



**TTK Healthcare  
LIMITED**

TTKH:SEC:GJ:107:23

May 23, 2023

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

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

**SCRIP CODE: 507747**

**SCRIP CODE: TTKHLTCARE**

Dear Sirs,

**Re : Declaration of Voting Results of the Postal Ballot by remote e-Voting process in accordance with the Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (the "Delisting Regulations") and Submission of Scrutinizer's Report**

We take reference to our communication No.TTKH:SEC:SL:086:23 dated 21<sup>st</sup> April, 2023 along with a copy of the Postal Ballot Notice dated 20<sup>th</sup> April, 2023 issued to the Members by electronic means on 21<sup>st</sup> April, 2023, seeking their approval by way of **Special Resolution** through remote e-Voting process with respect to the following resolution as set out in the Notice:

**"Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) by the Acquirers (Mr T T Jagannathan, Mr T T Raghunathan and M/s T T Krishnamachari & Co., represented by its Partners – Mr T T Jagannathan, Mr T T Raghunathan, Mrs Latha Jagannathan, Mrs Bhanu Raghunathan, Mr T T Mukund, Mr T T Lakshman, Mr T T Venkatesh and Mr T T Sriram), in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021".**

The remote e-voting commenced on Sunday, 23<sup>rd</sup> April, 2023 from 9.00 A.M. (IST) and ended on Monday, 22<sup>nd</sup> May, 2023 at 5.00 P.M. (IST).

The Board of Directors of the Company had appointed M/s A K Jain & Associates, Practising Company Secretaries, represented by its Partners - Mr Balu Sridhar / Mr Pankaj Mehta as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner ("Scrutinizer"). The Scrutinizer has submitted their report dated 23<sup>rd</sup> May, 2023.

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In this regard, please find enclosed the following:

- (1) Report of Scrutinizer dated 23<sup>rd</sup> May, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (Annexure-I);
- (2) Voting Results under Regulation 44 of the SEBI (LODR) Regulations, 2015 (Annexure-II); and
- (3) Voting Results under Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021 (Annexure - III).

The aforesaid information has been posted on the Company's website [www.ttkhealthcare.com](http://www.ttkhealthcare.com) as well as displayed on the Notice board of the Registered Office of the Company. The voting results would also be uploaded on the website of CDSL at <https://www.evotingindia.com>.

We would like to inform you that:

- (1) As per the provisions of Section 114(2)(c) of the Companies Act, 2013, the number of valid votes cast in favour of the Special Resolution are 1,13,70,933 votes, which are more than three times the number of valid votes cast against the Special Resolution, (i.e.) 3,51,531 votes. Therefore, the Special Resolution as set out in the Notice of Postal Ballot dated 20<sup>th</sup> April, 2023 has been passed with the requisite majority as per the provisions of the Companies Act, 2013; and
- (2) As per the provisions of Regulation 11(4) of the SEBI Delisting Regulations, the number of valid votes cast by the Public Shareholders in favour of the Special Resolution are 8,35,093 votes, which are more than two times the valid votes cast by the Public Shareholders against the Special Resolution (i.e.) 3,51,531 votes. Therefore, the Special Resolution as set out in the Notice of Postal Ballot dated 20<sup>th</sup> April, 2023 has been passed with requisite majority as per the provisions of the SEBI Delisting Regulations.

Kindly take the above information on record.

Thanking you

Yours faithfully  
**For TTK Healthcare Limited**

**(S KALYANARAMAN)**  
*Wholetime Director & Secretary*

**Encl.: a/a**

**A. K. JAIN & ASSOCIATES**  
**COMPANY SECRETARIES**



*S. Anil Kumar Jain* B.Com., FCS

*Balu Sridhar* M.A.C.S., FCS., LLB

*Pankaj Mehta* B.Com (C.S.), ACS

**SCRUTINIZER REPORT**

To  
 The Chairman  
 M/s. TTK Healthcare Limited  
 No.6, Cathedral Road  
 Chennai 600 086

Dear Sir,

**Re : Scrutinizer Report on e-voting process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

1. Pursuant to the resolution passed by the Board of Directors of **M/s. TTK HEALTHCARE LIMITED** (hereinafter referred as "the Company") on 20<sup>th</sup> April, 2023, we, M/s A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by its Partners – Mr. Balu Sridhar failing him Mr. Pankaj Mehta have been appointed as a Scrutinizer for conducting the Postal Ballot process through remote e-Voting, in respect of the Special Resolution as set out in the Postal Ballot Notice dated 20<sup>th</sup> April, 2023.
2. Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice and the explanatory statement along with the process of e-Voting were sent to the Shareholders whose e-mail addresses are registered with the Company/ Registrar and Transfer Agents or Depository / Depository Participants for the purpose of communication, in compliance with Ministry of Corporate Affairs (MCA) Circular Nos.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> September 2022 and Notifications / Guidelines issued by the Ministry of Corporate Affairs ("MCA Circulars") and General Circulars bearing Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (SEBI) ("SEBI Circulars") and Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") and the Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India for holding general meetings / conducting postal ballot process through e-Voting.



