



**TTK Healthcare
LIMITED**

TTKH:SEC:GJ:173:21

September 07, 2021

**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 : Minutes of the 63rd Annual General Meeting

We are forwarding herewith certified true copy of the Minutes of the 63rd Annual General Meeting held at 10.15 a.m., on 20th August, 2021 through Video Conferencing / Other Audio Visual Means (VC / OAVM), in accordance with the Companies Act, 2013, Rules made thereunder, SEBI (LODR) Regulations, 2015, Circulars issued by MCA and SEBI in this regard, which is self-explanatory.

We request you to kindly take the above document on record.

Thanking you,

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)
Wholetime Director & Secretary

Encl: a/a



Chellabawan

Wholtime Director & Secretary

MINUTES OF THE PROCEEDINGS OF THE 63rd ANNUAL GENERAL MEETING HELD AT 10.15 A.M., ON FRIDAY, THE 20TH AUGUST, 2021 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC / OAVM)

Time of Commencement	-	10.15 a.m.
Time of Conclusion	-	11.15 a.m.

No. of Members present in Person	-	52 (1,08,38,404 Equity Shares)
No. of Members present through Proxy	-	Since this AGM was held through VC / OAVM, proxy was not facilitated

PANELISTS (DIRECTORS / AUDITORS / KMPs):

Name	Position	Mode of Attendance	Place
Mr T T Jagannathan	Chairman	Video Conference	Bengaluru
Mr T T Raghunathan	Executive Vice Chairman (CEO)	Video Conference	Chennai
Mr R K Tulshan	Director	Video Conference	New Delhi
Mr K Shankaran	Director & Chairman of Stakeholders Relationship Committee	Video Conference	Chennai
Dr (Mrs) Vandana R Walvekar	Director & Chairman of Nomination & Remuneration Committee	Video Conference	Mumbai
Mr Girish Rao	Director & Chairman of Audit Committee	Video Conference	Bengaluru
Mr S Balasubramanian	Director & Chairman of Risk Management Committee	Video Conference	Gurgaon
Mr N Ramesh Rajan	Director	Video Conference	USA
Mr V Ranganathan	Director	Video Conference	Chennai
Mr S Kalyanaraman	Wholtime Director & Secretary (CS)	Video Conference	Chennai
Mr B V K Durga Prasad	President – Finance (CFO)	Video Conference	Chennai
Ms S Rajeshwari	Statutory Auditors Partner, M/s PKF Sridhar & Santhanam LLP	Video Conference	Chennai
Mr C N Srinivasan	Internal Auditor Partner, M/s S Viswanathan LLP	Video Conference	Bengaluru
Mr Balu Sridhar	Secretarial Auditor & Scrutinizer Partner, M/s A K Jain & Associates, Practising Company Secretaries	Video Conference	Chennai
Mr Benjamin Rajaratnam Mr S Chandrasekaran	Registrar and Transfer Agent M/s Data Software Research Co. Pvt. Ltd.	Video Conference	Chennai

ATTENDEES:

Name	Position	Mode of Attendance	Place
Mr S Ravichandran	-	Video Conference	Chennai
Ms Gowry A Jaishankar	Manager – Legal & Secretarial	Video Conference	Chennai

CHAIRMAN OF THE MEETING:

In accordance with Article 83 of the Articles of Association of the Company, Mr T T Jagannathan, Chairman of the Board chaired the meeting.

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INTRODUCTION OF DIRECTORS:

Mr S Kalyanaraman, Wholetime Director & Secretary who was attending the meeting through video conferencing from the Registered Office of the Company at Chennai informed the Members that the 63rd Annual General Meeting was being held through Video Conferencing / Other Audio Visual Means (VC / OAVM), in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs and SEBI, in this regard.

He introduced the Board of Directors, Chairman of the various Committees of the Board, Key Managerial Personnel, Statutory Auditors, Internal Auditors, Secretarial Auditors, Scrutinizer and Registrar and Transfer Agent present through video conferencing.

ASCERTAINMENT OF QUORUM AND CONDUCT OF THE PROCEEDINGS:

Having ascertained that the quorum was present and that the Annual Report for the year 2020-21, the Register of Directors and Key Managerial Personnel and their Shareholdings and the Register of Contracts or Arrangements in which Directors and Key Managerial Personnel were interested were made available electronically for Members' inspection, the Chairman called the meeting to order.

He informed that Proxy Register was not available for inspection since there was no proxy facility for virtual meeting of Members.

