter collectively referred to as 'Circulars') and also applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Pursuant to Regulation 34(1) of the SEBI (LODR) Regulations, 2015, we enclose the soft copy of the Annual Report for the year 2022-23 and the Notice of the 65th Annual General Meeting, which are self-explanatory. The Annual Report and the Notice of the 65th AGM are being sent to the Members through Electronic Mode and the same are also uploaded on the website of the Company www.ttkhealthcare.com

Kindly take the above information on record.

Thanking you

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)

Wholetime Director & Secretary

A  Group Company



TTK HEALTHCARE LIMITED

65th
ANNUAL
REPORT

2022-23



Eva[®]
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FEEL  SPECIAL
EVERYDAY



24 HOURS
FRESHNESS

24-HOUR ACTIVE ALL-DAY FRESHNESS

24-HOUR ACTIVE ALL-DAY FRESHNESS

24-HOUR ACTIVE ALL-DAY FRESHNESS

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TTK HEALTHCARE LIMITED

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BOARD OF DIRECTORS

Mr T T Raghunathan	Executive Chairman
Mr R K Tulshan	Director
Mr K Shankaran	Director
Dr (Mrs) Vandana R Walvekar	Director
Mr Girish Rao	Director
Mr S Balasubramanian	Director
Mr N Ramesh Rajan	Director
Mr V Ranganathan	Director
Mr S Kalyanaraman	Wholtime Director & Secretary
Dr T T Mukund	Director

COMPANY SECRETARY

Mr S Kalyanaraman

REGISTERED & ADMINISTRATIVE OFFICE

No.6, Cathedral Road, Chennai 600 086

Website: www.ttkhealthcare.com CIN : L24231TN1958PLC003647

Tel: 044-28116106 e-mail: info@tkhealthcare.com

FACTORIES

(i)	Animal Welfare Division	No.5, Old Trunk Road, Pallavaram, Chennai 600 043, Tamil Nadu
(ii)	Heart Valve Division	Site No.A28, KINFRA International Apparel Parks Ltd., St. Xavier's College P.O., Thumba, Trivandrum 695 586, Kerala
(iii)	Ortho Division	• No.290, SIDCO Industrial Estate, Ambattur, Chennai 600 098, Tamil Nadu
		• No.3, Thiruneermalai Main Road, Chromepet, Chennai 600 044, Tamil Nadu
(iv)	Foods Division	• No.2-B, Hosakote Industrial Area, 8 th Kilometre, Hosakote, Chinthamani Road, Hosakote Taluk, Bengaluru 562 114, Karnataka
		• Plot No.DTA-005-005, Mahindra World City, Tehsil Sanganer, Jaipur 302 037, Rajasthan
(v)	Protective Devices Division	• No.3, Thiruneermalai Road, Chromepet, Chennai 600 044, Tamil Nadu
		• No.20 & 21, Perali Road, Virudhunagar 626 001, Tamil Nadu
		• No.12, TTN Complex, K P Natham Road, Thiruvandarkoil, Puducherry 605 107

DEPOTS

Ahmedabad, Bengaluru, Bhiwandi, Chennai, Cuttack, Dehradun, Ernakulam, Ghaziabad, Guwahati, Hubli, Hyderabad, Indore, Jaipur, Jammu, Kolkata, Lucknow, Madurai, Meerut, Nagpur, Patna, Pune, Raipur, Ranchi, Salem, Siliguri, Tirupathi, Vijayawada and Zirakpur

BANKERS

Union Bank of India

G T Branch
George Town, Chennai 600 001

Bank of Baroda

Corporate Financial Services Branch
T.Nagar, Chennai 600 017

HDFC Bank Limited

RK Salai Branch
RK Salai, Chennai 600 004

STATUTORY AUDITOR

M/s PKF Sridhar & Santhanam LLP

KRD Gee Gee Crystal, 7th Floor,
No.91/92, Dr. Radhakrishnan Salai,
Mylapore, Chennai 600 004

COST AUDITOR

M/s Geeyes & Co.

Cost Accountants
Flat No.A-3, III Floor, No.56, 7th Avenue,
Ashok Nagar, Chennai 600 083

SECRETARIAL AUDITOR

M/s A K Jain & Associates

Company Secretaries
No. 2, Raja Annamalai Road, First Floor,
Purasawalkam, Chennai 600 084

REGISTRARS & TRANSFER AGENTS

M/s Data Software Research Co. Pvt. Ltd.

19, Pycrofts Garden Road, Off. Haddows Road,
Nungambakkam, Chennai 600 006
Tel: 044-28213738 / 044-28214487
e-mail: ttk.healthcare@dsr-cid.in



Financial Highlights

Consequent to the sale / transfer of Human Pharma Division, the financial highlights for the years 2020-21 to 2022-23 have been shown separately for the Continuing Operations and the Human Pharma Operations.

	(Rs. in lakhs)									
	2022-23	2021-22*	2020-21*	2019-20*	2018-19*	2017-18*	2016-17*	2015-16	2014-15	2013-14
Revenue from Operations and Other										
Income from -										
(a) Continuing Operations	77,344.20	61,557.05	48,599.33	65,454.32	63,563.71	58,512.12	53,353.30	52,445.76	48,949.44	42,230.31
(b) Discontinued Operations	2,240.57	19,812.58	16,053.47	-	-	-	-	-	-	-
(c) Sump Sale	80,281.54	-	-	-	-	-	-	-	-	-
(a) Continuing Operations										
- Profit before Tax	6,163.56	2,483.73 [#]	2,262.16 [#]	1,942.48	3,925.95	3,014.71	2,917.75	3,552.74	2,633.46	1,966.56
- Current Tax	1,741.03	743.67	747.91	585.00	1,495.00	1,125.00	985.94	1,002.00	1,090.00	698.00
- Tax relating to previous year	-	-	(1,964.81)	-	-	-	-	-	-	-
- Deferred Tax	(44.26)	(110.96)	(199.11)	125.54	(6.42)	73.18	57.83	284.22	(72.06)	29.70
- Profit after Tax	4,466.79	1,851.02 [#]	3,678.17 [#]	1,231.94	2,437.37	1,816.53	1,873.98	2,266.52	1,615.52	1,238.87
(b) Discontinued Operations										
- Profit after Tax	59,504.50	2,307.81	965.94	-	-	-	-	-	-	-
Profit after Tax [(a)+(b)]	63,971.29	4,158.83 [#]	4,644.11 [#]	-	-	-	-	-	-	-
Other Comprehensive Income	(182.99)	187.49	345.15	(623.90)	259.92	83.43	207.79	-	-	-
Dividend - Amount	1,413.03 ^{**}	847.82 ^{**}	423.91 ^{**}	706.51 ^{**}	706.51 ^{**}	388.30 ^{**}	-	388.30	349.47	310.64
- Rate	100%	60%	30%	50%	50%	50%	-	50%	45%	40%
Dividend Distribution Tax	-	-	-	145.23	145.23	79.05	-	79.05	71.14	52.79
Retained Earnings	62,375.27	3,498.50	4,565.35	(243.70)	1,845.55	1,432.61	2,081.77	1,799.17	1,194.91	875.44
Earning Per Share (EPS) of Rs.10/- each (in Rs.)				8.72	17.25	12.86	24.13	29.19	20.80	15.95
(a) Continuing Operations	31.61	13.10	26.03	-	-	-	-	-	-	-
(b) Discontinued Operations	421.11	16.33	6.84	-	-	-	-	-	-	-
Earning Per Share [(a)+(b)]	452.72	29.43	32.87	-	-	-	-	-	-	-
Sources & Applications of Funds:										
Net Block	7,397.86	8,045.92	8,579.22	9,741.81	9,910.16	11,031.75	9,947.54	10,707.04	9,757.21	5,563.50
Investments	1,284.80	1,513.47	1,316.61	875.33	1,304.63	925.89	882.54	1,013.37	13.37	13.37
Net Current Assets	88,082.32	24,556.10	20,370.70	15,432.61	14,252.69	13,448.08	6,885.52	4,544.27	5,920.74	7,019.67
Long Term Loans and Advances	1,284.96	714.07	1,399.05	2,316.97	2,707.12	2,754.91	1,004.71	1,189.26	1,152.45	2,143.16
Deferred Tax Assets	463.25	865.58	859.47	741.51	1,094.18	1,206.40	590.77	131.99	115.05	106.38
Deferred Tax Liabilities	(27.28)	(135.30)	(214.33)	(325.36)	(606.86)	(751.27)	(832.09)	(638.80)	(337.64)	(401.02)
Assets of Discontinued Operations	-	2,428.66	-	-	-	-	-	-	-	-
Total Assets	98,485.92	37,988.50	32,310.72	28,782.87	28,661.92	28,615.76	18,478.99	16,947.13	16,621.18	14,445.06
Share Capital	1,413.03	1,413.03	1,413.03	1,413.03	1,413.03	1,413.03	776.60	776.60	776.60	776.60
Reserves	93,925.38	31,550.11	28,051.61	23,486.26	23,729.96	21,884.41	14,970.46	12,844.61	11,050.45	9,916.04
Borrowings	2,552.83	2,038.44	1,759.82	2,812.88	2,821.70	4,704.94	2,287.34	2,195.31	2,230.12	1,324.01
Long Term Liabilities	594.68	838.26	1,086.26	1,070.70	697.23	613.38	444.59	1,130.61	2,564.01	2,428.41
Liabilities of Discontinued Operations	-	2,148.66	-	-	-	-	-	-	-	-
Total Liabilities	98,485.92	37,988.50	32,310.72	28,782.87	28,661.92	28,615.76	18,478.99	16,947.13	16,621.18	14,445.06

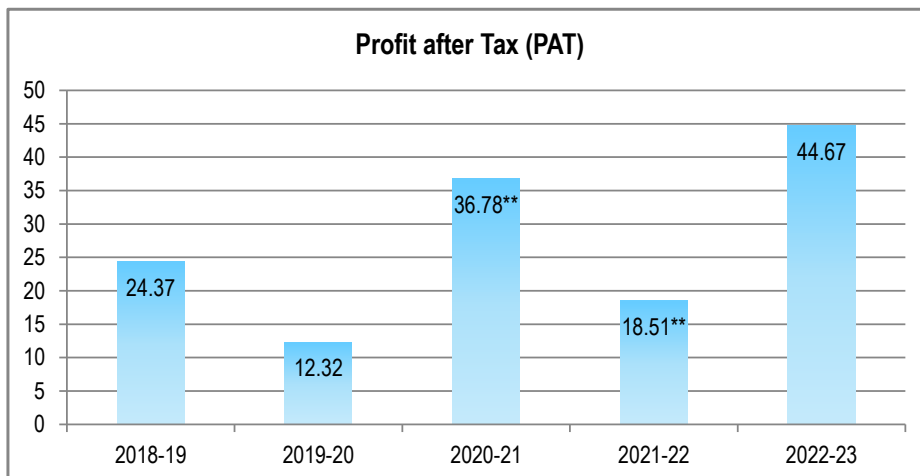
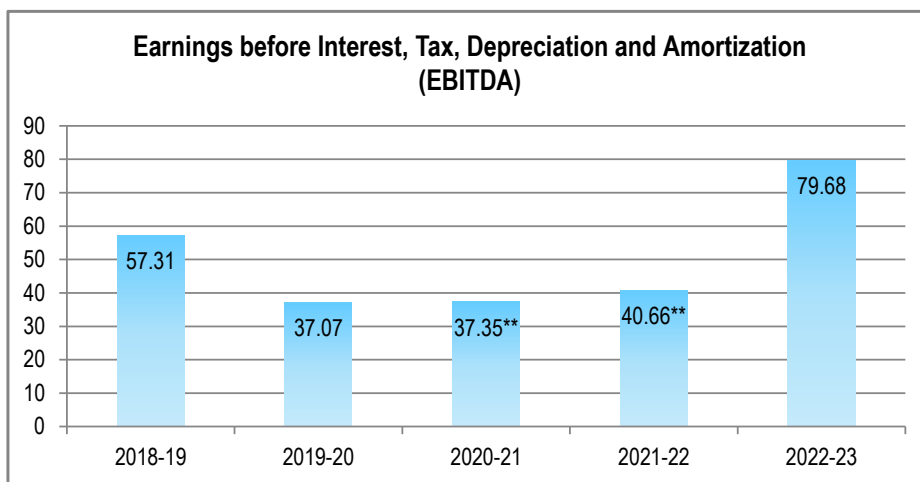
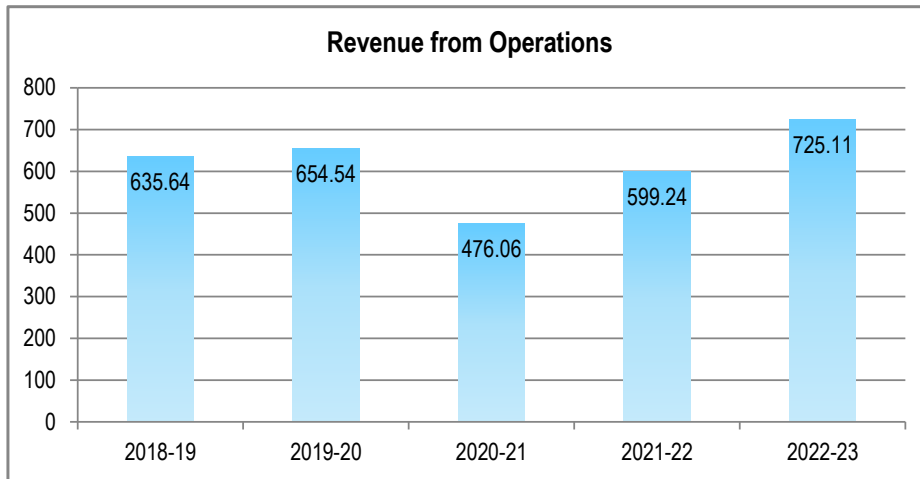
* The presentation is in line with Indian Accounting Standards (Ind AS).

** Dividend for 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 paid during 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23, respectively.

[#] Include Exceptional Item(s).

**Financial Highlights (Contd.)**

(Rs. in Crores)



** Include Exceptional Item(s).

The figures for FY 2020-21, 2021-22 & 2022-23 pertain to Continuing Operations.



Notice to Shareholders

NOTICE is hereby given that the **65th Annual General Meeting** of the Company will be held at **11.00 a.m.** (IST), on **Tuesday, the 25th July, 2023** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2023 together with the Reports of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in the place of Mr Krishnamurthy Shankaran (DIN: 00043205) who retires by rotation and being eligible, offers himself for reappointment.

Special Business

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the remuneration of Rs.5,00,000 (Rupees Five lakhs only) plus applicable taxes and levies and reimbursement of travel and out of pocket expenses incurred in connection with the audit, payable to M/s Geeyes & Co., Cost Accountants (Firm Regn. No.000044), for conducting the audit of the cost records of the Company, for the financial year ending 31st March, 2024, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified”.

BY ORDER OF THE BOARD

S KALYANARAMAN

Wholetime Director & Secretary

Place: Chennai
Date : May 23, 2023

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

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular Nos. 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 2/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “the Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Circulars, the AGM of the Company is being held through VC / OAVM.

2. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. Since the AGM will be held through VC / OAVM, the Route Map, Attendance Slip and Proxy Form are not attached to this Notice.
4. Though a Member, pursuant to the provisions of the Act, is entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a Member of the Company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC / OAVM pursuant to the Circulars.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th July, 2023 to 25th July, 2023 (both days inclusive), for the purpose of payment of Dividend for the financial year ended 31st March, 2023, if declared, at the meeting.
8. The Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid to those Members whose names appear in the Register of Members on 18th July, 2023.
9. Members are requested to intimate the changes in their respective mailing address either to the Company or RTA in case of shares held in physical form or to their respective Depository Participants (DPs) in case of shares held in dematerialized form.
10. SEBI vide Circulars dated 3rd November, 2021, 14th December, 2021 and 16th March, 2023, mandated furnishing of PAN, Nomination, Contact details, Bank Account details and Specimen signature of the holders of physical securities for their corresponding folio numbers through respective Forms. In case of Folios wherein any one of the above mentioned documents / details not available on or after 1st October, 2023, the said folios shall be frozen by the RTA.
Further, compulsory linking of PAN and Aadhaar by all the holders of physical securities should be completed within the date extended by the Central Board of Direct Taxes (CBDT) [(i.e.) 30th June, 2023]. The folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date (i.e.) 30th June, 2023 or any other date as may be specified by the CBDT, shall also be frozen.
11. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs, in case the shares are held in electronic form and with the Company / RTA, in case the shares are held in physical form.
12. Members are requested to note that in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should submit their NECS / ECS details to the RTA. The requisite NECS / ECS application form can be obtained from the RTA.

Notice to Shareholders (Contd.)

13. SEBI vide Circular dated 25th January, 2022 mandated issuance of Securities in Dematerialized Form in case of Investor Service Requests viz., Issue of Duplicate Share Certificates, Claim from Unclaimed Suspense Account, Renewal / Exchange of Share Certificates, Endorsement, Sub-division / Splitting of Share Certificates, Consolidation of Share Certificates / Folios, Transmission, Transposition, etc.
14. In terms of Sections 124(5) and 125 of the Companies Act, 2013 and the Rules made thereunder, the dividend declared by the Company for earlier years, which remained unclaimed / unpaid for a period of 7 years will be transferred on respective due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government.

The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished below:

Financial Year ended	Dividend Declared on	Due date of Transfer	Unpaid / Unclaimed Amount as on 31.03.2023 (in Rs.)
31.03.2016	05.08.2016	08.09.2023	9,48,900.00
31.03.2017	04.08.2017	04.09.2024	9,74,570.00
31.03.2018	09.08.2018	14.09.2025	6,51,803.07
31.03.2019	09.08.2019	12.09.2026	5,69,815.52
31.03.2020	11.09.2020	14.10.2027	3,38,991.20
31.03.2021	20.08.2021	21.09.2028	5,93,799.55
31.03.2022	03.08.2022	03.09.2029	8,35,277.59

Members who have not encashed their Dividend Warrants / DD's in respect of the above years are requested to make their claim(s) by surrendering the unencashed Dividend Warrants immediately to the Company.

Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company provided / hosted the required details of unclaimed amounts referred to under Section 125 of the Companies Act, 2013, on its website www.ttkhealthcare.com and also on the website of the Ministry of Corporate Affairs (MCA) in the relevant form, every year.

15. In terms of Section 124(6) and 125 of the Companies Act, 2013 and the Rules made thereunder, the underlying shares in respect of dividends relating to the year 2015-16 that remained unclaimed/unpaid for seven consecutive years or more would be transferred to the Demat Account of the IEPF Authority, within 30 days from the due date of transfer [(i.e.) 8th September, 2023], on or before 7th October, 2023.
16. Any unclaimed / unpaid dividends or shares already transferred to the IEPF, may be claimed by the Members concerned from the IEPF Authority by e-Filing Form IEPF-5, which is available under the link <http://www.iepf.gov.in>. The Members may contact the RTA, M/s Data Software Research Co. Pvt. Ltd., or the Company for any assistance, in this regard.
17. In line with the MCA Circulars, the Notice convening the AGM and the Annual Report for the year 2022-23 are made available on the website of the Company at www.ttkhealthcare.com and also

on the websites of the Stock Exchanges (i.e.) BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice and the Annual Report are also made available on the website of CDSL (agency providing the remote e-Voting facility and e-Voting system during the AGM) (i.e.) www.evotingindia.com.

The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM (i.e.) 25th July, 2023. Members seeking to inspect such documents can send e-mail to investorcare@ttkhealthcare.com.

18. Effective from 1st April, 2020, dividend income will be taxable in the hands of Members. Hence the Company is required to deduct tax at source from the amount of dividend paid to Members at the prescribed rates. A Resident Individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to tk.healthcare@dsrc-cid.in on or before 11th July, 2023. Further, no tax shall be deducted on the dividend payable to a Resident Individual Members if the total amount of dividend to be received from the Company during the financial year 2022-23 does not exceed Rs.5,000/-. Members may note that in case PAN is not updated with the DPs / RTA, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial tax rates under Double Taxation Avoidance Agreement (DTAA) (i.e.) tax treaty between India and their country of residence. Non-resident Members are required to provide details of applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the Member.
- Copy of Tax Residency Certificate (TRC) for the FY 2022-23 obtained from the revenue authorities of country of tax residence duly attested by the Member.
- Self-Declaration Form 10-F
- No-PE (Permanent Establishment) Certificate
- Self-Declaration of Beneficial Ownership by the Non-Resident Member.
- Lower Withholding Tax Certificate, if any, obtained from the Indian Tax Authorities.

The Members are required to provide the above documents / declarations by sending an e-mail to tk.healthcare@dsrc-cid.in on or before 11th July, 2023. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the Tax Deducted at Source (TDS) as per the rates mentioned in the Income Tax Act, 1961.



Notice to Shareholders (Contd.)

In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act, 1961 @ 20% plus applicable surcharge and cess.

19. Procedure for registering the e-mail addresses and obtaining the AGM Notice, Annual Report and e-Voting User ID and password 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 Members holding shares in physical form:** For temporary registration of e-mail ID, 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 the Company (investorcare@ttkhealthcare.com) / RTA (ttk.healthcare@dsrc-cid.in).

Thereafter, for permanent registration of e-mail ID, Members are requested to submit Form ISR-1 (which is available in the website of the Company www.ttkhealthcare.com), duly filled and signed, with the Company / RTA.

- **For Members holding shares in electronic form:** For temporary registration of e-mail ID, please provide Demat account details, Name, Client Master List or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Company. (investorcare@ttkhealthcare.com) / RTA (ttk.healthcare@dsrc-cid.in).

Thereafter, for permanent registration of e-mail ID, Members are requested to contact their respective DPs.

20. **Procedure to be followed by the Members for updation of bank account mandate for receipt of dividend:**

Members are requested to submit Form ISR-1 to the Company vide e-mail investorcare@ttkhealthcare.com or to RTA ttk.healthcare@dsrc-cid.in for updation of Bank Mandate along with original cancelled cheque with name of the Member printed on it or copy of the Bank Pass Book or Bank Statement attested by the Bank, for receiving dividends directly in their Bank Accounts through ECS or any other permitted means.

21. **Instructions for Members attending the AGM through VC / OAVM:**

- Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting System.
- The procedure for attending meeting is same as the instructions mentioned below for e-voting.
- The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned below for e-voting.
- The facility for joining the meeting shall be kept open from 10.30 a.m. and shall be closed after 15 minutes of the conclusion of the meeting.

- Members are encouraged to join the meeting through Laptops / iPads for better experience.
 - Further, Members will be required to allow Camera and may use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Members connecting from Mobile Devices or Tablets or through Laptops via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance, on or before 15th July, 2023 mentioning their name, demat account number / folio number, e-mail ID, mobile number at investorcare@ttkhealthcare.com.
 - The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - The Members who do not wish to speak during the AGM but have queries may send their queries in advance, on or before 15th July, 2023 mentioning their name, demat account number / folio number, e-mail ID, mobile number at investorcare@ttkhealthcare.com. These queries will be replied to by the Company suitably.
 - Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
22. **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 as well as e-Voting facility during the AGM to its Members through Central Depository Services (India) Limited (CDSL), in respect of the businesses to be transacted at the 65th Annual General Meeting.
- The Company has appointed M/s A K Jain & Associates, Practising Company Secretaries represented by its Partners - Mr Balu Sridhar / Mr Pankaj Mehta, as the Scrutinizer for conducting both the remote e-Voting and e-Voting during the AGM in a fair and transparent manner and they have communicated their willingness for the same.
- The Members who have cast their vote by remote e-Voting may also attend the meeting but shall not be entitled to cast their vote again during the AGM.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on 18th July, 2023 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 or e-Voting system available during the AGM.

Notice to Shareholders (Contd.)

- 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 July, 2023 only shall be entitled to avail the facility of e-Voting.
- The Scrutinizer, after first scrutinizing the votes cast through e-Voting system available during the AGM and thereafter, the votes cast through remote e-Voting will, not later than two days of conclusion of the meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman for declaring the results.
- The results declared along with the Consolidated 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.
- Subject to the requisite number of votes cast in favour of the Resolution(s), the same shall be deemed to be passed on the date of the meeting (i.e.) 25th July, 2023.

Instructions for remote e-Voting:

- The voting period begins at 9.00 a.m. on 21st July, 2023 and ends at 5.00 p.m. on 24th July, 2023. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 18th July, 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- Members who have already voted through remote e-Voting would not be entitled to vote through e-Voting system available during the AGM.
- **Login Method for e-Voting and Joining Virtual Meeting 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.20 for registering the e-mail address.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend 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 Dividend Bank Details with the Company / Depository Participant are requested to use the User ID, in the Dividend 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 resolutions 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.



Notice to Shareholders (Contd.)

Individual Shareholders holding securities in Demat form:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) 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>2) 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 or joining virtual meeting and voting during the meeting. Additionally, there are 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>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) 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 be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) 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 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>2) 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>3) 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 or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) through their Depository Participants	<p>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 or joining virtual meeting & voting during the meeting.</p>

• **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

Instructions for Shareholders for e-Voting during the AGM:

- (i) The procedure for e-Voting during the AGM is same as the instructions mentioned above for Remote e-Voting.
- (ii) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to cast their vote through e-Voting system available at the AGM.

Notice to Shareholders (Contd.)

- (iii) Only those Shareholders, who are present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iv) If any votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.

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 e-mail address of Scrutinizer akjainassociates@gmail.com and to the Company investorcare@tkhealthcare.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).

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.

23. Additional Information of Directors [relating to Item No.3] with regard to reappointment, as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI:

Nature of Appointment	Retirement by rotation and seeking reappointment
Name of the Director	Mr Krishnamurthy Shankaran
Director Identification Number (DIN)	00043205
Date of Birth and Age	11.11.1953 – 69 years
Date of first appointment on the Board	09.10.2000
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> • He is a qualified Cost & Management Accountant and Company Secretary. • He has corporate / industry experience nearly four decades. • He has expertise in finance, taxation, corporate laws / legal, corporate governance, human resources and general business management.
No. of Board Meetings attended during the year as a Director	All the five meetings held during the year 2022-23.
Memberships / Chairmanships of Committees of the Board of the Company	<ul style="list-style-type: none"> • Member – Audit Committee • Member – Nomination and Remuneration Committee • Chairman – Stakeholders Relationship Committee • Member – Risk Management Committee • Member – Corporate Social Responsibility Committee



Notice to Shareholders (Contd.)

Directorships held in other Companies / entities	TTK Prestige Limited TTK Services Private Limited Vidal Health Insurance TPA Private Limited TTK Property Services Private Limited
Memberships / Chairmanships of Committees of other Boards	TTK Prestige Limited • Member - Stakeholders Relationship Committee • Member - Corporate Social Responsibility Committee • Member - Risk Management Committee
Remuneration last drawn	Sitting Fees of Rs.40,000/- per meeting of the Board and Committees thereof.
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors, from time to time, within the limits prescribed under the Companies Act, 2013.
Shareholding in the Company	247 (0.001%)
Relationship with other Directors and Key Managerial Personnel of the Company	NIL

Place: Chennai
Date : May 23, 2023

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

BY ORDER OF THE BOARD
S KALYANARAMAN
Wholtime Director & Secretary

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:

Item No.4

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Geeyes & Co., Cost Accountants as Cost Auditors, to conduct audit of the cost accounting records maintained by the Company, for the following product categories:

- Drugs and Pharmaceuticals under the Regulated Sector;
- Rubber and its Allied Products viz., Male Contraceptives; and Medical Devices viz., Heart Valves and Orthopaedic Implants under Non-Regulated Sector;

for the financial year ending 31st March, 2024.

In accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made

thereunder, the remuneration of Rs.5,00,000/- (Rupees Five lakhs only) plus applicable taxes and levies and reimbursement of travel and out of pocket expenses incurred in connection with the audit, payable to the said Cost Auditors, for the financial year ending 31st March, 2024, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution at Item No.4 for ratification by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

Place: Chennai
Date : May 23, 2023

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

BY ORDER OF THE BOARD
S KALYANARAMAN
Wholtime Director & Secretary

Board's Report

(Including Management Discussion and Analysis Report)

Your Directors have pleasure in presenting the 65th Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2023.

Sale / Transfer of Human Pharma Division:

In terms of the consent from the Members of the Company by means of a Special Resolution passed through Postal Ballot Process on 23rd April, 2022, the Human Pharma Division (Undertaking) of your Company stands transferred, as a going concern, on a slump sale basis, for a consideration of Rs.805 crores (subject to adjustment for working capital and other items that are customary in such transactions) to M/s BSV Pharma Private Limited (BSV), with effect from 9th May, 2022.

Financial Results:

	(Rs. in lakhs)	
	2022-23	2021-22
(a) Continuing Operations		
Profit before Depreciation & Tax	7,444.20	3,493.04
Less: Depreciation	1,280.64	1,258.36
Add: Exceptional Item – Profit on sale of land	–	249.05
Profit before Tax	<u>6,163.56</u>	<u>2,483.73</u>
Less: Tax expense:		
Current Tax	1,741.03	743.67
Deferred Tax	(44.26)	(110.96)
Profit after tax from Continuing Operations	<u>4,466.79</u>	<u>1,851.02</u>
(b) Discontinued Operations (Human Pharma Undertaking)		
Profit before Tax	77,643.92	3,294.14
Less: Tax Expense	18,139.42	986.33
Profit after tax from Discontinued Operations	<u>59,504.50</u>	<u>2,307.81</u>
Profit after tax [(a)+(b)]	<u>63,971.29</u>	<u>4,158.83</u>
Surplus Account:		
Balance as per last Balance Sheet	20,094.41	16,771.09
Add: Profit for the year	63,971.29	4,158.83
Other Comprehensive Income for the year (Net of Tax)	24.73	12.31
Total	<u>84,090.43</u>	<u>20,942.23</u>
Less: Dividend Paid	1,413.03	847.82
Net Surplus	<u>82,677.40</u>	<u>20,094.41</u>

Review of Performance:

During the year under review, the Revenue from Continuing Operations amounted to Rs.725.11 crores as against the previous year's figure of Rs.599.24 crores, a growth of around 21%.

Pre-Tax Profit for the year from Continued Operations stood at Rs.61.64 crores as against the previous year's figure of Rs.24.84 crores. The Pre-Tax Profit on Discontinued Operations (including profit on sale of Human Pharma Undertaking) amounted to Rs.776.44 crores.

A detailed review is presented under the Section "Segmentwise Performance".

Dividend:

Your Directors are pleased to recommend a dividend of Rs.10/- (100%) per Equity Share of Rs.10/- each for the year ended 31st March, 2023. [Previous Year - Rs.10.00 (100%) per Equity Share of Rs.10/- each].

The dividend pay-out is in accordance with the Company's Dividend Distribution Policy.

Share Capital:

The Paid-up Equity Share Capital as on 31st March, 2023 was Rs.1,413.03 lakhs. Your Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

MANAGEMENT DISCUSSION AND ANALYSIS:

(A) INDUSTRY STRUCTURE AND DEVELOPMENTS:

- India was one of the fastest growing economies in the world and the GDP growth is estimated to be around 7% for 2022-23 and 6.5% for 2023-24, although significant challenges remain in the global environment. [World Bank / Economic Survey].
- The Company operates in more than one segment viz., Consumer Products, Animal Welfare Products, Medical Devices, Protective Devices (Male Contraceptives) and Foods.
- FMCG categories like Deodorants and Male Contraceptives had a huge decline during CoVID-19 pandemic and these have witnessed decent recovery post-pandemic.
- The Animal Welfare Market size is estimated to be around Rs.7,000 crores, growing at around 9 – 10%.
- Medical Devices Segment also reported smart recovery post-pandemic and the current trend is positive.

(B) OPPORTUNITIES AND THREATS

Opportunities:

- Your Company has the unique advantage of an exclusive network for distribution of FMCG / OTC products. This can be leveraged for launch of new products so as to ensure improved profitability and value creation through brand building.
- In view of the increasing spend by Pet parents on Pet / Companion Animals over the years, this segment of the Animal Welfare Division (AWD) offers good potential for growth.
- On Medical Devices front, the market continues to be dominated by imported medical devices / implants. Since your Company manufactures world class products and these are priced competitively, this segment provides opportunity for growth.
- The "Make in India" and the "Atmanirbhar Bharat Abhiyaan" (Self-reliant India) initiatives by the Government of India would further enhance the growth prospects for this Segment and provide further fillip to the indigenous manufacture of medical devices. These products also have export potential.
- The Central Government's Medical Insurance Scheme - Ayushman Bharat being implemented to cover poor families



Board's Report (Contd.)

is also likely to increase the number of treatment procedures which would, in turn, improve the demand for medical implants viz., Heart Valves and Ortho Implants manufactured by your Company.

- Considering the size of the market for food products, the Foods Business of your Company has potential for growth, both in the domestic / overseas markets.

Threats:

- Considering the commodity nature of the current Foods Business, there is pressure on price realizations. Nevertheless, this is mitigated through enhanced focus on export markets and also launch of innovative and differentiated products.

(C) SEGMENTWISE PERFORMANCE:

Your Company is engaged in Consumer Products, Animal Welfare Products, Medical Devices, Protective Devices and Foods Businesses.

A look at the performance of individual Business Segments:

Consumer Products Business:

The Consumer Products Division (CPD) reported a revenue from operations of Rs.241.27 crores (excluding Skore), with a growth of around 11%.

Woodward's Gripewater (WGW)

Post-pandemic, WGW faced a slowdown in key markets, more intensely in Tamil Nadu, from the second-half of the year and also witnessed enhanced competitor activities, particularly in the West Zone. Despite these challenges, the brand managed to more or less sustain the value sales.

As part of the initiatives to further strengthen the brand connect with the consumers, particularly the young mothers, a high-decibel media campaign across the country with enhanced focus on Tamil Nadu was undertaken during the second half of the year.

Further, in order to increase trials and awareness, various initiatives such as retailers meet, distribution expansion, on-ground and digital activations, etc., were undertaken during the year.

The strategy for 2023-24 would be (i) to build brand saliency and purchase intent through various promotional initiatives, expand consumer touch points especially in rural markets through ground level activations; and (ii) to strengthen the trust through PR and consumer outreach initiatives.

EVA

Despite category challenges especially on the aerosol segment during the year, EVA has shown remarkable resilience and reported a healthy growth. Your Company roped in celebrity Rashmika Mandanna as the new Brand Ambassador to further strengthen the brand positioning.

The new "Eva Special Happens" campaign with celebrity endorsement helped in increasing brand awareness and turnover during the year. The brand was on constant communication across different platforms throughout the year.

As part of the Look Special Range, the Lip Range with the revamped packaging was launched during the year and this had a positive impact for the brand.

BB Talc / Purse Perfume have also been launched during the last quarter in South Zone and the same will be scaled up to other regions during the current year. Few new products such as No Gas Deo, Roll on Deo, etc., are lined up for launch during the current year.

The strategy for the year 2023-24 would be- (i) to further strengthen the brand promise of "Special Happens" and gain market share through promotions featuring the new celebrity; (ii) to launch new products to penetrate market and gain share; and (iii) to increase trials for the brand through effective marketing activations.

Skore

During the year under review, Skore achieved its highest ever sales in terms of both, volume and value, with healthy growth. The non-condom segment too reported a healthy growth due to various digital initiatives.

A key highlight for the year was the launch of SKORE 4.0, an improved product offering, with new packaging and positioning. The "Change the Game" brand campaign which followed the launch, was successful in generating good momentum and buzz for the brand.

The strategy for the 2023-24 would be (i) to drive distribution expansion to grow the Condom Segment; (ii) to continue to drive the Non-Condom Segment in the digital space through new launches and also make inroads into general trade; and (iii) to build on the "Change the Game" campaign to keep up the momentum and gain market share.

Good Home

Good Home reported a consistent performance with a healthy growth, demonstrating a growing acceptance both at the trade and consumer levels.

The new packaging coupled with new positioning and the brand promise across its range were well received by the market.

The strategy for the year 2023-24 would be (i) to grow the Aroma Air Freshener and Odour Remover Segments through enhanced focus and promotional investments; (ii) to expand the range through new fragrances and formats; (iii) to venture into new categories viz., Cleaning Agents and Cleaning Tools; and (iv) to focus on e-Com / Modern Trade to exploit the untapped potential.

Animal Welfare Business:

During the year under review, Animal Welfare Division (AWD) reported a sales turnover of Rs.106.26 crores, with a growth of around 7% over the previous year. Sustaining the high growth registered during the previous year was a challenge mainly due to huge attrition and also sluggish market conditions.

While Bovianim (Livestock) and Companim (Pet) have reported a decent growth. Gallus (Poultry) had a setback due to various

Board's Report (Contd.)

external factors resulting in a marginal negative growth over the previous year. The recently launched Aquanim (Shrimp) has registered a healthy growth.

The strategy for 2023-24 would be (i) to restore double digit growth by focusing on all Sub-Divisions along with Institution and Exports businesses; and (ii) to work upon - People (Attrition control and retention), Products (New product launches and driving Ossomin-Tefroli-Orcal-P-Nutricell (OTON), the flagship brands of your Company) and Processes (Streamlining the processes across Divisions and driving core projects).

Medical Devices Business:

Heart Valve Division

During the year under review, Heart Valve Division recorded a revenue from operations of Rs.25.26 crores, with a growth of about 47%.

The imported CardiaMed Bi-Leaflet Valves reported an improved performance during the year, despite supply constraints from the overseas partner.

The test marketing of the PTCA Catheters would commence shortly.

The implantations under the Single Centric Clinical Trial of the TC2 Titanium valves covering around 40 patients have been completed at Sree Chitra Tirunal Institute of Medical Sciences and Technology (SCTIMST) and the report is awaited.

The focus for the year 2023-24 would be (i) to grow the volumes of TTK Chitra Valves; (ii) to gain further volumes through Bi-Leaflet Valves; (iii) to introduce the PTCA Catheters in selected markets; and (iv) to complete the Single Centric Clinical Trial of TC2 Titanium Valve and work towards commencing the Multi-centric Clinical Trials.

Ortho Division

Ortho Division reported an impressive performance with a revenue from operations of Rs.46.60 crores and a growth of around 38%.

This was made possible by all round improvement in sales across geographies, recovery of lost sales due to pandemic and strong market relationships. The strategy of expanding team footprint and distribution in line with market potential has yielded the desired results.

Effective regional leadership too helped to further strengthen the market relationships and to build customer confidence resulting in improved volumes.

Deeper penetration in Revision and Hinge Knee Segments enabled the segment to report robust growth.

Hip Replacement Segment also picked up pace during the year, with a decent revenue.

The business growth was well supported by the manufacturing team with higher production, faster production cycles and reduced turnaround time from various vendors and suppliers.

