



**TTK Healthcare
LIMITED**

TTKH:SEC:GJ:066:22

May 03, 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 Proceedings held on 25th April, 2022 for declaration of
results of the Postal Ballot Process**

We are forwarding herewith certified true copy of the Minutes of the proceedings held on Monday, the 25th April, 2022, for declaration of results of the Postal Ballot by way of remote e-Voting process for the Special Resolution deemed to have been passed by the Shareholders of the Company on Saturday, the 23rd April, 2022, being the last date of e-Voting, 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



Uthayakumar

Wholetime Director & Secretary

MINUTES OF THE PROCEEDINGS HELD ON MONDAY, THE 25TH APRIL, 2022, FOR DECLARATION OF RESULTS OF THE POSTAL BALLOT BY WAY OF REMOTE e-VOTING PROCESS FOR THE SPECIAL RESOLUTION DEEMED TO HAVE BEEN PASSED BY THE SHAREHOLDERS OF THE COMPANY ON SATURDAY, THE 23RD APRIL, 2022, BEING THE LAST DATE OF e-VOTING

The Board of Directors, in their meeting held on 21st March, 2022, accorded its approval, based on the recommendation of the Audit Committee, for conducting the Postal Ballot process through remote e-Voting system for seeking the consent of the Shareholders for the sale / transfer of Human Pharma Division of the Company, as a going concern, on a slump sale basis.

Accordingly, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standards-2 on General Meetings (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), for holding general meetings/conducting postal ballot process through e-Voting vide General Circular bearing Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (collectively "MCA Circulars"), the Postal Ballot Notice dated 21st March, 2022, were sent to the Shareholders of the Company by way of e-mail on 23rd March, 2022 for obtaining their consent, through Postal Ballot by way of remote e-Voting only for the following item of the business:

Item No.	Particulars of the Resolution	Resolution Type
1.	Approval for sale / transfer of Human Pharma Division of the Company, as a going concern, on a slump sale basis.	Special Resolution

The Board of Directors in their meeting held on 21st March, 2022 approved the said Notice and also appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners – Mr Balu Sridhar failing him Mr Pankaj Mehta, as Scrutinizer for conducting the Postal Ballot process through remote e-Voting, in a fair and transparent manner.

As per the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company provided the e-Voting facility to its Members to exercise their votes electronically, by way of remote e-Voting through Central Depository Services (India) Limited (CDSL), in respect of the business transacted through Postal Ballot process. The e-Voting portal of CDSL for voting purpose was remained open from 9.30 a.m., on Friday, the 25th March, 2022 to 5.00 p.m., on Saturday, the 23rd April, 2022 and thereafter, the same was disabled.

The Scrutinizer after carrying out the scrutiny of the results of the e-Voting (upto 5.00 p.m., on Saturday, the 23rd April, 2022), submitted the Scrutinizer Report of the Postal Ballot conducted by way of remote e-Voting on 25th April, 2022 and the said Report was taken on record.

Based on the Scrutinizer's Report, Mr T T Raghunathan, Executive Vice Chairman announced the Results of the remote e-Voting, as under:

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**ITEM NO.1 – SPECIAL RESOLUTION:****APPROVAL FOR SALE / TRANSFER OF HUMAN PHARMA DIVISION OF THE COMPANY, AS A GOING CONCERN, ON A SLUMP SALE BASIS.**

Resolution No.1							
Resolution required: (Ordinary / Special)			Special				
Description of the Resolution considered			Approval for sale / transfer of Human Pharma Division of the Company, as a going concern, on a slump sale basis.				
Category	No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of Votes – In favour	No. of Votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	1,05,35,840	1,05,35,840	100.00	1,05,35,840	-	100.00	-
Public – Institutions	6,61,919	6,43,396	97.20	6,43,396	-	100.00	-
Public – Non-Institutions	29,32,574	10,34,422	35.27	10,33,552	870	99.91	0.08
Total	1,41,30,333	1,22,13,658	86.43	1,22,12,788	870	99.99	0.01

The Executive Vice Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 21st March, 2022 was passed by **Requisite Majority**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications thereof for the time being in force), and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer, or otherwise dispose of its Human Pharma Division (“Undertaking”), together with all specified tangible and intangible assets, creditors and liabilities, identified to be part of the Undertaking as a going concern on a slump sale basis or in any other manner as the Board may deem fit in the interest of the Company, for such consideration as may be deemed fit by the Board taking into account valuation by independent experts to such parties as may be decided by the Board”.

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

“**RESOLVED FURTHER THAT** the aforesaid consent of the Members includes the consent for holding of securities accepted as part consideration for the transfer of the Undertaking notwithstanding that the said holding may be in excess of the ceilings prescribed under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 or other applicable laws or regulations and also includes the consent under the provisions of Section 180(1)(a) of the Companies Act, 2013 and the applicable

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provisions of other laws and regulations for the disposal of the said securities or monetization thereof, in accordance with any binding agreements that may be entered into in connection with the transfer of the Undertaking".

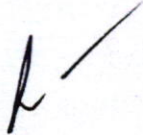
"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and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

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

The Executive Vice Chairman then directed the Company Secretary to-

- (i) intimate the results to and file necessary reports with BSE Ltd. (BSE) / National Stock Exchange of India Limited (NSE) / Central Depository Services (India) Ltd. (CDSL);
- (ii) file necessary e-Forms with the Registrar of Companies (ROC); and
- (iii) arrange for the publication of the results on the Company's Website.

Place : Chennai
Date : April 25, 2022


T T RAGHUNATHAN
Executive Vice Chairman

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