



**TTK Healthcare
LIMITED**

TTKH:SEC:SL:032:24

February 07, 2024

**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 : Submission of Postal Ballot Notice under Regulation 34(1) of SEBI (LODR) Regulations, 2015

In accordance with Regulation 34(1) of SEBI (LODR) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 2nd February, 2024, along with Explanatory Statement thereof seeking the approval of the Shareholders by means of Special Resolution for the following items:

1. Reappointment of Mr V Ranganathan (DIN: 00550121) as an Independent Director of the Company
2. Reappointment of Mr S Kalyanaraman (DIN: 00119541) as a Wholetime Director of the Company

The aforesaid Notice was sent to the Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date being Friday, the 2nd February, 2024, to their registered e-mail address.

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

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

1.	Cut-off date	02.02.2024
2.	Completion of despatch of Notice through e-mail	07.02.2024
3.	E-Voting Start Date / Time	09.02.2024 / 9.00 a.m.
4.	E-Voting End Date / Time	09.03.2024 / 5.00 p.m.
5.	Scrutinizer Report	Within two working days from the last date specified by the Company for e-Voting.
6.	Declaration of Results	

Kindly take the above information on record.

Thanking you

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)
Wholetime Director & Secretary

Encl.: a/a



TTK HEALTHCARE LIMITED

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

CIN: L24231TN1958PLC003647 | Website: www.ttkhealthcare.com

POSTAL BALLOT NOTICE (“NOTICE”)

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

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of TTK Healthcare Limited (“the Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standards - 2 on General Meetings (“the SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), for conducting postal ballot process through e-Voting. The Company is seeking the consent of its Members by means of Special Resolutions for the items of Special Businesses as set out in the Notice, proposed to be passed through Postal Ballot by way of remote e-Voting only.

In compliance with the requirement of the Circulars, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-Voting system. Accordingly, the despatch of physical postal ballot notice along with postal ballot form and prepaid self-addressed business reply envelope does not arise.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the said resolutions, setting out the material facts and the reasons for the resolutions is also annexed. You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent through Postal Ballot by remote e-Voting facility provided by the Company.

The Board of Directors at its meeting held on February 02, 2024, have 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 the Postal Ballot voting process through electronic means in a fair and transparent manner.

The Scrutinizer will submit his report to the Executive Chairman of the Company or any person authorised by him, after completion of the scrutiny. The Results will be announced within two working days from the last date specified by the Company for e-Voting.

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

The Resolutions, if passed by requisite majority shall be deemed to have been passed on March 09, 2024, being the last date specified by the Company for e-Voting.

Special Business:

1. Reappointment of Mr V Ranganathan (DIN: 00550121) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time, Mr V Ranganathan (DIN: 00550121), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 1st June, 2019 upto 31st May, 2024 (both days inclusive) and who being eligible for reappointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office for a further term of 5 (five) consecutive years on the Board of the Company commencing from 1st June, 2024 upto 31st May, 2029 (both days inclusive) **AND THAT** he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. Reappointment of Mr S Kalyanaraman (DIN: 00119541) as a Wholetime Director of the Company:

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

“RESOLVED THAT in accordance with 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) and re-enactment(s) thereof, for the time being in force], the reappointment of Mr S Kalyanaraman (DIN: 00119541) as Wholetime Director of the Company, for a further term of 5 years, with effect from 1st June, 2024, by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, 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 in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby approved and he be redesignated as Wholetime Director & Chief

Executive Officer (CEO), w.e.f. 1st June, 2024 or such other designation, as may be decided by the Board, from time to time **AND THAT** he shall be liable to retire by rotation.