The strategy for the year 2023-24 would be (i) to focus on improving sales productivity in currently operating markets; (ii) to strengthen the team to penetrate deeper in the markets; (iii) to continue the footprint and distribution expansion in identified markets; (iv) to initiate test launch of the Fixed Bearing Knee; and (v) to expand the Hip Replacement Portfolio with the introduction of ceramic heads, through a technical tie-up with CeramTec, Germany.

Protective Devices Business:

During the year under review, the Protective Devices Division delivered a robust performance with a revenue from operations of Rs.193.86 crores (including Skore), with a growth of around 45%.

Due to healthy inflow of orders, your Company has recommenced the manufacturing operations at the Virudhunagar facility and the said facility has also been approved by International Aid Agency for supply of products to them.

As in the past many years, your Company successfully went through the Quality Audits conducted by the British Standards Institution (BSI) for ISO standards and CE Mark, South African Bureau of Standards for SABS Certification and SCS Global Services for Forest Stewardship Council Certification, as part of the continual assessment. Your Company is also being successfully audited for SEDEX and BSCI standards by various agencies which are social compliance requirements and retained all the certifications without any major or critical non-conformances.

Your Company is also one of the pre-qualified suppliers under WHO-UNFPA Pre-Qualification Scheme for Male Latex Condoms which is a requirement to supply products internationally to the reputed international aid agencies.

During the year under review, your Company has launched the improved Skore 4.0 version with a new packaging and also added lubricants to the range. Few more products are under development.

The focus for the year 2023-24 would be (i) to grow the branded Condom business through differentiated and innovative products; (ii) to develop and strengthen relationships with third party contract manufacturing customers for increasing the volumes; (iii) to work on cost optimization to be more competitive in the bid businesses; and (iv) to increase the output efficiently by developing new infrastructure and by addition of high-speed machines at designated positions.

Foods Business:

During the year under review, Foods Division had a sales turnover of Rs.111.51 crores, with a growth of 14%. In terms of the bottom line, it was a very challenging year as there was constant escalation in the prices of input materials due to a partial crop failure and export of wheat.

Your Company's R&D Centre developed a number of new products and product extensions, a few of them were scaled up and launched.

Your Company continues to work on developing micro pellets with different bases for thermo mechanical popping considering the future trend of healthy snacks with lesser oil content.



Board's Report (Contd.)

Steps are also initiated for manufacturing 2D die cut products / Micro pellets at Jaipur facility in order to make the manufacturing lines more versatile and increase capacity utilisation.

The strategy for the year 2023-24 would be (i) to further increase the capacity utilization at Jaipur facility through enhanced focus on domestic / institutional and export businesses; and (ii) also to work on developing and launching innovative and differentiated products to improve volumes / margins.

(D) OUTLOOK:

Since the Company would be making significant soft investments in certain Consumers Brands during 2023-24, the same would result in transient pressure on the operating margins. But for this, considering the above developments and initiatives, the outlook for your Company as a whole for 2023-24, appears positive.

(E) RISKS AND CONCERNS:

The analysis presented in the Industry Scenario and Opportunities and Threats Section of this Report throws light on the important risks and concerns faced by your Company. The strategy of your Company to de-risk against these factors is also outlined in the said Sections.

(F) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company developed necessary Manuals / Standard Operating Procedures (SOPs) for effectively implementing the Internal Financial Control System. Accordingly, various Accounting and Reporting Policies have also been developed and implemented.

Internal Audits are regularly conducted through In-house Audit Department and also through External Audit Firms. The Reports are periodically discussed internally. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies at all locations of your Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

Frauds:

During the year under review, no fraud was reported by the Internal Auditors, Statutory Auditors, Cost Auditors and Secretarial Auditors.

(G) FINANCIAL PERFORMANCE:

	(Rs. in lakhs)	
	2022-23	2021-22
(a) Continuing Operations		
Revenue from Operations	72,511.03	59,923.99
Other Income	4,833.17	1,633.06
Total Income	77,344.20	61,557.05
Cost of Materials Consumed	34,777.50	28,149.47
Employee Benefits Expense	12,338.20	10,284.24
Other Expenses	22,260.41	19,306.55

	2022-23	2021-22
Profit before Finance Cost, Depreciation & Exceptional Items	7,968.09	3,816.79
Finance Cost	523.89	323.75
Depreciation	1,280.64	1,258.36
Exceptional Item – Profit on sale of land	–	249.05
Profit before Tax	6,163.56	2,483.73
Less: Tax Expense		
Current Tax	1,741.03	743.67
Deferred Tax	(44.26)	(110.96)
Profit after tax from Continuing Operations	4,466.79	1,851.02
(b) Discontinued Operations		
Profit before Tax	77,643.92	3,294.14
Less: Tax Expense	18,139.42	986.33
Profit after tax from Discontinued Operations	59,504.50	2,307.81
Profit after Tax [(a)+(b)]	63,971.29	4,158.83

ANALYSIS OF PERFORMANCE:

- The revenue from Continuing Operations amounted to Rs.725.11 crores, with a growth of around 21% .
- The increase in Other Income was mainly due to increase in interest on Fixed Deposits made from the sale proceeds of Human Pharma Division.
- The increase in Employee Benefits Expense was mainly due to regular annual increments / revision in packages and welfare expenses.
- The increase in Finance Cost was due to the interest paid on Income Tax amounting to Rs.228.66 lakhs pertaining to earlier years.
- The increase in Power and Fuel expenses was due to higher production at Foods Division's factories at Hosakote and Jaipur and also at Condoms factory at Puducherry and recommencement of production at Virudhunagar facility.
- The increase in Repairs and Maintenance was mainly due to major maintenance work undertaken at PDD Virudhunagar factory prior to the recommencement of operations and also the maintenance activities undertaken at the Foods and Ortho factories.
- The increase in Advertisement & Sales Promotion expenses was mainly on account of the higher advertising and promotional activities undertaken relating to WGW, EVA, Good Home and Skore Brand of Condoms / Pleasure products range and also on the online portal LoveDepot.com.
- The increase in Travelling & Conveyance expenses was due to resumption of regular travel post-CoVID-19 pandemic.
- Bad Debts written off during the year under review, amounted to Rs.40.99 lakhs, comprising -

Board's Report (Contd.)

	(Rs. in lakhs)
Ortho Division	20.90
Animal Welfare Division	11.63
Consumer Products Division	3.92
Heart Valve Division	3.79
Foods Division	0.75

All the Other Expenses are in line with the increased level of operations.

(H) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

• Human Resources:

During the year 2022-23, your Company started implementing a few key features of Agile HR which include programmes for people and team development, employee engagement and empowerment, etc. The leadership and managerial skill development programme titled LEAP-3 for third-line managers was successfully completed. Top 100 high potential talents at all levels across the organization were identified for an intense individual development initiatives as part of the succession planning / towards building a robust talent pipeline.

Your Company has partnered with Harappa Thriversity Learning Platform to provide cognizant, behavioural and soft skill e-learning to all employees and promote a continuous learning culture.

The entire HR Operational processes, right from recruitment to final settlement have been automated through the Company's Human Capital Management Intranet Portal.

Your Company has also continuously identified and rewarded the employees and teams that have demonstrated the pursuit of excellence in the areas of Marketing and Customer focus, Innovation and Quality, Business Process Transformation, etc., through R&R Programs such as Xtra Mile, Trail Blazer and Corporate Excellence Awards.

As on 31st March, 2023, the employee strength was 1,294 (Previous Year - 2,513).

• Industrial Relations:

The industrial relations during the year under review continued to be cordial.

The Directors place on record their sincere appreciation for the services rendered by employees at all levels.

(I) INFORMATION TECHNOLOGY:

During the year, your Company has automated several functions of Finance and Accounts by developing custom applications using Oracle Apex and integrating with Oracle EBS.

A project has just been initiated to automate the Distributor Management System (DMS) and Sales Force Automation (SFA) for the Consumer Products Division.

Your Company started the rolling out of the project titled "FAST FORWARD" in a phased manner, covering the end-to-end

management of inventory replenishment / invoicing at Ortho Division.

Your Company launched a number of mobile applications covering order booking / invoicing / inventory verification, etc.

(J) FUTURISTIC STATEMENTS:

This analysis may contain certain statements, which are futuristic in nature. Such statements represent the intentions of the Management and the efforts being put in by them to realize certain goals. The success in realizing these goals depends on various factors, both internal and external. Therefore, the investors are requested to make their own independent judgements by taking into account all relevant factors before taking any investment decision.

(K) KEY FINANCIAL RATIOS:

Particulars	2022-23	2021-22	Change %		Remarks
Trade Receivables Turnover Ratio	9.09	12.34	(26.34)	A	Increase in receivables.
Inventory Turnover Ratio	4.13	4.25	(2.82)	A	
Interest Coverage Ratio	29.53	40.21	(26.56)	A	Increase in interest cost due to higher utilisation of working capital limits.
Current Ratio	5.06	2.06	145.63	F	Increase in Current Assets due to higher Term Deposits from the sale proceeds of Human Pharma Division made during the year.
Operating Profit Margin (%)	4.39	7.03	(37.55)	A	Lower operating profit due to sale of Human Pharma Undertaking (Interest on Term Deposits made from the sale proceeds, being Non-operating income, not considered).
Debt Equity Ratio	0.03	0.07	(59.61)	F	Increase in Shareholders Equity was due to higher profits made during the year (which include profit from Slump sales)
Net Profit Margin (%)	7.35	5.24	39.85	F	Increase in Net Profit
Return on Net Worth (%)	8.62	14.14	(39.04)	A	Increase in Equity was due to higher profits made during the year (which include profit from Slump sales) resulting in lower RoE

F - Favourable; A - Adverse

DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

(a) Annual Return:

Annual Return (Form MGT-7) for the year 2022-23 was made available on the Company's website at the following link: <https://ttkhealthcare.com/investorlist/annual-return/>



Board’s Report (Contd.)

(b) Number of Meetings of the Board:

The Board of Directors met 5 (Five) times during the year 2022-23. The details of the Board Meetings and the attendance of the Directors are provided in the Report on Corporate Governance.

(c) Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee consists of Mr T T Raghunathan as Chairman, Mr K Shankaran, Dr (Mrs) Vandana R Walvekar and Mr Girish Rao as Members. Mr S Kalyanaraman is the Secretary to the Committee.

The Corporate Social Responsibility (CSR) Policy enumerating the CSR activities to be undertaken by your Company, in accordance with Schedule VII to the Companies Act, 2013 was recommended to the Board and the Board adopted the same. The said policy was also made available on the Company’s website at the following link <https://ttkhealthcare.com/investorlist/policies/>.

The Annual Report under CSR Activities is annexed to this Report as **Annexure-1**.

The details relating to the meeting(s) convened, etc., are furnished in the Report on Corporate Governance.

(d) Composition of Audit Committee:

The Audit Committee consists of Mr Girish Rao as Chairman, Mr K Shankaran, Mr S Balasubramanian and Mr V Ranganathan as Members. Mr S Kalyanaraman is the Secretary to the Committee. More details on the Committee are given in the Report on Corporate Governance.

(e) Related Party Transactions:

During the year under review, no transaction of material nature has been entered into by your Company with its Promoters, the Directors or the Key Managerial Personnel or their relatives, etc., that may have a potential conflict with the interests of your Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are repetitive in nature. A statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

During the year under review, your Company renewed the contract entered into with M/s T T Krishnamachari & Co., a Partnership Firm, for using the ttk monogram. The relevant details are provided below:

(a)	Nature of the Contract	License Agreement
	Duration of the Contract	Renewal for a further period of five years from 1 st November, 2022 to 31 st October, 2027.
	Particulars of the Contract or Arrangement	For using the ttk monogram in relation to the goods manufactured, outsourced from third parties, marketed, traded, distributed, etc., and for other business activities of the Company.
(b)	Material Terms of the Contract or Arrangement including the value, if any.	Half-a-percent (½%) of the Net Sales Value of the Company, plus applicable taxes and levies.

(c)	Any advance paid or received for the Contract or Arrangement, if any.	NIL
(d)	Manner of determining the pricing and other commercial terms, both included as part of Contract and not considered as part of the Contract	M/s T T Krishnamachari & Co., popularly known as TTK, have been in business of various consumer and pharmaceutical products and has been marketing and distributing such products for several decades and earned a wide reputation and created a strong image and awareness in the minds of the public. They are the owner of the copyright in the artistic work ttk monogram, having secured the registration of the said copyright vide Registration No.A-39006/83 under the Copyright Act, 1957. Use of the ttk monogram on the products of the Company is of immense help to establish these products all these years. Considering the reputation enjoyed by the ttk monogram and the advantages available to the Company by the use thereof, the charges proposed to be paid are quite reasonable and fully justified.
(e)	Whether all factors relevant to the Contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
(f)	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL
(g)	Interested Directors (as on the date of the Board Meeting i.e. 23 rd May, 2022)	Mr T T Jagannathan, Chairman and Mr T T Raghunathan, Executive Vice Chairman are interested as Partners of M/s T T Krishnamachari & Co.

The Register of Contracts containing the details of the transactions, in which Directors / Key Managerial Personnel are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of your Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between your Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Policy as approved by the Board is uploaded on the Company’s website at the following link <https://ttkhealthcare.com/investorlist/policies/>.

Form AOC-2 containing the details of Related Party Transactions is annexed as **Annexure-2** to this Report.

(f) Corporate Governance:

Your Company has complied with the various requirements of the Corporate Governance Code under the provisions of the Companies Act, 2013 and as stipulated under the SEBI (LODR) Regulations, 2015.

Board's Report (Contd.)

A detailed Report on Corporate Governance forms part of this Annual Report.

(g) Business Responsibility and Sustainability Reporting:

In accordance with the provisions of Regulations 34(2)(f) of the SEBI (LODR) Regulations, 2015 and on the basis of market capitalization (one amongst the Top 1,000 Companies) as on 31st March of every financial year, the Business Responsibility and Sustainability Report forms part of this Annual Report. [Page No.33]

(h) Risk Management:

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a Risk Identification and Management Framework appropriate to the size of your Company and the environment in which it operates.

The Risk Management Group (RMG) with due representations from each of the Businesses / Functions of the Company has been meeting periodically and have detailed interactions / discussions with the Members / Risk Owners on the various risks identified and the status of the mitigation plans.

During the year, the RMG met four times on 6th May, 2022, 20th September, 2022, 27th December, 2022 and 20th March, 2023 and reviewed / discussed the various key risks and the status of the mitigation plans.

The Risk Management Committee (RMC), during the year, met three times on 11th April, 2022, 7th October, 2022 and 20th March, 2023.

The Risk Management Committee was updated on the outcome of the RMG Meetings held during the year. Further, the duly updated Risk Register highlighting the various key risks and the status of their mitigation plans was placed before the Committee in their meetings and the Committee reviewed the same.

Based on the recommendations of the RMC, the services of M/s Deloitte have been engaged for updating the Risk Register and also to clearly identify the risks in terms of its probability of occurrence and its impact as in case of some risks though the probability of occurrence would be very low but the impact could be significant. They would also classify the various risks into High, Medium and Low.

The assignment is in progress and M/s Deloitte would be presenting their observations / suggestions in due course.

The Audit Committee and the Board of Directors periodically review the outcome of the Risk Management Committee meetings.

(i) Directors and Key Managerial Personnel:

During the year under review the following changes occurred:

- (1) Mr T T Jagannathan, Chairman resigned from the Board, with effect from 9th September, 2022.
- (2) Dr T T Mukund was appointed as an Additional Director by the Board of Directors, with effect from 9th September, 2022 and subsequently appointed as a Director by the Shareholders of the Company, with effect from 9th September, 2022 through Postal Ballot process.
- (3) Mr T T Raghunathan was elected as the Executive Chairman, with effect from 9th September, 2022.

None of the Directors are disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013.

Certificate of Non-disqualifications of Directors from the Practising Company Secretary is furnished under Report on Corporate Governance. [Page No.69]

(i) Reappointment of Directors:

Mr K Shankaran, liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. The Board recommends his reappointment.

(ii) Statement on Declaration by the Independent Directors of the Company:

All the Independent Directors of your Company have given –

- Declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and also Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.
- Confirmation of compliance with the Code for Independent Directors prescribed under Schedule IV to the Act and the Company's Code of Conduct for Directors and Senior Management Personnel.
- Further, they have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge the duties with an objective independent judgement and without any external influence.
- The terms and conditions of appointment of the Independent Directors are posted on the Company's website at the following link <https://ttkhealthcare.com/wp-content/uploads/2019/09/ID-Terms-and-Conditions.pdf>.

(iii) Key Managerial Personnel (KMP):

The following managerial personnel are Key Managerial Personnel (KMP):

- Mr T T Raghunathan, Executive Chairman [Chief Executive Officer (CEO)];
- Mr S Kalyanaraman, Wholetime Director & Secretary [Company Secretary]; and
- Mr B V K Durga Prasad, President – Finance [Chief Financial Officer (CFO)].

(iv) Performance Evaluation of the Board, its Committees, Chairperson, Non-Independent Directors and Independent Directors:

In compliance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the performance evaluation of the Board as a whole, its Committees, Chairperson and Non-Independent Directors were carried out during the year under review by the Independent Directors and the evaluation of the Independent Directors were carried out by the entire Board of Directors excluding the Director being



Board's Report (Contd.)

evaluated during the year under review. More details on the same are given in the Report on Corporate Governance. [Page No.56]

(v) Policy on Directors' Appointment and Remuneration:

Your Company adopted a Policy relating to selection, appointment, remuneration and evaluation of Directors and Senior Management Personnel. The said Policy is posted on the Company's website at the following link <https://ttkhealthcare.com/investorlist/policies/>.

(j) Auditors:

(i) Statutory Auditors and their Report:

M/s PKF Sridhar & Santhanam LLP was appointed as Statutory Auditors of the Company, for a further term of 5 years, to hold office from the conclusion of the 64th Annual General Meeting till the conclusion of 69th Annual General Meeting.

M/s PKF Sridhar & Santhanam LLP, the Statutory Auditors of your Company have carried out the Audit for the year ended 31st March, 2023.

• Auditor's Report for the year ended 31st March, 2023:

The Auditor's Report to the Shareholders for the year under review does not contain any qualifications.

(ii) Cost Auditors and Cost Audit Report:

• Appointment for the year 2023-24:

Pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the Cost Records of your Company shall be audited for the following product categories, for the financial year 2023-24:

- ❖ Under Regulated Sectors:
 - Drugs and Pharmaceuticals.
- ❖ Under Non-Regulated Sectors:
 - Male Contraceptives under Rubber and Allied Products;
 - Heart Valves and Orthopaedic Implants under Production, Import and Supply or Trading of Medical Devices.

The Board of Directors, on the recommendation of the Audit Committee, appointed M/s Geeyes & Co., as Cost Auditors of your Company, for the financial year 2023-24 and fixed their remuneration at Rs.5 lakhs plus applicable taxes and levies and reimbursement of travel and out-of-pocket expenses incurred in connection with the audit. Necessary intimation of the said appointment has already been given to the Central Government vide Form CRA-2.

M/s Geeyes & Co., have confirmed that their appointment is within the limits prescribed under Section 141 of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under the said Section.

The Audit Committee also received a Certificate from the

Cost Auditors certifying their independence and arm's length relationship with your Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the ratification by the Members is sought by means of an Ordinary Resolution for the remuneration of Rs.5 lakhs plus applicable taxes and levies and reimbursement of travel and out-of-pocket expenses incurred in connection with the audit, payable to M/s Geeyes & Co., Cost Auditors, under Item No.4 of the Notice convening the Annual General Meeting.

The Cost Audit Report for the year ended 31st March, 2023 would be filed on or before the due date (i.e.) 27th September, 2023 or within 30 days from the date of submission of the said Report to the Board, whichever is earlier.

• Cost Audit Report for the year 2021-22:

The Cost Audit Report for the financial year ended 31st March, 2022 was filed in Form CRA-4 vide SRN F22266126 dated 19th August, 2022 with the Central Government.

(iii) Secretarial Auditor and Secretarial Audit Report:

The Board had appointed M/s A K Jain & Associates, Practising Company Secretaries, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2022-23.

The Report of the Secretarial Auditor in Form MR-3 is annexed to this Report as **Annexure-3**. The Report does not contain any qualification or reservation or adverse remarks. However, it contains an observation relating to Regulation 19(1) of the SEBI (LODR) Regulations, 2015 reproduced below:

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., except it was observed that the Nomination & Remuneration Committee (NRC) was required to be re-constituted w.e.f. 01.01.2022 in terms of Regulation 19(1) of the SEBI (LODR) Regulations, 2015, amended vide SEBI (LODR) (Third Amendment) Regulations, 2021 dated 03.08.2021. Though the NRC was reconstituted w.e.f. 01.01.2022, due to rounding off interpretation, it was considered to be not in compliance with Regulation 19(1) of SEBI (LODR) Regulations, 2015. Upon receipt of SOP Notice from BSE & NSE, the Company has promptly reconstituted the NRC w.e.f. 24.05.2022 and paid the fine to the Stock Exchanges. Further, the Company has also submitted an application for waiver of the fine levied by the Stock Exchanges, as it was purely due to an interpretation issue and is awaiting its order.

(k) Investor Education and Protection Fund (IEPF):

• Transfer of Unclaimed Dividends to IEPF, during the year under review:

Your Company transferred a sum of Rs.8,19,279.50 during the financial year 2022-23 to the Investor Education and Protection Fund established by the Central Government, in compliance

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with Sections 123 to 125 of the Companies Act, 2013. The said amount represents the unclaimed dividends for the year ended 31st March, 2015, which were lying unclaimed with your Company for a period of seven years from the due date of payment.

• **Transfer of Shares to the Demat Account of the IEPF Authority:**

In accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company transferred 7,199 Equity Shares of Rs.10/- each fully paid-up, in respect of which the dividends relating to the year 2014-15, remained unclaimed / unpaid for a period of seven consecutive years or more, to the Demat Account of the IEPF Authority held with CDSL on 28th September, 2022 and 3rd October, 2022.

• **Year wise amount of Unpaid / Unclaimed Dividends lying in the Unpaid Account as on 31st March, 2023 and the due dates of transfer:**

Financial Year ended	Dividend Declared on	Due date of Transfer	Unpaid / Unclaimed Amount as on 31.03.2023 (in Rs.)
31.03.2016	05.08.2016	08.09.2023	9,48,900.00
31.03.2017	04.08.2017	04.09.2024	9,74,570.00
31.03.2018	09.08.2018	14.09.2025	6,51,803.07
31.03.2019	09.08.2019	12.09.2026	5,69,815.52
31.03.2020	11.09.2020	14.10.2027	3,38,991.20
31.03.2021	20.08.2021	21.10.2028	5,93,799.55
31.03.2022	03.08.2022	03.09.2029	8,35,277.59

• **Details of the Nodal Officer**

Name of the Nodal Officer : Mr S Kalyanaraman
 Designation : Wholtime Director & Secretary
 Address : TTK Healthcare Limited
 No.6, Cathedral Road
 Chennai 600 086
 Telephone : 044 – 28116106 / 28113804
 E-mail ID : skr@ttkhealthcare.com

(l) **Disclosure under Schedule V(F) of the SEBI (LODR) Regulations, 2015:**

Your Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue / Rights Issue.

(m) **Conservation of Energy:**

The prescribed particulars under Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are furnished in **Annexure-4** to this Report.

(n) **Particulars of Employees:**

The information required under Section 197 of the Companies Act, 2013 and the Rules made thereunder are annexed to this Report as **Annexure-5**.

(o) **Subsidiary Company:**

Your Company does not have any Subsidiary.

(p) **Deposits:**

As on 31st March, 2023, your Company was not holding any amount under Fixed Deposit Account.

(q) **Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013:**

During the year under review, your Company had not given any loan, provided any guarantee and made any investment under Section 186 of the Companies Act, 2013.

(r) **Material Changes and Commitments affecting the financial position:**

The Human Pharma Division (Undertaking) of your Company was transferred, as a going concern, on a slump sale basis, to M/s BSV Pharma Private Limited, with effect from 9th May, 2022.

Delisting Proposal:

The Company received the Initial Public Announcement dated 5th April, 2023 from M/s Inga Ventures Private Limited, Manager to the Delisting Offer, vide their communication dated 5th April, 2023 under Regulation 8 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (the Delisting Regulations), for and on behalf of the 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 made to the Public Shareholders, expressing their intention to- (a) acquire all the Equity Shares that are held by the Public Shareholders, 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 Exchanges 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 Delisting Regulations.

Accordingly, the Board of Directors in their meeting held on 20th April, 2023 accorded their approval for the delisting proposal and to conduct the Postal Ballot process for obtaining the approval of the Shareholders by means of a Special Resolution by way of e-Voting.

(s) **Significant and material orders passed by the Regulators/ Courts:**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations.

(t) **Whistle Blower Policy:**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also the SEBI (LODR) Regulations, 2015, your Company established a vigil mechanism termed as Whistle Blower Policy, for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Corporate Governance Officer / Chairman of the Audit Committee and the Executive Chairman, in exceptional cases.



Board's Report (Contd.)

The Whistle Blower Policy was also hosted on the Company's website at the following link <https://ttkhealthcare.com/investorlist/policies/>.

During the year under review, your Company had not received any complaint.

(u) Compliance Certificate:

Certificate from the Practising Company Secretary regarding compliance of conditions of Corporate Governance is furnished as **Annexure-6** to this Report.

(v) Secretarial Standards:

Your Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

(w) Finance:

Your Company has banking arrangements with Union Bank of India (formerly Corporation Bank), Bank of Baroda and HDFC Bank Limited and availed various working capital facilities amounting to Rs.25.53 crores as on 31st March, 2023. (Previous Year – Rs.20.38 crores).

(x) Listing of Equity Shares:

Your Company's shares are listed with-

- ❖ BSE Limited (BSE), Mumbai; and
- ❖ National Stock Exchange of India Limited (NSE), Mumbai.

Your Company paid the Listing Fees for the financial year 2023-24.

(y) Obligation of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to prevent sexual harassment of women at workplace, a legislation – The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was notified on 9th December, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any woman employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and constituted an Internal Complaints Committee (ICC) with an NGO as one of its Members. During the year 2022-23, there were no complaints. Further, adequate awareness programmes were also conducted for the employees of your Company.

(z) Disclosure relating to Loans and Advances to Firms / Companies in which Directors are interested by name and amount:

During the year under review, your Company did not provide any loans / advances, to any Firms / Companies in which Directors are interested.

Directors' Responsibility Statement:

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors hereby confirm that-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- Appropriate accounting policies had been selected and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2023 and of the Profit of the Company for that period;
- Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Annual Accounts had been prepared on a going concern basis;
- The Internal Financial Controls had been laid down, to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- In order to ensure compliance with the provisions of all applicable laws, proper systems had been devised and that such systems were adequate and operating effectively.

General:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including Sweat Equity Shares and ESOs) to employees of the Company under any Scheme.

Acknowledgement:

Your Directors place on record their grateful thanks to the Bankers, Customers, Vendors and Members for their continued support and patronage.

Place: Chennai
Date : May 23, 2023

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

For and on behalf of the Board
T T RAGHUNATHAN
Executive Chairman

**Annexures to the Board's Report**

ANNEXURE-1

Annual Report on Corporate Social Responsibility (CSR) Activities As on 31st March, 2023

1.	<p>Brief outline on CSR Policy of the Company:</p> <p>The Company considers Society as an important stakeholder and shall discharge its responsibilities to the Society proactively. The activities or projects that will be undertaken by the Company shall include one or more of the following as may be recommended by the CSR Committee and approved by the Board of Directors:</p> <ol style="list-style-type: none"> (1) Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare and sanitation and making available safe drinking water; (2) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects; (3) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward Groups; (4) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water; (5) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts; (6) Measures for the benefit of armed forces veterans, war widows and their dependents; (7) Training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports; (8) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; (9) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government; (10) Rural development projects; (11) Slum area development; and (12) Such other projects as may be notified by the Government from time to time. <p>The Company shall give preference to various local areas and areas around which the Company is carrying out its activities.</p>
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2.	Composition of CSR Committee:			
S. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year (On 07.02.2023)	Number of Meetings of CSR Committee attended during the year
1.	Mr T T Raghunathan	Executive Chairman / Non-Independent Director	1	1
2.	Mr K Shankaran	Non-Executive / Non-Independent Director	1	1
3.	Dr (Mrs) Vandana R Walvekar	Independent Director	1	1
4.	Mr Girish Rao	Independent Director	1	0

3.	Provide the web-link(s) where,	
(i)	Composition of CSR Committee	https://tkhealthcare.com/wp-content/uploads/2019/09/Composition-of-Committees-24052022.pdf
(ii)	CSR Policy	https://tkhealthcare.com/wp-content/uploads/2019/09/TKHC-CSR-Policy-1.pdf
(iii)	CSR Projects approved by the Board are disclosed on the website of the Company	https://tkhealthcare.com/wp-content/uploads/2023/06/Details-of-CSR-amount-spent.pdf



Annexures to the Board's Report (Contd.)

4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable		Not Applicable						
5.	(a)	Average Net Profit of the Company as per Section 135(5)	Rs.3,725.49 lakhs						
	(b)	Two percent of average Net Profit of the Company as per Section 135(5)	Rs.74.51 lakhs						
	(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL						
	(d)	Amount required to be set off for the financial year, if any	NIL						
	(e)	Total CSR Obligation for the financial year [(b)+(c)-(d)]	Rs.74.51 lakhs (Rounded off to Rs.75 lakhs)						
6.	(a)	Amount spent on CSR Project (both Ongoing project and other than Ongoing project)	Rs.75 lakhs						
	(b)	Amount spent in Administrative Overheads	NIL						
	(c)	Amount spent on Impact Assessment, if applicable	NIL						
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	Rs.75 lakhs						
	(e)	CSR amount spent or unspent for the financial year							
Total Amount Spent for the Financial year (in Rs.) (in lakhs)		Amount Unspent (in Rs.)							
		Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)					
		Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer			
75.00		-	-	-	-	-			
(f)	Excess amount for set-off, if any NIL								
	S.No.	Particulars			Amount (Rs. in lakhs)				
	(1)	(2)			(3)				
	(i)	Two percent of average net profit of the Company as per Section 135(5)			75.00				
	(ii)	Total amount spent for the Financial Year			75.00				
	(iii)	Excess amount spent for the Financial Year [(ii)-(i)]			NIL				
	(iv)	Surplus arising out of the CSR projects are programmes or activities of the previous Financial Year, if any			NIL				
	(v)	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]			NIL				
7.	Details of Unspent Corporate Social Responsibility amount for the proceeding three Financial Years: NIL								
S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under sub Section 135(6) (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to Fund as specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any	
					Amount (in Rs.)	Date of Transfer			
(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)	
1.	FY-1								
2.	FY-2								
3.	FY-3								
8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:						Yes	<input checked="" type="checkbox"/>	No
	If Yes, enter the number of Capital Assets created /acquired								

**Annexures to the Board's Report (Contd.)**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year							
S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / authority / beneficiary of the registered owner		
					CSR Registration No. if applicable	Name	Registered Address
(1)	(2)	(3)	(4)	(5)	(6)		
-	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no., house no., Municipal Office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) : Not applicable

Place : Chennai
Date : May 23, 2023

T T RAGHUNATHAN
Executive Chairman (CEO)
&
Chairman, CSR Committee



Annexures to the Board's Report (Contd.)

ANNEXURE-2

Form No.AOC-2

[Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of Contracts / Arrangements entered into by the Company with Related Parties referred to under Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(1) Details of contracts or arrangements or transactions not at arm's length basis: Nil

Sl. No.	Particulars	Details
(a)	Name(s) of the Related Party and nature of relationship	Not Applicable
(b)	Nature of contracts / arrangements / transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the Special Resolution was passed in General Meeting as required under first provision to Section 188	

(2) Details of material contracts or arrangements or transactions at arm's length basis:

Particulars							
Name(s) of the Related Party	Nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts/ arrangements/transactions including the value, if any.	Value (Rs.) (2022-23)	Date(s) of approval by the Board, if any	Amount paid as advance, if any (Rs.)
TTK Prestige Limited	Five of the Directors are interested as Directors	Purchase of Promotional Items / Others	As and when need arises	As mutually agreed based on prevailing trade practices	23,64,255	09.02.2022	-
T T Krishnamachari & Co.	Three of the Directors are interested as Partners	Payment of Logo Charges	01.11.2017 to 31.10.2022 01.11.2022 to 31.10.2027	½% of Sales for using their monogram "ttk"	4,47,61,181	23.05.2022	-
		Payment of Depot Services Charges	01.04.2022 to 31.03.2023	3% of sales for availing their services as Clearing & Forwarding Agents	5,16,06,165	29.05.2018	-
		Payment of Rent	01.04.2022 to 31.03.2023	As per rental Agreement	72,57,000	09.02.2022	40,00,000
Packwell Packaging Products Limited	Two of the Directors are interested as Shareholders and one of the Directors is interested as Director	Packing Charges	01.01.2020 to 31.12.2025	As per the agreement 01.01.2020	66,30,801	07.11.2019	-
		Payment of Rent	01.04.2022 to 31.03.2023	As per Rental Agreement	16,99,200	09.02.2022	28,00,000
BSV Pharma Private Limited	Holding 26% of Shares in the Company*	Receipt of Rent	09.05.2022 to 30.09.2022	As per agreement	7,38,451	21.03.2022	-
Mr T T Sriram	One of the Directors is interested as relative	Payment of Salary	w.e.f. 01.06.2019	As per Appointment Order	13,94,283	30.05.2019	-

* Ceases to be an Associate Company w.e.f. 6th December, 2022.

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board
T T RAGHUNATHAN
Executive Chairman (CEO)

Annexures to the Board's Report (Contd.)

ANNEXURE-3

Form No.MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **TTK HEALTHCARE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **TTK HEALTHCARE LIMITED** for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company has no overseas direct investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (b) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (vi) With respect to the other laws applicable to the Company as stated in **Annexure 'B'**, based on the written representations received from the officials/executives of the Company, we state that there are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance of such applicable laws, rules, regulations and guidelines.

We report that the provisions of the following regulations are not applicable to the Company during the reporting period;

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

We further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under our audit as the same falls under the review of statutory audit and by other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except it was observed that the Nomination & Remuneration Committee (NRC) was required to be re-constituted w.e.f. 01.01.2022 in terms of Regulation 19(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI (LODR) (Third Amendment) Regulations, 2021 dated 03.08.2021. Though the NRC was reconstituted w.e.f. 01.01.2022, due to rounding off interpretation, it was considered to be not in compliance



Annexures to the Board's Report (Contd.)

with Regulation 19(1) of SEBI (LODR) Regulations, 2015. Upon receipt of SOP Notice from BSE & NSE, the Company has promptly reconstituted the NRC w.e.f. 24.05.2022 and paid the fine to the Stock Exchanges. Further, the Company has also submitted an application for waiver of the fine levied by the Stock Exchanges, as it was purely due to an interpretation issue and is awaiting its order.

We further report that-

- (a) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- (b) adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision was carried through while there were no dissenting Members.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under review the Company had transferred an amount of Rs.8,19,279.50 lying unclaimed/unpaid for seven consecutive years, pertaining to the financial year 2014-15 to the Investor Education and Protection Fund.

Place : Chennai
Date : May 12, 2023

We further report that during the year under review the Company had transferred 7,199 Equity Shares of Rs.10/- each lying unclaimed / unpaid for seven consecutive years or more, pertaining to the financial year 2014-15 to the Demat account of the Investor Education and Protection Fund Authority.

We further report that during the audit period the Company transferred its Human Pharma Division (Undertaking), as a going concern, on a slump sale basis, with effect from 9th May, 2022, based on the approval of the Board of Directors and the Shareholders by means of a Postal Ballot Process through e-Voting.

We further report that during the audit period, there were no instances of:

- (i) Public / Right / Preferential issue of Shares / Debentures / Sweat Equity, etc.
- (ii) Redemption / Buy-back of securities.
- (iii) Foreign technical collaborations.

This report is to be read with our letter of even date which is annexed as Annexure "A" and "B" and both the Annexures form an integral part of this report.

For A K Jain & Associates
Company Secretaries

Balu Sridhar
Partner

M.No. F5869 / C.P.No. 3550
UDIN: F005869E000299679
PR No.1201/2021

**Annexures to the Board's Report (Contd.)****ANNEXURE-A**

To
The Members
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

Our report of even date is to be read along with this letter.

- (1) Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on the audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

- (4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- (5) The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place : Chennai
Date : May 12, 2023

For A K Jain & Associates
Company Secretaries

Balu Sridhar
Partner
M.No. F5869 / C.P.No. 3550
UDIN: F005869E000299679
PR No.1201/2021

ANNEXURE-B

To
The Members
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

Our report of even date is to be read along with this letter.

The internal system followed / adopted by the Company ensures the compliance of the provisions of the following Acts, Rules, Regulations and Guidelines:

- (a) The Factories Act, 1948.
- (b) Employees State Insurance Act, 1948
- (c) The Employees' Provident Fund and Misc. Provisions Act, 1952 and other labour related laws.

- (d) Drugs and Cosmetics Act, 1940 and Rules.
- (e) Food Safety and Standards Act, 2006, Rules and Regulations thereunder.
- (f) Legal Metrology Act 2009 along with Packaged Commodities Rules, 2011.
- (g) The Water (Prevention and Control of Pollution) Act, 1974.
- (h) The Air (Prevention and Control of Pollution) Act, 1981.

Place : Chennai
Date : May 12, 2023

For A K Jain & Associates
Company Secretaries

Balu Sridhar
Partner
M.No. F5869 / C.P.No. 3550
UDIN: F005869E000299679
PR No.1201/2021



Annexures to the Board's Report (Contd.)

