



**TTK Healthcare
LIMITED**

TTKH:SEC:GJ:171:22

August 25, 2022

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

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

Scrip Code: 507747

Scrip Code: TTKHLTCARE

Dear Sirs,

Re : Minutes of the 64th Annual General Meeting

We are forwarding herewith certified true copy of the Minutes of the 64th Annual General Meeting held at 11.30 a.m., on 3rd August, 2022 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



MINUTES OF THE PROCEEDINGS OF THE 64th ANNUAL GENERAL MEETING HELD AT 11.30 A.M., ON WEDNESDAY, THE 3rd AUGUST, 2022 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (VC / OAVM)

Time of Commencement	-	11.30 a.m.
Time of Conclusion	-	12.20 p.m.

No. of Members present in Person	-	53 (1,00,37,230 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 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 Waivekar	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	Wholetime 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 Pankaj Mehta	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

CHAIRMAN OF THE MEETING:

In the absence of Mr T T Jagannathan, Chairman, Mr T T Raghunathan, Executive Vice Chairman chaired the meeting.

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 64th 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 the Registrar and Transfer Agent present through video conferencing.

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ASCERTAINMENT OF QUORUM AND CONDUCT OF THE PROCEEDINGS:

Having ascertained from the AGM Video Conference Facility Provider M/s CDSL, that the requisite quorum were present through video conferencing for conducting the proceedings of the meeting and all the Members attending the meeting through video conference were counted for the purpose of quorum, in accordance with the Circulars issued by MCA and Section 103 of the Companies Act, 2013, the Chairman called the meeting to order.

Further, the Chairman informed that all documents referred to in the Notice of the Annual General Meeting including the Register of Directors and KMPs and their Shareholding and Register of Contracts or Arrangements in which Directors are interested, were made available electronically for inspection upon request by the Members.

Further, the Chairman also informed that the 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 64th Annual General Meeting was circulated to the Members electronically to their respective e-mail addresses registered with the Registrar and Transfer Agent / Depositories and the physical copies were also sent to those shareholders who requested for the same. The Notice and the Annual Report for the year 2021-22 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 seven Members. Audio and Video facility would be enabled to those speakers when the Chairman opens the floor for Question and Answer (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 Saturday, the 30th July, 2022 to 5.00 p.m., on Tuesday, the 2nd August, 2022.

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- 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.
- M/s. A K Jain & Associates, Practising Company Secretaries represented by its Partner Mr Pankaj Mehta 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 64th Annual General Meeting and requested Mr Shankaran, Director to read out the speech. Accordingly, Mr Shankaran read the Chairman's 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, 2022, 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 7 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, 2022 together with the Reports of Directors and Auditors thereon.
2. Declaration of Dividend of Rs.10.00 per share (100%) on the Equity Shares of the Company for the year ended 31st March, 2022.
3. Reappointment of Mr R K Tulshan (DIN 00009876) as Non-Executive Non-Independent Director, liable to retire by rotation.
4. Reappointment of M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (Firms Regn. No.003990S / S200018) as Statutory Auditors of the Company, for a further term of 5 years.
5. Payment of Commission to the Non-Executive Directors including Independent Directors of the Company, in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013.
6. To give any loan, guarantee, provide security and to make investments, in accordance with the provisions of Section 186 and other applicable provisions, if any of the Companies Act, 2013.
7. Ratification of remuneration payable to M/s. Geeyes and Co., Cost Auditors, for the financial year ending 31st March, 2023.

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.	Kirti Jayantilal Shah	1202550000058502	2	Mumbai	Did not join the meeting as Speaker
2.	Sharadkumar Jivraj Shah	IN30014210396162	136	Mumbai	Did not join the meeting as Speaker
3.	Yusuf Yunus Rangwala	1601010000232396	1	Mumbai	Spoke at the Meeting
4.	Santosh Kumar Saraf	1206780000018019	1	Kolkata	Spoke at the Meeting
5.	Rajen Anil Shah	IN30154933925589	1,500	Mumbai	Did not join the meeting as Speaker
6.	Rajat Setiya	IN30154933925589	1	Gurgaon, Haryana	Spoke at the meeting
7.	Keshav Garg	IN30021415646980	1	Pune	Due to technical issues relating to his audio, unable to speak 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 Pankaj Mehta, Partner, M/s A K Jain & Associates, the results of the voting on the various businesses transacted at the 64th Annual General Meeting of the Company held on 3rd August, 2022, 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 Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the financial year ended 31st March, 2022 and the Notes forming part thereof 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.10.00 (100%) 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 27th July, 2022”.

The Resolution was carried by requisite majority.

ITEM NO.3

REAPPOINTMENT OF MR R K TULSHAN (DIN 00009876) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR, LIABLE TO RETIRE BY ROTATION – ORDINARY RESOLUTION:

“RESOLVED THAT Mr R K Tulshan (DIN 00009876) 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.

ITEM NO.4

REAPPOINTMENT OF M/S PKF SRIDHAR & SANTHANAM LLP, CHARTERED ACCOUNTANTS (FIRMS REGN. NO.003990S / S200018) AS STATUTORY AUDITORS OF THE COMPANY, FOR A FURTHER TERM OF 5 YEARS – ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No.003990S / S200018) be and are hereby reappointed as the Statutory Auditors of the Company, for a further term of 5 (five) consecutive years, to hold office from the conclusion of the 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting, on such remuneration, as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company”.

The Resolution was carried by requisite majority.

SPECIAL BUSINESS:

ITEM NO.5

PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS OF THE COMPANY, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 197 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 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] and Article 117 of the Articles of Association, approval of the Members be and is hereby accorded to pay the Non-Executive Directors, including Independent Directors (other than the Managing Director and Wholetime Directors) of the Company, effective 1st April, 2022, such sum by way of Commission as the Board and / or a Committee thereof, may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Act and computed in the manner provided under Section 198 of the Act”.

The Resolution was carried by requisite majority.

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ITEM NO.6

TO GIVE ANY LOAN, GUARANTEE, PROVIDE SECURITY AND TO MAKE INVESTMENTS, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 186 AND OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013 – SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of all earlier resolution(s) passed by the Members in this regard and pursuant to the provisions of Section 186 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], approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) - (a) to give any loan to any person or other body corporate; (b) to give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise, the securities of anybody corporate as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed Rs.1,000 crores (Rupees One thousand crores only), over and above the limit of sixty percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account or one hundred percent of Free Reserves and Securities Premium Account, whichever is more, as prescribed under Section 186 of the Act”.

The Resolution was carried by requisite majority.

ITEM NO.7

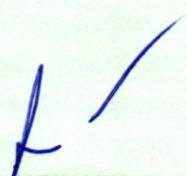
RATIFICATION FOR THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE YEAR 2022-23 – ORDINARY RESOLUTION:

“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, 2023, 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 3rd August, 2022 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 23, 2022


T T RAGHUNATHAN
Chairman of the Meeting

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