RESOLVED FURTHER THAT during any year of loss or inadequacy of profits, Salary, Allowances, Perquisites, Benefits and subsequent revision(s), if any, fixed by the Board of Directors, shall be paid as minimum remuneration to Mr S Kalyanaraman, subject to the ceiling prescribed for the time being under Schedule V to the Act or any statutory modification(s) and re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise / vary / modify the terms and conditions of appointment including the remuneration package payable to Mr S Kalyanaraman, in such manner, as may be agreed to between the Board and Mr Kalyanaraman, from time to time, within and in accordance with the limits 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) and re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

BY ORDER OF THE BOARD

Place: Chennai
Date : February 02, 2024
Registered Office:
No.6, Cathedral Road
Chennai 600 086

S KALYANARAMAN
Wholetime Director & Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards - 2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository(ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date i.e., February 02, 2024. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. For receiving copy of Postal Ballot Notice, Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with M/s Data Software Research Company Private Limited, the Registrar and Transfer Agent of the Company.

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

3. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till March 09, 2024. Members seeking to inspect can send an e-mail to Company at investorcare@ttkhealthcare.com.
4. Procedure for registering the e-mail addresses and obtaining the Postal Ballot Notice by the Members whose e-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with Company / RTA (in case of Members holding shares in physical form):

For Physical Members: 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 Demat Members: 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 for updation.

5. **Information and other Instructions relating to e-Voting system:**
 - Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as

amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide remote e-Voting to its Members through Central Depository Services (India) Limited (CDSL), in respect of the businesses to be transacted through Postal Ballot process.

- The Board of Directors at its meeting held on February 02, 2024 have 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 the Postal Ballot process through remote e-Voting in a fair and transparent manner and they have communicated their willingness for the same.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on February 02, 2024 being the “cut-off date”. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (i.e.) February 02, 2024 only shall be entitled to avail the facility of e-Voting.
- The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-Voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Executive Chairman of the Company or any person authorized by him. The results of the e-Voting by Postal Ballot will be announced within two working days of the conclusion of the e-Voting.
- The Resolutions, if passed by requisite majority shall be deemed to have been passed on March 09, 2024, being the last date specified by the Company for e-Voting.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ttkhealthcare.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- Instructions for remote e-Voting: The voting period begins at 9.00 a.m., on Friday, February 09, 2024 and ends at 5.00 p.m., on Saturday, March 09, 2024. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 02, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-Voting on the 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.

Individual Shareholders holding securities in Demat:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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

	<p>https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on</p>

	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Other Instructions:

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

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

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

Additional Information of Directors (relating to Item Nos: 1 & 2) being reappointments 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	Reappointment as an Independent Director	Reappointment as a Wholetime Director
Name of the Director	V Ranganathan	S Kalyanaraman
Director Identification Number (DIN)	00550121	00119541
Date of Birth and Age	10/11/1958 – 65 years	15/09/1962 – 61 years
Date of first appointment on the Board	01/06/2019	22/08/2014
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> • Chartered Accountant & Company Secretary by qualification. • Has expertise in the areas of finance, legal, taxation, restructuring / reorganization, management advisory, etc. • Has the total experience of 40 years that include 23 years in consultancy and 17 years in public and private sector enterprises - GIC and Murugappa Group. • He was with Ernst & Young as partner for over two decades overseeing different operations. • Was visiting faculty to IIM, Ahmedabad. 	<ul style="list-style-type: none"> • Holds a Bachelor Degree in Commerce from Pune University and is a Gold Medalist. • An Associate Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India. • Has more than three decades of experience in the areas of Finance, Accounts, Costing, Internal Audit, Secretarial, Corporate Law, Commercial and Business Management. • Joined the TTK Group in the year 1987 and has been serving the Company as Secretary since 1993. • Was inducted on the Board in the year 2014 as a Non-Executive Director and appointed as Wholetime Director, w.e.f. 1st June, 2019.
No. of Board Meetings attended during the year as a Director	All the Meetings held during the year 2023-24.	All the Meetings held during the year 2023 -24.