ANNEXURE-4

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, etc., for the Financial Year ended 31st March, 2023

(Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

(A) Conservation of Energy:	
(i) Steps taken or impact on conservation of energy:	<ul style="list-style-type: none"> Majority of the Company's operations are not power-intensive except the Foods and Condoms Manufacturing operations. Further, your Company outsources most of its products from Third Party Manufacturers. Nevertheless, steps are initiated to achieve possible improvements with reference to energy conservation. Your Company has entered into an arrangement with M/s Renew Wind Energy (AP) Private Limited for purchase of wind energy for its Foods Factory at Hosakote.
(ii) Steps taken by the Company for utilizing alternate sources of energy:	
(iii) Capital Investment on energy conservation equipment:	
(B) Technology Absorption:	
(i) Efforts made towards technology absorption:	<p>Heart Valve Division:</p> <ul style="list-style-type: none"> The Single Centric Clinical Trial covering 40 patients relating to the Improved TC2 TTK Chitra Titanium Heart Valves is in progress at Sree Chitra Tirunal Institute of Medical Sciences and Technology (SCTIMST). Implantations completed and report awaited. <p>Ortho Division:</p> <ul style="list-style-type: none"> Working with M/s. Ceramtec GMBH to introduce Ceramic femoral Head in the Hip Implant Product Range. (i) Designing of new fixtures for the machining of the articulating surface in CNC Lathe Machine; (ii) Designing of a burnishing tool for the machining of the Tibial Platform; and (iii) Introduction of Mass Finishing Machines in the polishing process of Femoral components, have substantially increased the productivity / output and reduced the cost. <p>Foods Division:</p> <ul style="list-style-type: none"> Design and fabrication of former extruder by the In-house Team for manufacturing 2D Pellets in FEN2 Line at Hosakote. Design and development of Rotary Cutter for manufacturing 2D Pellets in HTE 210 Line at Jaipur. Design and development of Wavy Strip Inserts for the manufacturing of Hummus and Multigrain Chips. A number of new products / product extensions have been developed; a few of them have been launched during the year. Improved Formulations / Recipes introduced so as to provide enhanced customer satisfaction, product appeal and reduction in costs. <p>Protective Devices Division:</p> <ul style="list-style-type: none"> Development of entire range of improved Skore version 4.0 Condoms with new packaging and a range of lubricants under Mischief Brand were launched during the year. Few more new products are under development. Investment in new 3 Lane Foiling Machines, Cello Wrapping Machine and Automatic Glue Packing along with increasing the speed of the Dipping Machines resulted in increased output and reduction in cost. As part of the Import substitution initiatives, developed local suppliers and also in the process of identifying a few more suppliers to reduce the dependency of imports.
(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:	

Annexures to the Board's Report (Contd.)

<p>(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):</p> <p>(a) Details of technology imported</p> <p>(b) Year of import</p> <p>(c) Whether the technology been fully absorbed</p> <p>(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof</p>	Not Applicable					
<p>(iv) Expenditure incurred on Research and Development</p>	Particulars		2022-23	2021-22		
			Rs.	Rs.		
	(a)	Capital	-	43,53,839		
	(b)	Recurring	1,32,44,798	2,94,12,799		
	(c)	Total	1,32,44,798	3,37,66,638		
(d)	% of R&D Expenses to Sales	0.18%	0.42%			
(C) Foreign Exchange Earnings and Outgo:						
Actual Inflows:						
		Particulars		2022-23	2021-22	
				Rs.	Rs.	
		Foreign Exchange Earnings:				
			Exports (FOB)	65,69,05,640	42,44,98,401	
			Total	65,69,05,640	42,44,98,401	
Actual Outflows:						
		Particulars		2022-23	2021-22	
				Rs.	Rs.	
		Foreign Exchange Outgo:				
		• Imports				
			Raw Materials	6,77,16,211	7,05,57,771	
			Finished Goods	3,32,74,202	3,00,68,140	
			Capital Goods	7,22,348	2,59,62,205	
			Spares	11,91,580	4,51,855	
			• Royalty, Consultancy, Product Registration / Promotion Expenses, Travelling, etc.	5,98,50,894	3,88,23,580	
			Total	16,27,55,235	16,58,63,551	

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board
T T RAGHUNATHAN
Executive Chairman



Annexures to the Board's Report (Contd.)

ANNEXURE-5

Disclosure as per Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (1) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Mr T T Raghunathan, Executive Chairman (CEO) 1:95

Mr S Kalyanaraman, Wholetime Director & Secretary (CS) 1:70

No other Director was in receipt of remuneration except sitting fees. However, the Non-Executive Directors including Independent Directors would also be eligible for commission not exceeding one percent of the net profit, from the financial year 2022-23 pursuant to the Special Resolution passed by the Shareholders at the 64th Annual General Meeting held on 3rd August, 2022. For the year 2022-23, an overall provision of Rs.82.07 lakhs equivalent to one percent of the net profit of the Company as calculated under Section 198 of the Companies Act, 2013 was made in the books and the individual amount payable to these Directors as may be approved by the Board would be disbursed during the current year.

- (2) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	Cost-to-Company (CTC) (Rs.)	% Increase / (Decrease) in CTC
Mr T T Raghunathan	Executive Chairman	4,10,34,005	33.18
Mr S Kalyanaraman	Wholetime Director & Secretary	3,01,75,871	(2.06)
Mr B V K Durga Prasad	President - Finance	1,34,09,023	6.39

- (3) The percentage increase in the median remuneration of employees in the financial year:

Around 10% (Excluding Unionized Employees).

- (4) The number of permanent employees on the rolls of the Company:

1,294 Employees.

- (5) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase was of the order of 10% for employees other than the managerial personnel. Current year increase in the remuneration of Mr T T Raghunathan, Executive Chairman, over the last year was on account of higher profit, one of the criteria for managerial remuneration.

- (6) Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes.

Statement showing the details of Employees of the Company as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Name of the Employee	Designation of the employee	Remuneration received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of the employee	Last employment held by such employee before joining the Company	Percentage of Equity Shares held by the Employee in the Company	Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager
A. Top ten Employees in terms of remuneration drawn:										
1.	Mr S Ranganath Rao	President – Foods Division	97,34,784	Regular	B.Sc., MBA with 36 years' experience	04.03.1992	58 years	Sales Executive, BPL India Ltd.	NIL	No
2.	Mr Yogesh Yadav	President – CPD	93,41,038	Regular	B.A., MBA with 36 years' experience	26.07.1996	56 years	Area Sales Manager, Shogun Group of Industries	NIL	No

Annexures to the Board's Report (Contd.)

S. No.	Name of the Employee	Designation of the employee	Remuneration received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of the employee	Last employment held by such employee before joining the Company	Percentage of Equity Shares held by the Employee in the Company	Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager
3.	Mr Brij Balaji Singh	President – Operations (PDD)	92,33,458	Regular	B.E with 34 years' experience	18.01.2013	55 years	Managing Director, Latex Medical Products (Pte) Ltd., Botswana	NIL	No
4.	Mr K Sunil	President – Heart Valve Division	76,59,231	Regular	B.Sc., B.E. with 35 years' experience	01.07.1992	60 years	Manager – Projects, Peninsula Polymers Ltd.	NIL	No
5.	Dr. V Senthil Kumar	Sr. VP – Sales & Mktg. (AWD)	68,33,096	Regular	M.VSc., with 20 years' experience	05.02.2014	46 years	Marketing Manager, Varsha Multitech	NIL	No
6.	Mr Vishal Vyas	Asst. VP – Marketing (CPD)	63,75,823	Regular	B.Sc., MMS with 21 years' experience	13.09.2005	46 years	Asst. Manager – Mktg., Vidyut Metals Pvt. Ltd.	NIL	No
7.	Mr P A Venkateswaran	Business Head – Ortho	63,10,341	Regular	B.Sc., MBA with 30 years' experience	01.02.2018	52 years	Business Head, Stryker India Pvt. Ltd.	NIL	No
8.	Mr V K Srinivasan	Sr. VP – Finance	60,83,439	Regular	B.Com., ACA., with 35 years' experience	21.08.1997	56 years	Senior Internal Auditor, Ashok Leyland Limited	NIL	No
9.	Mr R Srikanth	Sr. VP – Systems	55,89,076	Regular	B.Sc. Physics, PGDCS with 40 years' experience	04.04.1991	60 years	Executive, Poysha Industrial Co. Ltd.	NIL	No
10.	Mr Arjun Siva	D.G.M – Marketing	49,93,360	Regular	BMS., MBA-Mktg., with 16 years' experience	16.11.2020	40 years	Asst. General Manager – Mktg, Tata Consumer Products Ltd.	NIL	No

B. Employee(s) in receipt of remuneration, not less than Rs.1.02 crores p.a.:

1.	Mr T T Raghunathan	Executive Chairman	4,10,34,005	Contractual	B.Com with 49 years' experience	01.11.2001	70 years	Managing Director, TTK Tantex Ltd.	Particulars	No. of Shares (% to Total Share Capital)	Uncle of Dr T T Mukund, Director
									In his personal capacity	38,797 (0.27%)	
									His wife's Holding	56,000 (0.40%)	
2.	Mr S Kalyanaraman	Wholtime Director & Secretary	3,01,75,871	Contractual	B.Com., ACS., ACMA with 42 years' experience	05.10.1987	60 years	Finance Manager & Company Secretary, T T Maps & Publications Ltd.	432 (0.003%)	No	
3.	Mr B V K Durga Prasad	President – Finance	1,34,09,023	Regular	B.Com., ACA., Grad. CMA with 37 years' experience	06.03.1986	62 years	–	NIL	No	

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board
T T RAGHUNATHAN
Executive Chairman

**Annexures to the Board's Report (Contd.)**

ANNEXURE-6

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of TTK Healthcare Limited

1. We have examined the compliance of conditions of corporate governance by M/s TTK Healthcare Limited ("the Company") for the year ended 31st March, 2023, as prescribed in Regulations 17 to 27, Clauses of Regulation 46 and Paras C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").
2. We state that the compliance of conditions of Corporate Governance is the responsibility of the Management and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR but for an observation stated in the Secretarial Audit Report in Form MR-3 dated 12.05.2023.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **A K Jain & Associates**
Company Secretaries

Balu Sridhar
Partner

M.No. F5869 / C.P.No. 3550
UDIN: F005869E000299756
PR No.1201/2021

Place : Chennai
Date : May 12, 2023

Business Responsibility & Sustainability Report



TTK HEALTHCARE LIMITED

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

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I.		Details of the listed entity	
1	Corporate Identity Number (CIN) of the Listed Entity	L24231TN1958PLC003647	
2	Name of the Listed Entity	TTK Healthcare Limited	
3	Year of Incorporation	21 st May, 1958	
4	Registered Office Address	No.6, Cathedral Road, Chennai 600 086, Tamil Nadu	
5	Corporate Address	No.6, Cathedral Road, Chennai 600 086, Tamil Nadu	
6	E-mail	info@tkhealthcare.com	
7	Telephone	044-28116106	
8	Website	www.ttkhealthcare.com	
9	Financial year for which reporting is being done	2022-23	
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	
11	Paid-up Capital	Rs.14,13,03,330/-	
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr S Kalyanaraman Wholetime Director & Secretary Tel: 044-28116106 E-mail: skr@tkhealthcare.com	
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone	

II. Products/services

14	Details of business activities (accounting for 90% of the turnover): Your Company is engaged in the manufacturing / marketing / distribution of Consumer, Animal Welfare, Medical Devices, Protective Devices and Food Products.		
15	Products/Services sold by the entity (accounting for 90% of the entity's Turnover):		
	S. No.	Product / Service	% of total Turnover contributed
	1	Male Contraceptives	26.74
	2	Ayurvedic Preparations	16.54
	3	Food Products	15.38
	4	Animal Welfare Products	14.65
	5	Medical Devices	9.91
	6	Cosmetics and Deodorant	8.77

III. Operations

16	Number of locations where plants and/or operations/offices of the entity are situated:		
	Location	Number of Plants	Number of Offices (incl. Regional Sales Office)
	National	9	35
	International	–	–
17	Markets served by the entity:		
a	Number of locations		
	Locations	Number	
	National (No. of States)	28 States and 8 Union Territories	
	International (No. of Countries)	36	



Business Responsibility & Sustainability Report (Contd.)

	International (No. of Countries)	
b.	What is the contribution of exports as a percentage of the total turnover of the entity?	9.27%
c.	A brief on types of customers	Direct Customers, Distributors, Cardiothoracic and Orthopaedic Surgeons, Hospitals (both Government and Private), Fryers, Institutional Customers and Farms (including Poultry).

IV. Employees

18	Details as at the end of the Financial Year (2022-23)									
a.	Employees and workers (including differently abled):									
	S.No.	Particulars	Total (A)	Male		Female				
				No. (B)	% (B/A)	No. (C)	% (C/A)			
	Employees:									
1	Permanent (D)		1,060	998	94.15	62	5.85			
2	Other than Permanent (E)		121	91	75.21	30	24.79			
3	Total Employees (D+E)		1,181	1,089	92.21	92	7.79			
	Workers:									
1	Permanent (F)		234	234	100.00	-	-			
2	Other than Permanent (G)		2,007	1,333	66.42	674	33.58			
3	Total Workers (F+G)		2,241	1,567	69.92	674	30.08			
b.	Differently abled Employees and workers:									
	S.No.	Particulars	Total (A)	Male		Female				
				No. (B)	% (B/A)	No. (C)	% (C/A)			
	Differently Abled Employees:									
1	Permanent (D)		2	1	50.00	1	50.00			
2	Other than Permanent (E)		-	-	-	-	-			
3	Total Differently Abled Employees (D+E)		2	1	50.00	1	50.00			
	Differently Abled Workers:									
1	Permanent (F)		-	-	-	-	-			
2	Other than Permanent (G)		-	-	-	-	-			
3	Total Differently Abled Workers (F+G)		-	-	-	-	-			
19	Participation/Inclusion/Representation of women									
	Particulars	Total (A)	No. and Percentage of Females							
			No. (B)	% (B/A)						
	Board of Directors	10	1	10						
	Key Management Personnel	3	-	-						
20	Turnover rate for permanent employees and workers									
	(Disclose trends for the past 3 years)									
	Particulars	2022-23			2021-22			2020-21		
		(Turnover rate in current FY)			(Turnover rate in previous FY)			(Turnover rate in previous FY)		
		Male	Female	Total	Male	Female	Total	Male	Female	Total
	Permanent Employees	5.50	0.50	6.00	23.30*	0.30	23.60	13.92	-	13.92
	Permanent Workers	-	-	-	0.30	-	0.30	-	-	-
	*Include the employees of the Human Pharma Division which was transferred w.e.f. 9 th May, 2022.									

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21	(a)	Names of holding / subsidiary / associate companies / joint ventures			NIL	
		S.No.	Name of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Indicate whether Holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at Column A, participate in the Business Responsibility initiatives of the listed entity? (Yes / No)
		NIL				

Business Responsibility & Sustainability Report (Contd.)

VI. CSR Details			
22	(i)	Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes / No)	Yes
	(ii)	Turnover (Rs. in lakhs)	72,511.03*
	(iii)	Net Worth (Rs. in lakhs)	92,917.26

* Excludes Turnover pertaining to Human Pharma Division

VII. Transparency and Disclosures Compliances							
23	Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:						
	Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22	
			Current Financial Year			Previous Financial Year	
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year
							Remarks
	Communities	Yes www.tkhealthcare.com	-	-	-	-	-
	Investors (other than shareholders)		-	-	-	-	-
	Shareholders		21	-	-	26	-
	Employees and Workers		-	-	-	-	-
	Customers		247	-	-	221	-
	Value Chain Partners		-	-	-	-	-
	Others (Please specify)		-	-	-	-	-
24	Overview of the entity's material responsible business conduct issues						
Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format							
S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)		
1	Employee Wellbeing	Risk & Opportunity	Occupational Health and Safety, Employee wellness, Employee Training and Development	OHS Management Systems, Employee Development Programmes	Risk: negative implications. Opportunity: positive implications - employee morale and retention.		
2	Customer Relationships	Risk & Opportunity	Maintain competitive edge	Sustained focus on Product quality and customer satisfaction	Risk: negative implications. Opportunity: positive implications – customer retention and growth		
3	Product innovation	Opportunity	Enhance competitive edge	Investment in R&D, Development of new products	Opportunity: positive implications		
4	Energy and environment	Risk	Energy resource, compliance	Energy efficient operations	Risk: negative implications.		
5	Regulatory Compliance	Risk	Dynamic regulatory landscape	Compliance with all applicable laws and regulations	Risk: negative implications.		
6	Cost Pressures	Risk	Pressure on Margins	Focus on operational efficiency, resource conservation and reduction	Risk: negative implications.		



Business Responsibility & Sustainability Report (Contd.)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES																			
This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.																			
Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9									
Policy and Management Processes																			
1	a.	Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes									
	b.	Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes									
	c.	Web Link of the Policies, if available	https://ttkhealthcare.com/investorlist/policies/																
2	Whether the entity has translated the policy into procedures. (Yes / No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes									
3	Do the enlisted policies extend to your value chain partners? (Yes/No).		No Will be carried out subsequently																
4	Name of the national and international codes / certifications / labels / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		Yes <i>The various policies are captured in the current documents relating to Code of Conduct and Governance Philosophy of the Company. The principles contained in various laws and conventions are also incorporated into these policies. Further, the various standards adopted and certifications obtained such as ISO 9001, ISO 13485, ISO 14001, ISO 45001, CE Marking, BSCI / SEDEX, Forest Stewardship Council Certification, etc., obtained by the Company also incorporate these principles, as applicable.</i>																
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.		The Company is committed to protecting the environmental and social aspects while conducting its business operations. Periodical review meetings on these aspects are being conducted in order to foster a culture of doing business in the interests of environment, society and all other stakeholders. The Company is also working on several energy efficiency, resource conservation, and waste reduction projects.																
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.		The performance on the environment and social aspects are being monitored and met as per various standards and Company objectives.																
Governance, leadership and oversight																			
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)		The Company believes in Sustainability as a basic principle with efficient and profitable operations. The Company also seeks to ensure the satisfaction of all its stakeholders. Besides focusing on the holistic well-being of its employees through various Health and Safety initiatives in all its plants and providing continuous learning and development opportunities within the organization, the Company also places great importance on the development of communities around its manufacturing units. The Company is also committed to resource efficiency and minimizing the environmental footprint.																
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).		Board of Directors of the Company																
9	Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.		The Board of Directors are members of the various Board Committees who are vested with responsibility for decision making on sustainability and other related issues. The Committees with well-defined responsibilities, oversee the governance in the Company. The Committee members are nominated by the Board of Directors, based on their areas of expertise and experience.																
10	Details of Review of NGRBCs by the Company:																		
Subject for Review		Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action		Directors									The Board meets once in every quarter or as and when required to review and discuss key issues relevant to the organization and its stakeholders.								



Business Responsibility & Sustainability Report (Contd.)

Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Key concerns are identified at the Unit / Business level and communicated by senior executives to the Board for discussion, advice and decisions. The board collectively ensures along with the senior and operating management that all the compliance and statutory requirements are met.							
		P1		P2		P3		P4		P5		P6		P7		P8		P9
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No																
12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:																	
	Questions	P1		P2		P3		P4		P5		P6		P7		P8		P9
	The entity does not consider the Principles material to its business (Yes/No)	Not Applicable																
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)																	
	The entity does not have the financial or / human and technical resources available for the task (Yes/No)																	
	It is planned to be done in the next financial year (Yes/ No)																	
	Any other reason (please specify)																	

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.		
Essential Indicators			
1	Percentage coverage by training and awareness programmes on any of the Principles during the financial year:		
	Segment	Total Number of training and awareness programmes held	Topics / Principles covered under the training and its impact
	Board of Directors (BoDs)	1	All Principles of BRSR
	Key Managerial Personnel (KMP)	2	All Principles of BRSR
	Employees other than BoD and KMPs	7	All Principles of BRSR
	Workers	1	Principle 2 of BRSR (Safety Measures)
			%age of persons in respective category by the awareness programmes
			100.00
			66.67
			3.45
			65.00



Business Responsibility & Sustainability Report (Contd.)

2	Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):					
	Monetary					
		NGRBC Principle	Name of the Regulatory / Enforcement Agencies / Judicial Institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred (Yes / No)
	Penalty / Fine	4	Stock Exchanges (BSE and NSE)	2,86,000 plus GST to each of the Stock Exchanges	The Nomination and Remuneration Committee of the Company originally consisted of 50% of Independent Directors, in accordance with the Regulation 19(1) of the SEBI (LODR) Regulations, 2015. In terms of the amendment dated 3 rd August, 2021 to the above regulations which took effect from 1 st January, 2022, the Members of the Nomination and Remuneration Committee should consist of at least two-thirds of Independent Directors. Accordingly, the said Committee was reconstituted by inducting one more Independent Director as Member effective 1 st January, 2022, duly following the general principles of rounding off of the decimal / fraction. However, the Stock Exchanges took the view that any decimal / fraction should be rounded off only to the next higher number and therefore, the Committee did not conform to the amended regulations. BSE and NSE also levied a fine amounting to Rs.2,86,000/- plus GST each, for the period of non-compliance (i.e.) from 1 st January, 2022 to 24 th May, 2022 on the basis of the SEBI Circular dated 22nd January, 2020 on SOP for imposing fines in case of non-compliance with the Listing Regulations. The Company duly paid this amount after deducting TDS and also filed a waiver application with BSE, being the designated Stock Exchange, as the above violation is purely a matter of interpretation and the same is pending.	Yes
	Settlement	-	-	-	-	-
	Compounding Fee	-	-	-	-	-
	Non-Monetary					
			Name of the Regulatory / Enforcement Agencies / Judicial Institutions		Brief of the Case	Has an appeal been preferred (Yes / No)
	Imprisonment		-		-	-
	Punishment		-		-	-
3	Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.					
	Case Details	Name of the Regulatory / Enforcement Agencies / Judicial Institutions				
	The Nomination and Remuneration Committee of the Company originally consisted of 50% of Independent Directors, in accordance with the Regulation 19(1) of the SEBI (LODR) Regulations, 2015. In terms of the amendment dated 3 rd August, 2021 to the above regulations which took effect from 1 st January, 2022, the Members of the Nomination and Remuneration Committee should consist of at least two-thirds of Independent Directors. Accordingly, the said Committee was reconstituted by inducting one more Independent Director as Member effective 1 st January, 2022, duly following the general principles of rounding off of the decimal / fraction. However, the Stock Exchanges took the view that any decimal / fraction should be rounded off only to the next higher number and therefore, the Committee did not conform to the amended regulations. BSE and NSE also levied a fine amounting to Rs.2,86,000/- plus GST each, for the period of non-compliance (i.e.) from 1 st January, 2022 to 24 th May, 2022 on the basis of the SEBI Circular dated 22nd January, 2020 on SOP for imposing fines in case of non-compliance with the Listing Regulations. The Company duly paid this amount after deducting TDS and also filed a waiver application with BSE, being the designated Stock Exchange, as the above violation is purely a matter of interpretation and the same is pending.		Stock Exchanges (BSE and NSE)			



Business Responsibility & Sustainability Report (Contd.)

4	Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.	The Company has Ethics, Bribery and Anti-corruption Policy in place and the importance of complying with such policy is disseminated to all the employees, customers, vendors and other stakeholders. The Policy is available in the website of the Company. WebLink - https://tkhealthcare.com/investorlist/policies/		
5	Number of Directors / KMPs / Employees / Workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:			NIL
				2022-23
				2021-22
	Directors	-		-
	KMPs	-		-
Employees	-		-	
Workers	-		-	
6	Details of complaints with regard to conflict of interest:	NIL		
		2022-23		2021-22
		Number	Remarks	Number
	Remarks			
	Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-
	Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-
7	Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.	NIL No such cases of corruption and conflicts of interest.		
	Leadership Indicators			
	1	Awareness programmes conducted for value chain partners on any of the Principles during the financial year:	All Suppliers are covered through the Company's Code of Conduct, Anti-bribery Policy and Environment, Health and Safety, etc., and on our various policies and statutory obligations.	
		Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
	-	-	-	
2	Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board? (Yes / No). If Yes, provide details of the same.	YES The Company has a Code of Conduct for Board Members and Senior Management Personnel, Whistle Blower Policy for establishing Vigil Mechanism and Grievance Redressal Policy for redressal of all kind of grievances.		
PRINCIPLE 2		Businesses should provide goods and services in a manner that is sustainable and safe		
Essential Indicators				
1	Percentage of R&D and Capital Expenditure (Capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and Capex Investments made by the entity, respectively.		NIL	
		Current Financial Year	Previous Financial Year	Details of Improvements in environmental and social impacts
	R&D Capex	NIL		
2	a.	Does the entity have procedures in place for sustainable sourcing? (Yes/No)	Yes. The Company's supplier selection, assessment and evaluation process include elements of sustainability. This includes initial supplier survey and periodic audits. The Company follows sustainable procurement practices and endeavours to source materials locally to the maximum extent possible, to reduce emissions and control costs.	
	b.	If yes, what percentage of inputs were sourced sustainably?	Almost 100%	



Business Responsibility & Sustainability Report (Contd.)

3	Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous Waste and (d) Other Waste	Generally, as Brand Owner & Importer, we ensure end of life disposal of the plastic packaging waste only through methodologies specified in rule 5 (1) (b) of the Plastic Waste Management Rules, 2016, as amended. Scraps generated from PDD facility is collected separately, accounted and stored in the designated area, shredded and disposed off to re-cyclers / authorized vendors. In CPD, Recycle Logo mentioned on all the packs wherever applicable. Plastic item reference numbers mentioned on the containers. Hazardous symbol mentioned on the packs wherever required. Hazardous waste disposed through authorised certified vendors.					
4	Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.	Yes. EPR is applicable and the Waste Collection Plan is in line with EPR.					
Leadership Indicators							
1	Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?	Life cycle perspectives are kept in mind in product development, manufacture and distribution, though no separate LCA has been conducted.					
	NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No) If yes, provide the web-link.	
	-	-	-	-	-	-	
2	If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.	Safe operating procedures have been laid down for workers in all manufacturing operations. Safe handling, storage and disposal instructions are given for all products as applicable.					
	Name of Product / Service	Description of the risk concern			Action Taken		
	-	-			-		
3	Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).	Recycled or re-used input material to total material					
	Indicate input material	2022-23			2021-22		
	Foods	5.06%			5.90%		
4	Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:						
		2022-23			2021-22		
	Re-used Recycled Safely Disposed	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
	Plastics (including packaging)	-	597.08	-	-	596.44	-
	E-waste	-	-	-	-	-	-
	Hazardous Waste	-	-	-	-	-	-
	Other Waste	-	-	-	-	-	-
5	Reclaimed products and their packaging materials (as percentage of products sold) for each product category:	Not Applicable					
	Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category					
	-	-					

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PRINCIPLE 3		Businesses should respect and promote the well-being of all employees, including those in their value chains									
Essential Indicators											
1	a. Details of measures for the well-being of employees:										
	% of Employees covered by										
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	998	899	90.08	924	92.59	–	–	751	75.25	296	29.66
Female	62	57	91.94	57	91.94	46	74.19	–	–	3	4.84
Total	1,060	956	90.19	981	92.55	46	4.34	751	70.85	299	28.21
Other than Permanent Employees											
Male	91	13	14.29	35	38.46	–	–	–	–	4	4.40
Female	30	1	3.33	1	3.33	–	–	–	–	3	10.00
Total	121	14	11.57	36	29.75	–	–	–	–	7	5.79
	b. Details of measures for the well-being of workers:										
	% of Workers covered by										
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	234	36	15.38	36	15.38	–	–	228	97.44	190	81.20
Female	–	–	–	–	–	–	–	–	–	–	–
Total	234	36	15.38	36	15.38	–	–	228	97.44	190	81.20
Other than Permanent Workers											
Male	1333	96	7.20	100	7.50	–	–	2	0.15	46	3.45
Female	674	7	1.04	8	1.19	3	0.45	–	–	383	56.82
Total	2007	103	5.13	108	5.38	3	0.15	2	0.10	429	21.38
2	Details of retirement benefits, for Current Financial Year and Previous Financial Year										
		2022-23			2021-22						
Benefits	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)					
PF	100.00	100.00	Y	99.00	100.00	Y					
Gratuity	100.00	10.00	Y	100.00	11.00	Y					
ESI	18.00	96.00	Y	39.00	87.00	Y					
Others – Superannuation	21.00	1.00	Y	15.00	1.00	Y					
3	Accessibility of workplaces										
	Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.						Yes, it is accessible to all employees and workers. The Company has provided facilities such as Wheelchairs, Lift and means of access such as Pathways, Ramps, Signages and Pedestrian Crossings.				
4	Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.						Though there is no separate policy, the Company is an equal opportunity employer encouraging diversity in the workplace.				



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5	Return to work and Retention rates of permanent employees and workers that took parental leave.				
		Permanent Employees		Permanent Workers	
	Gender	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
	Male	–	–	–	–
	Female	3	100	–	–
Total	3	100	–	–	

6	Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.	
		Yes / No (If Yes, then give details of the mechanism in brief)
	Permanent Workers	Yes (As per Policy)
	Other than Permanent Workers	Yes (As per Policy)
	Permanent Employees	Yes (As per Policy)
Other than Permanent Employees	Yes (As per Policy)	

7	Membership of employees and worker in association(s) or Unions recognized by the listed entity:						
	Category	2022-23			2021-22		
		Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or union	% B/A	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or union	% B/A
	Total Permanent Employees	1,060	–	–	2,354	374	15.89
	- Male	998	–	–	2,240	365	16.29
	- Female	62	–	–	114	9	7.89
	Total Permanent Workers	234	234	100.00	234	234	100.00
	- Male	234	234	100.00	234	234	100.00
	- Female	–	–	–	–	–	–

8	Details of training given to employees and workers:										
	Category	2022-23					2021-22				
		Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (A)	On Health and Safety Measures		On Skill Upgradation	
			No. (B)	% (B/A)	No. (C)	% (C/A)		No. (B)	% (B/A)	No. (C)	% (C/A)
	Employees										
	Male	1,089	52	4.78	29	2.66	2,297	–	–	208	9.06
	Female	92	15	16.30	6	6.52	121	–	–	22	18.18
	Total	1,181	67	5.67	35	2.96	2,418	–	–	230	9.51
	Workers										
	Male	1,567	954	60.88	1,053	67.20	1,410	801	56.81	940	66.67
	Female	674	648	96.14	198	29.38	631	607	96.20	174	27.58
	Total	2,241	1,602	71.49	1,251	55.82	2,041	1,408	68.99	1,114	54.58

9	Details of performance and career development reviews of employees and worker:						
	Category	2022-23			2021-22		
		Total (A)	No.(B)	%(B/A)	Total (A)	No.(B)	%(B/A)
	Employees						
	Male	1,089	780	71.63	2,297	878	38.22
	Female	92	52	56.52	121	72	59.50
	Total	1,181	832	70.45	2,418	950	39.29
	Workers						
	Male	1,567	234	14.93	1,410	232	16.45
	Female	674	–	–	631	–	–
	Total	2,241	234	10.44	2,041	232	11.37

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10	Health and Safety Management System:						
	a.	Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage such system?	Yes, the Company has implemented Occupational Health and Safety Management System at all locations. Maintaining, fostering and improving the safety and well-being of employees is embedded in the Company-wide risk management and control process.				
	b.	What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	The system includes risk identification, risk assessment, risk mitigation and controls, training of employees, internal and external audits, management reviews, corrective and preventive actions.				
	c.	Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)	Yes. The process is available at all locations.				
d.	Do the employees / workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)	Yes. Available in all units to all category of employees.					
11	Details of safety related incidents, in the following format:						
	Safety Incident / Number		Category				
	Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)		2022-23				
			2021-22				
			Employees				
			Workers				
			1.52				
Total recordable work-related injuries		0.69					
		1.00					
		1.00					
No. of fatalities		–					
		–					
High consequence work-related injury or ill-health (excluding fatalities)		–					
		–					
12	Describe the measures taken by the entity to ensure a safe and healthy work place.		Compliance with statutory requirements, safety systems, engineering controls, observing safety week, safety training and promoting safety cultures.				
13	Number of complaints on the following made by employees and workers:						
	Category	2022-23			2021-22		
		Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
	Working Conditions	–	–	None	–	–	None
Health and Safety	–	–	None	–	–	None	
14	Assessment for the year:						
	Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)					
	Working Conditions	100%					
Health and Safety	100%						
15	Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions			NIL			
	Leadership Indicators						
	1	Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)			Employees	Yes. ESI and Group Personal Accident Policy (Staff GPA & Life Policy)	
					Workers	Yes - Employee Compensation (EC Policy)	
	2	Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.			Yes, the measures are being taken care of by the contract organizations and validated by the HR.		
	3	Provide the number of employees / workers having suffered high consequences work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:					
Total No. of affected employees / workers			No. of Employees / Workers				
2022-23		2021-22	2022-23		2021-22		
Employees		–	–	–	–		
Workers	–	–	–	–			



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4	Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)	Yes, the Company motivates the employees on their learning and growth curve and supports them in all possible means.	
5	Details on assessment of value chain partners:		
		% of value chain partners (by value of business done with such partners) that were assessed	
	Health and Safety practices	100	All the vendors who are having business in our Factory premises are educated on our various policies and statutory obligation during the vendor induction process and while signing Work Order Agreement.
Working Conditions	100		
6	Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.	No significant risk / concern was reported on health, safety and / or working conditions in value chain partners.	

PRINCIPLE 4		Businesses should respect the interests of and be responsive to all its stakeholders:			
Essential Indicators					
1	Describe the processes for identifying key stakeholder groups of the entity.		Stakeholder groups are identified based on the nature of their engagement with the entity. The process is qualitative, and is conducted in consultation with operating departments and senior management and the Board.		
2	List Stakeholder Groups identified as key for your entity and the frequency of engagement with each stakeholder group				
	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes / No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually / Half Yearly / Quarterly / Others – Please Specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
	Employees	No. TTKHCL is an equal opportunity employer encouraging diversity in the workplace.	1. E-mails – Monthly updates, Newsletters 2. Notice Boards in factories 3. Company intranet and website 4. Regular updates on internal social media group. 5. Townhalls and virtual meetings.	1. Employee satisfaction survey periodically 2. Business specific monthly/quarterly meetings 3. Annual meeting	1. Information about Company's business growth plans and business performance 2. Top-down communication about important changes, policies, wellbeing initiatives. 3. Platform for gathering informal feedback. 4. Workplace diversity is encouraged through various diversity, equity and inclusion initiatives.
	Shareholders	No	E-mails, newspaper, notice board, website, stock exchanges, RTA.	Quarterly and need based	Shareholder related communication
	Customers/ Service partners	No	E-mails, website, webinars.	As and when required.	Information on business offerings.
	NGOs & Communities	Yes	Meetings, quarterly and annual reports	Quarterly / periodic review meetings based on the characteristics of each CSR projects	To develop the CSR project along with the community according to the need of the community.
	Suppliers	No TTKHCL encourages suppliers from all sections. However, final engagement depends upon the quality and timely delivery.	E-mails, conference calls, virtual meetings	Need basis for any centrally driven topic	To understand the new market trends and educating the suppliers.



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		Leadership Indicators
1	Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	<p>NIL</p> <p>The Company has formulated several Committees of which Board Members are a part to address stakeholders concerns. These are as follows:</p> <ol style="list-style-type: none"> Audit Committee: The Committee is entrusted with the Business, Economic and Environmental responsibilities of the organization. The Audit Committee supervises the Company's financial reporting and disclosures ensuring timeliness and compliance with regulatory requirements. Nomination and Remuneration Committee: The Committee recommends suitable persons for the post of Directors, Key Managerial Personnel and their remuneration. The Board of Directors considers their recommendation and seek the approval of the shareholders for the appointment of Directors. This Committee also lays down performance evaluation criteria for Independent Directors based on expertise and value offered and attendance at Committee meetings. Stakeholders Relationship Committee: This Committee oversees the timely and appropriate resolution of investor complaints. Members of this Committee also formulate policies to service this stakeholder group. Risk Management Committee: The Committee is responsible for reviewing and evaluating all business risks identified by the Company's management, including those pertaining to the environment. Members of this Committee oversee the formulation of the Company's Risk Management Policy and also provide strategic direction to minimize potential risks. They also oversee the establishment, implementation and monitoring of the organization's risk management system. CSR Committee: The Committee is entrusted with the social responsibility obligations of the Company. This Committee is responsible for developing and modifying the organization's CSR policy, as well as for identifying the CSR programs and related expenditure for the Company to undertake. The monitoring of CSR projects implemented including the financials is in the purview of this Committee, as is keeping the Board updated of the organization's CSR activities. <p>As part of agenda to the Board meetings, the Board is being apprised regularly on the CSR Projects and its impact to the society. Further, the Board is also being briefed on various aspects including economic, environment and social aspects, by the Wholetime Director and CFO as part of their presentation to the Board.</p>
2	Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.	Yes. The stakeholder consultation is used to support the identification and management of environmental and social topics of importance.
3	Provide details of instances of engagement with and actions taken to, address the concerns of vulnerable / marginalized stakeholder groups.	The Company directly or through its manufacturing units promotes education and takes required steps for uplifting of under privileged in the society.

PRINCIPLE 5 **Businesses should respect and promote human rights**

Essential Indicators

1	Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:						
	Category	2022-23			2021-22		
		Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees							
	Permanent	1,060	1,060	100.00	2,354	2,354	100.00
	Other than permanent	121	121	100.00	64	64	100.00
	Total Employees	1,181	1,181	100.00	2,418	2,418	100.00
Workers							
	Permanent	234	234	100.00	234	234	100.00
	Other than permanent	2,007	2,007	100.00	1,807	1,807	100.00
	Total Workers	2,241	2,241	100.00	2,041	2,041	100.00



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2	Details of minimum wages paid to employees and workers, in the following format:										
Category	2022-23					2021-22					
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage		
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)	
Employees											
Permanent:											
Male	998	-	-	998	100.00	2,240	54	2.41	2,186	97.59	
Female	62	-	-	62	100.00	114	7	6.14	107	93.86	
Total	1,060	-	-	1,060	100.00	2,354	61	2.59	2,293	97.41	
Other than Permanent:											
Male	91	-	-	91	100.00	57	-	-	57	100.00	
Female	30	-	-	30	100.00	7	-	-	7	100.00	
Total	121	-	-	121	100.00	64	-	-	64	100.00	
Workers											
Permanent:											
Male	234	-	-	234	100	234	-	-	234	100.00	
Female	-	-	-	-	-	-	-	-	-	-	
Total	234	-	-	234	100	234	-	-	234	100.00	
Other than Permanent:											
Male	1,333	639	47.94	694	52.06	1,176	583	49.57	593	50.43	
Female	674	218	32.34	456	67.66	631	194	30.74	437	69	
Total	2,007	857	42.70	1,150	57.30	1,807	777	43.00	1,030	57.00	
3	Details of remuneration / salary / wages, in the following format:										
	Male				Female						
		Number	Median Remuneration / Salary / Wages of respective category (in Rs.)		Number	Median Remuneration / Salary / Wages of respective category					
Board of Directors (BoDs)	10			1							
- Non-Executive Directors (Sitting Fees)	8	4,10,000.00		1	3,20,000.00						
- Executive Directors	2	3,56,04,938.00		-	-						
Key Managerial Personnel (KMPs)	3	3,01,75,871.00		-	-						
Employees other than BoD and KMPs	995	4,81,692.00		62	6,47,310.00						
Workers	234	2,90,130.00		-	-						
4	Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes / No)	Yes. At the Factories - the Factory Managers. Company, as a whole - Head HR.									
5	Describe the internal mechanisms in place to redress grievances related to human rights issues.	Any grievance related to human rights issues would be addressed through whistle blower mechanism. Also, we have Internal Complaints Committee under POSH Policy to redress the grievances, if any.									



