



**TTK Healthcare
LIMITED**

TTKH:SECL:GJ:179:17

August 26, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai 400 001

Company Code : 3153
Scrip Code : 507747

Dear Sirs,

Re : Minutes of the 59th AGM

We are forwarding herewith certified true copy of the Minutes of the 59th Annual General Meeting held on 4th August, 2017, 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)
Director & Wholetime Director

Encl: a/a



TTK HEALTHCARE LIMITED

// CERTIFIED TRUE COPY //

MINUTES OF THE PROCEEDINGS OF THE 59th ANNUAL GENERAL MEETING HELD AT 10.15 A.M., ON FRIDAY, THE 4th AUGUST, 2017 AT THE MUSIC ACADEMY, KASTURI SRINIVASAN HALL (MINI HALL), NEW NO.168 (OLD NO.306), TTK ROAD, CHENNAI 600 014

Time of Commencement	-	10.15 a.m.
Time of Conclusion	-	11.30 a.m.
No. of Members present in Person	-	1248 (52,84,138 Equity Shares)
No. of Members present through Proxy	-	43 (4,07,211 Equity Shares)

For TTK HEALTHCARE LIMITED
Uthayakumar
Director & Wholetime Secretary

DIRECTORS PRESENT:

Mr T T Jagannathan	-	Chairman
Mr T T Raghunathan	-	Executive Vice Chairman (CEO)
Mr R K Tulshan	-	Director
Mr B N Bhagwat	-	Independent Director (Chairman of the Nomination & Remuneration Committee)
Mr K Shankaran	-	Director (Chairman of the Stakeholders Relationship Committee)
Dr (Mrs) Vandana R Walvekar	-	Independent Director
Mr Girish Rao	-	Independent Director (Chairman of the Audit Committee)
Mr N Ramesh Rajan	-	Independent Director
Mr S Kalyanaraman	-	Director & Wholetime Secretary (CS)

IN ATTENDANCE:

Mr B V K Durga Prasad	-	Senior Vice President – Finance (CFO)
Mr N Sridharan	-	Proprietor – M/s Aiyar & Co. Statutory Auditors
Mr C N Srinivasan	-	Partner M/s S Viswanathan LLP Statutory Auditors
Mr R Balasubramaniam	-	Secretarial Auditor
Mr Balu Sridhar	-	Partner – A K Jain & Associates Practising Company Secretaries Scrutinizer

BY INVITATION:

Mr T V Balasubramanian & Ms S Rajeshwari	-	Partners – PKF Sridhar & Santhanam LLP Chartered Accountants
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CHAIRMAN OF THE MEETING:

In accordance with Article 83 of the Articles of Association of the Company, Mr T T Jagannathan, Chairman of the Board of Directors took the Chair.

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Having ascertained that the quorum was present and Annual Report for the year 2016-17, the Register of Directors and Key Managerial Personnel and their Shareholdings and the Register of Contracts or Arrangements in which Directors and Key Managerial Personnel were interested were kept open for members' inspection, the Chairman called the meeting to order.

He declared the proxies received and entered in the Register of Proxies as valid.

INTRODUCTION OF DIRECTORS:

Mr S Kalyanaraman, Director & Wholetime Secretary introduced the Members of the Board of Directors, Auditors and other invitees present on the dias.

The Chairman informed the meeting that Mr Girish Rao, Chairman of the Audit Committee, Mr B N Bhagwat, Chairman of the Nomination & Remuneration Committee, Mr K Shankaran, Chairman of the Stakeholders Relationship Committee, Mr R Balasubramaniam, Secretarial Auditor of the Company and Mr Balu Sridhar, Scrutinizer were present.

The Chairman further informed the meeting that Mr S Balasubramanian, Independent Director could not attend the meeting.

Thereafter, the Chairman commenced the formal agenda of the Meeting.

NOTICE OF THE MEETING:

With the consent of the members present, the Notice convening the Meeting as already circulated was taken as read.

CHAIRMAN'S ADDRESS:

The Chairman welcomed the members to the 59th Annual General Meeting and delivered his speech.

AUDITORS' REPORT:

The Chairman informed the Members that since there were no qualifications, observations or comments in the Auditors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2017, 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 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 6 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, 2017 together with the Reports of Directors and Auditors thereon.

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2. Declaration of Dividend of Rs.5.00 per share (50%) on the Equity Shares of the Company for the year ended 31st March, 2017.
3. Re-appointment of Mr R K Tulshan as a Director of the Company.
4. Re-appointment of Mr S Kalyanaraman as a Director of the Company.
5. Appointment of Auditors and to fix their remuneration.
6. Ratification for the remuneration payable to the Cost Auditors of the Company, for the year 2017-18.