Directorships held in listed entities (along with listed entities from which the person resigned in the past three years)*	Name of the Listed Entities		Category	NIL
	TTK Prestige Ltd.		Independent Director	
	Nita Gelatin India Ltd.		Independent Director	
	The India Cements Ltd.		Non-Executive Director	
<i>*He has not resigned from any listed entities for the past three years.</i>				
Memberships / Chairmanships of Committees of other Boards	Name of the Listed Entities	Name of the Committee	Position	NIL
	TTK Prestige Ltd.	Audit Committee	Chairman	
	Nita Gelatin India Ltd.	Audit Committee	Chairman	
	The India Cements Ltd.	Audit Committee	Member	
Remuneration last drawn	Sitting Fees of Rs. 40,000/- per meeting of the Board / Committee and Commission of Rs.7.50 lakhs for the year 2022-23.		Rs.3.02 crores (both fixed and variable) in his capacity as Wholetime Director & Secretary, for the year 2022-23.	
Remuneration sought to be paid	Sitting Fees and Commission, as approved by the Board of Directors / Shareholders, from time to time, within the limits prescribed under the Companies Act, 2013.		For details of remuneration sought to be paid, please refer Page No.13 of this Notice.	
Shareholding of the Company	NIL		432 (0.003%)	
Skills and Capabilities for the role of Independent Director	Please refer Item No.1 under Explanatory Statement.		Not Applicable	
Relationship with other Directors and Key Managerial Personnel of the Company	NIL		NIL	

BY ORDER OF THE BOARD

S KALYANARAMAN
Wholetime Director & Secretary

Place: Chennai
Date : February 02, 2024

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

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SEBI (LODR) REGULATIONS, 2015:

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

Item No. 1 - Reappointment of Mr V Ranganathan (DIN: 00550121) as an Independent Director of the Company

The Shareholders of the Company at the 61st Annual General Meeting held on 9th August, 2019, appointed Mr V Ranganathan as an Independent Director, for a term of five years, with effect from 1st June, 2019, by means of an Ordinary Resolution. The current term of Mr V Ranganathan as an Independent Director of the Company expires on 31st May, 2024.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for reappointment for a further term of five years on passing a Special Resolution by the Company and that such appointment shall be disclosed in the Board's Report.

Mr Ranganathan being eligible, has given his consent for his reappointment as an Independent Director, for a further term of 5 years commencing from 1st June, 2024, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (hereinafter referred to as "the Appointment Rules").

The Company has also received from him- (i) Notice of Interest by Director in Form MBP-1; (ii) Intimation in Form DIR-8, in terms of the Appointment Rules, to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

The Board during its evaluation was appreciative of his valuable contribution at the Board deliberations and were of the view that his continued association would be of immense benefit to the Company considering his vast professional / consulting and industrial experience / expertise in varied areas such as finance, legal, taxation, restructuring / reorganization, management advisory, etc.

In terms of Regulation 36(3) of SEBI LODR and SS-2, a brief profile of Mr Ranganathan, along with nature of expertise in specific functional areas, the Other Directorships and Committee Memberships, their shareholdings and relationship with other Directors of the Company are appended to this Notice.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 2nd February, 2024 approved the reappointment of Mr Ranganathan as an Independent Director, for a further term of 5 years, with effect from 1st June, 2024, subject to the approval of the Shareholders of the Company, by means of a Special Resolution.

Notice has been received from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr Ranganathan for the office of Independent Director.

The terms and conditions relating to the appointment of Independent Directors are available in the website of the Company www.ttkhealthcare.com.

He is not liable to retire by rotation.

The Board recommends the Special Resolution at Item No.1 for the approval of the Members.

Except Mr Ranganathan, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 2 - Reappointment of Mr S Kalyanaraman (DIN: 00119541) as a Wholetime Director of the Company

Mr S Kalyanaraman joined the TTK Group in the year 1987 and has been serving the Company as Secretary since 1993.

He was inducted on the Board in the year 2014 as a Non-Executive Director and subsequently, the Shareholders of the Company at the 61st Annual General Meeting held on 9th August, 2019, appointed Mr Kalyanaraman as a Wholetime Director, for a term of five years, with effect from 1st June, 2019, by means of a Special Resolution and designated him as Wholetime Director & Secretary.

His current term expires on 31st May, 2024.