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6	Number of complaints on the following made by employees and workers:						
		2022-23			2021-22		
		Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
	Sexual Harassment	NIL			NIL		
	Discrimination at workplace						
	Child Labour						
	Forced Labour / Involuntary Labour						
	Wages						
Other human rights related issues							
7	Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.	Internal Complaints Committee constituted under POSH Policy is a mechanism to prevent adverse consequences to the complainant in discrimination and harassment cases.					
8	Do human rights requirements form part of your business agreements and contracts? (Yes / No)	Statutory and regulatory requirement clauses stipulate regarding human values, child labour, equal remuneration and social security.					
9	Assessments for the year:		% of your plants and offices that were assessed (by entity or statutory authorities or third parties)				
	Child Labour	100					
	Forced / Involuntary Labour	100					
	Sexual Harassment	100					
	Discrimination at workplace	100					
	Wages	100					
	Others – Please specify	None					
10	Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.	None					
Leadership Indicators							
1	Details of business process being modified / introduced as a result of addressing human rights grievances / complaints.	The Company has not received any complaint on the human rights issues.					
2	Details of the scope and coverage of any Human rights due-diligence conducted.	Through Awareness and Robust legal and regulatory requirements compliances at all levels through our Internal Audit system, and Safety Audit on periodical basis.					
3	Is the premise / office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes - As per legal requirements					
4	Details on assessment of value chain partners:		% of your plants and offices that were assessed (by entity or statutory authorities or third parties)				
	Sexual Harassment	100%	All the vendors who are having business in our Factory premises are educated on our various policies and statutory obligation.				
	Discrimination at workplace	100%					
	Child Labour	100%					
	Forced / Involuntary Labour	100%					
	Wages	100%					
	Others – Please specify	100%					
5	Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.	Not Applicable					



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PRINCIPLE 6		Businesses should respect and make efforts to protect and restore the environment			
Essential Indicators					
1	Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:				
	Parameter		2022-23 (in Gigajoule)	2021-22 (in Gigajoule)	
	Total Electricity Consumption (A)		62,337	57,041	
	Total Fuel Consumption (B)		77,250	57,298	
	Energy consumption through other sources (C)		1,261	1,382	
	Total Energy Consumption (A+B+C)		1,40,849	1,15,721	
	Energy intensity per rupee of turnover in crores (Total energy consumption / turnover)		194.30	145.80	
	Energy intensity (optional) – the relevant metric may be selected by the entity		–	–	
	Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.		No	
2	Does the entity have any sites / facilities identified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N). If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.			No	
3	Provide details of the following disclosures related to water, in the following format:				
	Parameter		2022-23	2021-22	
	Water withdrawal by source (in kilolitres)				
	(i) Surface Water		–	–	
	(ii) Groundwater		16,638	18,012	
	(iii) Third party water		26,477	26,639	
	(iv) Seawater / Desalinated water		–	–	
	(v) Others		–	–	
	Total volume of water withdrawal (in kilolitres) (I + ii + iii + iv + v)		43,115	44,651	
	Total volume of water consumption (in Kilolitres)		41,841	43,097	
	Water intensity per rupee of turnover in crores (Water consumed / turnover)		57.70	54.30	
	Water intensity (optional) – the relevant metric may be selected by the entity		–	–	
	Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.		No	
4	Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.			Yes. This is being handled in PDD Puducherry factory only. Treated water is being used for garden and toilet flushing within Puducherry.	
5	Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:				
	Parameter		Please specify unit	2022-23	2021-22
	NOx		Kgs	339	148
	Sox		Kgs	30	18
	Particulate Matter (PM)		Kgs	35	21
	Persistent Organic Pollutants (POP)		Kgs	–	–
	Volatile Organic Compounds (VOC)		Kgs	–	–
	Hazardous Air Pollutants (HAP)		Kgs	319	100
	Others – Please specify		Kgs	–	–
	Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.		Prasad Enviro Labs Pvt. Ltd. (Foods)	
6	Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:				
	Parameter		Unit	2022-23	2021-22
	Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)		Metric tonnes of CO2 equivalent	7809	5778

Business Responsibility & Sustainability Report (Contd.)

	Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	14392	12844
	Total Scope 1 and Scope 2 emissions per rupee of turnover in crores		30.60	23.50
	Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		–	–
	Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.		No	
7	Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details:		No. (Energy reduction projects are on the anvil.)	
8	Provide details related to waste management by the entity, in the following format:			
	Parameter		2022-23	2021-22
	Total Waste generated (in metric tonnes)			
	Plastic Waste (A)		725.75	725.11
	E-waste (B)		0.54	0.15
	Bio-medical Waste (C)		0.14	0.21
	Construction and Demolition Waste (D)		0.70	1.00
	Battery Waste (E)		–	0.24
	Radioactive Waste (F)		–	–
	Other Hazardous Waste. Please specify, if any (G)		2.83	2.49
	Other Non-Hazardous Waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector.		889.15	755.47
	Total (A + B + C + D + E + F + G + H)		1,619.11	1,484.67
	For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
	Category of waste		2022-23	2021-22
	(i) Recycled		1,630	1,241
	(ii) Re-used		–	–
	(iii) Other recovery operations		–	–
	Total		1,630	1,241
	For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
	Category of waste		2022-23	2021-22
	(i) Incineration		0.24	0.25
	(ii) Landfilling		0.70	1.00
	(iii) Other disposal operations		0.00	0.00
	Total		0.94	1.25
	Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.		No	
9	Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.	TTK Healthcare Limited recycles plastic waste through authorized recyclers. Further, all plant locations have STP or waste water treatment plant. There are no hazardous and toxic chemicals being used in our products. Hazardous wastes are disposed off through authorised collection vendors.		
10	If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals / clearances are required, please specify details in the following format:		Not Applicable. None of our operations are in ecologically sensitive areas.	
	S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	–	–	–	–



Business Responsibility & Sustainability Report (Contd.)

11	Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:					No
	Name and brief details of Project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	-	-	-	-	-	-
12	Is the entity compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act and Environment Protection Act and Rules thereunder (Y/N). If not provide details of all such non-compliances, in the following format:			Yes, the Company complies with the applicable environmental laws / regulations / guidelines and there is a robust mechanism to monitor and report its compliances. There is no non-compliance.		
	S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by the regulatory agencies such as Pollution Control Boards or by Courts	Corrective action taken, if any	
	-	-	-	-	-	
Leadership Indicators						
1	Provide break-up of the total energy consumed (in Joules and multiples) from renewable and non-renewable sources, in the following format:					
	Parameter			2022-23 (in Gigajoule)	2021-22 (in Gigajoule)	
	From renewable sources					
	Total electricity consumption (A)			17,527	15,391	
	Total fuel consumption (B)			72,737	53,465	
	Energy consumption through other sources (C)			-	-	
	Total energy consumed from renewable sources (A+B+C)			90,264	68,856	
	From non-renewable sources					
	Total electricity consumption (D)			44,810	41,650	
	Total fuel consumption (E)			4,513	3,833	
	Energy consumption through other sources (F)			1,261	1,382	
	Total energy consumed from non-renewable sources (D+E+F)			50,585	46,865	
	Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.			No	
2	Provide the following details related to water discharged:					
	Parameter			2022-23	2021-22	
	Water discharge by destination and level of treatment (in kilolitres)					
	(i) To Surface Water					
	No treatment			-	-	
	With treatment – Please specify level of treatment			818	662	
	(ii) To Groundwater					
	• No treatment			1,099	1,275	
	With treatment – Please specify level of treatment			339	541	
	(iii) To Seawater					
	No treatment			-	-	
	With treatment – Please specify level of treatment			-	-	
	(iv) Sent to third-parties					
	No treatment			-	-	
• With treatment – Please specify level of treatment			48	24		



Business Responsibility & Sustainability Report (Contd.)

	(v) Others		
	No treatment	232	246
	With treatment – Please specify level of treatment	14,294	14,609
	Total water discharged (in kilolitres)	16,830	17,357
Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.	NO	
3	Water withdrawal, consumption and discharge in areas of water stress (in Kilolitres):	Not Applicable None of the manufacturing locations is in the water stressed locations and hence this section is not applicable.	
	For each facility / plant located in areas of water stress, provide the following information:	Not Applicable	
	(i) Name of the area	–	
	(ii) Nature of operations	–	
	(iii) Water withdrawal, consumption and discharge in the following format:		
	Parameter	2022-23	2021-22
	Water withdrawal by source (in kilolitres)		
	(i) Surface Water	–	–
	(ii) Groundwater	–	–
	(iii) Third Party Water	–	–
	(iv) Seawater / Desalinated water	–	–
	(v) Others	–	–
	Total volume of water withdrawal (in kilolitres)	–	–
	Total volume of water consumption (in kilolitres)	–	–
	Water intensity per rupee of turnover (Water consumed / turnover)	–	–
	Water intensity (optional) – the relevant metric may be selected by the entity	–	–
	Water discharge by destination and level of treatment (in kilolitres)	–	–
	(i) Into Surface Water	–	–
	• No treatment	–	–
	With treatment – Please specify level of treatment	–	–
	(ii) Into Groundwater	–	–
	No treatment	–	–
	With treatment – Please specify level of treatment	–	–
	(iii) Into Seawater	–	–
	• No treatment	–	–
	With treatment – Please specify level of treatment	–	–
	(iv) Sent to third-parties	–	–
	No treatment	–	–
	With treatment – Please specify level of treatment	–	–
	(v) Others	–	–
	No treatment	–	–
	With treatment – Please specify level of treatment	–	–
	Total water discharged (in kilolitres)	–	–
Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.	No	



Business Responsibility & Sustainability Report (Contd.)

4	Please provide details of total Scope 3 emissions & its intensity, in the following format:		Scope 3 emissions are indirect GHG emissions that occur outside the organization, including both upstream and downstream emissions. We do not yet measure Scope 3 emissions.	
	Parameter	Unit	2022-23	2021-22
	Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	–	–
	Total Scope 3 emissions per rupee of turnover	–	–	–
	Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	–	–	–
Note:	Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.			No
5	With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities		Not Applicable	
6	If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:		Not Applicable	
	S. No.	Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
7	Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link.		<p>Yes. All our Manufacturing units are having emergency preparedness plans to handle any disaster. The plans are designed to contain the incident, minimize casualties and prevent further injuries, mitigation measures, quick and streamlined relief and rescue operation, speed up restoration of normalcy and ensure each member of the emergency operation including response team and employees are aware of their role in emergency. It is critical also to ensure the Plants can manage these risks well.</p> <p>This is achieved by: developing a comprehensive emergency plan to handle various identified and potential emergencies, implementing the plan and training the people, improving response through regular conduct of mock drills, and monitoring implementation by inspecting and auditing controls to ensure that the system is working as planned.</p>	
8	Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?		Value chain partners have not been assessed for environmental impacts. This process will be initiated in the coming years.	
9	Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.		Value chain partners have not been assessed for environmental impacts. This process will be initiated in the coming years.	

PRINCIPLE 7		Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	
Essential Indicators			
1	a.	Number of affiliations with trade and industry chambers / associations.	10
	b.	List of top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to	
	S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State / Nationals)
	1	The Confederation of Indian Industry (CII)	National & State
	2	Indo German Chamber of Commerce (IGCC)	
	3	India-ASEAN-Sri Lanka Chamber of Commerce & Industry	
	4	Pharmaceutical Manufacturers Association (PMA)	
	5	Delhi Chambers of Commerce (DCC)	

Business Responsibility & Sustainability Report (Contd.)

6	Association of Indian Medical Device Industry (AIMED)				
7	Ambattur Industrial Estate Manufacturers' Association (AIEMA)				
8	Kerala Small Scale Industries Association (KSSIA)				
9	KINFRA Entrepreneurs Forum (KEF)				
10	The Advertising Standards Council of India (ASCI)				
2	Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.				NIL
	Name of Authority		Brief of the case		Corrective action taken
	-		-		-
Leadership Indicators					
1	Details of public policy positions advocated by the entity:				
S. No.	Public Policy Advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually / Half Yearly / Quarterly / Others – Please specify)	Web link, if available
	Regulatory Reforms for Pharmaceutical Sector	PMA	No	Need basis	No
PRINCIPLE 8		Businesses should promote inclusive growth and equitable development			
Essential Indicators					
1	Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:			Not Applicable	
	Name and brief details of project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)
	-	-	-	-	-
2	Provide information on Project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:			Not Applicable	
S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (RAFs)	% of PAFs covered by R&R
-	-	-	-	-	-
3	Describe the mechanisms to receive and redress grievances of the community			All the units have a designated person team to interact with the community at large and address any grievances by planning projects towards the same. The teams have a good rapport with all stakeholders like the community, district administration & political parties and work towards finding the best solution.	
4	Percentage of input material (inputs to total inputs by value) sourced from suppliers:				
		2022-23		2021-22	
	Directly sourced from MSMEs / Small Producers	23.46		26.65	
	Sourced directly from within the district and neighbouring districts				
Leadership Indicators					
1	Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):			Not Applicable	
	Details of negative social impact identified			Corrective action taken	
	-			-	
2	Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by Government Bodies:			NIL	
S. No.	State	Aspirational District		Amount Spent (In INR)	
-	-	-		-	



Business Responsibility & Sustainability Report (Contd.)

3	a.	Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes / No)	No such preferential procurement policy exists as of now.				
	b.	From which marginalized / vulnerable groups do you procure?	Not Applicable				
	c.	What percentage of total procurement (by value) does it constitute?	Not Applicable				
4	Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:		Not Applicable				
	S. No.	Intellectual Property based on traditional knowledge	Owned / Acquired (Yes / No)	Benefit Shared (Yes / No)	Basis of calculating benefit share		
	-	-	-	-	-		
5	Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.		Not Applicable				
	Name of Authority		Brief of the case	Corrective action taken			
	-		-	-			
6	Details of beneficiaries of CSR Projects:						
	S. No.	CSR Project	No. of Persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized groups			
	1	For providing educational / medical assistance to the deserving people	234	100%			
	2	For financial support for providing medical assistance to the children born with cleft lip and palate, maxillofacial and craniofacial disorders.	14	100%			
	3	For procurement of Sphinctopress and Videoproctoscope equipment for use in the coloproctology services	135	100%			
	4	For providing financial assistance to the underprivileged children for education, nutrition, personality development and to carry out infrastructural development in schools in and around Hosakote rural areas.	212	100%			
5	For providing quality education to and free food for the children from villages / rural areas	200	100%				
PRINCIPLE 9		Businesses should engage with and provide value to their consumers in a responsible manner					
Essential Indicators							
1	Describe the mechanisms in place to receive and respond to consumer complaints and feedback		The Company carries out periodic customer satisfaction surveys, through interaction with end users and the information is utilised to improve the business operations / services.				
2	Turnover of products and / services as a percentage of turnover from all products / service that carry information about.		As a percentage to total turnover				
	Environmental and social parameters relevant to the product		100				
	Safe and responsible usage		100				
	Recycling and / or safe disposal		100				
3	Number of consumer complaints in respect of the following:						
		2022-23		Remarks	2021-22		Remarks
		Received during the year	Pending resolution at end of the year		Received during the year	Pending resolution at end of the year	
	Data privacy	NIL	NIL	NIL	NIL		
	Advertising	NIL	NIL	NIL	NIL		
	Cyber-security	NIL	NIL	NIL	NIL		
	Delivery of essential services	NIL	NIL	NIL	NIL		
	Restrictive Trade Practices	NIL	NIL	NIL	NIL		
	Unfair Trade Practices	NIL	NIL	NIL	NIL		
Other	247	0		221	0		



Business Responsibility & Sustainability Report (Contd.)

4	Details of instances of product recalls on account of safety issues:	NIL	
		Number	Reasons for recall
	Voluntary recalls	-	-
	Forced recalls	-	-
5	Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes / No). If available, provide a web-link of the policy.	The Company have many IT security policies, addressing the risks related to cyber security and data privacy. www.ttkhealthcare.com	
6	Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.	As part of the Information Security Policy of the Company, Vulnerability assessments on the Cloud servers are regularly undertaken and are also in the process of doing the same in firewalls and fixing the vulnerabilities based on their severity.	
Leadership Indicators			
1	Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).	Details can be obtained by sending a mail to customer service. www.ttkhealthcare.com	
2	Steps taken to inform and educate consumers about safe and responsible usage of products and / or services.	Information regarding usage of product and end use applications are given in the respective Product catalogue, IFUs, Website of the Company, etc.	
3	Mechanisms in place to inform consumers of any risk or disruption / discontinuation of essential services.	The products and services offered by the Company are not under the category of essential services and hence this disclosure is not applicable.	
4	Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable). If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)	The required information are given on all the products of the Company as required by the applicable laws. For some products, information over and above the mandated requirement is also provided. Customer satisfaction survey and the feedback is a continuous process as the distributors are in constant touch with the customers to ensure that this is communicated transparently across the value chain.	
5	Provide the following information relating to data breaches:	No instances of data breach in FY 2022-23	
	a. Number of instances of data breaches along with impact		
	b. Percentage of data breaches involving personally identifiable information of customers.		

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board
T T RAGHUNATHAN
Executive Chairman



Report on Corporate Governance

[Pursuant to Schedule V (C) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}]

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

In line with the tradition of the TTK Group, the Board of Directors of TTK Healthcare Limited view their role as trustees of the various stakeholders and the society at large and it is their endeavour to observe the best corporate governance practices which *inter alia* include transparency, accountability and fairness in all dealings and pursuing a policy of appropriate disclosures and communication.

It is the philosophy of the Board that the Company continues to follow fair business and organizational practices to fulfil the mission of "Quality Products at Affordable Prices" and in the process deliver long term sustainable shareholder value. It is also the Philosophy of the Board that practice of Corporate Governance should travel beyond statutory requirements and further encompass social responsibilities.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top Management to the last level employee of the Company.

BOARD OF DIRECTORS:

Composition and Category of Directors:

The composition of the Board conforms to Section 149(1) & 149(4) of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

The Board consists of ten Directors, as detailed below:

Category		Name of Director / Position	DIN
Promoter	Non-Executive	Mr T T Jagannathan* <i>Chairman</i>	00191522
	Executive	Mr T T Raghunathan** <i>Executive Chairman</i>	00043455
	Non-Executive	Dr T T Mukund***	07193370
Non-Independent	Non-Executive	Mr R K Tulshan	00009876
		Mr K Shankaran	00043205
	Executive	Mr S Kalyanaraman <i>Wholetime Director & Secretary</i>	00119541
Independent	Non-Executive	Dr (Mrs) Vandana R Walvekar	00059160
		Mr Girish Rao	00073937
		Mr S Balasubramanian	02849971
		Mr N Ramesh Rajan	01628318
		Mr V Ranganathan	00550121

* Resigned from the Board w.e.f. 9th September, 2022.

** Change of Designation from Executive Vice Chairman to Executive Chairman w.e.f. 9th September, 2022.

*** Appointed as a Director of the Company w.e.f. 9th September, 2022.

Attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting (AGM):

Name of the Director	Date of the Board Meetings and Attendance					Date of the last AGM & Attendance
	23.05.2022	26.07.2022	09.09.2022	28.10.2022	07.02.2023	
Mr T T Jagannathan	LOA	✓	LOA	NA	NA	LOA
Mr T T Raghunathan	✓	✓	✓	✓	✓	✓
Mr R K Tulshan	✓	✓	✓	✓	✓	✓
Mr K Shankaran	✓	✓	✓	✓	✓	✓

Dr (Mrs) Vandana R Walvekar	✓	✓	✓	✓	✓	✓
Mr Girish Rao	✓	✓	✓	✓	LOA	✓
Mr S Balasubramanian	✓	✓	✓	✓	✓	✓
Mr N Ramesh Rajan	✓	✓	✓	✓	✓	✓
Mr S Kalyanaraman	✓	✓	✓	✓	✓	✓
Mr V Ranganathan	✓	✓	✓	✓	✓	✓
Dr T T Mukund	NA	NA	✓	✓	✓	NA

LOA – Leave of Absence; NA – Not Applicable

No. of other Board of Directors or Committees in which the Company Directors are Members / Chairman:

Name of the Director	Name of the Listed Entity	Category of Directorship	No. of Other Directorships & Committee Memberships / Chairmanships		
			Other Directorships	Committee Memberships	Committee Chairmanships
Mr T T Raghunathan	TTK Prestige Limited	P & NED	2	–	–
Mr R K Tulshan	–	–	1	–	–
Mr K Shankaran	TTK Prestige Limited	NED	1	1	–
Dr (Mrs) Vandana R Walvekar	TTK Prestige Limited	NEID	1	1	–
Mr Girish Rao	–	–	–	–	–
Mr S Balasubramanian	Sanghi Industries Limited	NEID	4	5	3
	Emami Paper Mills Limited	NEID			
	Ucal Fuel Systems Limited	NEID			
Mr N Ramesh Rajan	Indo-National Limited	NEID	5	7	4
	Cholamandalam Investment and Finance Co. Limited	NEID			
	Rane (Madras) Limited	NEID			
	Rane Engine Valve Limited	NEID			
Mr V Ranganathan	The India Cements Limited	NED	3	3	2
	Nitta Gelatin India Limited	NEID			
Mr S Kalyanaraman	–	–	1	–	–
Dr T T Mukund *	TTK Prestige Limited	NED	1	–	–

* Inducted w.e.f. 9th September, 2022

P - Promoter; NED - Non-Executive Director; ED - Executive Director; NEID - Non-Executive Independent Director

Notes:

- Other Directorships do not include Private Companies and Overseas Entities.
- Chairmanship / Membership of the Audit Committee and the Stakeholders Relationship Committee alone was considered for the above and also for the purpose of reckoning the limit of Chairmanship / Membership of the Board level Committees.

Report on Corporate Governance (Contd.)

- None of the Directors is-
 - (i) Appointed as Directors of Public Companies exceeding 10;
 - (ii) Appointed as Directors / Independent Directors of a Listed Entity exceeding 7;
 - (iii) Appointed as a Member of more than 10 Board-level Committees of the Listed Entities; and
 - (iv) Appointed as a Chairman of more than 5 such Board-level Committees of the Listed Entities.

Board Meetings held during the year 2022-23 and its dates:

During the year under review, the meetings of the Board of Directors were held five times, on the following dates and conform to the Regulation 17(2) of the SEBI (LODR) Regulations, 2015:

23 rd May, 2022	26 th July, 2022	9 th September, 2022
28 th October, 2022	7 th February, 2023	

The Company placed before the Board the Annual Plans and Budget, Capital Budget, Performance of the various Divisions, Unaudited Quarterly Financial Results, Audited Annual Financial Results and various other information / details, as specified under Schedule II Part A of the SEBI (LODR) Regulations, 2015, from time to time.

Disclosure of relationships between Directors *inter se*:

None of the Directors is related to any other Directors / Key Managerial Personnel of the Company as on 31st March, 2023 except Dr T T Mukund who is the nephew of Mr T T Raghunathan.

No. of Shares and Convertible Instruments held by Non-Executive Directors:

Names of the Non-Executive Directors	No. of Equity Shares of Rs.10/- each held
Mr T T Jagannathan*	7,59,298**
Mr R K Tulshan	31,487
Mr K Shankaran	247
Dr (Mrs) Vandana R Walvekar	–
Mr Girish Rao	–
Mr S Balasubramanian	–
Mr N Ramesh Rajan	–
Mr V Ranganathan	–
Dr T T Mukund [®]	14,096

* Resigned w.e.f. 9th September, 2022

** Shares held in his personal capacity

[®] Appointed on 9th September, 2022

Separate Meeting of Independent Directors:

As stipulated under Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI (LODR) Regulations, 2015, the Independent Directors met once during the year on 6th February, 2023. Amongst other matters, they reviewed the performance of Non-Independent Directors and the Board as a whole; reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The review was carried out, in line with the guidelines provided by SEBI.

Familiarization Programmes imparted to Independent Directors:

Pursuant to Regulation 25(7) of the SEBI (LODR) Regulations, 2015, familiarization programmes on the nature of the industry, the business model of the Company, roles, rights and responsibilities of Independent Directors, etc., were conducted periodically to the Independent Directors of the Company.

Your Company has the following process for induction and training of Board Members:

- Discussing with Independent Directors and ascertaining their further training / updating needs and arranging programmes outside the Company and arranging presentation by experts in the field.
- A detailed induction programme is in place to familiarize the new Directors of the entire operations of the Company. The programme includes presentations by various business / functional heads.
- Visit to the manufacturing units of the Company is also arranged based on their request.
- From time to time, the Heads of the various Businesses of the Company make detailed Strategy Presentations on their respective Businesses to the Independent Directors, as part of the familiarisation programme and also sought their inputs.

Details regarding familiarization programme are provided in Company's website at the following link <https://tkhealthcare.com/wp-content/uploads/2019/09/IDs-Familiarisation-Programme.pdf>

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director. The terms and conditions of the appointment of Independent Director are also available on Company's website www.tkhealthcare.com

Key Board qualifications, expertise and attributes:

The role of Board of Directors is one of providing guidance and direction to the operating management of the Company and laying down the framework for maintenance of high standards of governance and accountability. Since a member of the Board, not being a member with wholtime responsibility, is not required to involve in the day-to-day operations and / or running of the business, no strict specific domain qualification or domain expertise can be prescribed. What is required is the ability to grasp the general aspects of business of the Company, principles of governance and ability to articulate on matters brought to the Board etc.

Apart from a formal educational qualification, exposure to one or more fields of relevance to the Company namely innovation, manufacturing operations, sales & marketing, consumer behaviour, finance, legal, people management, governance, risk management, general management, social responsibility, inorganic expansion, information technology etc., is required to qualify to become a member of the Board.

The skill matrix is divided into five broad baskets –

- (A) Innovation and Manufacturing;
- (B) Business Strategy, Business Process, Sales & Marketing and Consumer Behaviour;
- (C) Governance, Risk Management and Social Responsibility;
- (D) Finance, Legal, Mergers & Acquisitions; and
- (E) People Development.



Report on Corporate Governance (Contd.)

The composition of the Board will be such that there will be adequate representation of these skills on the Board. While each member of the current Board has the basic understanding and exposure to above mentioned skill matrix, the special expertise and strength that they bring to the table are as follows:

Mr T T Raghunathan	Business Strategy, Sales, Distribution, Marketing & Consumer Behaviour, JV relations and General Management.
Mr R K Tulshan	Business, Consumer Behaviour, Social Responsibility, General Management and People Development.
Mr K Shankaran	Finance, Legal, Governance, Risk Management, Corporate Strategy, Mergers & Acquisitions, JV relations, Social Responsibility and People Development.
Dr (Mrs) Vandana Walveker	Consumer Behaviour, Medical Expertise and Social Responsibility.
Mr Girish Rao	Product Management, Sales Management, General Management, Health Insurance Management and Corporate Strategy.
Mr S Balasubramanian	Finance, Legal, Governance, Risk Management, Corporate Strategy and Mergers & Acquisitions.
Mr N Ramesh Rajan	Finance, Taxation, Corporate Laws / Legal and Corporate Governance.
Mr V Ranganathan	Finance, Legal, Secretarial, Corporate Governance and Tax Management.
Mr S Kalyanaraman	Finance, Legal, Governance, Risk Management, Corporate Strategy, Business Development, General Management and People Development.
Dr T T Mukund	Innovation, IT, Governance and Social Responsibility

AUDIT COMMITTEE:

Terms of Reference:

As per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18(3) of & Schedule II – Part C to the SEBI (LODR) Regulations, 2015, the brief terms of reference of the Audit Committee of the Company, *inter alia* include-

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the Auditor's independence and performance and effectiveness of audit process.
- Review with the Management the quarterly Financial Statements and the annual Financial Statements and the Auditor's Report thereon, before submission to the Board for approval, with particular reference to:
 - ❖ matters required to be included in the director's responsibility statement to be included in the board's report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - ❖ disclosure of any related party transactions.
 - ❖ modified opinion(s) in the draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.

- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.
- To review the functioning of the whistle blower mechanism.

Composition, Name of the Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18(1) of the SEBI (LODR) Regulations, 2015, as detailed below:

Name of Director	Position	Category
Mr Girish Rao	Chairman	Non-Promoter / Non-Executive / Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Mr S Balasubramanian	Member	Non-Promoter / Non-Executive / Independent
Mr V Ranganathan	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Secretary	-

Meetings and Attendance during the year 2022-23:

During the year under review, the Committee met four times. The details of the meetings and the attendance of the Members are provided below:

Name of Director	Date of the Meetings and Attendance			
	23.05.2022	25.07.2022	27.10.2022	06.02.2023
Mr Girish Rao	✓	✓	✓	✓
Mr K Shankaran	✓	✓	✓	✓
Mr S Balasubramanian	✓	✓	✓	✓
Mr V Ranganathan	✓	✓	✓	✓

The Audit Committee Meetings were also attended by the Statutory / Cost / Internal Auditors, wherever necessary.

NOMINATION AND REMUNERATION COMMITTEE:

Terms of reference:

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) of & Schedule II – Part D to the SEBI (LODR) Regulations, 2015, which *inter alia* include-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
- Formulation of criteria for evaluation of Independent Directors and the Board;

Report on Corporate Governance (Contd.)

- Devising a policy on Board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the Board all remuneration, in whatever form, payable to Senior Management.

Composition, Name of Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(1) of the SEBI (LODR) Regulations, 2015, as detailed below:

Name of Director	Position	Category
Dr (Mrs) Vandana R Walvekar	Chairman	Non-Promoter / Non-Executive / Independent
Mr R K Tulshan	Member	Non-Promoter / Non-Executive / Non-Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Mr N Ramesh Rajan	Member	Non-Promoter / Non-Executive / Independent
Mr S Balasubramanian	Member	Non-Promoter / Non-Executive / Independent
Mr Girish Rao **	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Secretary	-

** The Nomination and Remuneration Committee was reconstituted with the induction of Mr Girish Rao as a Member vide Circular Resolution dated 24.05.2022 in accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021

Meeting and Attendance:

During the year under review, the Committee met twice. The details of the meeting and the attendance of the Members are provided below:

Name of Director	Date of Meetings and Attendance	
	20.05.2022	09.09.2022
Dr (Mrs) Vandana R Walvekar	✓	✓
Mr R K Tulshan	✓	✓
Mr K Shankaran	✓	✓
Mr N Ramesh Rajan	✓	✓
Mr S Balasubramanian	✓	✓
Mr Girish Rao	NA	✓

NA – Not Applicable

Performance Evaluation criteria for Independent Directors:

The performance evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated.

The criteria for evaluation was formulated in the Remuneration Policy of

the Company and for the year 2022-23, the Independent Directors were evaluated, on the basis of a few parameters comprising of attendance at meetings either in person or through video / teleconferencing, participation in discussions on various items on the agenda, dealing with respect to conflict of interest situation and any specific ideas and contribution to the long term business strategy of the Company.

Further, the evaluation of the Independent Directors also included the additional criteria provided by SEBI in its Guidance Note on Board Evaluation.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations and are independent of the Management.

REMUNERATION OF DIRECTORS:

Your Company adopted a Policy relating to selection, remuneration and evaluation of Directors and Senior Management. The said Policy was made available on the Company's website www.ttkhealthcare.com.

There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year.

Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are paid Sitting Fees of Rs.40,000 per meeting, attended by them for the Board Meetings and the Committee Meetings and are entitled for reimbursement of expenses for participation in the Board / Committee Meetings.

The Non-Executive Directors including Independent Directors would also be eligible for commission not exceeding one percent of the net profit, from the financial year 2022-23 pursuant to the Special Resolution passed by the Shareholders at the 64th Annual General Meeting held on 3rd August, 2022. For the year 2022-23, an overall provision of Rs.82.07 lakhs equivalent to one percent of the net profit of the Company as calculated under Section 198 of the Companies Act, 2013 was made in the books and the individual amount payable to these Directors as may be approved by the Board would be disbursed during the current year.

This information has been posted in the Company's website www.ttkhealthcare.com

Disclosure with respect to Managerial Remuneration paid for the year 2022-23:

Particulars of Remuneration	Mr T T Raghunathan Executive Chairman (CEO)	Mr S Kalyanaraman Wholtime Director & Secretary (CS)
Salary (Rs.)	60,00,000	63,00,000
Benefits:		
HRA & Other Allowances (Rs.)	37,01,008	37,80,000
Contribution to PF & Other Funds (Rs.)	20,08,662	21,09,095
Commission (Rs.)	1,39,39,767	1,02,58,501
Additional Performance Bonus	-	52,51,009
Fixed Component	-	-
Performance Linked Incentives along with Performance Criteria (Rs.)	1,47,56,068	-
Performance Criteria	Productivity Linked	Performance based Variable Pay / Commission
Others (Rs.)	6,28,500	24,77,266



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Service Contract	5 years (w.e.f. 01.11.2022)	5 years (w.e.f. 01.06.2019)
Notice Period	6 months	3 months
Severance Fees	Yes. As per Section 202 of the Companies Act, 2013	-
Pension	-	-
Stock Option	-	-
Total (Rs.)	4,10,34,005	3,01,75,871

Your Company currently does not have Stock Options Scheme.

The remunerations paid to the Non-Executive Directors and the Wholtime Directors of the Company are in line with the provisions of Section 197 and other applicable provisions, if any, of and Schedule V to the Companies Act, 2013 and the Rules made thereunder.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Composition, Name of Members and Chairperson:

The composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20(2) of the SEBI (LODR) Regulations, 2015, as detailed below:

Name of Director	Position	Category
Mr K Shankaran	Chairman	Non-Promoter / Non-Executive / Non-Independent
Mr R K Tulshan	Member	Non-Promoter / Non-Executive / Non-Independent
Mr Girish Rao	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Secretary	-

Meetings and Attendance during the year 2022-23:

During the year under review, the Committee met four times. The details of the meetings and the attendance of the members are provided below:

Name of Director	Date of the Meetings and Attendance			
	20.05.2022	25.07.2022	28.10.2022	07.02.2023
Mr K Shankaran	✓	✓	✓	✓
Mr R K Tulshan	✓	✓	✓	✓
Mr Girish Rao	✓	✓	✓	LOA

LOA – Leave of Absence

Name and Designation of Compliance Officer:

Name of the Compliance Officer	Designation
Mr S Kalyanaraman	Wholtime Director & Secretary

Details of Shareholders' Complaints received during the year 2022-23:

Nature of Complaints	Complaints received during the year 2022-23	Not solved to the satisfaction of the Shareholders	Pending Complaints
Non-receipt of Dividends	21	-	-
Non-receipt of Shares sent for transfer / transmission	-	-	-

Others (Non-receipt of Annual Report)	-	-	-
Total	21	-	-

GENERAL BODY MEETINGS:

The location and time of the Annual General Meetings held during the last three years and number of Special Resolutions passed at that meetings:

Year	Date	Time	Venue	No. of Special Resolutions passed
2020	11 th September, 2020	10.15 a.m.	Through Video Conferencing and other Audio Visual Means (VC/OAVM)	2
2021	20 th August, 2021	10.15 a.m.	Through Video Conferencing and other Audio Visual Means (VC/OAVM)	2
2022	3 rd August, 2022	11.30 a.m.	Through Video Conferencing and other Audio Visual Means (VC/OAVM)	2

Special Resolution passed through Postal Ballot (by way of remote e-Voting) during the year 2022-23:

(a) During the year 2022-23, the Company obtained the approval of the Shareholders by means of a Special Resolution through Postal Ballot Process by way of remote e-Voting for the sale / transfer of the Human Pharma Division (Undertaking), as a going concern, on a slump sale basis.

The resolution was carried by requisite majority and deemed to have been passed on the last date of the e-Voting (i.e.) 23rd April, 2022. The results of the Postal Ballot was declared on Monday, the 25th April, 2022 and also posted on the website of the Company www.ttkhealthcare.com.

(b) During the year 2022-23, a Notice of Postal Ballot dated 9th September, 2022 was circulated through electronic means seeking the approval of the Members of the Company by way of Ordinary Resolution for the Appointment of Dr T T Mukund (DIN:07193370) as a Director (under Promoter / Non-Executive / Non-Independent category) of the Company, with effect from 9th September, 2022.

The remote e-Voting period remained open from Thursday, the 15th September, 2022 at 9.30 a.m. to Friday, the 14th October, 2022 till 5.00 p.m.

M/s A K Jain & Associates, Practising Company Secretaries represented by its Partners – Mr Balu Sridhar / Mr Pankaj Mehta was appointed as Scrutinizer and they conducted the Postal Ballot process through remote e-Voting, in a fair and transparent manner.

The resolution was carried by requisite majority. The results of the Postal Ballot was declared on Friday, the 14th October, 2022 and also posted on the website of the Company www.ttkhealthcare.com.

Proposal for Passing of Special Resolutions through Postal Ballot during the year 2023-24 and procedure for Postal Ballot:

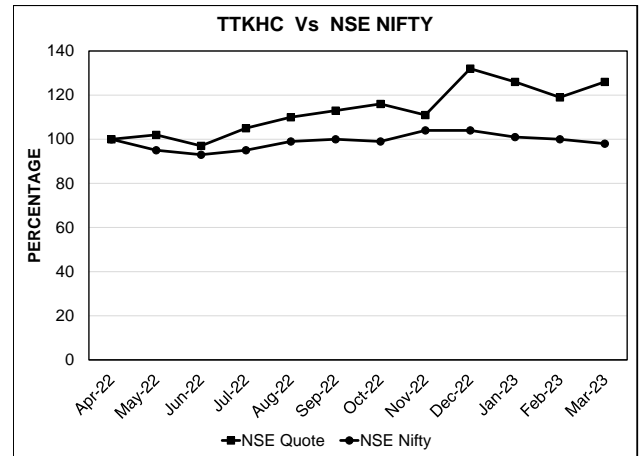
During the year 2023-24, Notice dated 20th April, 2023 was circulated through electronic means seeking the approval of the Members of the



Report on Corporate Governance (Contd.)