Thereafter, he invited queries from the Members on these items.

A few members spoke at the Meeting, gave their suggestions and sought clarifications on the Company's Audited Accounts and businesses. All the queries raised by the Members relating to Item Nos.1 to 6 were answered.

VOTING PROCEDURE:

The Chairman thereafter ordered Poll on all the resolutions set out at Item Nos.1 to 6 of the Notice of the 59th Annual General Meeting and requested Mr S Kalyanaraman, Director & Wholetime Secretary to explain the voting procedure.

Mr Kalyanaraman informed the Members that pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had extended the facility of remote voting by electronic means to its Members to exercise their right to vote on the businesses to be transacted at the Meeting, using the voting platform offered by M/s Central Depository Services (India) Limited (CDSL).

Accordingly, the e-Voting facility was made available to the Members from 9.30 a.m., on 31st July, 2017 to 5.00 p.m., on 3rd August, 2017.

Mr Kalyanaraman further informed that in order to provide opportunity to the Members attending the Meeting to cast their votes who had not cast their votes through remote e-Voting, Poll has been ordered by the Chairman, in accordance with Section 109 of the Companies Act, 2013.

Mr Balu Sridhar, Practicing Company Secretary was appointed as Scrutinizer for conducting both the e-Voting and Poll processes, in a fair and transparent manner and to submit his report to the Chairman.

Thereafter, the Ballot Papers were distributed to the Members and the Chairman requested them to cast their votes.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes cast by the Members through e-Voting and the Poll conducted at the Meeting.

The Chairman further informed that the results would be declared within 48 hours of the conclusion of the Meeting and the same along with Scrutinizer's Report would be uploaded in the Company's Website and would also be made available at the Registered Office of the Company.

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DECLARATION OF VOTING RESULTS:

On the basis of the Report submitted by the Scrutinizer Mr Balu Sridhar, Partner, A K Jain & Associates, the results of the voting on the various businesses transacted at the 59th Annual General Meeting of the Company held on 4th August, 2017, declared on 5th August, 2017, are as below:

ITEM NO.1

APPROVAL OF AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Financial Statements consisting of the audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended as on that date together with the Directors' Report and Auditors' Report thereon, as circulated to the Members of the Company, be and are hereby received, approved and adopted”.

The Resolution was carried by requisite majority.

ITEM NO.2

DECLARATION OF DIVIDEND – ORDINARY RESOLUTION:

“RESOLVED THAT a dividend of Rs.5.00 (50%) per share in respect of 77,65,983 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 4th August, 2017”.

The Resolution was carried unanimously.

ITEM NO.3

RE-APPOINTMENT OF MR R K TULSHAN AS A DIRECTOR – ORDINARY RESOLUTION:

“RESOLVED THAT Mr R K Tulshan (DIN - 00009876) be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

The Resolution was carried by requisite majority.

ITEM NO.4

RE-APPOINTMENT OF MR S KALYANARAMAN AS A DIRECTOR – ORDINARY RESOLUTION:

“RESOLVED THAT Mr S Kalyanaraman (DIN - 00119541) be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

The Resolution was carried by requisite majority.

ITEM NO.5

APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION – ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable

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and pursuant to the recommendations of the Audit Committee, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No.003990S / S200018), be appointed as Statutory Auditors of the Company, in the place of retiring auditors M/s Aiyar & Co., Chartered Accountants, Chennai (Firm Regn. No.000063S) and M/s S Viswanathan LLP, Chartered Accountants, Chennai (Firm Regn. No.004770S / S200025) to hold office from the conclusion of this 59th Annual General Meeting till the conclusion of the 64th Annual General Meeting, subject to ratification at every 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 unanimously.

ITEM NO.6

RATIFICATION FOR THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE YEAR 2017-18 – ORDINARY RESOLUTION:

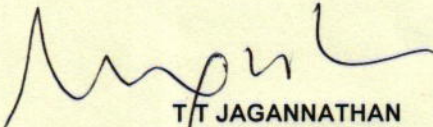
“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of Rs.3,50,000 (Rupees Three lakhs fifty thousand only) plus applicable taxes and levies and reimbursement of travel and 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 cost records of the Company, for the financial year ending 31st March, 2018, 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 unanimously.

DECLARATION OF VOTING RESULTS

The complete details of the Voting Results declared on 5th August, 2017 along with the Consolidated Report on the e-Voting and the Poll conducted at the Meeting submitted by the Scrutinizer were uploaded on the Company's Website and were also communicated to the Stock Exchanges on the same day. These details are also made available at the Registered Office of the Company.

Place: Chennai
Date: August 09, 2017


T.T JAGANNATHAN
CHAIRMAN

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