The following are his contributions to the Company during his tenure as the Wholetime Director:

- Achievement of substantial growth and profits in the Pharma Division.
- Reaching the milestone of Rs.200 crores in Human Pharma Division against all odds caused by Covid impact during 2021-22, with a substantial improvement in operating EBITDA margin, resulting in an attractive valuation of Rs.800 crores for this business.
- Bringing stability in Orthopaedic and Foods Divisions.
- Strategic support to various other Divisions like Consumer Product Division, Heart Valve and Protective Devices.

After divestment of the Human Pharma Business, he is directly looking after all the Divisions of the Company and managing them under the directions of the Executive Chairman and Chief Executive Officer (CEO), Mr T T Raghunathan.

Considering his background and having due regard to his excellent performance, experience, contributions to the Company and exposure to all the Divisions of the Company, his continuation on the Board in wholetime capacity is considered vital.

The Board of Directors in their meeting held on 2nd February, 2024, reappointed Mr Kalyanaraman as Wholetime Director, for a further term of 5 years, with effect from 1st June, 2024, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Shareholders, by means of a Special Resolution.

Further, he will be redesignated as Wholetime Director & Chief Executive Officer (CEO), w.e.f. 1st June, 2024 or such other designation, as may be decided by the Board, from time to time.

In terms of Regulation 36(3) of SEBI LODR and SS-2, a brief profile of Mr Kalyanaraman, along with nature of expertise in specific functional areas, the Other Directorships and Committee Memberships, his shareholdings and relationship with other Directors of the Company are appended to this Notice.

The terms of appointment of Mr Kalyanaraman as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, are as follows:

(A)	Salary	Rs.7,00,000/- (Rupees Seven lakhs only) per month.
(B)	Perquisites	
	(1) Housing	House Rent Allowance or Company Leased Accommodation, the cost of which not to exceed 60% of the Salary.
	(2) Gas, Electricity, Water, Furnishing, etc.	10% of the salary, as per the rules of the Company.
	(3) Medical Benefits	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) Bonus	As declared by the Company from time to time.
	(5) Leave Travel Allowance/Assistance	One month's salary per annum, as per the rules of the Company.
	(6) Annual Increment	Not exceeding 12% per annum, due on 1 st April of every year, as approved by the Nomination & Remuneration Committee, with consequential increase in allowances / benefits linked to the basic pay.
	(7) Personal Accident Insurance	Personal Accident Insurance cover, as per the rules of the Company.
	(8) Club Fees	Fees for one club, not including Admission and Life Membership Fees.
	(9) Provident Fund, Superannuation, Gratuity, etc.	As per the rules of the Company.
(C)	Other Perquisites	(1) Mr Kalyanaraman will be provided Company maintained car with driver for use, as per the rules of the Company.
		(2) Mr Kalyanaraman will be entitled for reimbursement of expenses relating to mobile phones and residential phone / internet connection.
		(3) Mr Kalyanaraman will be allowed Leave and Encashment thereof, as per the rules of the Company.
(D)	Performance based variable pay / Commission	Not exceeding 1.25% of the Net Profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013. as approved by the Nomination and Remuneration Committee.

During any financial year in which the Company has incurred losses or has inadequate profits, Salary, Allowances, Benefits and Perquisites as mentioned above under Item A to C and subsequent revision(s), if any, shall be paid as minimum remuneration to the appointee, in accordance with the provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) and re-enactment(s) thereof.

The above appointment is terminable by three months' notice or payment of three months' salary in lieu thereof, by either party.

The above package is in line with the industry practice and commensurate with his qualifications, experience, the performance and also the responsibilities handled by him.

Further, the Board of Directors (including its Committees thereof) are hereby authorized to revise / vary / modify the terms and conditions of appointment including the remuneration payable to Mr Kalyanaraman, in such manner, as may be agreed to between the Board and Mr Kalyanaraman from time to time, within and in accordance with the limits 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) and re-enactment(s) thereof.

Notice has been received from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr S Kalyanaraman for the office of Director.

He is liable to retire by rotation.

The Board recommends the Special Resolution at Item No.2 for approval by the Members.

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

BY ORDER OF THE BOARD

Place: Chennai
Date : February 02, 2024

S KALYANARAMAN
Wholetime Director & Secretary

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