(g) Performance comparison to BSE Sensex and Nifty:

STOCK PERFORMANCE Vs BSE SENSEX				
Month	BSE Quote	% to Base	BSE Sensex	% to Base
	(High) (Rs.)		(High) (Rs.)	
Apr 2022	925.40	100	60,845.10	100
May 2022	898.00	97	57,184.21	94
Jun 2022	830.80	90	56,432.65	93
Jul 2022	886.05	96	57,619.27	95
Aug 2022	917.00	99	60,411.20	99
Sep 2022	972.35	105	60,676.12	100
Oct 2022	999.00	108	60,786.70	100
Nov 2022	945.00	102	63,303.01	104
Dec 2022	1,105.90	120	63,583.07	104
Jan 2023	1,095.00	118	61,343.96	101
Feb 2023	1,008.75	109	61,682.25	101
Mar 2023	1,074.30	116	60,498.48	99



(h) Suspension of Securities from trading

Not applicable

(i) Registrars & Share Transfer Agents:

M/s Data Software Research Co. Pvt. Ltd.
 No.19, Pycrofts Garden Road, Off. Haddows Road,
 Nungambakkam, Chennai 600 006
 Tel : 044-28213738 / 044-28214487
 Fax: 044-28214636
 e-mail: ttk.healthcare@dsrc-cid.in

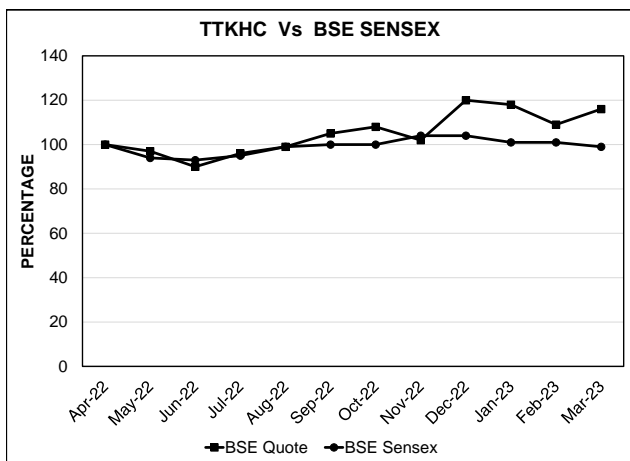
(j) Share Transfer System:

In line with the amended SEBI (LODR) Regulations, 2015, the Share Transfers are entertained only in dematerialized form, with effect from 1st April, 2019.

As at 31st March, 2023, no Equity Shares were pending for transfer.

(k) Distribution of Shareholding as on 31st March, 2023:

Shareholding of Nominal Value of (Rs.)	Number of Shareholders		% to Number of Shareholders		Share Amount (Rs.)		% to Total	
	Physical	Electronic	Physical	Electronic	Physical	Electronic	Physical	Electronic
1	2	3	4	5	6	7	8	9
Upto 5000	2,230	12,794	14.098	80.883	13,60,120	83,23,210	0.96	5.89
5001 - 10000	5	446	0.032	2.820	35,500	32,12,950	0.03	2.27
10001 - 20000	3	177	0.019	1.119	46,500	24,96,200	0.03	1.77
20001 - 30000	-	50	-	0.316	-	12,25,560	-	0.87
30001 - 40000	1	23	0.006	0.145	33,600	8,06,740	0.02	0.57
40001 - 50000	-	16	-	0.101	-	7,11,900	-	0.50
50001 - 100000	-	32	-	0.202	-	23,23,930	-	1.64
100001 & Above	-	41	-	0.259	-	12,07,27,120	-	85.44
Total	2,239	13,579	14.155	85.845	14,75,720	13,98,27,610	1.04	98.96
Grand Total	15,818		100.00		14,13,03,330		100.00	



STOCK PERFORMANCE Vs NSE NIFTY				
Month	NSE Quote	% to Base	NSE Nifty	% to Base
	(High) (Rs.)		(High) (Rs.)	
Apr 2022	855.35	100	18,114.65	100
May 2022	870.00	102	17,132.85	95
Jun 2022	831.30	97	16,793.85	93
Jul 2022	899.45	105	17,172.80	95
Aug 2022	939.00	110	17,992.20	99
Sep 2022	970.00	113	18,096.15	100
Oct 2022	990.35	116	18,022.80	99
Nov 2022	948.00	111	18,816.05	104
Dec 2022	1,125.00	132	18,887.60	104
Jan 2023	1,075.00	126	18,251.95	101
Feb 2023	1,014.00	119	18,134.75	100
Mar 2023	1,075.00	126	17,799.95	98

Report on Corporate Governance (Contd.)

Categories of Equity Shareholders as on 31st March, 2023:

Category	Category of Shareholder	No. of Shareholders	No. of Shares held	Shareholding as a % of total number of shares	No. of Equity Shares held in Dematerialized Form
(A) Promoter & Promoter Group					
(1) Indian					
(a)	Individuals / Hindu Undivided Family	8	9,84,375	6.97	9,84,375
(b)	Central Government / State Government(s)	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-
(d)	Any other (specify)				
(i)	Partnership Firm	1	95,32,610	67.67	95,32,610
(ii)	Bodies Corporate	3	31,88,155	0.13	31,88,155
Sub-Total (A)(1)		12	1,05,35,840	74.56	1,05,35,840
(2) Foreign					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	Any other (specify)	-	-	-	-
Sub-Total (A)(2)		-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		12	1,05,35,840	74.56	1,05,35,840
(B) Public					
(1) Institutions					
(a)	Mutual Funds	5	4,21,167	2.98	4,20,931
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Banks	7	736	0.01	220
(e)	Insurance Companies	-	-	-	-
(f)	Provident Funds / Pension Funds	-	-	-	-
(g)	Asset Reconstruction Companies	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	-
(j)	Other Financial Institutions	-	-	-	-
(k)	Any other specify	-	-	-	-
Sub Total (B)(1)		12	4,21,903	2.99	4,21,151
(2) Institutions (Foreign)					
(a)	Foreign Direct Investment	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	-
(e)	Foreign Portfolio Investors Category II	-	-	-	-

(f)	Overseas Depositories (holding DRs) (balancing figures)	-	-	-	-
(g)	Any other specify - Foreign Institutional Investors	11	3,36,815	2.38	3,36,815
Sub Total (B)(2)		11	3,36,815	2.38	3,36,815
(3) Central Government / State Government(s)					
(a)	Central Government / President of India	-	-	-	-
(b)	State Government / Governor	-	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
Sub-Total (B)(3)		-	-	-	-
(4) Non-Institutions					
(a)	Associate companies / Subsidiaries	-	-	-	-
(b)	Directors and their relatives (excluding Independent Directors and Nominee Directors)	3	32,166	0.23	32,166
(c)	Key Managerial Personnel	-	-	-	-
(d)	Relatives of promoters (other than 'Immediate Relatives' of Promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'Trustee', 'Beneficiary', or 'Author of the Trust'.	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	1	1,40,524	0.99	1,40,524
(g)	Resident Individuals holding nominal share capital upto Rs.2 lakhs	15,162	18,63,383	13.19	17,21,389
(h)	Resident Individuals holding nominal share capital in excess of Rs.2 lakhs	11	5,00,684	3.54	5,00,684
(i)	Non-Resident Indians (NRIs)	398	1,51,122	1.07	1,47,666
(j)	Foreign Nationals	-	-	-	-
(k)	Foreign Companies	-	-	-	-
(l)	Bodies Corporate	208	1,47,896	1.05	1,46,526
(m)	Any other (specify)	-	-	-	-
Sub-Total (B)(4)		15,783	28,35,775	20.07	26,88,955
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)		15,806	35,94,493	25.44	34,46,921
Total (A+B)		15,818	1,41,30,333	100	13,982,761

Note:

Indian Promoters include M/s T T Krishnamachari & Co., represented by its Partners and constituents of TTK Group. The constituents of TTK Group include T T Krishnamachari & Co., TTK Prestige Limited, TTK Tantex Limited, Packwell Packaging Products Limited and Partners & Relatives of the Partners of M/s T T Krishnamachari & Co.



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Dematerialization of Shares and Liquidity as on 31st March, 2023:

Particulars	No. of Shareholders	No. of Shares	% of Shares
In Physical Mode	2,239	1,47,572	1.04
In Electronic Mode	13,579	1,39,82,761	98.96
Total	15,818	1,41,30,333	100.00

Days taken for Dematerialization	No. of Requests	No. of Shares	% of Shares
15 days	123	16,296	0.12

Particulars	National Securities Depository Limited (NSDL)		Central Depository Services (I) Limited (CDSL)	
	2022-23	2021-22	2022-23	2021-22
No. of Shares Dematerialized	5,695	5,590	10,601	15,736
No. of Shares Rematerialized	-	-	-	-

(l) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments:

The Company has not issued any GDRs / ADRs / Warrants or Convertible Instruments.

(m) Commodity price risk or foreign exchange risk and hedging activities:

Please refer Page No.110.

(n) Plant Locations:

(i)	Animal Welfare Division	No.5, Old Trunk Road, Pallavaram, Chennai 600 043, Tamil Nadu
(ii)	Heart Valve Division	Site No.A28, KINFRA International Apparel Parks Ltd., St. Xavier's College P.O., Thumba, Trivandrum 695 586, Kerala
(iii)	Ortho Division	No.290, SIDCO Industrial Estate, Ambattur, Chennai 600 098, Tamil Nadu
		No.3, Thiruneermalai Main Road, Chromepet, Chennai 600 044, Tamil Nadu
(iv)	Foods Division	No.2-B, Hosakote Industrial Area, 8 th Kilometre, Hosakote, Chinthamani Road, Hosakote Taluk, Bengaluru 562 114, Karnataka
		Plot No.DTA-005-005, Mahindra World City, Tehsil Sanganer, Jaipur 302 037, Rajasthan
(v)	Protective Devices Division	No.3, Thiruneermalai Road, Chromepet, Chennai 600 044, Tamil Nadu
		No.20 & 21, Perali Road, Virudhunagar 626 001, Tamil Nadu
		No.12, TTN Complex, K P Natham Road, Thiruvandarkoil, Puducherry 605 107

(o) Address for Correspondence:

Registered Office: No.6, Cathedral Road, Chennai 600 086 Tel: 044-28116106 Fax: 044-28116387 e-mail: info@ttkhealthcare.com	Administrative Office & Investor Correspondence Address: Secretarial Department No.6, Cathedral Road, Chennai 600 086 Tel: 044-28116106 Fax: 044-28116387 e-mail: investorcare@ttkhealthcare.com
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RISK MANAGEMENT COMMITTEE:

The Risk Management Committee was constituted on 27th May, 2021, pursuant to Regulation 21(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as substituted by the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2022 which mandates the top 1000 listed entities determined on the basis of market capitalization as at the end of the immediately preceding financial year to constitute a Risk Management Committee.

Terms of reference:

The brief terms of reference are as per the provisions of Section 134(3)(n) of the Companies Act, 2013 and Regulation 21(4) of & Schedule II – Part D to the SEBI (LODR) Regulations, 2015, which *inter alia* include-

- To formulate a detailed risk management policy which shall include:
 - ❖ A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - ❖ Measures for risk mitigation including systems and processes for internal control of identified risks.
 - ❖ Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Composition, Name of Members and Chairperson:

The composition of the Risk Management Committee is in line with Regulation 21(2) of the SEBI (LODR) Regulations, 2015, as detailed below:

Name of Director	Position	Category
Mr S Balasubramanian	Chairman	Non-Promoter / Non-Executive / Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Mr N Ramesh Rajan	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Member	Wholetime Director & Secretary
Mr B V K Durga Prasad	Member	President – Finance

Report on Corporate Governance (Contd.)

Mr V K Srinivasan	Member	Sr. Vice President – Finance
Mr R Srikanth	Member	Sr. Vice President - Systems

Meetings and Attendance during the year 2022-23:

During the year under review, the Committee met three times. The details of the meetings and the attendance of the members are provided below:

Name of Director	Date of the Meetings and Attendance		
	11.04.2022	07.10.2022	20.03.2023
Mr S Balasubramanian	✓	✓	✓
Mr K Shankaran	✓	✓	✓
Mr N Ramesh Rajan	✓	✓	✓
Mr S Kalyanaraman	✓	✓	✓
Mr B V K Durga Prasad	✓	✓	✓
Mr V K Srinivasan	✓	✓	✓
Mr R Srikanth	✓	✓	✓

OTHER DISCLOSURES:

Related Party Disclosure:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the Directors or the key managerial personnel or their relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are repetitive in nature. A statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing the details of the transactions, in which the Directors are interested, is placed before the Audit Committee / Board regularly.

Under Regulation 23(9) of SEBI (LODR) Regulations, 2015, the Disclosure of Related Party Transactions for the first and second half-year of every financial year are filed with the Stock Exchanges.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Policy as approved by the Board is uploaded on the Company's website at the following link <https://ttkhealthcare.com/investorslist/policies/>.

During the year under review, your Company renewed the contract entered into with M/s T T Krishnamachari & Co., a Partnership Firm, for using the **ttk** monogram. The relevant details are provided in the Board's Report. (Please refer Page No.24 of this Annual Report).

The details of the Related Party Transactions in Form AOC-2 are annexed as **Annexure-2** to the Board's Report. (Please refer Page No.24 of this Annual Report).

The particulars of transactions between the Company and its related parties as per Indian Accounting Standard 24 (Ind AS 24) are set out in Page No.121 of this Annual Report.

Establishment of Vigil Mechanism / Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Regulation 22 of the SEBI (LODR) Regulations, 2015, your Company established a vigil mechanism termed as Whistle Blower Policy, for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Corporate Governance Officer / Chairman of the Audit Committee and the Executive Chairman, in exceptional cases.

The Whistle Blower mechanism is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Whistle Blower Policy is available on the Company's website at the following link <https://ttkhealthcare.com/wp-content/uploads/2019/09/TTKHC-Whistle-Blower-Policy-1.pdf>. Further, the Company has a designated e-mail (i.e.) whistleblow@ttkhealthcare.com for forwarding the complaints to the Corporate Governance Officer (Vigil) by the employees. No complaint was received during the year.

Certification from Company Secretary in Practice:

Mr Balu Sridhar, Partner, M/s A K Jain & Associates, Practising Company Secretaries has issued a certificate as required under Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (LODR) Regulations, 2015, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Company by the Ministry of Corporate Affairs / SEBI or such other Statutory Authorities, if any. The Certificate is annexed to this Report. (Page No.69)

Fees paid to the Statutory Auditors:

The Statutory Auditors M/s. PKF Sridhar & Santhanam LLP were paid statutory audit fees amounting to Rs.41.55 lakhs, fees for other services amounting to Rs.7.50 lakhs and reimbursement of expenses amounting to Rs.0.12 lakhs for the year 2022-23.

Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a.	Number of complaints filed during the financial year	Nil
b.	Number of complaints disposed of during the financial year	NA
c.	Number of complaints pending as at end of the financial year	Nil

Non-Compliance by the Company:

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three financial years and hence no penalties or strictures were imposed by SEBI, the Stock Exchanges or any statutory authorities.

Compliance with Mandatory Requirements and adoption of non-mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the SEBI (LODR) Regulations, 2015 and the disclosure relating to adoption of Non-mandatory / Discretionary requirements are provided in this Report.



Report on Corporate Governance (Contd.)

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT:

The Company has complied with all the mandatory requirements of Corporate Governance Report during the year, except the following:

The Nomination and Remuneration Committee of the Company originally consisted of 50% of Independent Directors, in accordance with the Regulation 19(1) of the SEBI (LODR) Regulations, 2015.

In terms of the amendment dated 3rd August, 2021 to the above regulations which took effect from 1st January, 2022, the Members of the Nomination and Remuneration Committee should consist of at least two-thirds of Independent Directors.

Accordingly, the said Committee was reconstituted by inducting one more Independent Director as Member effective 1st January, 2022, duly following the general principles of rounding off of the decimal / fraction.

However, the Stock Exchanges took the view that any decimal / fraction should be rounded off only to the next higher number and therefore, the Committee did not conform to the amended regulations.

Immediately upon receipt of the notices from the Stock Exchanges, viz., BSE and NSE, the Committee was once again reconstituted with the addition of one more Independent Director, w.e.f. 24th May, 2022, so as to comply with the said Regulations.

BSE and NSE also levied a fine amounting to Rs.2,86,000/- plus GST each, for the period of non-compliance (i.e.) from 1st January, 2022 to 24th May, 2022 on the basis of the SEBI Circular dated 22nd January, 2020 on SOP for imposing fines in case of non-compliance with the Listing Regulations.

The Company duly paid this amount and also filed a waiver application with BSE, being the designated Stock Exchange, as the above violation is purely a matter of interpretation and the same is pending.

DISCLOSURE RELATING TO ADOPTION OF DISCRETIONARY REQUIREMENTS:

(a) The Board:

No reimbursement of expenses is made to the Non-Executive Chairman in connection with the maintenance of his office. The Non-Executive Chairman resigned w.e.f. 9th September, 2022.

(b) Shareholders' Right:

The Company does not mail the Unaudited Half-yearly Financial Results individually to its shareholders. However, these are published in "Business Standard" & "Makkal Kural" and are also posted on the Company's website www.ttkhealthcare.com and also on the website of BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).

(c) Modified Opinion(s) in Audit Report:

The Audit Report for the year 2022-23 is an unmodified one and does not contain any qualifications.

(d) Reporting of Internal Auditor:

The Internal Auditors report to the Audit Committee.

DISCLOSURE OF COMPLIANCE:

Regulation 17 – Board of Directors:

- (i) The composition and meetings of Board of Directors are complied with.
- (ii) Periodical review of Statutory Compliance Report, Quarterly / Half-

yearly / Annual Corporate Governance Report, Quarterly Investor Grievance Report, etc. are carried out by the Board of Directors.

(iii) Code of Conduct for the Directors (incorporating the duties of Independent Directors) and Senior Management of the Company:

The Board of Directors had laid down a Code of Conduct applicable to all the Directors and Senior Management of the Company. The said Code of Conduct had also been posted on the Company's website www.ttkhealthcare.com. A report on the compliance aspect of the Code of Conduct by the Executive Chairman (CEO) has been given at Page No.69 of this Annual Report.

Code of Conduct for prevention of Insider Trading: Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of your Company adopted a Code of Conduct for prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as amended from time to time, in line with the amendment of the said Regulation, to regulate, monitor and report trading by Insiders. Further, your Company also formulated a Policy and Procedure for inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information and Policy on determination of Legitimate Purpose for sharing Unpublished Price Sensitive Information. The said Codes and the Policies are posted on the website of the Company www.ttkhealthcare.com.

These Code of Conduct are applicable to all designated persons as defined in the said Regulation who are expected to have access to unpublished price sensitive information relating to the Company and administered by the Compliance Officer.

The Compliance to the Code and Regulations are periodically ensured by the Board of Directors and the Audit Committee.

The Company has installed a software for maintaining the Structured Digital Database containing the nature of Unpublished Price Sensitive Information (UPS) and the names of persons who have shared the information and also the names of such persons with whom the information is shared, with stipulated internal controls for handling the UPS.

(iv) Board Disclosure – Risk Management:

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a Risk Identification and Management Framework appropriate to the size of your Company and the environment in which it operates.

The Risk Management Group (RMG) with due representations from each of the Businesses / Functions of the Company have been meeting periodically and had detailed interactions / discussions with the Members / Risk Owners on the various risks identified and the status of the mitigation plans.

The Risk Management Committee, during the year, met three times on 11th April, 2022, 7th October, 2022 and 20th March, 2023.

The Risk Management Committee was updated on the outcome of

Report on Corporate Governance (Contd.)

the RMG Meetings held during the year and the Risk Register as on March, 2023 duly updated with the various key risks and the current status of mitigation plans was placed before the Committee and the Committee reviewed the same.

In line with the suggestions of the Risk Management Committee Meeting, an exercise has been initiated to classify the various risks as High, Medium and Low to M/s Deloitte and the same is in progress. Further, M/s Deloitte was also advised to review and comments on the risks in respect of which the probability of occurrence may be low but the impact might be high.

The Committee also suggested that all the major risks could be rated (i.e.) whether the movement is upward, downward and parallel.

The Audit Committee and the Board of Directors periodically review the outcome of the Risk Management Committee meetings.

- (v) The details relating to the performance evaluation of Independent Directors by the entire Board of Directors excluding the Director being evaluated is given in Page No.59 of this Annual Report.

Regulation 18 – Audit Committee:

Compliance to this Regulation is given in Page No.58 of this Annual Report.

Regulation 19 – Nomination and Remuneration Committee:

Compliance to this Regulation is given in Page No.58 of this Annual Report.

Regulation 20 – Stakeholders Relationship Committee:

Compliance to this Regulation is given in Page No.60 of this Annual Report.

Regulation 21 – Risk Management Committee:

Compliance to this Regulation is given in Page No.64 of this Annual Report.

Regulation 22 – Vigil Mechanism:

Compliance to this Regulation is given in Page No.19 & 65 of this Annual Report.

Regulation 23 – Related Party Transactions:

Compliance to this Regulation is given in Page No.65 of this Annual Report.

Regulation 24 – Corporate Governance Requirements with respect to subsidiary:

Not applicable to your Company.

Regulation 25 – Obligations with respect to Independent Directors:

Compliance to this Regulation is given in Page No.57 of this Annual Report.

Regulation 26 – Obligations with respect to Directors & Senior Management:

Disclosures relating to compliance to the directorships in other listed entities, Board level Committee Memberships and Chairmanships are annually provided by the Directors of your Company. Further, notification of the changes in the other directorships, Committee Memberships and Chairmanships are also provided by the Directors. Compliance to this

Regulation is given in Page No.56 of this Annual Report.

All the Directors and Senior Management had affirmed compliance as on 31st March, 2023 to the Code of Conduct applicable to them.

Regulation 27 – Other Corporate Governance Requirements:

Disclosure relating to adoption of discretionary requirements under this Regulation is given in Page No.65 of this Annual Report.

Regulation 46 – Website:

Pursuant to the above Regulation, prescribed information / details are available on the Company's website www.ttkhealthcare.com.

OTHER ADDITIONAL DISCLOSURES [As per Schedule V to the SEBI (LODR) Regulations, 2015]:

Related Party Disclosure: Please refer Page No.24 & 65 of this Annual Report.

Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is included in the Board's Report. (Please refer Page No.11 of this Annual Report).

Disclosure on Accounting Treatment:

In the preparation of financial statements, generally accepted accounting principles and policies and the mandatory Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder were followed.

Declaration by the Chief Executive Officer relating to the affirmation of compliance with the Code of Conduct by the Board of Directors and Senior Management:

Please refer Page No.69 of this Annual Report.

Compliance Certificate from the Practising Company Secretaries regarding compliance of conditions of Corporate Governance:

Please refer Page No.32 of this Annual Report.

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account:

Your Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue / Rights Issue.

Other constituents of the TTK Group within the meaning of "Group" under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 include:

- M/s T T Krishnamachari & Co., and its Partners & Relatives of the Partners
- M/s TTK Prestige Limited
- M/s TTK Tantex Limited
- M/s Packwell Packaging Products Limited
- M/s TTK Property Services (P) Limited
- M/s TTK Services (P) Limited
- M/s Triveni Bialelli Industries (P) Limited
- M/s TTK Partners LLP
- M/s Immidart Technologies LLP
- M/s Pharma Research & Analytical Laboratories
- M/s Peenya Packaging Products
- M/s TTK British Holdings Limited
- M/s Horwood Homewares Limited



Report on Corporate Governance (Contd.)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Terms of reference:

The brief terms of reference are as per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, include-

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- Recommendation of the amount of expenditure to be incurred on the activities referred to above.
- Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

Composition, Name of Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, as detailed below:

Name of Director	Position	Category
Mr T T Raghunathan	Chairman	Promoter / Executive / Non-Independent
Mr K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Dr (Mrs) Vandana R Walvekar	Member	Non-Promoter / Non-Executive / Independent
Mr Girish Rao	Member	Non-Promoter / Non-Executive / Independent
Mr S Kalyanaraman	Secretary	-

Meeting and Attendance:

During the year under review, the Committee met once to determine the amount to be spent towards CSR activities and to approve the various proposals / projects eligible for contribution under the CSR Policy of the Company, for the financial year 2022-23 and also to review and record the status report of the CSR Activities undertaken during the year 2021-22:

Name of Director	Date of the Meeting and Attendance	
	07.02.2023	
Mr T T Raghunathan	✓	
Mr K Shankaran	✓	
Dr (Mrs) Vandana R Walvekar	✓	
Mr Girish Rao	LOA	

Corporate Social Responsibility (CSR) Policy:

Your Company adopted a Policy relating to Corporate Social Responsibility in accordance with the provisions of Section 135 of and Schedule VII to the Companies Act, 2013 and the Rules made thereunder. The said Policy was made available on the Company's website at the following link <https://ttkhealthcare.com/investorlist/policies/>.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT:

The particulars of the Director(s) seeking appointment / reappointment are given under Item No.3 of the Notes forming part of the Notice to Shareholders. (Please refer Page No.9 of this Annual Report).

RECONCILIATION OF SHARE CAPITAL AUDIT:

Audits were conducted on a quarterly basis by M/s A K Jain & Associates, Practising Company Secretaries, Chennai, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in electronic form with the Depositories and relevant certificates were submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time limit.

As on 31st March, 2023, there was no difference between the issued and listed capital and the aggregate of shares held by investors both in physical form and in electronic form with the Depositories.

As on 31st March, 2023, 1,39,82,761 Equity Shares representing 98.96% of the Paid-up Equity Capital were in dematerialized form.

CEO / CFO CERTIFICATION:

As required under Schedule II – Part B to the SEBI (LODR) Regulations, 2015, the Executive Chairman (CEO) and President – Finance (CFO) have furnished necessary Certificate to the Board of Directors with respect to Financial Statements and Cash Flow Statement for the year ended 31st March, 2023.

ADOPTION OF VARIOUS POLICIES:

Your Company formulated, adopted and disseminated in its website www.ttkhealthcare.com the following policies, as required under the SEBI (LODR) Regulations, 2015:

- **Policy for Preservation of Documents** pursuant to the provisions of Regulation 9 - Chapter III
Web-link - <https://ttkhealthcare.com/wp-content/uploads/2019/09/Policy-for-Preservation-of-Documents-including-Archival-Policy-1.pdf>;
- **Policy for Disclosure of Events or Information** pursuant to the provisions of Regulation 30 - Chapter IV
Web-link - <https://ttkhealthcare.com/wp-content/uploads/2019/09/Policy-for-Disclosure-of-Events-or-Information.pdf>;
- **Policy on dealing with Related Party Transactions** pursuant to the provisions of Regulation 46(2)(g) - Chapter IV
Web-link - <https://ttkhealthcare.com/wp-content/uploads/2019/09/RPT-Policy-09022022.pdf>;
- **Dividend Distribution Policy** pursuant to the provisions of Regulation 43A - Chapter IV.
Web-link - <https://ttkhealthcare.com/wp-content/uploads/2019/09/Dividend-Distribution-Policy.pdf>; and
- **Risk Management Policy** pursuant to the provisions of Regulation 21 and Clause C - Part D - Schedule II.

Report on Corporate Governance (Contd.)**DECLARATION ON CODE OF CONDUCT**

As required under Schedule V(D) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the Company's website.

Place : Chennai
Date : May 12, 2023

T T RAGHUNATHAN
Executive Chairman (CEO)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
[Listing Obligations and Disclosure Requirements] Regulations, 2015)*

To
The Members of TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

In pursuance of sub-clause (i) of Clause 10 of Para C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of M/s. TTK HEALTHCARE LIMITED (CIN: L24231TN1958PLC003647), we hereby certify that:

On the basis of the written representation / declaration received from the Directors, as on March 31, 2023 none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies, by the Securities Exchange Board of India / Ministry of Corporate Affairs or any other Statutory Authority.

Place : Chennai
Date : May 12, 2023

For **A K Jain & Associates**
Company Secretaries

Balu Sridhar
Partner
M.No. F5869 / C.P.No. 3550
UDIN: F005869E000299745
PR No.1201 / 2021



Independent Auditor’s Report

To the Members of TTK Healthcare Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of TTK Healthcare Limited (“the Company”), which comprise the balance sheet as at 31st March, 2023, the statement of Profit and Loss (including other comprehensive income), statement of changes in equity, statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (‘the Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key Audit Matter	Audit Response
1) Revenue Recognition under Ind AS 115 “Revenue from Contracts entered with Customers” <i>Refer Note 2 A.5.(c), Note 2 B.(g), Note 4.1, Note 5.14 of Financial Statements</i>	Our audit included but was not limited to the following procedures: Our procedures included, among others, obtaining an understanding of the processes and relevant controls relating to the accounting for customer contracts.

Revenue is recognized upon transfer of control of promised goods to customers in an amount that reflects the consideration expected to be received in exchange for those goods.

Revenue is measured net of expected defective stock returns, volume based discounts, turnover based discounts and other pricing incentives.

The cost of these activities (which are reduced from revenue) are generally recognized at the time the related revenue is recorded, which normally precedes their actual discharge.

The estimate of returns, discounts and incentives recognized based on sales made during the year, is material and considered to involve judgements.

Therefore, there is a risk of estimation errors or errors in stating revenues arising on account of adjusting returns, discounts and incentives.

Accounting Policies – Assessing the appropriateness of the Company’s Revenue Recognition Policy and the significant accounting judgements, estimates and assumptions relating to Promotional Expenditure.

Control Testing – Testing the effectiveness of Company’s Controls over recognition of revenue from contracts entered with customers, cut off procedures and the calculation of returns, discounts and incentives.

Test of Details – Testing, on a sample basis, sales transactions to the underlying supporting documentation which includes sale orders, goods dispatch notes and shipping documents;

Obtaining supporting documentation for credit notes issued in connection with achievement of sales targets by dealers for sample promotional schemes. Critically assessing manual journals posted to revenue to identify unusual or irregular items.

Analytical Procedures – Trend analysis on overall sales for current and previous period, comparing current year accruals to the prior year and evaluating the reasonableness of techniques of estimation including historical data on performance of similar promotional programs and trends of actual sales returns.

Disclosures – Assessing the appropriateness of the Company’s disclosures related to revenue from contracts, discounts, returns and incentives and whether these are adequately presented in the financial statements.

2) Discontinued Operations under Ind AS 105:

Refer Note 2 A.5.(x) and Note 5.13 of Financial Statements

The Company had entered into a Business Transfer Agreement (BTA) for the sale of Human Pharma Division on a slump sale basis to BSV Pharma Private Limited.

The division stood transferred as a going concern on 9th May, 2022 for a consideration of Rs 80,500 lakhs (final consideration of Rs 80,281.54 lakhs after working capital and other customary adjustments.) resulting in a profit of Rs 76,429.45 lakhs.

We focused on this area considering that this was a significant event during the year.

Evaluated the design and tested the operating effectiveness of the controls over the execution of this transaction.

Obtained the management’s valuation report for the sale consideration and compared the same with the carrying value of the underlying assets.

We gained an understanding of the BTA. Our focus was on understanding the contractual terms associated with the sale of Human Pharma Division which define the assets and liabilities to be transferred and, in particular, any liabilities or obligations retained or created.

We have inquired with the key managerial personnel to obtain an understanding of the disposal process and the key terms of sale.

Our Audit procedure included evaluation of the disposal date balances and assessing the gain on disposal.

Independent Auditor's Report (Contd.)

Reviewed the accounting treatment for the said transaction.

We obtained the Company's evaluation of the income-tax impact of the above business transfers (from a seller's perspective) to verify compliance.

Checked the related computation for disclosures of discontinued operation and held for sale and evaluated that they have been appropriately separated from continuing operations.

Assessed the adequacy of the related disclosures in the financial statements.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report (including Management discussion and analysis report) and Business Responsibility and Sustainability Report (BRSR) but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance / conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Board of Directors for Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and



Independent Auditor's Report (Contd.)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations as at 31st March, 2023 on its financial position in its financial statements – Refer Note 5.3 to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2023; and
 - (iv) (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- (v) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
As stated in Note 3.12D to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of



Independent Auditor's Report (Contd.)

the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

(vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. 1st April, 2023, reporting under this clause is not applicable.

(3) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

Place : Chennai
Date : May 23, 2023

For **M/s. PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No.003990S/S200018

S Rajeshwari
Partner

Membership No.024105
UDIN No.23024105BGYMGX2723



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Annexure A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of TTK Healthcare Limited ("the Company") on the financial statements as of and for the year ended 31st March, 2023.

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at Balance Sheet date, except as stated below;

Description of property	Gross carrying value (Rs. In lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Free hold land at Pallavaram	366.71	Orient Pharma Private Limited	No	64 years	Being held in erstwhile name of the Company
Free hold land at Pallavaram	1.48	London Rubber Company (India) Limited	No	11 years	Being held in the name of the Company which got merged with the Company
Free hold land at Puducherry	22.00	TTK-LIG Limited	No	11 years	Being held in the name of the Company which got merged with the Company
Free hold land at Virudhunagar	62.85	London Rubber Company (India) Limited	No	11 years	Being held in the name of the Company which got merged with the Company
Free hold land at Virudhunagar	265.03	TTK-LIG Limited	No	11 years	Being held in the name of the Company which got merged with the Company

Description of property	Gross carrying value (Rs. In lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Free hold building at Ahmedabad	11.90	TTK Pharma Limited	No	28 years	Being held in erstwhile name of the Company
Free hold building at Hyderabad	12.79	TTK Pharma Limited	No	29 years	Being held in erstwhile name of the Company
Free hold building at Kolkata	5.91	TTK Pharma Limited	No	29 years	Being held in erstwhile name of the Company
Free hold building at Indore	32.71	TTK Pharma Limited	No	25 years	Being held in erstwhile name of the Company

In respect of immovable properties of land and building that have been taken on lease and disclosed as right of use assets in the financial statements, the lease agreements are in the name of the Company.

- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year and hence this clause is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The inventory, except goods in transit and stocks lying with third parties, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained for a considerable value and management is taking steps to obtain confirmation from the remaining third parties and in respect of goods-in-transit, subsequent goods receipts have been verified or confirmations have been obtained from the parties. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records are not 10% or more in the aggregate for each class of inventory.
- (b) Based on our audit procedures & according to the information and explanation given to us, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) Based on our audit procedures & according to the information and explanation given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other

Independent Auditor's Report (Contd.)

parties. Accordingly, paragraph 3(iii) (a) to (f) of the Order is not applicable to the Company.

- (iv) Based on our audit procedures & according to the information and explanation given to us, the Company has neither given any loan, guarantees and security nor made any investment during the year covered under section 185 and 186 of the Act. Therefore paragraph 3(iv) of the Order is not applicable to the Company.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under Sub-Section (1) of Section 148 of the Act in respect of some products of the Company. We have broadly reviewed the books of account maintained by the Company as specified under sub section (1) of section 148 of the Act, for maintenance of cost records in respect of the products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not, made a detailed examination of cost records with a view to determine whether they are accurate or complete.

- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues as applicable with the appropriate authorities.

According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears, as at 31st March, 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) as at 31st March, 2023, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the Statute	Nature of the Dues	Amount demanded (Rs. In lakhs)	Amount under dispute and not paid (Rs In lakhs)	Period to which amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Excise Duty with interest, penalty, as applicable	117.90	115.95	1988-1989 to 2000-2001 and 1995-1996 to 2007-2008	The Customs, Excise and Service Tax Appellate Tribunal Chennai
		0.74	0.74	1994-1995 and 1995-1996	The Deputy Commissioner of Central Excise Aurangabad
		0.42	0.42	2002-2003	The Commissioner of Central Excise (Appeals)
The Customs Tariff Act, 1975	Customs Duty with interest and penalty	20.30	20.30	1992-1993 to 2005-2006	Settlement Commission, Chennai
		336.48	329.56	2010-2011 & 2011-2012	CESTAT, Chennai
Finance Act	Service Tax	3.84	3.84	2005-2006 to 2007-2008	The Commissioner of Central Excise (Appeals), Bangalore
State VAT Acts of various states	Sales Tax	82.16	52.00	Various years between 1986-1987 to 2019-2020	In various State forums
Income Tax Act, 1961	Income Tax with interest	2,687.65	1,104.17	2012-2013 to 2017-2018	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax with interest	5.81	-	2010-2011 & 2012-2013	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax with interest	249.78	-	2001-2002 & 2003-2004	High Court of Madras

- (viii) Based on our audit procedures and as per the information and explanations given by the management, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.

- (ix) (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or other lender. Accordingly, paragraph 3(ix)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there were no term loans taken by the Company and hence the question of the amount of loan so diverted and the purpose for which it is used does not arise. Accordingly, paragraph 3(ix)(c) of the Order is not applicable to the Company.



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- (d) According to the information and explanations given to us and the records of the Company examined by us, there were no funds raised on short term basis have been utilized for long term purposes.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any subsidiary, associate or joint venture and hence the question of the Company taking loan from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies does not arise. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any subsidiary, associate or joint venture and hence the question of the Company raising any loans during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence the question of whether the requirements of section 42 and section 62 of the Act have been complied with and the funds raised have been used for the purposes for which the funds were raised does not arise. Accordingly, paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no whistle blower complaints were received during the year by the Company.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, all the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the Indian Accounting Standard on Related Party Disclosures (Ind AS 24).
- (xiv) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable to the Company.
- (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfill such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on our audit procedures and according to the information and explanations given to us, none of the group companies are Core Investment Company (CIC) and hence the question of number of CICs which are part of the Group does not arise. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) Based on our audit procedures and according to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us

Independent Auditor's Report (Contd.)

to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) Based on our audit procedures and according to the information and explanations given to us, in respect of other

than ongoing projects, there is no unspent amount under sub section (5) of section 135 of the Act. Accordingly, paragraph 3(xx)(a) of the Order is not applicable.

- (b) Based on our audit procedures and according to the information and explanations given to us, in respect of any ongoing projects, there is no unspent amount under sub section (5) of Section 135 of the Act. Accordingly, paragraph 3(xx)(b) of the Order is not applicable.