NOTICE OF THE MEETING:

The Chairman informed the Members that as per the directives of MCA, the Notice of the 63rd Annual General Meeting was circulated to the Members electronically to their respective e-mail addresses registered with the Registrar and Transfer Agent / Depositories and that no physical copies were sent. The Notice and the Annual Report for the year 2020-21 were made available on the website of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited and also on the website of the Company.

The Chairman, with the consent of the members present, took the Notice convening the Meeting which was already circulated electronically, as read.

The Chairman requested Mr Kalyanaraman to provide general guidance to the Members regarding participation in the virtual meeting.

Mr Kalyanaraman informed the Members that-

- The Company had taken all steps to ensure that the Members were able to attend and vote at this AGM in a seamless manner.
- The facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM and e-Voting during the AGM was provided by M/s Central Depository Services (India) Limited (CDSL).
- The proceedings of the meeting were recorded since the meeting was held virtually.
- The facility to join the meeting was made available on first-come-first served basis.
- Members who had joined the meeting were kept on mute by the host by default for smooth conduct of the meeting.
- Since e-Voting system was followed, the Members were not provided with 'voting by show of hands or poll'.
- The Company received request for Speaker Registration from nine members. Audio and Video facility would be enabled to those speakers when the Chairman open the floor for Question and Answer (Q&A) session.

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- For other members, "Q&A option" would be enabled through Chat Box during the Q&A session.
- The Chairman reserves the right to limit the number of members asking questions, number of questions and the time allotted for each such member, for the smooth conduct of the meeting.
- Facility to cast the votes electronically on the businesses as set out in the Notice was provided to Members and the remote e-Voting facility was made available from 9.30 a.m., on Monday, the 16th August, 2021 to 5.00 p.m., on Thursday, the 19th August, 2021.
- Members who have not cast their vote through remote e-Voting would be provided e-Voting facility during the AGM to cast their vote on the businesses to be transacted at the AGM.
- Mr. Balu Sridhar, Partner, M/s. A K Jain & Associates, Practising Company Secretaries was appointed as Scrutinizer for conducting the e-Voting process in a fair and transparent manner.

Thereafter, Mr Kalyanaraman requested the Chairman to deliver his speech and conduct the proceedings.

CHAIRMAN'S ADDRESS:

The Chairman welcomed the Members to the 63rd Annual General Meeting and delivered his speech.

AUDITORS' REPORT:

The Chairman informed the Members that since there were no qualifications, observations or comments on the financial transactions or matters, which have adverse effect on the functioning of the Company in the Auditors' Report on the Financial Statements for the year ended 31st March, 2021, the same was not required to be read at the Meeting, as per Section 145 of the Companies Act, 2013.

The Chairman further informed that similarly, the Cost Audit Report and the Secretarial Audit Report also do not contain any qualifications, observations or comments and hence the same were not required to be read at the Meeting.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS TO MEMBERS / ITEMS ON AGENDA:

The Chairman took up the following Items bearing Nos.1 to 6 of the Notice along with the Explanatory Statement already circulated to the Members and briefly explained the details of each of these items:

1. Adoption of the Audited Financial Statements for the year ended 31st March, 2021 together with the Reports of Directors and Auditors thereon.
2. Declaration of Dividend of Rs.6.00 per share (60%) on the Equity Shares of the Company for the year ended 31st March, 2021.
3. Reappointment of Mr T T Jagannathan (DIN 00191522) as Non-Executive Non-Independent Director, liable to retire by rotation.
4. Continuation of Directorship of Mr T T Jagannathan (DIN 00191522) as Non-Executive Director, beyond the age of 75 years.
5. Reappointment of Mr T T Raghunathan (DIN 00043455) as Executive Vice Chairman, for a further term of 5 years and his continuation of office beyond the age of 70 years.
6. Ratification of remuneration payable to M/s. Geeyes and Co., Cost Auditors, for the financial year ending 31st March, 2022.

Thereafter, the Chairman invited queries from the Members on these items.