3. We hereby submit our report as under:

- (a) The Company had completed the despatch of Postal Ballot Notice along with Explanatory Statement on Friday, the 21<sup>st</sup> April, 2023, to the Members who have registered their e-mail addresses with the Company/ Registrar and Transfer Agents or Depository / Depository Participants whose name(s) appeared on the Register of Members / List of Beneficiaries as on Wednesday, the 19<sup>th</sup> April, 2023 ("cut-off-date").
- (b) In compliance with MCA Circulars, physical Postal Ballot Forms were not despatched by the Company. Accordingly, the receipt of Postal Ballot Forms does not arise. Members were required to communicate their assent or dissent only through remote e-Voting system in terms of the said MCA Circulars.
- (c) The Company had published advertisement relating to the despatch of Postal Ballot Notice in Makkal Kural (Tamil) and Business Standard (English) newspapers on Saturday, the 22<sup>nd</sup> April, 2023.
- (d) The Notice of the Postal Ballot was made available on the website of the Company [www.ttkhealthcare.com](http://www.ttkhealthcare.com).
- (e) The Members of the Company as on the "cut-off" date (i.e.) 19<sup>th</sup> April, 2023, were entitled to vote on the resolution mentioned in the Postal Ballot Notice through remote e-Voting platform provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
- (f) The e-voting period commenced at 9.00 a.m. (IST), on Sunday, the 23<sup>rd</sup> April, 2023 and ended at 5.00 p.m., (IST), on Monday, the 22<sup>nd</sup> May, 2023.
- (g) The votes cast through remote e-Voting were unblocked at 5.21 p.m., on Monday, the 22<sup>nd</sup> May, 2023, in the presence of (i) Miss. Vidhi Jain and (ii) Miss. Hemalatha who are not in the employment of the Company.
- (h) The votes cast through e-Voting were scrutinized and the shareholdings were reconciled with the Register of Members of the Company / List of Beneficiaries as on 19<sup>th</sup> April, 2023.

4. We further report that, following are the details of voting, in respect of the above mentioned resolution(s)

Res. No.	Resolution	Votes in assent		Votes in dissent		Remarks
		Number	%	Number	%	
1	Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").	11,370,933	97.00	351,531	3.00	Passed with requisite majority.



➤ **SPECIAL RESOLUTION IN ACCORDANCE WITH COMPANIES ACT, 2013: VOTES CAST ON THE RESOLUTION BY THE SHAREHOLDERS (INCLUDING PROMOTER AND PUBLIC) AS ON THE CUT OFF DATE i.e. 19<sup>TH</sup> APRIL, 2023**

**I) VOTED IN FAVOUR THE RESOLUTION:**

No. of folios voted through E-voting	Total No. of votes cast through E-voting	% of Total numbers of valid votes cast
96	11,370,933	97.00%

**II) VOTED AGAINST THE RESOLUTION:**

No. of folios voted through E-voting	Total No. of votes cast through E-voting	% of Total numbers of valid votes cast
97	351,531	3.00%

**III) INVALID VOTES OF THE RESOLUTION:**

No. of folios voted in E-voting	No of votes
4	149,349

➤ **IN TERMS OF REGULATION 11(4) OF THE SEBI (DELISTING OF EQUITY SHARES) REGULATIONS, 2021: VOTES CAST ON THE RESOLUTION BY THE PUBLIC SHAREHOLDERS (EXCLUDING PROMOTERS) AS ON THE CUT OFF DATE I.E 19<sup>TH</sup> APRIL, 2023**

**I) VOTED IN FAVOUR THE RESOLUTION:**

No. of folios voted through E-voting	Total No. of votes cast through E-voting	% of Total numbers of valid votes cast
84	835,093	70.38%

**II) VOTED AGAINST THE RESOLUTION:**

No. of folios voted through E-voting	Total No. of votes cast through E-voting	% of Total numbers of valid votes cast
97	351,531	29.62%



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**III) INVALID VOTES OF THE RESOLUTION:**

No. of folios voted in E-voting	No of votes
4	149,349
<b>Note:</b> Due to non-availability of Board Resolution / Power of Attorney, the votes cast by 4 (Four) shareholders holding 149,349 shares as on the cut-off have been invalidated.	