Place : Chennai
Date : May 23, 2023

For **M/s. PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Regn. No.003990S/S200018
S Rajeshwari
Partner
Membership No.024105
UDIN No.23024105BGYMGX2723

Annexure B

Referred to in paragraph 2(f) on 'Report on Other Legal and Regulatory Requirements' of our report of even date

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to financial statements of TTK Healthcare Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the "Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on

our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally



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accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion

Place : Chennai
Date : May 23, 2023

or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Regn. No.003990S/S200018

S Rajeshwari
Partner
Membership No.024105
UDIN No.23024105BGYMGX2723



Balance Sheet

as at 31st March, 2023

(Rs. in lakhs)				
	Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
A	ASSETS			
1	Non-current Assets			
	(a) Property, Plant and Equipment	3.1A	6,056.59	6,922.13
	(b) Right of Use Asset	3.1B	1,058.74	1,096.49
	(c) Capital Work-in-progress	3.1C	278.87	18.67
	(d) Other Intangible Assets	3.1D	3.66	8.63
	(e) Financial Assets			
	(i) Investments	3.2	1,284.80	1,513.47
	(ii) Other Financial Assets	3.3	387.57	231.37
	(f) Non-Current Tax Assets (Net)		282.00	438.85
	(g) Deferred Tax Asset (Net)	3.4	435.97	730.28
	(h) Other Non-current Assets	3.5	615.39	43.85
	Total Non-current Assets		<u>10,403.59</u>	<u>11,003.74</u>
2	Current Assets			
	(a) Inventories	3.6	8,451.46	7,892.44
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	3.7	9,209.91	5,358.02
	(iii) Cash and Cash Equivalents	3.8	932.03	1,486.42
	(iv) Bank balances other than (iii) above	3.9	83,783.97	25,864.34
	(v) Other Financial Assets	3.10	2,418.29	746.65
	(c) Other Current Assets	3.11	1,811.83	1,074.57
	Total Current Assets		<u>1,06,607.49</u>	<u>42,422.44</u>
	Assets of Discontinued Business		-	2,428.66
	TOTAL ASSETS		<u>1,17,011.08</u>	<u>55,854.84</u>
B	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	3.12	1,413.03	1,413.03
	(b) Other Equity	3.13	93,925.38	31,550.11
	Equity attributable to owners of the Company		<u>95,338.41</u>	<u>32,963.14</u>
	Total Equity		<u>95,338.41</u>	<u>32,963.14</u>
2	Liabilities			
	Non-current Liabilities			
	(a) Financial Liabilities			
	(i) Lease Liabilities	3.14	121.49	133.83
	(b) Provisions	3.18	302.83	515.65
	(c) Deferred Revenue Income	5.15	170.36	188.78
	Total Non-current Liabilities		<u>594.68</u>	<u>838.26</u>



Balance Sheet (Contd.)

as at 31st March, 2023

(Rs. in lakhs)				
	Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	3.15	2,552.83	2,038.44
	(ia) Lease Liabilities	3.14	58.55	48.98
	(ii) Trade Payables			
	(A) Total outstanding due to Micro Enterprises and Small Enterprises	3.16A	2,446.41	2,074.60
	(B) Total outstanding due to creditors other than Micro Enterprises and Small Enterprises	3.16B	9,999.56	8,271.12
	(iii) Other Financial Liabilities	3.17	4,926.75	6,111.40
	(b) Other Current Liabilities	3.19	364.11	618.88
	(c) Provisions	3.18	478.03	431.93
	(d) Current Tax Liabilities (Net)		251.75	309.43
	Total Current Liabilities		21,077.99	19,904.78
	Liabilities of Discontinued Business	5.13	-	2,148.66
	Total Liabilities		21,672.67	22,891.70
	TOTAL EQUITY AND LIABILITIES		1,17,011.08	55,854.84

Significant Accounting Policies and Notes forming part of Financial Statements 2 to 5.

The notes referred to above form an integral part of the Financial Statements.

As per our audit report even date attached

For M/s. PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Regn.No.003990S/S200018

S. Rajeshwari, Partner
Membership No.024105

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board

T T Raghunathan, Executive Chairman (CEO)
DIN: 00043455

Girish Rao, Director
DIN: 00073937

K Shankaran, Director
DIN: 00043205

B V K Durga Prasad,
President - Finance (CFO)
PAN: AAFFD4104K

S Kalyanaraman, Wholetime Director & Secretary
DIN: 00119541

Statement of Profit and Loss

for the year ended 31st March, 2023

		(Rs. in lakhs)		
	Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
I	Revenue from operations	4.1	72,511.03	59,923.99
II	Other income	4.2	4,833.17	1,633.06
III	Total Income (I+II)		77,344.20	61,557.05
IV	Expenses			
	(a) Cost of materials consumed	4.3	18,228.65	14,346.23
	(b) Purchases of stock-in-trade		17,020.75	15,040.39
	(c) Changes in inventories of finished goods, stock-in-trade and Work-In-Progress	4.4	(471.90)	(1,237.15)
	(d) Employee benefits expense	4.5	12,338.20	10,284.24
	(e) Finance costs	4.6	523.89	323.75
	(f) Depreciation and amortisation expense	4.7	1,280.64	1,258.36
	(g) Other expenses	4.8	22,260.41	19,306.55
	Total expenses (IV)		71,180.64	59,322.37
V	Profit before exceptional items and tax (III- IV)		6,163.56	2,234.68
VI	Exceptional Items	5.5 B	–	249.05
VII	Profit before tax (V-VI)		6,163.56	2,483.73
VIII	Tax expense			
	(1) Current tax		1,741.03	743.67
	(2) Deferred tax	5.6	(44.26)	(110.96)
			1,696.77	632.71
IX	Profit for the year from Continuing Operations (VII-VIII)		4,466.79	1,851.02
X	Profit / (Loss) from Discontinued Operations	5.13	77,643.92	3,294.14
XI	Tax Expense of Discontinued Operations	5.13	18,139.42	986.33
XII	Profit / (Loss) from Discontinued Operations (after tax) (X -XI)	5.13	59,504.50	2,307.81
XIII	Profit / (Loss) for the year (IX + XII)	5.13	63,971.29	4,158.83
XIV	Other comprehensive income			
A	(i) Items that will not be reclassified subsequently to profit or loss			
	(a) Remeasurements of the defined benefit plans		33.05	16.45
	(b) Equity instruments through other comprehensive income		(228.67)	196.86
			(195.62)	213.31
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	(a) Remeasurements of the defined benefit plans	5.6	(8.32)	(4.14)
	(b) Equity instruments through other comprehensive income	5.6	20.95	(21.68)
			12.63	(25.82)
B	(i) Items that may be reclassified subsequently to profit or loss when specific conditions are met		–	–
	(ii) Income tax relating to items that may be reclassified to profit or loss		–	–
	Other Comprehensive Income		(182.99)	187.49
XV	Total Comprehensive Income for the year (XIII + XIV) [Comprising Profit / (Loss) and Other Comprehensive Income for the year] including Discontinued Operations		63,788.30	4,346.32



Statement of Profit and Loss (Contd.)

for the year ended 31st March, 2023

(Rs. in lakhs)				
	Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
	Earnings per equity share (Continuing Operations):			
	(1) Basic (in Rs.)	5.8	31.61	13.10
	(2) Diluted (in Rs.)	5.8	31.61	13.10
	Earnings per equity share (Discontinued Operations):			
	(1) Basic (in Rs.)	5.8	421.11	16.33
	(2) Diluted (in Rs.)	5.8	421.11	16.33
	Earnings per equity share (Continuing Operations and Discontinued Operations):			
	(1) Basic (in Rs.)	5.8	452.72	29.43
	(2) Diluted (in Rs.)	5.8	452.72	29.43

Significant Accounting Policies and Notes forming part of Financial Statements 2 to 5.

The notes referred to above form an integral part of the Financial Statements.

As per our audit report even date attached

For **M/s. PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Regn.No.003990S/S200018

S. Rajeshwari, Partner
Membership No.024105

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board

T T Raghunathan, Executive Chairman (CEO)
DIN: 00043455

Girish Rao, Director
DIN: 00073937

K Shankaran, Director
DIN: 00043205

B V K Durga Prasad,
President - Finance (CFO)
PAN: AAFPD4104K

S Kalyanaraman, Wholetime Director & Secretary
DIN: 00119541



Statement of Cash Flows
for the year ended 31st March, 2023

Particulars	(Rs. in lakhs)	
	For the year ended 31.03.2023	For the year ended 31.03.2022
Cash Flow from Operating activities		
Profit before tax for Continuing Operations	6,163.56	2,483.73
Profit before tax for Discontinued Operations	77,643.92	3,294.14
Profit before tax for Continuing operations and Discontinued Operations	83,807.48	5,777.87
Adjustments for:		
Remeasurements of defined benefit plans	33.05	16.45
Depreciation and amortisation expenses	1,291.79	1,318.98
Provision for Doubtful Debts	(1.54)	32.02
Bad debts written off	40.99	18.39
Creditors written back	(8.60)	(25.35)
Interest Expense	531.56	396.24
Interest Income	(4,631.56)	(1,472.07)
(Profit) / Loss on Sale / Impairment of Assets (Net)	3.38	(249.10)
Dividend Income	(6.39)	(9.80)
Unrealised Forex (Gain) / Loss	0.17	(1.83)
Reversal of Refund Liability provision	(1,132.29)	-
Gain from Sale of Human Pharma Division (Net of expenses)	(76,429.45)	-
Operating Profit before Working Capital Changes	<u>3,498.59</u>	<u>5,801.80</u>
Adjustments for working capital changes		
Inventories	191.00	(1,612.07)
Trade Receivables	(2,230.32)	(958.53)
Other Receivables	(701.75)	(160.33)
Trade Payables	192.92	1,292.90
Other Liabilities	(1,949.52)	1,046.08
Deferred Revenue Income	(18.42)	8.07
Cash generated from Operations	<u>(1,017.50)</u>	<u>5,417.92</u>
Less: Direct Taxes Paid	2,037.64	1,622.61
Add : Direct Taxes Received	447.52	704.32
Net Cash generated from (used in) Operating Activities	<u>(2,607.62)</u>	<u>4,499.63</u>
Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment, Other Intangible Assets and Capital advances	(1,169.91)	(550.58)
Proceeds from the sale of Property, Plant and Equipment and Other Intangible Assets (other than Right of Use Asset)	10.17	257.33
Proceeds from sale of Right of Use Asset	15.86	0.83
Sale proceeds of Human Pharma Division (Net of expenses)	77,531.33	-
Direct Tax on Sale of Human Pharma Undertaking	(17,769.26)	-
Investments in Bank deposits (net)	(57,919.63)	(4,050.69)
Interest Received	2,590.91	1,377.47
Dividend Received	6.39	9.80
Net Cash generated from (used in) Investing Activities	<u>3,295.86</u>	<u>(2,955.84)</u>
Cash Flow from Financing Activities		
Borrowings (net of repayment)	514.39	278.62
Principal repayment of Lease Liabilities	(54.77)	(46.02)
Interest Paid on other than Lease Activity	(260.40)	(369.16)



Statement of Cash Flows (Contd.)

for the year ended 31st March, 2023

Particulars	(Rs. in lakhs)	
	For the year ended 31.03.2023	For the year ended 31.03.2022
Interest Paid on Lease Activity	(28.82)	(28.47)
Dividend Paid	(1,413.03)	(847.82)
Net Cash generated from (used in) Financing Activities	(1,242.63)	(1,012.85)
Net Increase (Decrease) in Cash and Cash Equivalents	(554.39)	530.94
Cash and Cash Equivalents as at the beginning of the year (Note No.3.8)	1,486.42	955.48
Total	932.03	1,486.42
Cash and Cash Equivalents as at the end of the year (as per Balance Sheet)(Note No.3.8)	932.03	1,486.42

Notes:

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' set out in Indian Accounting Standard 7 notified under the Companies (Accounting Standards) Rules, 2014.
- Refer Note No. 3.15 - Changes in liabilities arising from financing activities.

As per our audit report even date attached

For M/s. **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Regn.No.003990S/S200018

S. Rajeshwari, Partner
Membership No.024105

For and on behalf of the Board

T T Raghunathan, Executive Chairman (CEO)
DIN: 00043455

Girish Rao, Director
DIN: 00073937

K Shankaran, Director
DIN: 00043205

B V K Durga Prasad,
President - Finance (CFO)
PAN: AAFPD4104K

S Kalyanaraman, Wholetime Director & Secretary
DIN: 00119541

Place : Chennai

Date : May 23, 2023

Statement of Changes in Equity

for the year ended 31st March, 2023

A. Equity Share Capital					(Rs. in lakhs)
(1) Current reporting period					
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	
1,413.03	–	–	–	1,413.03	
(2) Previous reporting period					
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period	
1,413.03	–	–	–	1,413.03	

Shares held by the Promoters / Promoter Group at the end of the year

EQUITY SHARE:				
S.No.	Name	No.of Shares	% of total shares	% Change during the year
1	Mr T T Jagannathan	7,59,298	5.37	–
2	Mr T T Raghunathan	38,797	0.28	–
3	Mrs Shanthi Ranganathan	58,360	0.41	–
4	Dr Latha Jagannathan	29,728	0.21	–
5	Mrs Bhanu Raghunathan	56,000	0.40	–
6	Dr T T Mukund	14,096	0.10	–
7	Mr T T Lakshman	14,096	0.10	–
8	Mr T T Venkatesh	14,000	0.10	–
9	M/s T T Krishnamachari & Co. represented by its Partners - Mr T T Jagannathan & Mr T T Raghunathan	95,32,610	67.46	–
10	TTK Tantex Limited	8,640	0.06	–
11	TTK Prestige Limited	1,440	0.01	–
12	Packwell Packaging Products Limited	8,775	0.06	–
Total		1,05,35,840	74.56	–

B. Other Equity

Particulars	Reserves					Equity Instruments through OCI	Revaluation Reserve	TOTAL
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings			
Balance as at March 31, 2021	681.33	50.57	982.49	7,848.00	16,771.09	1,276.70	441.43	28,051.61
Profit for the year from Continuing operations	–	–	–	–	1,851.02	–	–	1,851.02
Profit from Discontinued Operations	–	–	–	–	2,307.81	–	–	2,307.81
Changes in accounting policy or prior period errors	–	–	–	–	–	–	–	–
Restated balance at the beginning of the current reporting period	–	–	–	–	–	–	–	–
Payment of dividend	–	–	–	–	(847.82)	–	–	(847.82)
Other comprehensive income for the year	–	–	–	–	16.45	196.86	–	213.31
Deferred Tax Liability	–	–	–	–	–	(21.68)	–	(21.68)
Deferred Tax Asset	–	–	–	–	(4.14)	–	–	(4.14)
Total comprehensive income for the year	–	–	–	–	3,323.32	175.18	–	3,498.50



Statement of Changes in Equity (Contd.)

for the year ended 31st March, 2023

Balance as at March 31, 2022	681.33	50.57	982.49	7,848.00	20,094.41	1,451.88	441.43	31,550.11
Profit for the year from Continuing operations	-	-	-	-	4,466.79	-	-	4,466.79
Profit from Discontinued Operations	-	-	-	-	59,504.50	-	-	59,504.50
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-
Payment of dividend	-	-	-	-	(1,413.03)	-	-	(1,413.03)
Other comprehensive income for the year	-	-	-	-	33.05	(228.67)	-	(195.62)
Deferred Tax Liability	-	-	-	-	-	20.95	-	20.95
Deferred Tax Asset	-	-	-	-	(8.32)	-	-	(8.32)
Total comprehensive income for the year	-	-	-	-	62,582.99	(207.72)	-	62,375.27
Balance as at March 31, 2023	681.33	50.57	982.49	7,848.00	82,677.40	1,244.16	441.43	93,925.38

Description of nature and purpose of each reserve:

- a. Capital Reserve:** Represents the amounts accrued pursuant to the merger of TT Maps & Publications Limited, TTK Biomed Limited & TTK Medical Devices Limited and also the subsidies received from Central / State Governments.
- b. Capital Redemption Reserve:** The Company has recognised Capital Redemption Reserve on buyback of Equity Shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the Equity Shares bought back.
- c. Securities Premium:** The amount received in excess of face value of the Equity Shares is recognised in Securities Premium.
- d. General Reserve:** The Company had transferred a portion of the net profit of the Company before declaring dividend to General Reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to General Reserve is not required under the Companies Act, 2013.
- e. Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to General Reserve, Dividends or other distributions to Shareholders.
- f. Equity instruments through Other Comprehensive Income:** This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income that have been recognized in other comprehensive income, net of amounts reclassified to profit or loss when such assets are disposed off and impairment losses on such instruments, if any.
- g. Revaluation Reserve:** The Company has transferred revaluation surplus on revaluation of its immovable properties and this is not available for distribution to Shareholders.

As per our audit report even date attached

For M/s. PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Regn.No.003990S/S200018

S. Rajeshwari, Partner
Membership No.024105

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board

T T Raghunathan, Executive Chairman (CEO)
DIN: 00043455

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DIN: 00043205

B V K Durga Prasad,
President - Finance (CFO)
PAN: AAFFPD4104K

S Kalyanaraman, Wholetime Director & Secretary
DIN: 00119541

Notes forming part of Financial Statements

for the year ended 31st March, 2023

TTK Healthcare Limited

Notes forming part of financial statements

1. Corporate Information

TTK Healthcare Ltd., (The Company), a part of the TTK Group is a public limited company domiciled in India and incorporated under the provisions of Companies Act, 1956 having its registered office at No 6, Cathedral Road, Chennai - 600 086, Tamil Nadu, India. The Company's shares are listed and traded in the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India. TTK Healthcare had five main Strategic Business Units namely, Pharmaceuticals (Human and Animal), Consumer Products, Medical Devices, Foods and Protective Devices divisions. During the year, the human pharmaceuticals division has been sold by the Company.

2.A Significant Accounting Policies

A.1. Statement of Compliance

The financial statements of the Company comply in all material aspects with the Indian Accounting Standards ("Ind AS") issued under Section 133 of the Companies Act 2013 notified under the Companies (Indian Accounting Standards) Rules 2015 (as amended) with and other relevant provision of the Act. The accounting policies as set out below have been applied consistently to all years presented in these financial statements.

Recent Accounting and Other Pronouncements:

A.1.1. New Accounting Standards/Amendments notified and adopted by the Company:

The following Accounting Standards have been modified on miscellaneous issues with effect from 1st April 2022. Such changes include clarification/guidance on:

- (i) Ind AS 103 Business Combination – Identified assets acquired and liabilities assumed (including contingent assets and contingent liabilities) must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework) issued by the Institute of Chartered Accountants of India (ICAI).
- (ii) Ind AS 109 Financial Instruments – Guidance provided on identifying substantial modification of the terms of an existing financial liability basis difference in discounted present value of the cash flows between old and new terms (the '10 percent' test).
- (iii) Ind AS 116 Leases - The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration.

(iv) Ind AS 16 Property, Plant and Equipment (PPE)– Clarification provided on accounting for excess of net sale proceeds of items produced over the cost of testing as deduction from the directly attributable costs considered as part of cost of an item of PPE.

(v) Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets – Illustrative guidance provided on the cost of fulfilling a contract - incremental costs of fulfilling the contract and allocation of other costs that relate directly to fulfilling contracts, and clarification provided on recognizing impairment loss that has occurred on assets used in fulfilling the contract before a separate provision for onerous contract established.

None of these amendments had any material effect on the Company's financial statements.

A.1.2. New Standards/Amendments notified but not yet effective:

The following Accounting Standards have been modified on miscellaneous issues with effect from 1st April 2023. Such changes include clarification/guidance on:

- (i) Ind AS 101 – First time adoption of Ind AS – Deferred tax assets and deferred tax liabilities to be recognized for all temporary differences associated with ROU assets, lease liabilities, decommissioning / restoration / similar liabilities.
- (ii) Ind AS 107 – Financial Instruments: Disclosures– Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.
- (iii) Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.
- (iv) Ind AS 8 – Accounting policies, changes in accounting estimate and errors – Clarification on what constitutes an accounting estimate provided.
- (v) Ind AS 12 – Income Taxes – In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exemption from deferred tax is no longer applicable and deferred tax liability & deferred tax asset shall be recognized on gross basis for such cases effective 1st April 2022.

The Company is in the process of evaluating the impact of the above amendments and they are not expected to have any material impact on the financial statements of the Company. It may be noted that we expect there would be a change in Accounting policies section of



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

the financial statements as the Standard would require presentation of 'material accounting policies' as against 'significant accounting policies' disclosed so far.

A.2. Basis of Preparation and presentation

The Financial statements have been prepared on historical cost convention on accrual basis of accounting except for certain financial instruments and deferred benefit plans that are measured at fair value. GAAP comprises of Indian Accounting Standards as specified in section 133 of the Act read together with Rule 3 of Companies (Indian Accounting Standard) Rules 2015 as amended from time to time, to the extent applicable, pronouncements of regulatory bodies applicable to the Company and other provisions of the Act. Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or revision to existing accounting standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an on-going basis.

A.3. Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

A.3.1. Current and non-current classification:

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or Cash Equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.

A.4. Functional and Presentation Currency

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

The Financial Statements are presented in Indian Rupees Lakhs, and all values are rounded off to the nearest two decimals except when otherwise stated.

A.5. Summary of Significant Accounting policies

(a) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- (i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- (ii) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed in line with the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(b) Foreign Currency Transactions:

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.

(c) Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. Amounts disclosed as revenue are inclusive of Excise Duty and net of returns, trade allowances, rebates, volume discounts, Value Added Tax and Goods and Service Tax (GST). Accumulated experience is used to estimate and provide for the sales returns.

• Sale of Goods

Revenue is recognized upon transfer of control of promised goods to customers in an amount that reflects the consideration expected to be received in exchange for those goods. The arrangements with the customers generally creates a single performance obligation which is satisfied at a point of time when the obligation is discharged i.e. on sale of goods.

Expected defective stock returns, volume based discounts, turnover based discounts and other pricing incentives are accounted as reduction of revenue basis the estimate of customers' future purchases / customers' future sales to downstream customers in the value-chain. Any changes in the estimated amount of obligations for discounts / incentives are recognized prospectively in the period in which the change occurs.

"Refund Liabilities" in the case of expected defective stock returns are recognized under other financial liabilities in Balance Sheet at sale value.

• Dividend Income

Dividend income from investments is recognized when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

• Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash

receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(d) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Borrowing costs that are not directly attributable to a qualifying asset are recognised in the Statement of Profit or Loss using the effective interest method. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(e) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in Statement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

• Current tax

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

• Deferred tax

Deferred Tax is recognized on temporary differences between the carrying amounts of assets and a liability in the financial statements and the corresponding tax base used in the computation of taxable profit and is accounted for using the balance sheet method. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

reduced to the extent that is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(f) Property plant and equipment

Property Plant and Equipment is stated at cost net of accumulated depreciation and accumulated impairment loss if any.

Freehold land is measured at cost and is not depreciated.

Cost comprises the purchase price and any attributable cost of bringing the asset for its intended use. It includes expenditure that is directly attributable to the acquisition of the items. Borrowing costs for acquisition of fixed assets are capitalized till such assets are ready to be put to use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The Company capitalizes the import duty waived in respect of capital equipment imported under the Export Promotion Capital Goods Scheme (EPCG).

The import duty waived on capital assets which are purchased under the EPCG schemes and which are capitalized are recorded as deferred revenue and recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

Improvements to Leasehold premises are amortized over the remaining primary lease period.

For transition to Ind AS, the Company had elected to continue with carrying value of all of its tangible assets recognized as of 1st April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

PPE which are not ready for intended use as on the

date of Balance Sheet are disclosed as "Capital Work in Progress".

The Company follows the useful lives set out under Schedule II of the Companies Act, 2013 for the purpose of determining the useful lives of respective blocks of property plant and equipment.

Depreciation is calculated on pro rata basis on straight-line method based on estimated useful life prescribed under Schedule II of the Companies Act, 2013. Freehold land is not depreciated.

The useful life of major components of Property, Plant and Equipment is as follows:

Class of Asset	Estimated Useful Life
Buildings	30 years
Plant & Equipment	15 years
Air Conditioners, Furniture & Fixtures & Lab Equipment	10 years
Dyes	8.84 years
Vehicles	8 years
Computer	3 years
Office Equipment	5 years
Right to Use Assets	Based on Lease period

De-recognition of assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continuous use of the asset. Any gain or loss arising from such disposal, retirement or de-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item. Such gain or loss is recognized in the statement of profit and loss.

In case of de-recognition of a revalued asset, the corresponding portion of the revaluation surplus as is attributable to that asset is transferred to retained earnings on such de-recognition. Such transfers to retained earnings are made through Other Comprehensive Income and not routed through profit or loss.

(g) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Class of Asset	Estimated Useful Life
Software and Licences	6 years

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss when the asset is derecognized.

For transition to Ind AS, the Company had elected to continue with carrying value of all of its intangible assets recognized as of 1st April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(h) Impairment of Property plant and equipment and intangible assets

The carrying values of assets/cash generating units are assessed for impairment when events occur or changes in circumstances indicate that the recoverable amount of the assets/cash generating unit is less than its carrying value. If the carrying amount of an asset exceeds the estimated recoverable amount, an impairment is recognized as expense in the statement of profit and loss. The recoverable amount is the higher of the fair value less costs of disposal and its value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate present value factor.

An impairment loss recognized in prior periods for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. In that case, the carrying amount of the asset is increased to its recoverable amount. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

(i) Inventories

Inventories are valued at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average cost basis.

Cost of raw materials and traded goods comprises cost of purchase.

Cost of finished goods and WIP includes all costs of purchases, conversion costs and other costs incurred in bringing the inventories to the present location and condition including an appropriate proportion of variable and fixed overhead expenditures.

Net Realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated costs necessary to make the sale.

(j) Employee benefits

Employee benefits include salaries, wages, provident fund, Employee state insurance, Superannuation gratuity, leave encashment towards un-availed leave, compensated absences, sick leave and other terminal benefits.

(i) Defined contribution plan

The Company's contribution to provident fund, Superannuation fund and employee state insurance are considered as defined contribution plan and are recognized as and when the employees have rendered services entitling them to contributions under relevant statute / scheme and charged to Statement of Profit and Loss during the period of incurrence.

(ii) Defined benefit plan

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Company accounts for the liability for the gratuity benefits payable in future based on an actuarial valuation carried out by an independent Actuary using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Re-measurement comprising actuarial gains and losses are reflected immediately in the balance sheet with a charge or credit recognized in the Other Comprehensive Income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

(iii) Long term employee benefits

Provision for Compensated Absences and its classification between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

(iv) Short term employee benefits

A liability is recognized for benefits accruing to employees in respect of salaries, wages, performance incentives, medical benefits and other short term benefits in the period the related services are rendered, at the undiscounted amount of benefits expected to be paid in exchange for that service.

(k) Financial instruments

Financial assets

• Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

contractual cash flow characteristics of the financial asset.

- **Initial Recognition and measurement**

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

- **De-recognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.

- **Investments in equity instruments at FVTOCI**

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

- **Investments in Debt Instruments at FVTPL**

On initial recognition, Company classifies its investments in debt instruments as measured subsequently at fair value through Profit and Loss, based on its business model for managing the financial assets and the contractual item of the cash flows.

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristic of the asset.

- **Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

For trade receivables or any contractual right to receive cash or another financial asset that results from transactions that are within the scope of Ind AS 115, the Company follows 'simplified approach' and measures the loss allowance at an amount equal to lifetime expected credit losses. This impairment allowance is computed based on historical credit loss experience and management assessment.

Financial liabilities and equity instruments

- **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

- **Financial Liabilities**

All financial liabilities are recognized initially at fair value. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

(l) Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, and it is probable that the Company will be required to settle the obligation, in respect of which, a reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(m) Assets taken on lease

Company as lessee

On inception of a contract, the Company assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease

liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option and any lease modification.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments are presented as follows in the Company's statement of cash flows:

- short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

- payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from financing activities; and
- payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(n) Earnings per Share

Basic earnings per share are computed by dividing the net profit after tax attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(o) Segment Reporting

Segments have been identified in line with the Indian Accounting Standard on Segment Reporting (Ind AS 108) considering the organization structure and the differential risks and returns of these segments.

Details of products included in each of the segments are as below:

- Animal Welfare (earlier included in Pharmaceuticals Segment) include 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. (Own Brands).
- Medical Devices include Artificial Heart Valves, Orthopaedic Implants, etc.
- Foods comprise manufacturing and marketing of Food Products.
- Protective Devices – Manufacturing and Marketing of Condoms.
- Others" include Printing and Publishing of Maps and Atlases.
- Human Pharma (earlier included in Pharmaceutical Segment) include products for Human use.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. The segment-wise revenue, results and capital employed 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.

(p) Cash and Cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

(q) Bank Balances

Bank balances comprises of demand deposits with banks (with an original maturity of more than three months but less than twelve months) which are highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(r) Share Capital

Ordinary shares are classified as equity. Incremental Costs directly attributable to the issue of share options are recognized as deduction from equity, net of any tax effects. Such issue expenses are set off against reserves.

(s) Government grants

Government grants are recognised in the period to which they relate when there is reasonable assurance that the grant will be received and that the Company will comply with the attached conditions. Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants in the form of import duty waivers for capital assets purchased under Export Promotion Capital Goods (EPCG) schemes are recorded as deferred revenue and recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

(t) Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

(u) Exceptional items

The Company discloses financial information both including and excluding exceptional items. The presentation of information excluding exceptional items allows a better understanding of the underlying operating performance of the Company and provides consistency with the Company's internal management reporting. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company. Exceptional items can include, but are not restricted to, gains and losses on the disposal of assets/investments, gains and losses arising out of business mergers, impairment charges, and exchange gain/(loss) on long term borrowings/ assets .

(v) Ind AS 105 - Non Current Assets (or Disposal Group) Classified as Held For Sale

Non-current assets or Disposal Group are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset or Disposal Group is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset or Disposal Group and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. As at each balance sheet date, the management reviews the appropriateness of such classification.

Non-current assets or Disposal Group classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are not depreciated or amortised.

A Disposal Group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations

Discontinued Operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated Ind AS statement of profit and loss.

2.B Significant accounting judgements, estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying

amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur

a. Defined benefit obligations (gratuity and long term compensated absences)

The cost of the defined benefit gratuity plan/Long term Compensated absences and the present value of the gratuity obligation/Long term compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in Note No- 5.4

b. **Income Taxes** – The calculations of income taxes required judgement in interpreting tax rules and regulations. Management judgement is used to determine the amounts of deferred tax assets and liabilities and future tax liabilities to be recognized.

c. **Recognition of deferred tax** – The Company estimates the possible utilization of unabsorbed losses while recognizing deferred tax asset considering the future business plan and economic environment.

d. **Useful lives of property, plant and equipment and intangible assets** – The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the carrying amount of property, plant and equipment and Intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

e. **Impairment testing** - Property, plant and equipment and Intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of fair value less costs of disposal and its value-in-use. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

f. **Litigation** - From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

payment will be made, and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

g. Promotional Expenditure (including revenue reductions)-

The Company conducts promotional activities which include discounts and other pricing allowances, visibility schemes, performance linked incentives and promotional gifts. Discounts and other pricing allowances given by the Company to consumers include turnover based discounts, volume-based discounts and pricing incentives. These discounts are given to dealers on achievement of sales targets in consideration of the redistribution sale made by them.

Based on the Company's promotional strategies, the estimate applied to derive the incentives on volume purchase is determined by factoring in the total purchases made by the customers, their downline, and the existing information system catering to this requirement.

The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes their actual discharge. The recognition of these costs therefore requires management judgement regarding the volume of promotional offers that will be redeemed by

the customer. These estimates are made using various techniques including historical data on performance of similar promotional programs. Differences between estimated expense and actual redemptions are normally immaterial and recognized as a change in management estimate in a subsequent period.

- h. Leases** - Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Notes forming part of Financial Statements (Contd.)for the year ended 31st March, 2023**Note No. 3.1A: Property, Plant and Equipment****(Rs. in lakhs)**

Summary		
Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount of		
Freehold Assets:		
Land	898.77	898.77
Buildings	2,175.27	2,309.33
Plant & Equipment	2,806.58	3,504.29
Furniture & Fixtures	46.03	58.60
Vehicles	38.59	54.69
Office Equipment	22.36	27.17
Computers	68.99	69.28
Total - Freehold Assets	6,056.59	6,922.13
Capital Work-in-progress	278.87	18.67
Total Tangible assets	6,335.46	6,940.80

(Rs. in lakhs)

Description	Freehold Assets							
	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total
Carrying amount of								
Cost or deemed cost								
Balance at March 31, 2021	902.44	3,111.11	9,717.55	216.41	153.90	174.73	226.40	14,502.54
Additions	–	28.43	254.07	3.76	15.55	2.98	44.13	348.92
Deletions	3.67	–	95.68	3.43	5.80	10.44	9.38	128.40
Transfer from Capital Work-in-progress	–	–	368.34	0.40	–	3.58	0.45	372.77
Balance at March 31, 2022	898.77	3,139.54	10,244.28	217.14	163.65	170.85	261.60	15,095.83
Additions	–	7.68	95.39	0.01	1.65	4.26	22.14	131.13
Deletions	–	–	382.80	1.78	11.13	8.25	25.60	429.56
Transfer from Capital Work-in-progress	–	–	198.96	1.05	–	3.50	21.81	225.32
Balance at March 31, 2023	898.77	3,147.22	10,155.83	216.42	154.17	170.36	279.95	15,022.72
Accumulated depreciation and impairment								
Balance at March 31, 2021	–	687.82	5,814.60	147.04	94.80	139.23	161.97	7,045.46
Depreciation for the year	–	142.39	1,018.28	14.92	19.17	14.56	39.09	1,248.41
Deletions	–	–	92.89	3.42	5.01	10.11	8.74	120.17
Impairment	–	–	–	–	–	–	–	–
Balance at March 31, 2022	–	830.21	6,739.99	158.54	108.96	143.68	192.32	8,173.70
Depreciation for the year	–	141.74	988.09	13.61	17.48	12.30	42.99	1,216.21
Deletions	–	–	378.83	1.76	10.86	7.98	24.35	423.78
Impairment	–	–	–	–	–	–	–	–
Balance at March 31, 2023	–	971.95	7,349.25	170.39	115.58	148.00	210.96	8,966.13
Net book value								
Balance at March 31, 2021	902.44	2,423.29	3,902.95	69.37	59.10	35.50	64.43	7,457.08
Balance at March 31, 2022	898.77	2,309.33	3,504.29	58.60	54.69	27.17	69.28	6,922.13
Balance at March 31, 2023	898.77	2,175.27	2,806.58	46.03	38.59	22.36	68.99	6,056.59

Refer Note 5.3.B for disclosure of Contractual Commitments for the acquisition of property, plant and equipment.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note No. 3.1 B - Right of Use Assets

(Rs. in lakhs)

Net carrying amount	Land	Buildings	Plant and Equipment	Vehicles	Total
Gross Block at Cost					
At March 31, 2021	884.69	110.46	3.72	292.75	1,291.62
Additions	–	–	–	98.89	98.89
Reversals (less)	–	–	3.72	70.12	73.84
At March 31, 2022	884.69	110.46	–	321.52	1,316.67
Additions	–	–	–	56.48	56.48
Reversals (less)	–	–	–	57.71	57.71
At March 31, 2023	884.69	110.46	–	320.29	1,315.44
Amortizations					
At March 31, 2021	49.90	22.58	3.72	153.13	229.33
Charge for the year	9.98	1.61	–	52.26	63.85
Deductions for the year	–	–	3.72	69.28	73.00
At March 31, 2022	59.88	24.19	–	136.11	220.18
Charge for the year	9.98	1.63	–	59.00	70.61
Deductions for the year	–	–	–	34.09	34.09
At March 31, 2023	69.86	25.82	–	161.02	256.70
Balance as at March 31, 2021	834.79	87.88	–	139.62	1,062.29
Balance as at March 31, 2022	824.81	86.27	–	185.41	1,096.49
Balance as at March 31, 2023	814.83	84.64	–	159.27	1,058.74

Note No.3.1C: Capital Work-in-progress

(Rs. in lakhs)

Carrying amount of	Property, Plant & Equipment
Cost or deemed cost	
Balance at March 31, 2021	44.50
Additions	346.94
Transfer to Property, Plant & Equipment	372.77
Balance at March 31, 2022	18.67
Additions	485.52
Transfer to Property, Plant & Equipment	225.32
Balance at March 31, 2023	278.87
Accumulated impairment	
Balance at March 31, 2021	–
Additions	–
Deletions	–
Balance at March 31, 2022	–
Additions	–
Deletions	–
Balance at March 31, 2023	–
Net book value	
Balance at March 31, 2021	44.50
Balance at March 31, 2022	18.67
Balance at March 31, 2023	278.87



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

As on 31 st March, 2023					(Rs. in lakhs)
Capital Work-in-progress (CWIP)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	278.87	–	–	–	278.87
Projects temporarily suspended	–	–	–	–	–

As on 31 st March, 2022					(Rs. in lakhs)
Capital Work-in-progress (CWIP)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	18.67	–	–	–	18.67
Projects temporarily suspended	–	–	–	–	–

Note No.3.1D: Other Intangible Assets		(Rs. in lakhs)
Carrying amount of	Computer Software	Total
Cost or deemed cost		
Balance at March 31, 2021	84.02	84.02
Additions	–	–
Transfer from Capital Work-in-progress	–	–
Balance at March 31, 2022	84.02	84.02
Additions	–	–
Transfer from Capital Work-in-progress	–	–
Balance at March 31, 2023	84.02	84.02
Accumulated amortization and impairment		
Balance at March 31, 2021	68.67	68.67
Amortization for the year	6.72	6.72
Deletions	–	–
Balance at March 31, 2022	75.39	75.39
Amortization for the year	4.97	4.97
Deletions	–	–
Balance at March 31, 2023	80.36	80.36
Net book value		
Balance at March 31, 2021	15.35	15.35
Balance at March 31, 2022	8.63	8.63
Balance at March 31, 2023	3.66	3.66

(Rs. in lakhs)		
Particulars	Computer Software	Total
Carrying amount of as at March 31, 2023	3.66	3.66
Carrying amount of as at April 01, 2022	8.63	8.63
Estimated useful life (in years)	6	–
Estimated remaining useful life (in years)	1	–



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note on title deeds status as on 31st March, 2023

Description of the item of Property	Gross Carrying value (Rs. in lakhs)	Title deeds held in the name of	Whether the title deed holder is a promoter, director or relative / employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company
Freehold land at Pallavaram	366.71	Orient Pharma Private Limited	No	04-03-1959	Being held in erstwhile name of the Company
Freehold land at Pallavaram	1.48	London Rubber Company (India) Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold land at Puducherry	22.00	TTK-LIG Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold land at Virudhunagar	62.85	London Rubber Company (India) Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold land at Virudhunagar	265.03	TTK LIG Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold building at Ahmedabad	11.90	TTK Pharma Limited	No	10-03-1995	Being held in erstwhile name of the Company
Freehold building at Hyderabad	12.79	TTK Pharma Limited	No	18-04-1994	Being held in erstwhile name of the Company
Freehold building at Kolkata	5.91	TTK Pharma Limited	No	17-01-1994	Being held in erstwhile name of the Company
Freehold building at Indore	32.71	TTK Pharma Limited	No	17-02-1998	Being held in erstwhile name of the Company

Note on title deeds status as on 31st March, 2022

Description of the item of Property	Gross Carrying value (Rs. in lakhs)	Title deeds held in the name of	Whether the title deed holder is a promoter, director or relative / employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company
Freehold land at Pallavaram	366.71	Orient Pharma Private Limited	No	04-03-1959	Being held in erstwhile name of the Company
Freehold land at Pallavaram	1.48	London Rubber Company (India) Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold land at Puducherry	22.00	TTK-LIG Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold land at Virudhunagar	62.85	London Rubber Company (India) Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold land at Virudhunagar	265.03	TTK-LIG Limited	No	01-04-2012	Being held in the name of the Company which got merged with the Company
Freehold building at Ahmedabad	11.90	TTK Pharma Limited	No	10-03-1995	Being held in erstwhile name of the Company
Freehold building at Hyderabad	12.79	TTK Pharma Limited	No	18-04-1994	Being held in erstwhile name of the Company
Freehold building at Kolkata	5.91	TTK Pharma Limited	No	17-01-1994	Being held in erstwhile name of the Company
Freehold building at Indore	32.71	TTK Pharma Limited	No	17-02-1998	Being held in erstwhile name of the Company