Mr Kalyanaraman, with the help of the Moderator, enabled the audio and video facility to the following Speakers who were registered as such with the Company, one by one to speak, during the Q&A session:

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S. No.	Name	Client ID / Folio No.	No. of Shares	Location	Remarks
1.	Santosh Kumar Saraf	1206780000018019	1	Kolkata	Spoke at the Meeting
2.	Sharadkumar Jivraj Shah	IN30014210396162	136	Mumbai	Spoke at the Meeting
3.	Rajen Anil Shah	IN30154933925589	5,000	Mumbai	Spoke at the Meeting
4.	Kirti Jayantilal Shah	1202550000058502	2	Mumbai	Spoke at the Meeting
5.	Hiteshkumar Kanaiyalal Thakkar	1208160057903210	5	Vadodara	Spoke at the Meeting
6.	A V Mani Sundaram	IN30039418945055 1203760000595089	2	Salem	Not available when called
7.	Nikhil Upadhyay	IN30051313742799	1	Ahmedabad	Did not join the Meeting
8.	Yusuf Yunus Rangwala	1601010000232396	1	Mumbai	Spoke at the Meeting. However, his speech was not audible due to technical glitches.
9.	J Abhishek	1206780000018019	1	Chennai	Spoke at the Meeting

At the request of the Chairman, all the queries raised by the members were answered / clarified by Mr Shankaran and Mr Kalyanaraman.

E-VOTING DURING THE AGM:

The Chairman concluded the proceedings by placing on record his appreciation to all the member for their valid observations and participation.

He informed the members that-

- The e-Voting platform of CDSL would be available for voting for the next 15 minutes and requested the members those who are attending the meeting virtually and have not cast their votes through remote e-Voting, to cast their vote through e-Voting facility available during the AGM;
- The Scrutinizers would be supervising the e-Voting process;
- The e-Voting results would be declared within the timeline prescribed by SEBI and the results would be disseminated in the websites of the Stock Exchanges viz., BSE and NSE and also in the website of the Company.
- The resolutions, as set out in the Notice, would be deemed to have been passed at the AGM, subject to receipt of requisite number of votes.

He thanked all the members for attending the meeting virtually.

DECLARATION OF VOTING RESULTS:

On the basis of the Report submitted by the Scrutinizer Mr. Balu Sridhar, Partner, M/s A K Jain & Associates, the results of the voting on the various businesses transacted at the 63rd Annual General Meeting of the Company held on 20th August, 2021, declared on the same day, are as below:

ORDINARY BUSINESS:

ITEM NO.1

ADOPTION OF AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Financial Statements consisting of the audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended as on that date together with the Board’s Report and Auditors’ Report thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted”.

The Resolution was carried by requisite majority.

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ITEM NO.2

DECLARATION OF DIVIDEND – ORDINARY RESOLUTION:

“RESOLVED THAT a dividend of Rs.6.00 (60%) per share in respect of 1,41,30,333 Equity Shares of Rs.10/- each fully paid-up, be paid, to the holders of Equity Shares whose names appear on the Register of Members as on 20th August, 2021”.

The Resolution was carried by requisite majority.

ITEM NO.3

REAPPOINTMENT OF MR T T JAGANNATHAN (DIN 00191522) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, LIABLE TO RETIRE BY ROTATION – ORDINARY RESOLUTION:

“RESOLVED THAT Mr T T Jagannathan (DIN - 00191522) be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation”.

The Resolution was carried by requisite majority.

SPECIAL BUSINESS:

ITEM NO.4

CONTINUATION OF DIRECTORSHIP OF MR T T JAGANNATHAN (DIN 00191522) AS NON-EXECUTIVE DIRECTOR, BEYOND THE AGE OF 75 YEARS – SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof], approval of the Members be and is hereby accorded to Mr T T Jagannathan (DIN: 00191522) to continue to hold office as Director till his next retirement by rotation, notwithstanding that he would be attaining the age of 75 years during this term”.

The Resolution was carried by requisite majority.

ITEM NO.5

REAPPOINTMENT OF MR T T RAGHUNATHAN (DIN 00043455) AS EXECUTIVE VICE CHAIRMAN, FOR A FURTHER TERM OF 5 YEARS AND HIS CONTINUATION OF OFFICE BEYOND THE AGE OF 70 YEARS – SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, read with Schedule V to the Act [including any statutory modification(s) or re-enactment(s) thereof], the reappointment of Mr T T Raghunathan (DIN: 00043455) as Executive Vice Chairman of the Company, for a further term of 5 years, with effect from 1st November, 2021, by the Board of Directors, on such remuneration and terms and conditions as set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice and duly recommended by the Nomination and Remuneration Committee, be and is hereby approved”.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Act and the Rules made thereunder, approval of the Members be and is hereby accorded to Mr T T Raghunathan, to continue to hold the office of Executive Vice Chairman till the aforesaid tenure of appointment which ends on 31st October, 2026, notwithstanding that he would be attaining the age of 70 years during this term”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise the remuneration package of Mr T T Raghunathan, Executive Vice Chairman, from time to time, within the

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ceilings prescribed under Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule V to the Act or any statutory modification(s) thereof".

