



TTKH:SEC:SL:135:25

May 29, 2025

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 Secretarial Compliance Report**

In accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are forwarding herewith the Secretarial Compliance Report dated May 29, 2025, for the financial year ended March 31, 2025, issued by Mr Balu Sridhar, Partner, M/s A K Jain & Associates, Practising Company Secretaries, Chennai 600 084.

Kindly take the above document on record.

Yours faithfully

**For TTK Healthcare Limited**

**(GOWRY A JAISHANKAR)**  
*DGM - Legal & Company Secretary*

Encl.: a/a



**SECRETARIAL COMPLIANCE REPORT**  
**of**  
**M/s. TTK HEALTHCARE LIMITED**

**For the Financial Year ended March 31, 2025**

[Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015 as amended from time to time]

We, **M/s. A K Jain & Associates, Practicing Company Secretaries**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. TTK HEALTHCARE LIMITED** ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report;

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and circulars/ guidelines issued thereunder.

and based on the above examination, We hereby report that, during the review period:





(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.,)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	Composition of the Board	Regulation 17(1) of SEBI (LODR) Regulations, 2015	The composition of the Board of Directors is not as per SEBI (LODR) Regulations, 2015	BSE & NSE	Payment of Fine	Regulation 17(1) of SEBI (LODR) Regulations, 2015 - Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint Woman Director.	Fine of Rs. 2,70,000/- + GST each by BSE and NSE	The Company identified a Woman Director who was a Retired Central Government Employee. Since the cooling period of one year of retirement has not expired, the said person has to obtain no objection from the Central Government for the appointment as an Independent Director of the Company. The said non-compliance has occurred due to the delay in getting the no objection from the Central Government for the said appointment. However, in order to comply with the said regulation, the Company immediately identified and appointed another Woman Director, w.e.f. 16.10.2024. The period of non-compliance is from 23.08.2024 to 15.10.2024 (54 days). The Company received the notices dated 21.11.2024		NA





Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.,	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
									and 17.03.2025 for the levy of SOP Fine and the Company paid the fine of Rs.2.70 lakhs each to BSE and NSE, accordingly. The Company also applied for the waiver of the said fine based on the above referred fact.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violations/deviations and action taken / penalty imposed, if any, on the listed entity	Remedial Actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
						NA

I. We hereby report that during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b>		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b>		
	All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.  All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines	Yes	-





Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
	issued by SEBI.		
<b>3.</b>	<b>Maintenance and disclosures on Website:</b>		
	The listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	-
<b>4.</b>	<b>Disqualification of Director:</b>		
	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
<b>5.</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>		
	Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any material subsidiary.
<b>6.</b>	<b>Preservation of Documents:</b>		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
<b>7</b>	<b>Performance Evaluation:</b>		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year /during the financial year as prescribed in SEBI Regulations.	Yes	-
<b>8.</b>	<b>Related Party Transactions:</b>		
	The listed entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	-
	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	NA	
<b>9.</b>	<b>Disclosure of events or information:</b>		





Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
<b>10. Prohibition of Insider Trading:</b>			
	The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
<b>11. Actions taken by SEBI or Stock Exchange(s), if any:</b>			
	<p>No action(s) has been taken against the listed entity/ its promoters/ directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	No	<p>It was observed that in terms of the Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory to have a woman Director on Board. The term of office of the Woman Director expired on 21.08.2024.</p> <p>The Company identified a Woman Director who was a Retired Central Government Employee. Since the cooling period of one year of retirement has not expired, the said person has to obtain no objection from the Central Government for the appointment as an Independent Director of the Company. The said non-compliance has occurred due to the delay in getting the no objection from the Central Government for the said appointment. However, in order to comply with the said regulation, the Company immediately identified and appointed another Woman Director, w.e.f. 16.10.2024 and the vacancy was filled within three months on 16.10.2024.</p> <p>As per the SEBI LODR Regulations, the time limit of three months was available only for filling up the casual vacancy. In case of any regular expiration of term of office, the vacancy should have been filled before the date of such expiration of the term of the retiring Director.</p> <p>The period of non-compliance is from 23.08.2024 to 15.10.2024 (54 days).</p> <p>The Company received the notices dated 21.11.2024 and 17.03.2025 for the levy of SOP Fine and the Company paid the fine of Rs.2.70 lakhs each to BSE and NSE, accordingly. The Company also applied for the waiver of the said fine based on the above referred fact and</p>





Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
			awaiting its order.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>		
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such resignation during the year.
13.	<b>Additional Non-compliances, if any:</b>		
	No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.		

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - **NA**

#### ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For A.K.JAIN & ASSOCIATES  
Company Secretaries



*[Signature]*

**BALU SRIDHAR**  
Partner  
M.No. F5869  
C.P. No.3550  
UDIN: F005869G000488956  
PR: 1201/2021

Place: Chennai  
Date: May 29 , 2025