Note No.3.2 Investments

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Non-Current:		
Quoted Investments:		
Investment in Equity Instruments - Carried at Fair Value Through OCI		
1,77,600 Equity Shares of Re.1/- each of TTK Prestige Limited (As at 31 st March, 2022 1,77,600 Equity Shares of Re.1/- each)	1,241.69	1,468.31
1,000 Equity Shares of Rs.5/- each of Apollo Hospitals Enterprise Limited (As at 31 st March, 2022 1,000 Equity Shares of Rs.5/- each)	43.11	45.16
Total	1,284.80	1,513.47

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Aggregate cost of quoted instruments	13.37	13.37
Aggregate market value of quoted instruments	1,284.80	1,513.47

Note No.3.3 Other Financial Assets - Non-Current

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Security Deposits	261.07	231.37
Bank Deposits with more than 12 months maturity	126.50	–
Total	387.57	231.37

Note No.3.4 Deferred Tax Assets (Net)

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets:		
(Also Ref Note 5.6)		
Provision for post retirement benefits and other employee benefits - Compensated Absence	84.12	193.03
Provision for post retirement benefits and other employee benefits - Gratuity	190.96	199.28
Water Charges Provision	31.64	31.64
Property, Plant and Equipment and Intangible assets	9.51	–
Stock Returns and Expected Credit Loss	147.02	441.63
Less: Deferred Tax Liabilities:		
Property, Plant and Equipment and Intangible assets	–	87.08
Revaluation of Equity Instrument	27.28	48.22
Total	435.97	730.28

Note No.3.5 Other Non-Current Assets

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Capital Advances	582.72	11.18
Deposits with Government Departments	32.67	32.67
Total	615.39	43.85

Note No.3.6 Inventories

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Raw Materials and Packing Materials	1,735.83	1,617.87
(b) Work-in-progress	1,582.41	799.26
(c) Finished goods*	4,812.86	5,185.44
(d) Stock-in-trade (in respect of goods acquired for trading)	212.14	150.80
(e) Stores and Spares	108.22	139.07
Total	8,451.46	7,892.44

* include Goods-in-transit in Current Year Rs.84.46 lakhs (Previous Year Rs.68.08 lakhs)

The above assets are subject to charge with the banks as security for the loan facilities availed by the Company Refer Note.3.15

Mode of Valuation: Inventories are valued at lower of cost (computed on a weighted average basis) and estimated Net Realisable Value after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished Goods and Work-in-Progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note No.3.7 Trade Receivables

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Considered good - Secured	-	-
Considered good - Unsecured		
Due from Related Parties (Refer Note No.5.7)	-	-
Others	9,249.06	5,382.33
Less: Allowance for expected credit loss	(39.15)	(24.31)
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	46.16	137.45
Less: Allowance for Credit Impairment	(46.16)	(137.45)
Total	9,209.91	5,358.02

The above assets are subject to charge with the banks as security for the loan facilities availed by the Company. Refer Note. 3.15

Note No.3.7A Age of Receivables

As at 31st March, 2023

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payments						Total
	Within Credit period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	3,845.70	5,094.51	267.98	52.58	4.45	(16.16)	9,249.06
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	26.15	6.38	13.63	46.16
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables credit impaired	-	-	-	-	-	-	-
(vi) Disputed trade receivables credit unimpaired	-	-	-	-	-	-	-
Total (A)	3,845.70	5,094.51	267.98	78.73	10.83	(2.53)	9,295.22
Allowance for expected credit loss							39.15
Allowance for credit impairment							46.16
Total (B)							85.31
Total [(A)-(B)]							9,209.91

As at 31st March, 2022

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payments						Total
	Within Credit period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	2,552.95	2,703.31	107.61	26.85	9.74	(18.13)	5,382.33
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	20.82	18.35	98.28	137.45
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables credit impaired	-	-	-	-	-	-	-
(vi) Disputed trade receivables credit unimpaired	-	-	-	-	-	-	-
Total (A)	2,552.95	2,703.31	107.61	47.67	28.09	80.15	5,519.78
Allowance for expected credit loss							24.31
Allowance for credit impairment							137.45
Total (B)							161.76
Total [(A) - (B)]							5,358.02



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note No. 3.7B Reconciliation of Allowances for Expected Credit loss and Credit Impaired Trade Receivables			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Balance at the beginning of the year	161.76	157.38	
Less: Balance in above pertaining to Discontinued Operations	-	(30.14)	
	161.76	127.24	
Less: Reversal of Allowance for bad and doubtful debts during the year	104.53	-	
Add: Allowance for bad and doubtful debts during the year	28.08	34.52	
Balance at the end of the year	85.31	161.76	

Note No.3.8 Cash and Cash Equivalents			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
(a) Balance with banks:			
Balance in Current Account	925.58	1,477.03	
Bank Deposit with original maturity of 3 months or less than 3 months	-	-	
(b) Cash on hand	6.45	9.39	
Total	932.03	1,486.42	

Note No.3.9 Bank balance other than Cash and Cash Equivalents			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Earmarked Balances			
In Dividend Warrant Account*	49.13	49.44	
Other Bank Balances			
In Deposit Account held as margin money	-	2.26	
In Deposit Account with more than 3 months maturity and not more than 12 months maturity	83,734.84	25,812.64	
Total	83,783.97	25,864.34	

* These balances are not available for use by the Company. The corresponding balance is disclosed as unclaimed dividend in Note No.3.17

Note No.3.10 Other Financial Assets - Current			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Unsecured, considered good			
Lease Deposit			
With Related Parties (Refer Note No.5.7)	68.00	63.50	
With Others	41.56	42.28	
Earnest Money Deposits	70.21	119.64	
Interest accrued on Fixed Deposits	2,229.93	515.58	
Security Deposit	8.59	5.65	
Total	2,418.29	746.65	

Note No.3.11 Other Current Assets			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Unsecured, considered good			
Prepaid expenses / Insurance	201.09	237.79	
Defined Benefit Asset (Net) (Ref Note No.5.4)	314.57	-	
Advance to Suppliers	483.35	378.59	
Advance Others	104.24	113.57	
Balances with Government Department	708.58	344.62	
Total	1,811.83	1,074.57	



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note No.3.12 Equity Share Capital		(Rs. in lakhs)		
Particulars		As at March 31, 2023		As at March 31, 2022
Authorized Share Capital:				
2,00,00,000 Equity Shares of Rs.10/- each (31 st March, 2022 - 2,00,00,000 Equity Shares of Rs.10/- each)		<u>2,000.00</u>		<u>2,000.00</u>
Issued, Subscribed and Paid-up Share Capital:				
1,41,30,333 Equity Shares of Rs.10/- each (31 st March, 2022 - 1,41,30,333 Equity shares of Rs.10/- each)		<u>1,413.03</u>		1,413.03
Total		1,413.03		1,413.03
Note No.3.12A Movement in respect of Equity Share Capital:		(Rs. in lakhs)		
Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
At the beginning of the year	1,41,30,333	1,413.03	1,41,30,333	1,413.03
(+) Issued during the year	-	-	-	-
(-) Redeemed during the year	-	-	-	-
Outstanding at the end of the year	1,41,30,333	1,413.03	1,41,30,333	1,413.03
Note No.3.12B Rights, Preferences and Restrictions Attached to Shares				
<p>Equity Shares: The Company has one class of Equity Shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.</p>				
Note No.3.12C Details of Shareholders holding more than 5% shares in the Company				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	% of Holding
(i) T T Krishnamachari & Co. represented by its Partners	95,32,610	67.46	95,32,610	67.46
(ii) Mr T T Jagannathan	7,59,298	5.37	7,59,298	5.37
Note No.3.12D Dividend on Equity Shares		(Rs. in lakhs)		
Particulars		2022-23		2021-22
Final Dividend paid during the year (pertaining to previous year)		<u>1,413.03</u>		847.82
<p>During the year ended 31st March, 2023, on account of the final dividend for FY 2021-22 the Company has incurred a net cash outflow of 1413.03 lakhs. The Board of Directors, at its meeting held on 23rd May, 2023, recommended a final dividend of Rs.10/- per equity share for the financial year ended 31st March, 2023. This payment is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company, and if approved, would result in a net cash outflow of Rs.1,413.03 lakhs.</p>				
Note No.3.12E Shares held by the Promoters / Promoter Group at the end of the year				
S. No	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Mr T T Jagannathan	7,59,298	5.37	-
2	Mr T T Raghunathan	38,797	0.28	-
3	Mrs Shanthi Ranganathan	58,360	0.41	-
4	Mrs Latha Jagannathan	29,728	0.21	-
5	Mrs Bhanu Raghunathan	56,000	0.40	-
6	Dr T T Mukund	14,096	0.10	-
7	Mr T T Lakshman	14,096	0.10	-
8	Mr T T Venkatesh	14,000	0.10	-

Notes forming part of Financial Statements (Contd.)for the year ended 31st March, 2023

9	M/s T T Krishnamachari & Co. represented by its Partners - Mr T T Jagannathan & Mr T T Raghunathan	95,32,610	67.46	-
10	TTK Tantex Limited	8,640	0.06	-
11	TTK Prestige Limited	1,440	0.01	-
12	Packwell Packaging Products Limited	8,775	0.06	-
	Total	1,05,35,840	74.56	-

Note No.3.12F Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back

Nil Equity Shares issued for consideration other than cash, bonus shares issued and shares bought back during the period of five years FY 2018-19 to FY 2022-23

Note No.3.13 Other Equity

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Reserve	681.33	681.33
Capital Redemption Reserve	50.57	50.57
Security Premium	982.49	982.49
General Reserve	7,848.00	7,848.00
Retained earnings	82,677.40	20,094.41
Equity through OCI	1,244.16	1,451.88
Revaluation Reserve	441.43	441.43
Total	93,925.38	31,550.11

Refer Statement of Changes in Equity for purpose of each Reserve.

Note No.3.13A Movement in Remeasurement of Net Defined Benefit Plans

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	-
Add: Gain/ (loss) on remeasurement of net defined benefit plans, net of tax	24.73	12.31
Less: Transfer to retained earnings	(24.73)	(12.31)
Balance at the end of the year	-	-

Note No.3.14 Financial Liabilities – Lease Liabilities

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured - at amortised cost:		
Non - Current	121.49	133.83
Current	58.55	48.98
Total	180.04	182.81

Finance Lease is secured by Hypothecation of the leased assets. IRR for the same is between 15.06% - 17.21% and these are repayable in equal monthly instalments till March 2028. Refer Note 5.11

Note No.3.15 Other Financial Liabilities - Current Borrowings

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Short Term borrowings:		
Loan Repayable on demand from banks	2,552.83	2,038.44
Total	2,552.83	2,038.44



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Nature of Security and Term of Repayment for Secured Loans availed from banks	As at March 31, 2023	As at March 31, 2022
1. Cash Credit facility from Union Bank of India - Secured by hypothecation of stocks, book debts. Repayable on demand at 7.75% interest.	1,681.26	1,404.40
2. Cash Credit facility from Bank of Baroda - Secured by hypothecation of stocks, book debts. Repayable on demand at 7.75% interest.	472.57	442.53
3. Cash Credit facility from HDFC Bank Ltd - Secured by hypothecation of stocks, book debts. Repayable on demand at 10.05% interest.	399.00	191.51
Total	2,552.83	2,038.44

- The Company has submitted quarterly statement with the banks. There are no significant variances between the figures submitted to the bank and books of accounts.
- The above mentioned hypothecations have been registered with the Registrar of Companies.
- The Company has not defaulted in payment of Principal borrowing and interest thereon.

Changes in liabilities arising from financing activities

(Rs. in lakhs)

Debt Reconciliation	As at March 31, 2023	As at March 31, 2022
1. Current Borrowings	(2,552.83)	(2,038.44)
2. Lease Borrowings - Non-Current	(121.49)	(133.83)
3. Lease Borrowings - Current	(58.55)	(48.98)
Total Debt	(2,732.87)	(2,221.25)

Particulars	Current Borrowings	Lease Borrowings	Total
Debt as at 1st April, 2021	(1,759.82)	(154.56)	(1,914.38)
Non-cash transaction	-	(97.50)	(97.50)
Proceeds from availments	(278.62)	-	(278.62)
Repayments	-	46.02	46.02
Interest Expenses	(369.16)	(28.47)	(397.63)
Interest Paid	369.16	28.47	397.63
Debt as at 31 st March, 2022	(2,038.44)	(206.04)	(2,244.48)
Lease Borrowings pertaining to Discontinued Operations	-	23.23	23.23
Total Debt as at 1st April, 2022	(2,038.44)	(182.81)	(2,221.25)
Non-cash transaction	-	(52.00)	(52.00)
Proceeds from availments	(514.39)	-	(514.39)
Repayments	-	54.77	54.77
Interest Expenses	(260.40)	(28.82)	(289.22)
Interest Paid	260.40	28.82	289.22
Total Debt as at 31st March, 2023	(2,552.83)	(180.04)	(2,732.87)

Note No.3.16 Trade Payables

(Rs. in lakhs)

Note No.3.16A Due to Micro and Small Enterprises		
Disclosure as required by Micro, Small & Medium Enterprises Development Act, 2006		
Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount payable (but not due) to suppliers as at year end	2,446.00	2,074.19
Interest accrued and due to suppliers on the above amount as at year end	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers (other than Section 16)	-	-
Interest paid to suppliers (Section 16)	-	-
Interest due and payable to suppliers for payments already made	0.41	0.41
Interest accrued and remaining unpaid to suppliers as at year end	-	-
Total	2,446.41	2,074.60

Classification of Micro and Small Enterprises is based on the communications received from the respective suppliers that they are registered as Micro and Small Enterprises.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note No.3.16B Due to other than Micro and Small Enterprises			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Related Parties (Refer Note No.5.7)	73.58	97.23	
Others	9,925.98	8,173.89	
Total	9,999.56	8,271.12	

Note No.3.16C Trade Payables - Ageing Schedule:						
As at March 31, 2023						(Rs. in lakhs)
Particulars	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	2,446.00	-	-	0.41	2,446.41	
(ii) Others	9,831.34	10.15	4.77	153.30	9,999.56	
(iii) Disputed dues - MSME	-	-	-	-	-	
(iv) Disputed dues - others	-	-	-	-	-	

As at March 31, 2022						(Rs. in lakhs)
Particulars	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	2,074.19	-	0.41	-	2,074.60	
(ii) Others	8,070.83	26.45	18.70	155.14	8,271.12	
(iii) Disputed dues - MSME	-	-	-	-	-	
(iv) Disputed dues - others	-	-	-	-	-	

Note No.3.17 Other Current Financial Liabilities			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Refund Liabilities (Refer Note 5.14)	498.85	1,565.31	
Unpaid Dividends*	49.13	49.44	
Other Payables	1,280.55	1,116.36	
Liability for Capital Goods	51.71	33.43	
Employee Related Liabilities (Refer Note No.5.7 for KMP related payables)	3,046.51	3,346.86	
Total	4,926.75	6,111.40	

* Not due for deposit to Investor Education and Protection Fund. Also Refer Note 3.9

Note No.3.18 Provisions			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Non-Current:			
Provision for Employee Benefits	302.83	515.65	
Total (A)	302.83	515.65	
Current*:			
Provision for Employee Benefits	478.03	431.93	
Total (B)	478.03	431.93	
Total [(A) + (B)]	780.86	947.58	

* Includes provision made for impending Social Security Code, 2020 - Refer Note No.5.4.

Note No.3.19 Other Current Liabilities			(Rs. in lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	
Statutory dues payable	325.59	402.12	
Advance from Customers	38.52	216.76	
Total	364.11	618.88	



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Note No.4.1 Revenue from Operations

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products (Net of Sales Returns)	72,018.75	59,607.39
Other Operating Revenues	492.28	316.60
Total	72,511.03	59,923.99

Note No.4.2 Other Income

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest Income - Fixed Deposits	4,297.14	1,221.15
- Others	333.42	244.92
(b) Dividend Income from Equity Investments at FVTOCI	6.39	9.80
(c) Other non-operating income (net of expenses directly attributable to such income)	139.98	126.02
(d) Net foreign exchange gain	56.24	31.17
Total	4,833.17	1,633.06

Note No.4.3 Cost of Materials Consumed

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock of Raw Material & Packing Material	1,617.87	1,358.84
Purchase of Raw Material & Packing Material	18,346.61	14,605.26
	19,964.48	15,964.10
Less: Closing Stock of Raw Material & Packing Material	1,735.83	1,617.87
Consumption	18,228.65	14,346.23

Note No.4.4 Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-progress

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Inventories:		
Finished goods & Stock in trade	5,336.25	4,167.88
Work-in-progress	799.26	730.48
	6,135.51	4,898.36
Closing Inventories:		
Finished goods & Stock in trade	5,025.00	5,336.25
Work-in-progress	1,582.41	799.26
	6,607.41	6,135.51
Changes in Inventories	(471.90)	(1,237.15)

Note No.4.5 Employee Benefits Expense

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries, Wages and Bonus*	11,367.35	8,854.37
(b) Contribution to Provident and Other Funds (Refer Note. 5.4)	476.71	410.18
(c) Gratuity and Superannuation (Refer Note. 5.4)	(45.62)	590.03
(d) Contribution to E.S.I.	52.30	41.77
(e) Welfare Expenses	487.46	387.89
Total	12,338.20	10,284.24

* includes payment made to Contractors. Also refer Note 5.7 for remuneration to KMP

Notes forming part of Financial Statements (Contd.)for the year ended 31st March, 2023**Note No.4.6 Finance Costs**

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest expense	523.89	323.75
Total	523.89	323.75

Note No.4.7 Depreciation and Amortization Expenses

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Depreciation	1,275.67	1,251.64
(b) Amortization Expenses	4.97	6.72
Total	1,280.64	1,258.36

Note No.4.8 Other Expenses

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
Power & Fuel		1,867.55		1,417.82
Repairs & Maintenance:				
Repairs to Building	93.55		55.04	
Repairs to Machinery	1,022.03		697.52	
Factory / Office Upkeep	403.61	1,519.19	218.50	971.06
Consumable Stores		254.79		552.16
General Insurance		73.58		63.91
Rates & Taxes		94.59		39.25
Rent		218.20		304.71
Electricity		116.02		164.97
Printing & Stationery		122.23		90.89
Postage & Telephones		105.31		101.81
Carriage Outwards		2,928.86		2,571.60
Transit Insurance		28.59		18.27
Advertisement & Sales Promotion		10,124.04		8,930.97
Travelling & Conveyance		1,890.17		1,399.62
Payment to Auditors *		47.61		39.62
Donation		5.47		40.49
Expenditure on Corporate Social Responsibility		75.00		65.00
Depot Service Charges		1,040.49		872.26
Directors' Sitting Fees		32.28		17.00
Loss on Sale of Assets		13.83		1.56
Loss on Impairment		-		1.28
Conversion Charges		67.63		61.97
Provision for Doubtful Debts		1.03		28.80
Bad Debts written off		40.99		18.39
Legal and Consultancy Charges		790.95		787.44
Research and Development Expenses		132.45		293.40
Miscellaneous Expenses		669.56		452.30
Total		22,260.41		19,306.55

* Payment to Auditors shown above pertains to Continuing operations



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Payment to Auditors both for Continuing and Discontinued Operations was:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
Fee for Statutory Audit	39.99		31.71	
Fee for other services	7.50		7.79	
Reimbursement of expenses	0.12	47.61	0.12	39.62
Fees pertaining to Discontinued Operations		1.56		10.08
Total		49.17		49.70

5.1 FINANCIAL INSTRUMENTS

Financial Risk Management

The Company's business activities expose it to a variety of financial risks, namely Liquidity Risk, Market Risk and Credit Risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The key risks and mitigating actions are also placed before the Audit Committee of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

In the ordinary course of business, the Company is exposed to Market Risk, Credit Risk and Liquidity Risk.

5.1.1 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Interest Rate Risk, Foreign Currency Risk and Commodity Risk.

(a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term debt obligations with floating interest rates.

If the interest rates had been 50 basis points higher or lower and all the other variables were held constant, the Company's profit would be impacted by Rs.8.76 lakhs in FY 2022-23 (Rs.6.10 lakhs in FY 2021-22).

(b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities which is very minimal.

The details of foreign currency exposures not hedged by derivative instruments are as under :

Particulars	Currency	As at March 31, 2023 (Amount in lakhs)		As at March 31, 2022 (Amount in lakhs)	
		Foreign Currency	Rs.	Foreign Currency	Rs.
Trade Receivables	USD	9.1065	748.71	2.5624	194.10
Trade Payables	USD	0.0575	4.73	0.1388	10.51
Trade Payables	EURO	0.0730	6.54	0.0004	0.03
Trade Payables	GBP	0.0078	0.79	-	-

Foreign Currency Sensitivity Analysis

The Company is principally exposed to foreign currency risk against USD, Euro & GBP. Sensitivity of profit or loss arising mainly from USD, Euro & GBP denominated receivables and payables is given below:

As per management's assessment of reasonable possible changes in the exchange rate of + / - 5% between USD-INR, Euro-INR & GBP-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Particulars	As at March 31, 2023			As at March 31, 2022	
	USD	GBP	EURO	USD	EURO
Receivables:					
Weakening of INR by 5%	37.44	–	–	9.71	–
Strengthening of INR by 5%	(37.44)	–	–	(9.71)	–
Payables:					
Weakening of INR by 5%	(0.24)	(0.04)	(0.33)	(0.53)	(0.002)
Strengthening of INR by 5%	0.24	0.04	0.33	0.53	0.002

(c) Commodity Price Risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the on-going purchase or continuous supply of raw materials. Therefore, the Company monitors its purchases closely to optimise the price.

5.1.2 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to financial loss. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks.

Financial instruments that are subject to concentrations of credit risk principally consist of investments classified as loans and receivables, trade receivables, loans and advances, cash and cash equivalents, bank deposits and other financial assets amounting to Rs.98,016.57 lakhs (Previous year Rs.35,200.27 lakhs). None of the other financial instruments of the Company result in material concentration of credit risk.

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The Company does not have significant credit exposure to any single customer. Concentration of credit risk to a single customer exceeding 10% of receivables in the FY 2022-23 is Rs.1565.55 lakhs. (FY 2021-22 - NIL).

Bank Deposits include an amount of Rs.77,318.36 lakhs with three Indian Banks having high credit rating which are individually in excess of 10% of the total deposits of the entity as on 31st March, 2023. None of the other financial instruments of the entity result in material concentration of credit risk.

5.1.3 Financial assets that are neither past due nor impaired

Cash and cash equivalents, financial assets carried at fair value are neither past due nor impaired. Cash and cash equivalents with banks has high credit-rating assigned by international and domestic credit-rating agencies. Financial assets carried at fair value are investments in equity shares. With respect to Trade receivables and other financial assets that are past due but not impaired, there are no indications as of 31st March, 2023, that defaults in payment obligations will occur except as described in Note 3.7 on allowances for impairment of trade receivables. The Company does not hold any collateral for trade receivables and other financial assets. Trade receivables and other financial assets that are neither past due nor impaired relate to new and existing customers and counter parties with no significant defaults in past.

5.1.4 Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on a detailed assessment and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

5.1.5 Financial Instruments and Cash Deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. The cash surpluses of the Company are short term in nature and are invested in Fixed Deposit with Nationalized / Scheduled Commercial Banks. Hence, the assessed credit risk is low.

5.1.6 Liquidity Risk

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through continued support from lenders and trade creditors.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

During the year, the Company has made repayment of principal and interest on borrowings on or before due dates. The Company did not have any defaults of principal and interest as on the reporting date.

The table below summarises the maturity profile of the Company's financial liability based on contractual undiscounted payment and financial assets based on contractual undiscounted receipts

Liabilities

(Rs. in lakhs)

Particulars	Carrying Amount	Contractual cash flows	Less than 1 Year	1-5 years	More than 5 years
As at 31st March, 2023					
Lease Liabilities	180.04	222.64*	80.23	142.41	–
Borrowings	2,552.83	2,552.83	2,552.83	–	–
Trade Payables	12,445.97	12,445.97	12,445.97	–	–
Other financial liabilities	4,926.75	4,926.75	4,926.75	–	–
As at 31st March, 2022					
Lease Liabilities	182.81	231.19*	72.03	159.16	–
Borrowings	2,038.44	2,038.44	2,038.44	–	–
Trade Payables	10,345.72	10,345.72	10,345.72	–	–
Other financial liabilities	6,111.40	6,111.40	6,111.40	–	–

* includes interest dues

Assets

(Rs. in lakhs)

Particulars	Carrying Amount	Contractual cash flows	Less than 1 Year	1-5 years	More than 5 years
As at 31st March, 2023					
Investments	1,284.80	1,284.80	–	–	1,284.80
Cash and Cash Equivalents	932.03	932.03	932.03	–	–
Bank balances other than above	83,783.97	83,783.97	83,783.97	–	–
Trade Receivables	9,209.91	9,209.91	9,209.91	–	–
Other Financial Assets	2,805.86	2,805.86	2,418.29	126.50	261.07
As at 31st March, 2022					
Investments	1,513.47	1,513.47	–	–	1,513.47
Cash and Cash Equivalents	1,486.42	1,486.42	1,486.42	–	–
Bank balances other than above	25,864.34	25,864.34	25,864.34	–	–
Trade Receivables	5,358.02	5,358.02	5,358.02	–	–
Other Financial Assets	978.02	978.02	746.65	–	231.17

5.1.7 Financial Risk Management - Other Risk

- Financial Assets measured at fair value amounting to Rs.1,284.80 lakhs and measured at amortised cost amounting to Rs.96,731.77 lakhs have been considered for the likelihood of increased credit risk and consequential default.
- The financial assets carried at fair value by the Company are mainly investments in Equity Instruments and accordingly, any material volatility is not expected.
- Financial assets of Rs.87,342.09 lakhs as at 31st March, 2023 carried at amortised cost is in the form of cash and cash equivalents, bank deposits, earmarked balances with banks, interest accrued on bank deposits and other security deposits where the Company has assessed the counterparty credit risk.
- Trade receivables of Rs.9,209.91 lakhs as at 31st March, 2023 forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method.
- The Company has specifically evaluated the potential impact with respect to certainty of collections from its customers.
- Since the Company closely monitors the financial strength of its customers & investments on a continuing basis and assesses actions such as changes in payment terms, no provision is deemed necessary.

5.1.8 Financing Facilities

The Company has access to committed credit facilities as described below. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

(Rs. in lakhs)		
Sanctioned	2022-23	2021-22
Funded Limit	3,250.00	3,250.00
Non-Funded Limit	775.00	775.00

(Rs. in lakhs)		
Utilized	2022-23	2021-22
Amount Utilized (Funded)	2,552.83	2,038.44
Amount Utilized (Non-Funded)	51.62	52.30

(Rs. in lakhs)		
Unutilized	2022-23	2021-22
Amount Unutilized (Funded)	697.17	1,211.56
Amount Unutilized (Non-Funded)	723.38	722.70

(Rs. in lakhs)		
Assets pledged as Security	2022-23	2021-22
Inventories	8,451.46	7,892.44
Trade Receivables	9,209.91	5,358.02
Total	17,661.37	13,250.46

5.1.9 Financial Instruments

Financial Assets and Liabilities

(a) Fair Value Measurement:

(Rs. in lakhs)					
Particulars	FVTOCI	FVTPL	Amortised cost	Total	Carrying amount
As at 31st March, 2023					
A. Financial assets					
(i) Non-Current investments	1,284.80	-	-	1,284.80	1,284.80
(ii) Trade receivables	-	-	9,209.91	9,209.91	9,209.91
(iii) Cash and cash equivalents	-	-	932.03	932.03	932.03
(iv) Bank balances other than (iii) above	-	-	83,783.97	83,783.97	83,783.97
(v) Other financial assets (Current and Non-current)	-	-	2,805.86	2,805.86	2,805.86
Total	1,284.80	-	96,731.77	98,016.57	98,016.57
B. Financial Liabilities					
(i) Borrowings	-	-	2,552.83	2,552.83	2,552.83
(ii) Lease Liabilities (Current and Non-current)	-	-	180.04	180.04	180.04
(iii) Trade payables	-	-	12,445.97	12,445.97	12,445.97
(iv) Other financial liabilities (Current and Non-current)	-	-	4,926.75	4,926.75	4,926.75
Total	-	-	20,105.59	20,105.59	20,105.59

(Rs. in lakhs)					
Particulars	FVTOCI	FVTPL	Amortised cost	Total	Carrying amount
As at 31st March, 2022					
A. Financial assets					
(i) Non-Current investments	1,513.47	-	-	1,513.47	1,513.47
(ii) Trade receivables	-	-	5,358.02	5,358.02	5,358.02
(iii) Cash and cash equivalents	-	-	1,486.42	1,486.42	1,486.42
(iv) Bank balances other than (iii) above	-	-	25,864.34	25,864.34	25,864.34
(v) Other financial assets (Current and Non-current)	-	-	978.02	978.02	978.02
Total	1,513.47	-	33,686.80	35,200.27	35,200.27



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

B. Financial Liabilities					
(i) Borrowings	–	–	2,038.44	2,038.44	2,038.44
(ii) Lease Liabilities (Current and Non-current)	–	–	182.81	182.81	182.81
(iii) Trade payables	–	–	10,345.72	10,345.72	10,345.72
(iv) Other financial liabilities (Current and Non-current)	–	–	6,111.40	6,111.40	6,111.40
Total	–	–	18,678.37	18,678.37	18,678.37

Inventories and Trade receivables are subject to charge with the banks as security for the loan facilities availed by the Company.

(b) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

(c) Fair value of the Company's financial assets that are measured at fair value on a recurring basis

(Rs. in lakhs)

As at March 31, 2023					
Particulars	Level 1	Level 2	Level 3	Total	
A. Financial Assets					
(i) Non-Current Investments	1,284.80	–	–	1,284.80	

As at March 31, 2022					
Particulars	Level 1	Level 2	Level 3	Total	
A. Financial Assets					
(i) Non-Current Investments	1,513.47	–	–	1,513.47	

(d) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements except as per note (a) above approximate their fair values.

(e) Interest income / (expenses), gain / (losses) recognized on financial assets and liabilities

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Financial assets at amortized cost		
Interest income on Bank Deposits	4,297.14	1,221.15
Interest income on other Financial Assets	7.12	6.95
Impairment of Trade Receivables	(40.99)	(18.39)
Provisions for Bad and doubtful debts*	1.54	(32.02)
Bad Debts written off recovered	1.93	12.92
(b) Financial asset at FVTOCI		
Change in fair value of equity instruments designated irrevocably as FVTOCI	(228.67)	196.86
Dividend Income	6.39	9.80
(c) Financial liabilities at amortized cost		
Interest expenses on borrowings from banks, others and overdrafts	267.88	147.35
Sundry Creditors written back	8.60	25.35

* Include Discontinued Operations

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

5.1.10 Capital Management:

The Company's capital comprises equity share capital, retained earnings and other equity attributable to equity holders. The primary objective of Company's capital management is to maximize shareholders value. The Company manages its capital and makes adjustment to it in light of the changes in economic and market conditions. The Company does so by adjusting dividend paid to shareholders. The total Paid up Equity Share Capital as on 31st March, 2023 is Rs.1413.03 lakhs (Previous Year: Rs.1413.03 lakhs).

The Company's overall strategy remains unchanged from previous year.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation and short term borrowings.

The Company's policy is to use short-term and long-term borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of debt to equity ratio and its gearing ratio is as below:

	(Rs. in lakhs)	
	2022-23	2021-22
Borrowings		
Loan Repayable on demand from banks	2,552.83	2,038.44
Long term maturities of lease obligation	121.49	133.83
Current maturities of lease obligation	58.55	48.98
Total Debt (A)	2,732.87	2,221.25
Debt as a % of Total Capital	2.79%	6.31%
Total Equity		
Equity share capital	1,413.03	1,413.03
Other equity	93,925.38	31,550.11
Total Equity (B)	95,338.41	32,963.14
Equity as a % of Total Capital	97.21%	93.69%
Total Capital (A + B)	98,071.28	35,184.39
Capital Gearing Ratio	2.87%	6.74%

Borrowing represents 2.79% and 6.31% as of 31st March, 2023 & 31st March, 2022 respectively.

The Company is not subjected to any externally imposed capital requirements

5.2 The R & D facilities at Foods, Pharma and Heart Valves Divisions of the Company have been recognized by the Ministry of Science & Technology, Government of India, U/s.35(2AB) of the Income Tax Act. The expenditure incurred in respect of these R & D Centres is as below:

	(Rs. in lakhs)	
	2022-23	2021-22
Nature of Expenditure		
a. Capital	-	43.54
b. Recurring	132.45 *	294.13
c. Total	132.45	337.66
d. % of R & D expenses to sales of Continuing operations and Discontinued Operations	0.18%	0.42%
Recurring Expenditure details are as follows:		
Cost of Materials consumed	34.79	40.90
Salaries and Wages	15.26	211.00
Repairs and Maintenance	-	8.13
Others	82.40	34.10
Total	132.45	294.13

* This includes the expenses incurred in respect of the Improved TC2 Heart Valve project for which the Company has received subsidy from the Biotechnology Industry Research Assistance Council (BIRAC).



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

5.3 Provisions, Contingent Liabilities and Commitments:

		(Rs. in lakhs)	
Particulars	2022-23	2021-22	
A) Contingent Liabilities not provided for:			
Claims against the Company not acknowledged as debt			
Income tax matters	1,755.64	1,761.77	
Indirect Tax Matters - (Sales tax/Service tax/Customs Duty/Excise Duty)	561.83	547.09	
Bank Guarantees / Bonds executed by the Company	331.10	257.78	
Others Matters including Claims related to Employees / Ex-Employees	44.77	43.68	
Total	2,693.34	2,610.32	

On account of income tax matters in dispute-

The appeals relate to part / full disallowances of deductions mainly relating to Logo charges paid and claimed by the Company. Necessary appeals have been filed against these disallowances and the matters are pending with the Commissioner of Income Tax - Appeals. However, the Company has favourable orders at ITAT in the earlier years. Based on the facts presently known, the Management believes that the outcome of the appeals will not result in any material impact on the financial statements.

B) Commitments not provided for:

		(Rs. in lakhs)	
Particulars	2022-23	2021-22	
Estimated amount of contracts remaining to be executed on capital account and not provided for	158.95	10.34	

C) Other Legal Cases:

- (i) There are certain pending matters / litigations including labour matters before certain forums and the likely impact of these are not ascertainable or quantifiable at this stage.
- (ii) Condoms were included for the first time under Drugs (Prices Control) Order, 2013 (DPCO 2013). National Pharmaceuticals Pricing Authority (NPPA) under Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers, Government of India by way of Notification No.SO 3348 dated 5th November 2013, issued ceiling prices for sale of condoms. The Company had challenged inclusion of Condoms under DPCO 2013 and also the methodology for arriving at the Ceiling Prices for Condoms by a writ petition in the Hon'ble High Court of Madras. During 2015-16, Hon'ble High Court of Delhi and Madras have ruled that condoms are drugs but fixation of ceiling for condoms is impermissible under law as the strengths and dosage for condoms are not specified in the first schedule of DPCO 2013. The Government of India has filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court. The Company has also filed SLP before Hon'ble Supreme Court against some points of the order of the Hon'ble High Court of Madras. Financial impact, if any, based on the outcome of the pending case is not quantifiable and hence not provided for in the books.

D) Movement in Other Provisions:

		(Rs. in lakhs)	
Particulars	Water Tax Litigation	Slump Sale - Closure related liabilities	
Balance as at April 01, 2021	125.76	-	
Provision made during the year	-	-	
Provision reversed during the year	-	-	
Balance as at March 31, 2022	125.76	-	
Balance as at April 01, 2022	125.76	-	
Provision made during the year	-	1,500.00	
Provision utilised during the year	-	266.58	
Provision reversed during the year	-	-	
Balance as at March 31, 2023	125.76	1,233.42	

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

5.4 Employee Benefits

		(Rs. in lakhs)	
	Particulars	2022-23	2021-22
A)	Provisions		
	Non-Current:		
	Provision for Compensated Absences	302.83	401.46
	Provision for Gratuity	-	114.19
		302.83	515.65
	Current:		
	Provision for Compensated Absences	128.03	11.90
	Provision for Social Security Code - Refer Note No.3.18	350.00	350.00
	Provision for Gratuity	-	70.03
		478.03	431.93
	Total	780.86	947.58

B) As per Ind AS - 19 "Employee Benefits", the disclosures are given below.

Defined Contribution Plan:

Contributions to Defined Contribution Plan, recognized as expense for the year are as under:

		(Rs. in lakhs)	
		2022-23	2021-22
	Employer's Contribution to Provident Fund *	530.64	763.36
	Employer's Contribution to Superannuation Fund *	219.40	261.29

* Above includes Discontinued Operations related contributions.

C) Defined Benefit Plan:

The Employees Gratuity Fund Scheme managed by a Trust is a Defined Benefit Plan.

The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Company pays Gratuity to employees who have completed five years of Service with the Company at the time of resignation / Superannuation. The Company has its own scheme for payment of Gratuity. The employees who are eligible for payment of Gratuity will be paid based on Company Scheme or as per Gratuity Act, whichever ever is beneficial to the employees. As per Gratuity Act, Gratuity is paid at the rate of 15 days of last drawn salary for the every completed year of service.

As per Company's scheme Gratuity is paid as below:

Completed Year of Service	Benefit
5 Years and above upto 9 years	1/2 (Half) month's Salary for every completed year of service
10 years and more upto 14 years	3/4 (75%) month's Salary for every completed year of service
15 years and more upto 25 years	15 months Salary
26 years or more	20 months Salary
Note: "Salary" means last 36 months' average salary.	