5. You may accordingly declare the result of the Postal Ballot conducted through remote e-Voting.

**For A. K. JAIN & ASSOCIATES  
Company Secretaries**



*Pankaj Mehta*

**PANKAJ MEHTA**

**Partner**

**M.No.A29407**

**C.P.No.10598**

**UDIN: A029407E000352543**

**Place: Chennai**

**Date: May 23, 2023**

**E-VOTING RESULTS UNDER REGULATION 44 OF THE SEBI LODR REGULATIONS, 2015****General information about company**

Scrip code	507747
NSE Symbol	TTKHLTCARE
MSEI Symbol	NOTLISTED
ISIN	INE910C01018
Name of the company	TTK HEALTHCARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-05-2023
Start time of the meeting	
End time of the meeting	

### Scrutinizer Details

Name of the Scrutinizer	MR PANKAJ MEHTA
Firms Name	A K JAIN & ASSOCIATES
Qualification	CS
Membership Number	A29407
Date of Board Meeting in which appointed	20-04-2023
Date of Issuance of Report to the company	23-05-2023



## Voting results

Record date	19-04-2023
Total number of shareholders on record date	16194
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</b>
<b>Disclosure of notes on voting results</b>	

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Voluntary Delisting of the Equity Shares of the Company				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		10535840	100.0000	10535840	0	100.0000	0.0000
	Poll	10535840						
	Postal Ballot (if applicable)							
	<b>Total</b>	10535840	10535840	100.0000	10535840	0	100.0000	0.0000
Public- Institutions	E-Voting		625807	83.0636	365171	260636	58.3520	41.6480
	Poll	753407						
	Postal Ballot (if applicable)							
	<b>Total</b>	753407	625807	83.0636	365171	260636	58.3520	41.6480
Public- Non Institutions	E-Voting		560817	19.7395	469922	90895	83.7924	16.2076
	Poll	2841086						
	Postal Ballot (if applicable)							
	<b>Total</b>	2841086	560817	19.7395	469922	90895	83.7924	16.2076
<b>Total</b>		14130333	11722464	82.9596	11370933	351531	97.0012	2.9988
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution	<p><b>THE RESOLUTION WAS CARRIED BY REQUISITE MAJORITY.</b></p> <p>(1) Under the category Public - Institutions, one Shareholder holding 1,15,385 Equity Shares has not uploaded the Board Resolution.</p> <p>(2) Under the category Public - Non-Institutions, three Shareholders holding 33,964 Equity Shares have not uploaded the Board Resolution.</p> <p>Therefore, the said votes were considered as invalid.</p>							

## Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	115385
Public - Non Insitutions	33964

**E-VOTING RESULTS UNDER REGULATION 11(4) OF THE SEBI DELISTING REGULATIONS, 2021****General information about company**

Scrip code	507747
NSE Symbol	TTKHLTCARE
MSEI Symbol	NOTLISTED
ISIN	INE910C01018
Name of the company	TTK HEALTHCARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-05-2023
Start time of the meeting	
End time of the meeting	

### Scrutinizer Details

Name of the Scrutinizer	MR PANKAJ MEHTA
Firms Name	A K JAIN & ASSOCIATES
Qualification	CS
Membership Number	A29407
Date of Board Meeting in which appointed	20-04-2023
Date of Issuance of Report to the company	23-05-2023

## Voting results

Record date	19-04-2023
Total number of shareholders on record date	16194
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</b>
<b>Disclosure of notes on voting results</b>	

## Resolution (1)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Public- Institutions	E-Voting		625807	83.0636	365171	260636	58.3520	41.6480
	Poll	753407						
	Postal Ballot (if applicable)							
	Total	753407	625807	83.0636	365171	260636	58.3520	41.6480
Public- Non Institutions	E-Voting		560817	19.7395	469922	90895	83.7924	16.2076
	Poll	2841086						
	Postal Ballot (if applicable)							
	Total	2841086	560817	19.7395	469922	90895	83.7924	16.2076
<b>Total</b>		3594493	1186624	33.0123	835093	351531	70.3755	29.6245
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution	<p><b>THE RESOLUTION WAS CARRIED BY REQUISITE MAJORITY.</b></p> <p>(1) Under the category Public - Institutions, one Shareholder holding 1,15,385 Equity Shares has not uploaded the Board Resolution.</p> <p>(2) Under the category Public - Non-Institutions, three Shareholders holding 33,964 Equity Shares have not uploaded the Board Resolution.</p> <p>Therefore, the said votes were considered as invalid.</p>							

## Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	115385
Public - Non Insitutions	33964