"RESOLVED FURTHER THAT during any year of loss or inadequacy or profits, Salary, Productivity Incentive, Allowances, Perquisites, Benefits and subsequent revision(s), if any, fixed by the Board of Directors, shall be paid as minimum remuneration to Mr T T Raghunathan subject to the ceilings prescribed under Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof".

The Resolution was carried by requisite majority.

ITEM NO.6

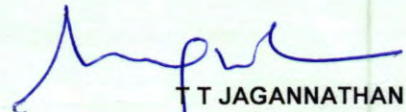
RATIFICATION FOR THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE YEAR 2021-22 – ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148(3) 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 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, 2022, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified".

The Resolution was carried by requisite majority.

The complete details of the Voting Results declared on 20th August, 2021 along with the Consolidated Report on the e-Voting conducted during the AGM and remote e-Voting submitted by the Scrutinizer were submitted to the Stock Exchanges and was also uploaded on the Company's website the same day. These details are also made available at the Registered Office of the Company.

Place : Chennai
Date : August 27, 2021


T T JAGANNATHAN
Chairman

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ANNEXURE

Details of Remuneration and terms and conditions of the reappointment of Mr T T Raghunathan as Executive Vice Chairman of the Company referred to in the Special Resolution under Item No.5 of the Minutes of the Proceedings of the 63rd Annual General Meeting held at 10.15 a.m., on Friday, the 20th August, 2021 through Video Conferencing/ Other Audio Visual Means (VC/OAVM)

A. Salary	:	Rs.5,00,000/- (Rupees Five lakhs only) per month.
B. Productivity Incentive	:	2% of the pre-tax profit of the Company, as declared in the Audited Annual Accounts.
C. Perquisites	:	
(1) Housing	:	House Rent Allowance @ 60% of the Salary.
(2) Gas, Electricity, Water, Furnishings, etc.	:	The expenditure incurred on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the Salary.
(3) Medical Benefits	:	One month's Salary in a year or three months' salary over a period of three years for self, wife, children and dependents. In addition, in case of major diseases and hospitalization, 100% for self and 50% for wife, dependent children and parents would be reimbursed towards expenses incurred.
(4) Leave Travel Allowance	:	For self and family, to and fro Air Fare and other related expenses to any place in India or abroad once a year.
(5) Club Fees	:	Fees for two clubs not including Admission and Life Membership Fees.
(6) Personal Accident Insurance	:	Personal Accident cover, as per the rules of the Company.
D. Benefits	:	
(1) Other Perquisites viz., Provident Fund, Superannuation and Gratuity	:	will be allowed, as per the rules of the Company.
(2) Mr Raghunathan will be provided Car with driver for use and will also be entitled for reimbursement of expenses relating to residential and mobile phones, as per the rules of the Company.	:	
(3) Mr Raghunathan will be allowed Leave and Encashment thereof, as per the rules of the Company.	:	
E. Commission:	:	
During the year in which adequate profits have been made, the difference between 5% of such profits and the Salary, Productivity Incentive, Allowances, Perquisites and Benefits as referred to above in items A, B, C & D(1) shall be paid as Commission and such Commission shall become due and payable on approval of the Audited Accounts by the Board of Directors of the Company for such financial year. Such profits shall be computed in accordance with Section 198 of the Companies Act, 2013.		
F. Other Terms and Conditions :	:	
(1) During any financial year in which the Company has incurred losses or has inadequate Profits, Salary, Productivity Incentive, Allowances, Perquisites and Benefits as mentioned above and subsequent revision(s), if any, shall be paid as minimum remuneration to the appointee, in accordance with Schedule V to the Companies Act, 2013, or any statutory modification(s) thereof.	:	

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(2)	In the event of the Appointee ceasing in the midst of any financial year of the Company to be the Executive Vice Chairman of the Company for any cause whatsoever, he shall be entitled to receive from the Company such part of the remuneration as is payable to him in accordance with this appointment as is proportionate to his period of service in that financial year of the Company and for this clause, the profits of the Company shall be deemed to accrue day-to-day.
(3)	The Appointee shall, subject to the provisions of Section 202 of the Companies Act, 2013, be entitled to compensation for loss of office, amounting to remuneration together with the value of benefits and perquisites which he would have earned for the unexpired term of his office or three years, whichever is shorter, computed in the manner laid down under Section 202 of the Companies Act, 2013.
(4)	This appointment may be terminated by either party by giving to the other party six months' notice of such termination.
(5)	If at any time the Appointee ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Executive Vice Chairman in terms of this Appointment and the same shall forthwith terminate.

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