The Gratuity liability amount is contributed to Approved Gratuity fund maintained by the Life Insurance Corporation of India for Gratuity payment to the employees. The Gratuity fund has been approved by the Income Tax Authorities. The liability in respect of Gratuity and other post employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

The entire funds relating to Gratuity is being managed by Life Insurance Corporation of India.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Reconciliation of the opening and closing balances of defined benefit obligation

The status of Gratuity and Compensated Absence Plan as required under Ind AS 19:

(Rs. in lakhs)

Particulars	Gratuity		Compensated Absence*	
	2022-23	2021-22	2022-23	2021-22
Changes in the present value of defined benefit obligation				
Opening defined benefit obligation	2,779.43	2,565.59	766.96	754.11
Interest Cost	188.98	162.04	47.99	40.45
Current service cost	100.93	186.30	32.31	99.79
Past service cost	–	–	–	–
Benefits paid	(502.73)	(148.06)	(388.07)	(167.80)
Actuarial Losses/(Gains)	(62.70)	13.55	138.13	40.41
Transfer Out	(461.79)	–	(263.12)	–
Closing defined benefit obligation	2,042.12	2,779.43	334.20	766.96
Changes in the fair value of plan assets				
Opening fair value of plan assets	2,957.07	2,644.63	–	–
Expected return on plan assets	201.13	166.55	–	–
Contributions	192.66	263.96	–	–
Benefits paid	(502.73)	(148.06)	(388.07)	(167.80)
Actuarial gains/(losses)	(29.66)	30.00	138.13	65.13
Transfer Out	(461.79)	–	–	–
Closing fair value of plan assets	2,356.69	2,957.07	–	–
Net Liability / Assets				
Present value of obligation at the end of the year	2,042.12	2,779.43	334.20	766.96
Fair Value of plan assets	2,356.69	2,957.07	–	–
(Net Liability) / Asset	314.57	177.64	(334.20)	(766.96)
Amount to be recognised in the Statement of Profit and Loss				
Current Service Cost	100.93	186.30	32.31	99.79
Net Interest cost	(12.15)	(4.51)	47.99	40.45
Actuarial Losses/(Gains)	(33.05)	(16.45)	138.13	40.41
Total	55.73	165.35	218.43	180.64
Amount to be recognized in OCI - Actuarial Losses/(Gains)	(33.05)	(16.45)	–	–

* Excludes Compensated Absence - Sick leave - Rs.96.65 lakhs (FY 2021-22 Rs.152.53 lakhs).

Expected contribution for the next annual reporting period is Rs.4.46 lakhs

Plan Assets: The Gratuity plan's weighted-average asset allocation at 31st March, 2023 and March 31, 2022, by asset category is as follows:

Particulars	2022-23	2021-22
Fund managed by insurers	100%	100%

Sensitivity Analysis

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for these plans, investments are made in gratuity fund maintained by the Life Insurance Corporation of India.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salary of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

The significant actuarial assumptions for the determination of the defined benefit obligations are discount rate and expected salary increase. The sensitive analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity of the overall plan obligation to changes in the weighted key assumptions are:

Particulars	Impact	Gratuity			Compensated Absence		
		Change in assumption (%)	Change in plan obligation (%)	Change in plan obligation (Rs. in lakhs)	Change in assumption (%)	Change in plan obligation (%)	Change in plan obligation (Rs. in lakhs)
Discount rate (per annum)	Increase	1.00	(4.97)	101.47	1.00	(3.21)	(10.74)
	Decrease	(1.00)	5.59	(114.19)	(1.00)	3.50	11.71
Salary escalation rate (per annum)	Increase	1.00	5.67	(115.76)	1.00	3.56	11.90
	Decrease	(1.00)	(5.12)	104.58	(1.00)	(3.30)	(11.04)
Attrition Rate	Increase	0.50	0.46	(9.35)	0.50	1.72	5.74
	Decrease	(0.50)	(0.66)	13.45	(0.50)	(2.70)	(9.01)
Mortality Rate	Increase	0.10	0.03	(0.56)	0.10	0.02	0.08
	Decrease	(0.10)	(0.03)	0.56	(0.10)	(0.02)	(0.08)

The Company's expected cash flows over the next few years are as follows:

Particulars	Gratuity		Compensated Absence	
	2022-23	2021-22	2022-23	2021-22
1 year	728.44	804.30	92.27	189.48
2 to 5 years	709.97	1,047.36	141.59	359.89
6 to 10 years	658.82	941.32	120.03	235.55
More than 10 years	1,244.65	1,800.22	201.86	448.57

Assumptions

Particulars	Gratuity (in %)		Compensated Absence (in %)	
	2022-23	2021-22	2022-23	2021-22
Discount rate	5.85 – 7.25	5.25 – 6.75	5.85 – 7.25	5.85 – 7.25
Escalation Rate	5.00	5.00	5.00	5.00
Attrition Rate	Employees joined before 31.04.2014 - 3%. Employees joined between April'14-March'20 - 12%. Employees joined after 2020 - 25%	3% for employees in Management Cadre and employees in PDD Division. 25% for Field Staff	3% for employees in Management Cadre and employees in PDD Division. 25% for Field Staff	3% for employees in Management Cadre and employees in PDD Division. 25% for Field Staff
Mortality Rate	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable Government bonds as on the current valuation date.

Escalation Rate is based on the Company's past revision trends and management's estimate of future salary increases.

Attrition Rate considered is the Management's estimate based on the past long-term trend of employee turnover in the Company.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

The above mentioned figures include Discontinued Operations related amounts.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Implementation of the Code on 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 1st April, 2021. However, the Company had made an initial assessment based on the draft rules and had provided a sum of Rs.350 lakhs in Financial Year 2020-21 towards the expected impact to its employee benefit expenses. The Company intends to do an actuarial valuation towards this liability at the appropriate time and provide for the balance, if any. Expecting the Code to be enacted in the coming Financial Year, the amount provided in the previous year is included under 'Provisions - Current'. Refer Note 3.18.

5.5 Reconciliation of effective tax rates

5.5.A Reconciliation of tax expense and the accounting profit multiplied by applicable tax rate:

Particulars	(Rs. in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit for the year from Continuing Operations	6,163.56	2483.73
Profit for the year from Discontinued Operations	1,214.47	3294.14
Profit before tax from Continuing Operations and Discontinued Operations (a)	7,378.03	5,777.87
Income tax rate as applicable (b)	25.168%	25.168%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	1,856.90	1,454.17
Permanent tax differences due to:		
Effect of income that is exempt from taxation (dividend income & standard deduction on rental income)	(0.01)	(0.10)
Effect of expenses that are not deductible in determining taxable profit	118.27	152.27
Other Adjustments	25.55	12.70
Income tax expense recognized in profit or loss (relating to Continuing Operations and Discontinued Operations)	2,000.71	1,619.04
Comprising:		
Current Tax	1,760.00	1,730.00
Deferred tax	240.71	(110.96)
Gain before tax from Sale of Undertaking (c)	76,429.45	-
Income Tax rates as applicable (d)	22.88%	-
Calculated taxes based on above, without adjustments for deduction [(c)x(d)]	17,487.06	-
Effect of expenses that are not deductible in determining taxable profit	348.42	-
Income tax expense recognized in profit or loss from gain on sale of undertaking	17,835.48	-
Comprising:		
Current Tax	17,769.26	
Deferred tax	66.22	
Income tax recognized in other comprehensive income	(12.63)	25.82

5.5.B Exceptional Item

(i) Exceptional Items relating to FY 2022-23: NIL

(ii) Exceptional Items relating to FY 2021-22: In September, 2021, the Company sold land admeasuring 4.595 acres held by it at Perungudi Village, Tirunelveli District, Tamil Nadu on which the Company has earned a profit of Rs.249.05 lakhs.

5.6 During the year, the Company has accounted for Deferred Tax asset in accordance with the Ind AS 12 and the movement of the deferred tax assets and liabilities are given below:

Particulars	(Rs. in lakhs)			
	As at 31 st March, 2022	(Charged) / credited to profit or loss	(Charged) / credited to other comprehensive income	As at 31 st March, 2023
Deferred Tax Asset (Net) in relation to:				
Provision for post retirement benefits and other employee benefits-Compensated Absence	193.03	(108.91)	-	84.12
Provision for post retirement benefits and other employee benefits-Gratuity	199.28	-	(8.32)	190.96

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Water Charges Provision	31.64	–	–	31.64
Stock Returns and Expected Credit Loss	441.63	(294.61)	–	147.02
Property Plant and Equipment and Intangible assets	–	9.51	–	9.51
Deferred Tax Assets (Net)	865.58	(394.01)	(8.32)	463.25
Less: Deferred Tax Liabilities:				
Property Plant and Equipment and Intangible assets	87.08	(87.08)	–	–
Revaluation of Equity instrument	48.22	–	(20.95)	27.27
Deferred Tax Liabilities (Net)	135.30	(87.08)	(20.95)	27.27
Deferred Tax Assets / (Liabilities)	730.28	(306.93)	12.63	435.98

5.7 Related Party Transactions:

a) The Company had transactions with the following Related Parties:

Description of Relationship	Party
Enterprise with Significant Control	T T Krishnamachari & Co.
Enterprises over which Key Managerial Personnel (KMP) have significant control	TTK Prestige Limited
	Packwell Packaging Products Limited
	Pharma Research & Analytical Laboratories
	TTK Tantex Limited
Directors	Mr T T Jagannathan (retired w.e.f. 9 th September, 2022)
	Mr T T Raghunathan (KMP)
	Mr S Kalyanaraman (KMP)
	Mr R K Tulshan
	Mr K Shankaran
	Dr (Mrs) Vandana R Walvekar
	Mr Girish Rao
	Mr S Balasubramanian
	Mr.N.Ramesh Rajan
	Mr V Ranganathan
	Dr T T Mukund (appointed w.e.f. 9 th September, 2022)
Other Key Managerial Personnel	Mr B V K Durga Prasad - CFO
Relatives of KMP (With whom transactions have taken place during the period)	Mrs Latha Jagannathan
	Mrs Bhanu Raghunathan
	Mrs Shanthi Ranganathan
	Mr T T Lakshman
	Mr T T Venkatesh
	Mr T T Sriram
Other Related Parties	TTK Healthcare Limited - Senior Executives Superannuation Scheme
	TTK Healthcare Limited - Employees' Group Gratuity Scheme
	TTK Healthcare Limited (Protective Devices Division) Employees Gratuity Fund
	TTK Healthcare Limited (Protective Devices Division) Senior Executives Superannuation Fund



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

b) Summary of the transactions with the above related parties is as follows: (Transactions are inclusive of taxes wherever applicable)

(Rs. in lakhs)

Party	Nature	Amount	
		2022-23	2021-22
Enterprise with Significant Control:			
T T Krishnamachari & Co.	Rent Expense	72.57	72.57
	Logo Charges Paid	447.61	478.88
	Depot Service Charges Paid	516.06	580.23
	Reimbursement of Electricity Charges paid	39.60	33.91
	Dividend Paid	953.26	571.96
Enterprises over which Key Managerial Personnel (KMP) have significant control:			
TTK Prestige Limited	Purchase of Promotional Items	23.64	38.31
	Rent Receipt	–	0.01
	Dividend Received	6.22	9.77
	Dividend Paid	0.14	0.09
Packwell Packaging Products Limited	Packing Charges Paid	66.31	60.78
	Dividend Paid	0.88	0.53
	Rent Expense	16.99	14.87
	Rental Deposit paid	4.50	–
Pharma Research & Analytical Laboratories	Analytical Charges paid	–	74.40
	Rent Receipts	–	1.42
TTK Tantex Limited	Dividend Paid	0.86	0.52
Directors:			
Mr T T Jagannathan	Dividend Paid	75.93	45.56
Dr T T Mukund	Dividend Paid	1.41	0.85
Key Managerial Personnel:			
Mr T T Raghunathan	Salary (includes contribution to defined benefit plans)	123.38	95.17
	Commission & Incentive	286.96	212.93
	Dividend Paid	3.88	2.33
Mr S Kalyanaraman	Salary (includes contribution to defined benefit plans)	146.66	133.59
	Additional Performance Bonus	52.51	97.49
	Commission	102.59	77.02
	Dividend Paid	0.04	0.03
Mr B V K Durga Prasad	Salary (includes contribution to defined benefit plans)	134.09	101.03
	Special Pay	–	25.00
Relatives of KMP:			
Mrs Shanthi Ranganthan	Dividend Paid	5.84	3.50
Mrs Latha Jagannathan	Dividend Paid	2.97	1.78
Mrs Bhanu Raghunathan	Dividend Paid	5.60	3.36
Mr T T Lakshman	Dividend Paid	1.41	0.85
Mr T T Venkatesh	Dividend Paid	1.40	0.84
Mr T T Sriram	Salary	13.94	13.80
Other Related Parties:			
TTK Healthcare Limited - Senior Executives Superannuation Scheme	Contribution to Superannuation Fund	208.31	261.29
TTK Healthcare Limited - Employees' Group Gratuity Scheme	Contribution to Gratuity fund	189.99	243.15
TTK Healthcare Limited (Protective Devices Division) Employees Gratuity Fund	Contribution to Gratuity fund	2.67	20.81
TTK Healthcare Limited (Protective Devices Division) Senior Executives Superannuation Fund	Contribution to Superannuation Fund	11.09	10.53

Variable pay of KMPs which is included in salary is disclosed on payment basis.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Directors' Sitting Fees*		(Rs. in lakhs)	
Name of the Director	Sitting Fees		
	2022-23	2021-22	
Mr T T Jagannathan	0.40	1.00	
Mr R K Tulshan	4.40	2.00	
Mr K Shankaran	7.80	3.80	
Dr (Mrs) Vandana R Walvekar	3.20	1.60	
Mr Girish Rao	4.80	2.80	
Mr S Balasubramanian	5.40	2.40	
Mr N Ramesh Rajan	3.80	1.40	
Mr V Ranganathan	3.60	2.00	
Dr T T Mukund	1.20	–	
Total	34.60	17.00	

* Exclusive of GST

Commission to Non-Executive Directors	82.07	–
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Closing Balance:		(Rs. in lakhs)			
Party	As at March 31, 2023		As at March 31, 2022		
	Receivable	Payable	Receivable	Payable	
T T Krishnamachari & Co	40.00	70.08	40.00	86.89	
TTK Prestige Limited	–	2.43	–	9.20	
Packwell Packaging Products Limited	28.00	1.08	23.50	6.93	
Pharma Research & Analytical Laboratories	–	–	–	–	
Mr T T Raghunathan	–	286.96	–	212.93	
Mr S Kalyanaraman	–	155.10	–	174.51	
Mr B V K Durga Prasad	–	–	–	25.00	
TTK Healthcare Limited - Employees' Group Gratuity Scheme	–	–	–	–	
Total	68.00	515.64	63.50	515.46	

Note:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March, 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st March, 2022 : Rs.Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

5.8 Earnings per Share:

Particulars	(Rs. in lakhs)	
	2022-23	2021-22
Profit attributable to equity shareholders from Continuing operations	4,466.79	1,851.02
Profit attributable to equity shareholders from Discontinued Operations	59,504.50	2,307.81
Profit attributable to equity shareholders from Continuing operations & Discontinued Operations	63,971.29	4,158.83
Weighted Average number of Equity Shares used as 'denominator for calculating EPS (in lakhs Shares)	141.30	141.30
Earnings per share of Rs.10/-each from Continuing operations (Rs.)	31.61	13.10
Earnings per share of Rs.10/-each from Discontinued Operations (Rs.)	421.11	16.33
Earnings per share of Rs.10/-each from Continuing operations & Discontinued Operations (Rs.)	452.72	29.43

5.9 Corporate Social Responsibility (CSR):

In accordance with Section 135 of the Companies Act, 2013, and the Rules made thereunder, the Company is required to spend in every financial year, atleast 2% of the average net profit of the Company made during the 3 immediately preceding financial years towards Corporate Social Responsibility activities. During the year under review, a sum of Rs.74.51 lakhs has to be spent, in compliance to this requirement.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Accordingly, a sum of Rs.75.00 lakhs has been spent during the year under review towards CSR activities as detailed below and the unspent amount is Rs.Nil. The amount spent does not include any related party transaction.

(Rs. in lakhs)

CSR Expenditure Amount spent during the year on	For the year ended 31 st March, 2023			For the year ended 31 st March, 2022		
	In cash	Yet to be paid in cash	Total in cash	In cash	Yet to be paid in cash	Total in cash
i) Construction/acquisition of an asset	-	-	-	-	-	-
ii) Purposes other than (i) above						
Health & wellness	7.00	-	7.00	-	-	-
Building livelihood	-	-	-	-	-	-
Educational assistance for children	68.00	-	68.00	-	-	-
Environmental Sustainability, Ecological balance, etc.	-	-	-	-	-	-
Heritage conservation and promotion	-	-	-	-	-	-
Disaster Management - CoVID-19 containment	-	-	-	65.00	-	65.00
Total (ii)	75.00	-	75.00	65.00	-	65.00
Amount unspent	-	-	-	-	-	-

5.10 Segment Reporting:

For Management purpose, the Company is organized into the following major business segments:

- Animal Welfare
- Consumer Products
- Medical Devices
- Protective Devices
- Foods
- Others
- Human Pharma

The Company monitors the operating results of its business as stipulated above for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Certain expenses like CSR expenses, are not specifically allocable to specific segment. Management believes that it is not feasible to provide segment disclosure of these expenses and, accordingly, they are separately disclosed as "unallocated expenses" and adjusted only against the total operating income of the Company.

Segmentwise Revenue, Results & Capital Employed:

(Rs. in lakhs)

	Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
A.	Segment Revenue:		
	Animal Welfare	10,625.77	9,910.79
	Consumer Products	24,127.01	21,743.70
	Medical Devices	7,185.77	5,091.90
	Protective Devices	19,386.02	13,326.15
	Foods	11,150.57	9,803.44
	Others	35.89	48.01
	Human Pharma - Discontinued Operations	1,107.20	19,804.34
	Total Segment Revenue	73,618.23	79,728.33
	Less: Inter Segment Revenue	-	-
	Net Sales	73,618.23	79,728.33

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

B. Segment Results:		
(a) Profit / (Loss) before Interest & Tax		
Animal Welfare	684.94	928.71
Consumer Products	2,421.70	2,323.23
Medical Devices	1,219.36	319.68
Protective Devices	1,471.03	(536.22)
Foods	(498.09)	(244.69)
Others	27.97	33.00
Human Pharma - Discontinued Operations	77,651.59	4,001.61
Total Segment Results	82,978.50	6,825.32
Less: Interest Expenses	531.56	396.24
Less: Unallocable Expenses (Net of Unallocable Income)	(1,360.54)	651.21
Total Profit/(Loss) before Tax	83,807.48	5,777.87

(b) Major Segment Expenses						
Particulars	For the year ended 31 st March, 2023			For the year ended 31 st March, 2022		
	Cost of Materials Consumed	Employee Benefits Expense	Depreciation and Amortization Expense	Cost of Materials Consumed	Employee Benefits Expense	Depreciation and Amortization Expense
Animal Welfare	5,966.71	1,809.12	24.09	5,414.90	1,242.72	27.27
Consumer Products	10,831.32	2,348.47	55.05	9,111.97	2,253.98	51.59
Medical Devices	2,248.23	1,577.29	118.07	1,340.67	1,385.91	121.14
Protective Devices	8,577.60	3,492.21	212.67	6,536.30	2,686.18	179.70
Foods	7,136.10	1,554.13	824.67	5,724.97	1,517.82	878.32
Others	17.54	0.31	0.11	20.66	0.86	0.34
Unallocable	-	1,556.67	45.98	-	1,196.77	-
Human Pharma - Discontinued Operations	493.85	989.96	11.15	5,191.94	6,985.45	60.62
Total	35,271.35	13,328.16	1,291.79	33,341.41	17,269.69	1,318.98

C. (a) Capital Employed (Segment Assets less Segment Liabilities)	(Rs. in lakhs)	
Particulars	As at 31.03.2023	As at 31.03.2022
Animal Welfare	451.17	(1,267.00)
Medical Devices	4,407.23	2,854.91
Consumer Products	(1,955.36)	(2,402.26)
Protective Devices	7,673.55	5,060.52
Foods	6,288.15	8,053.85
Others	96.86	66.95
Human Pharma - Discontinued Operations	-	280.00
Total Capital Employed in Segments	16,961.60	12,646.97
Add: Unallocable Corporate Assets *	82,542.68	22,713.46
Unallocable Corporate Liabilities **	(4,165.87)	(2,397.29)
Total Capital Employed in Company	95,338.41	32,963.14
*Unallocable Corporate Assets:		
Investments	1,284.80	1,513.47
Deferred Tax Asset	435.97	730.29
Fixed deposits including interest receivable, dividend warrants and advance tax	80,821.91	20,469.70
	82,542.68	22,713.46



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

**Unallocable Corporate Liabilities:		
Secured Loans	2,552.84	2,038.45
Provision for Tax & Unclaimed dividend	1,613.02	358.84
Total	4,165.86	2,397.29

Capital employed shown under Animal Welfare as at 31.03.2022 includes that of Discontinued Operations.

(b) Major Segment Assets and Liabilities									(Rs. in lakhs)
Particulars	As at 31 st March, 2023				As at 31 st March, 2022				
	Property, Plant and Equipment, etc.	Inventories	Trade Receivables	Total Liabilities	Property, Plant and Equipment, etc.	Inventories	Trade Receivables	Total Liabilities	
Animal Welfare	975.78	722.50	1,800.04	3,328.10	1,054.45	786.30	1,504.96	5,324.11	
Medical Devices	901.83	2,421.66	1,924.54	1,725.66	821.65	1,843.92	1,423.47	1,527.73	
Consumer Products	205.51	1,740.42	1,944.33	6,644.30	207.22	1,904.75	836.10	6,456.46	
Protective Devices	1,709.91	2,768.06	3,035.46	4,181.85	1,674.62	2,556.03	1,106.01	3,389.08	
Foods	3,604.82	798.82	502.81	1,492.82	4,287.87	801.44	466.01	1,556.44	
Others	-	-	2.73	134.07	0.11	-	21.47	141.37	
Human Pharma - Discontinued Operations	-	-	-	-	-	750.02	1,529.64	2,148.66	
Total	7,397.85	8,451.46	9,209.91	17,506.80	8,045.92	8,642.46	6,887.66	20,543.85	

Major Segment Assets and Liabilities of Animal Welfare as at 31st March, 2022 include that of Human Pharma Operations.

Notes:

- Segments have been identified in line with the Accounting Standard on Segment Reporting (Ind AS 108) considering the organisation structure and the differential risks and returns of these segments.
- Details of products included in each of the Segments are as below :
 Details of products included in each of the Segments are as below :
 - Animal Welfare (earlier included in Pharmaceuticals Segment) include products for Veterinary use.
 - Consumer Products comprise of marketing and distribution of EVA Range of Cosmetics, Woodward's Gripe Water, Good Home range of Scrubbers, Air Freshners, etc., (Own Brands)
 - Medical Devices comprise manufacturing and marketing of Artificial Heart Valves, Orthopaedic Implants, etc.
 - Protective Devices comprise manufacturing and marketing of Male Contraceptives and other allied products.
 - Foods comprise of manufacturing and marketing of Food Products.
 - "Others" include Printing and Publishing of Maps and Atlases.
 - Human Pharma (earlier included in Pharmaceutical Segment) include products for Human use.
- 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.

Information about geographical area:

The Company is domiciled in India. The amount of its revenue from external customers broken by location of customers is tabulated below:

Particulars	(Rs. in lakhs)	
	For the year ended 31.03.2023	For the year ended 31.03.2022
India:		
Animal Welfare	10,384.57	9,710.31
Consumer Products	24,045.57	21,741.00
Medical Devices	7,116.70	5,077.24
Protective Devices	13,854.93	9,861.11

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Foods	10,354.91	9,113.31
Others	35.89	48.01
Human Pharma Discontinued Operations	1,107.20	19,791.33
Total	66,899.77	75,342.31
Outside India:		
Animal Welfare	241.20	200.48
Consumer Products	81.44	2.70
Medical Devices	69.07	14.66
Protective Devices	5,531.09	3,465.04
Foods	795.66	690.13
Others	-	-
Human Pharma Discontinued Operations	-	13.01
Total	6,718.46	4,386.02
Grand Total	73,618.23	79,728.33

5.11 Ind AS 116 - Leases:

Particulars	(Rs. in lakhs)	
	For the year ended 31.03.2023	For the year ended 31.03.2022
Amounts recognized in Statement of Profit and Loss		
Depreciation expenses of right of use assets	70.61	63.85
Interest expenses on lease liabilities	28.82	28.47
Expenses relating to short term leases	219.76	375.49
Expenses relating to leases of low value assets	-	-
Variable lease payments	-	-
Right to Use Assets carrying value	1,058.74	1,096.49
Total cash outflow of lease (includes taxes)	117.10	104.21

Above figures include Discontinued Operations.

The Lease contracts entered by the Company pertain to Motor Vehicles taken on lease for usage by its employees in top and mid-level of management. The term of leases are usually for 5 years.

Lease Obligations

Maturity Analysis:

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term:

Particulars	(Rs. in lakhs)					
	Total Minimum Lease payments outstanding as at		Future Interest on Outstanding of Lease payments as at		Present value of Minimum Lease Payments as at	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022
Within one year	80.23	72.03	21.68	23.05	58.55	48.98
Later than one year and not later than 5 years	142.41	159.16	20.92	25.33	121.49	133.83
Later than 5 years	-	-	-	-	-	-
Total	222.64	231.19	42.60	48.38	180.04	182.81



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

5.12 Analytical Ratios

Sl. No.	Particulars	2022-23	2021-22	Variance	Comments	Numerator	Denominator
1	Current Ratio	5.06	2.06	146%	Increase in Current Assets was due to higher Term Deposits made during the year	All Current Assets	All Current Liabilities
2	Debt Equity Ratio	0.03	0.07	-60%	Increase in Shareholders Equity was due to higher profits made during the year (which include profit from Slump sales)	Total Debts	Net worth = Shareholder equity Excl. Revaluation reserve and Equity through OCI
3	Debt Service Coverage Ratio	10.68	12.06	-11%	–	PAT less Depreciation, Amortisation, Finance Cost and Loss on Sale of Assets	Interest expense and Lease Payments
4	Return on Equity (ROE) (%)	8.62	14.14	-39%	Increase in Equity was due to higher profits made during the year (which include profit from Slump sales) resulting in lower RoE	Net Profit	Average Net Worth
5	Inventory Turnover Ratio	4.13	4.25	-3%	–	Cost of Goods Sold	Average Inventory
6	Trade receivables turnover ratio	9.09	12.34	-26%	Increase in Receivables compared to previous year	Net Sales	Average Trade Receivables
7	Trade payables turnover ratio	2.99	3.36	-11%	–	Net Purchases	Average Trade payables
8	Net capital turnover ratio	0.85	3.44	-75%	Increase in Current Assets during the year was due to higher Term Deposits made out of proceeds of Human Pharma Undertaking sale	Net Sales	Working Capital
9	Net Profit Ratio (%)	7.35	5.24	40%	Increase in Net Profit	Net Profit	Net Sales
10	Return on capital employed (ROCE) (%)	7.93	18.53	-57%	Increase in Capital Employed amount was due to profits out of Slump sales resulting in lower ROCE%	Earnings before Interest and taxes	Capital Employed = Net worth + Total Borrowings
11	Return on investment (%)	(14.69)	15.70	-194%	Reduction in market value of shares invested during the year	Change in market value of Investments + Return on investments - Expenses relating to investments	Investments at the beginning of the year

Above figures are after considering values of Discontinued Operations.

Comments for Variances more than 25% have been provided.

5.13 Sale / transfer of the Human Pharma Division (Undertaking) of the Company to M/s BSV Pharma Private Limited

(a) Profit from Discontinued Operations:

(i) Gain on Sale of Undertaking:

During the First Quarter, the necessary formalities for transfer of the Human Pharma Division (Undertaking) of the Company were completed and the Division stood transferred as a going concern on slump sale basis for a consideration of Rs.80,500 lakhs (final consideration of Rs.80,281.54 lakhs after working capital and other customary adjustments) to M/s.BSV Pharma Private Ltd (BSV) with effect from 9th May, 2022.

The consideration for the transfer was 74% cash (Rs.59,442.51 lakhs) and 26% in the form of equity of the buying entity. The terms of transfer also provided for purchase of the aforesaid 26% Equity Shares held by the Company in BSV, by M/s Bharat Serums and Vaccines Limited or its Nominees, after they obtain necessary regulatory clearances, at the issue price.

During the Third quarter, the above shares were transferred to M/s Bharat Serums and Vaccines Limited and the consideration of Rs.20,839.03 lakhs for the shares was received by the Company.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Profit from Discontinued Operations including Profit from Sale of Undertaking was Rs.77,643.92 lakhs and tax there on was Rs.18,139.42 lakhs (Current tax of Rs.17,788.23 lakhs and Deferred tax of Rs.351.91 lakhs).

		(Rs. in lakhs)
Reconciliation of Total Profits from Discontinued Operations after Tax		
I	Profit / (Loss) from Discontinued Operations	910.53
II	Profit / (Loss) from Disposal	58,593.97
Total		59,504.50

Profit from Discontinued Operations:

		(Rs. in lakhs)	
S.No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue from Operations	1,107.20	19,804.34
II	Other income	1,133.37	8.24
III	Total Income (I+II)	2,240.57	19,812.58
IV	Expenses		
	(a) Cost of materials consumed	-	113.32
	(b) Purchases of stock-in-trade	(256.17)	5,203.14
	(c) Changes in inventories of finished goods, stock-in-trade and Work-In-Progress	750.02	(124.52)
	(d) Employee benefits expense	255.88	6,985.45
	(e) Provisions towards closure related liabilities	-	-
	(f) Finance costs	7.67	72.49
	(g) Depreciation and amortisation expense	11.15	60.62
	(h) Other expenses	257.55	4,207.94
	Total expenses (IV)	1,026.10	16,518.44
V	Profit before exceptional items and tax (III- IV)	1,214.47	3,294.14
VI	Exceptional Items	-	-
VII	Profit before tax (V-VI)	1,214.47	3,294.14
VIII	Tax expense		
	(1) Current tax	18.97	986.33
	(2) Deferred tax	284.97	-
		303.94	986.33
IX	Profit / (Loss) from Discontinued Operations (VII – VIII)	910.53	2,307.81
X	Earning per share from Discontinued Operations (in Rs.)	6.44	16.33

(ii) Gain from disposal:

		(Rs. in lakhs)
S.No.	Particulars	For the year ended 31 st March, 2023
I	Sale proceeds of Human Pharma Division	80,281.54
II	Net Consideration	80,281.54
III	Expenses	
	(a) Employee benefit expenses	734.08
	(b) Expenses related to the Sale of Undertaking	2,076.64
	(c) Net worth of undertaking transferred	1,041.37
	Total expenses (III)	3,852.09
IV	Gain from disposal (II-III)	76,429.45
V	Exceptional Items	-
VI	Profit before tax (IV-V)	76,429.45



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

		(Rs. in lakhs)
VII	Tax expense	
	(1) Current tax	17,769.26
	(2) Deferred tax	66.22
		<u>17,835.48</u>
VIII	Profit / (Loss) from disposal	<u>58,593.97</u>
IX	Earning per share from disposal (in Rupees)	<u>414.67</u>

Major classes of Assets and Liabilities of Human Pharma Division classified as held for sale are as follows:

		(Rs. in lakhs)	
S.No.	Particulars	As at 31 st March, 2023	As at 31 st March, 2022
I.	ASSETS		
	(1) Inventories	-	750.02
	(2) Trade Receivables	-	1,529.64
	(3) Other Current Assets	-	149.00
	Assets of Discontinued Operations	<u>-</u>	<u>2,428.66</u>
II.	LIABILITIES		
	(1) Lease Liabilities Long-term	-	17.49
	(2) Provisions Long-term	-	275.42
	(3) Lease Liabilities Short-term	-	5.74
	(4) Trade Payables		
	A) Due to Micro and Small Enterprises	-	173.68
	B) Due to other than Micro and Small Enterprises	-	508.81
	(5) Other Financial Liabilities	-	936.82
	(6) Provisions - Short-term	-	230.70
	Liabilities of Discontinued Operations	<u>-</u>	<u>2,148.66</u>
	Net Assets directly associated with Discontinued Operations	<u>-</u>	<u>280.00</u>

		(Rs. in lakhs)	
Statement of Cash Flows of Human Pharma Division		For the year ended March 31, 2023	For the year ended March 31, 2022
	Net cash flow from operating activities	1,214.32	2,440.92
	Net cash flow from investing activities	59,762.07	-
	Net cash flow from financing activities	(7.67)	(72.49)
	Net cash flow - Discontinued Operations	<u>60,968.72</u>	2,368.43

5.14 Ind AS 115 Revenue from Contracts with Customers

		(Rs. in lakhs)	
Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
	Revenue as per contracted price	75,773.83	81,313.78
	Adjustments:		
	Less: Expected Turnover & Volume based Discounts & Liquidated Damages	2,648.14	1,918.61
	Add: Other Operating Income	492.54	333.16
	Revenue from Operations as per Statement of Profit and Loss*	<u>73,618.23</u>	79,728.33

* Includes revenue from Discontinued Operations

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Disaggregation of revenue

The Company derives revenues from the transfer of goods in the following major product lines:

(Rs. in lakhs)

Major Product Line	For the year ended March 31, 2023	For the year ended March 31, 2022
Animal Welfare	10,625.77	9,910.79
Consumer Products	24,127.01	21,743.70
Medical Devices	7,185.77	5,091.90
Protective Devices	19,386.02	13,326.15
Foods	11,150.57	9,803.44
Others	35.89	48.01
Discontinued Operations	1,107.20	19,804.34
Total Revenue from Operations	73,618.23	79,728.33

Reconciliation of Refund Liability

(Rs. in lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	1,565.31	1,364.63
Less: Provision no longer required reversed	1,132.29	–
Add: Net increase due to invoicing during the year	65.83	200.68
Balance at the end of the year	498.85	1,565.31

Refer Note No.3.17

Contract Balances

The following table provides information about receivables and contract liabilities from contract with customers:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Contract liabilities		
Advance from customers	38.52	216.76
Receivables		
Trade receivables	9,249.06	5,382.33
Less: Allowances for expected credit loss	(39.15)	(24.31)
Net Receivables	9,209.91	5,358.02

Contract Liability Movement (BIRAC)

(Rs. in lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	18.42	10.35
Add: Net increase due to invoicing during the year	–	29.96
Less: Decrease due to transfer of depreciation to Subsidy income	18.42	21.89
Balance at the end of the year	–	18.42

5.15 Deferred Revenue Income

During the Financial Year 2019-20, the Company had received grant in the nature of exemption of custom duty on import of Machinery, amounting to Rs.170.36 lakhs with certain conditions related to export of goods under Export Promotion Capital Goods (EPCG) Scheme of Government of India. This waiver had been treated as Government Grant in the books as per Ind AS 20, wherein the Company had shown the amount of waiver as a Deferred Income Liability that will be taken to Statement of Profit and Loss on a systematic basis over the period within which the Company has to fulfil the export obligations. Management is confident of fulfilling the export obligation through exports from Jaipur and Hosakote within the prescribed time lines.



Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

Grant-In-Aid: The Company has entered into a Grant-in-aid Letter of Agreement (GLA) with Biotechnology Industry Research Assistance Council (BIRAC) for the project titled "Pilot Clinical Investigation of Rigid Tilting Disc TTK Chitra – Titanium Heart Valve Model TC2 – the next version of the highly successful TTK – Chitra Heart Valve, Model TC1". The main objectives of this project are (i) to manufacture 100 nos. of valves for Clinical Trial; & (ii) to complete the clinical trial involving 40 patients and follow-up of the valve performance, as per the study plan and submission of the final Pilot Study Clinical Investigation Report to BIRAC. The duration of the project initially was for 24 months (subsequently extended by 12 more months till September 2023) from date of acceptance of GLA and the total project cost is Rs.291.08 lakhs.

The Company had purchased Fixed Assets amounting to Rs.32.81 lakhs using funds received from BIRAC which was accounted as Deferred Revenue Income. Depreciation on the above assets for the year amounting to Rs.10.92 lakhs (FY 2021-22: Rs.21.89 lakhs) and Revenue Expenditure amounting to Rs.90.48 lakhs have been recognised as Subsidy received and included in Other Operating Income. Deferred Revenue Income - Nil (after depreciation) is shown as on 31st March, 2023. (FY 2021-22: Rs.18.42 lakhs).

Breakup for Deferred Revenue Income:

Particulars	(Rs. in lakhs)	
	As at 31 st March, 2023	As at 31 st March, 2022
EPCG	170.36	170.36
BIRAC	–	18.42
Total	170.36	188.78

5.16 Disclosure in Relation to Undisclosed Income

During the year, the Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transactions which are not recorded in the books of accounts.

5.17 Disclosure of Transactions with Struck off Companies

The Company has reviewed transactions to the extent of information available for the purpose of identifying transactions with struck off Companies. Based on the above, there are no transactions with Struck off Companies in the current financial year.

5.18 Disclosure requirements as notified by MCA pursuant to amended Schedule III

Nothing to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988)
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) Relating to borrowed funds:
 - (i) Wilful defaulter
 - (ii) Utilisation of borrowed funds & share premium
- (e) Loans to Related Parties
- (f) Investments/advances through intermediaries
- (g) Effect of scheme of arrangement
- (h) Compliance with number of layers
- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with understanding that intermediary shall -
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (j) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (Whether recorded in writing or otherwise) that the Company shall -
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funded party (Ultimate Beneficiaries); or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes forming part of Financial Statements (Contd.)

for the year ended 31st March, 2023

5.19 Events occurring after balance sheet date

The Company received the Initial Public Announcement dated 5th April, 2023 issued by Inga Ventures Private Limited ("Manager to the Delisting Offer"), on behalf of members of the Promoters of TTK Healthcare Limited ("the Company"), in accordance with Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2021 ("Initial Public Announcement") inter alia, expressing their intention to initiate the process to- (a) acquire all Equity Shares aggregating to 35,94,493 Equity Shares of Rs.10/- each that are held by Public Shareholders of the Company, either individually/collectively, or together with other members of the Promoter Group, as the case may be; and (b) consequently, voluntarily delist the Equity Shares of the Company from the Stock Exchanges 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"). Consequent upon the receipt of the Initial Public Announcement, the Board of Directors in their meeting held on 20th April, 2023 approved the said proposal of the voluntary delisting by the Acquirers and initiated the process for obtaining the approval of the Shareholders by means of a Special Resolution through Postal Ballot Process by way of remote e-Voting.

On 23rd May, 2023, the Board of Directors of the Company have proposed a dividend of Rs.10/- per share for the year ended 31st March, 2023, subject to the approval of Shareholders at the 65th Annual General Meeting. If approved, this would result in cash outflow of Rs.1,413.03 lakhs.

5.20 The previous year's figures have been regrouped and reclassified, wherever necessary to conform to the current year's presentation.

5.21 Approval of Financial Statements

The Financial Statements were approved for issue by the Board of Directors on 23rd May, 2023.

As per our audit report even date attached

For **M/s. PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Regn.No.003990S/S200018

S. Rajeshwari, Partner
Membership No.024105

Place : Chennai
Date : May 23, 2023

For and on behalf of the Board

T T Raghunathan, Executive Chairman (CEO)
DIN: 00043455

Girish Rao, Director
DIN: 00073937

K Shankaran, Director
DIN: 00043205

B V K Durga Prasad,
President - Finance (CFO)
PAN: AAFPD4104K

S Kalyanaraman, Wholetime Director & Secretary
DIN: 00119541

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