

VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Date of the Annual General Meeting:	7 th August, 2015				
Total No. of Shareholders on Record Date:	12,113				
No. of Shareholders present in the Meeting either in Person or through Proxy:					
Promoters and Promoter Group:	In Person	4	Proxy	7	
Public:	In Person	138	Proxy	26	
No. of Shareholders attended the Meeting through Video Conferencing:					
Promoters and Promoter Group:					
Public:					
(Agenda wise)	N.A.				

Details of the Agenda:	Item No.1	Adoption of the Audited Financial Statements for the year ended 31 st March, 2015 together with the Reports of Directors and Auditors thereon.							
Resolution required:	Ordinary								
Mode of Voting:	Poll and eVoting								
In case of Poll / Postal Ballot / eVoting:									
Promoter / Public	No. of Shares held	No. of Votes Polled		Total Votes Polled	% of Votes Polled on outstanding Shares (5)=[(4)/(1)*100]	No. of Votes in favour	No. of Votes Against	% of Votes in favour on votes polled (8)=[(6)/((4)*100)]	% of Votes against on votes polled (9)=[(7)/((4)*100)]
		Poll	eVoting						
Promoter and Promoter Group	50,81,000	24,080	50,55,960	50,80,040	99.98	50,80,040	0	100.00	0
Public:									
- Institutional holders	7,45,126	0	5,94,579	5,94,579	79.80	5,94,579	0	100.00	0
- Others	19,39,857	17,433	3,82,727	4,00,160	20.63	4,00,107	53	99.99	0.01
Total	77,65,983	41,513	60,33,266	60,74,779	78.22	60,74,726	53	99.99	0.01
Result:	Carried by Requisite Majority								



Details of the Agenda:		Item No.2	Declaration of Dividend of Rs.4.50 per share (45%) on the Equity Shares of the Company for the year ended 31 st March, 2015.							
Resolution required:		Ordinary								
Mode of Voting:		Poll and eVoting								
In case of Poll / Postal Ballot / eVoting:										
Promoter / Public	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	
		Poll	eVoting	Total Votes Polled						
	(1)	(2)	(3)	(4)	(5)=[(4)/(1)*100]	(6)	(7)	(8)=[(6)/((4)*100)]	(9)=[(7)/(4)*100]	
Promoter and Promoter Group	50,81,000	24,080	50,55,960	50,80,040	99.98	50,80,040	0	100.00	0	
Public:										
- Institutional holders	7,45,126	0	5,94,579	5,94,579	79.80	5,94,579	0	100.00	0	
- Others	19,39,857	17,433	3,82,727	4,00,160	20.63	4,00,120	40	99.99	0.01	
Total	77,65,983	41,513	60,33,266	60,74,779	78.22	60,74,739	40	99.99	0.01	
Result:		Carried by Requisite Majority								

Details of the Agenda:		Item No.3	Re-appointment of Mr R K Tulshan as a Director of the Company.						
Resolution required:		Ordinary							
Mode of Voting:		Poll and eVoting							
In case of Poll / Postal Ballot / eVoting:									
Promoter / Public	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
		Poll	eVoting	Total Votes Polled					
	(1)	(2)	(3)	(4)	(5)=[(4)/(1)*100]	(6)	(7)	(8)=[(6)/((4)*100)]	(9)=[(7)/(4)*100]
Promoter and Promoter Group	50,81,000	24,080	50,55,960	50,80,040	99.98	50,80,040	0	100.00	0
Public:									
- Institutional holders	7,45,126	0	5,94,579	5,94,579	79.80	5,94,579	0	100.00	0
- Others	19,39,857	17,433	3,82,727	4,00,160	20.63	4,00,147	13	99.99	0.01
Total	77,65,983	41,513	60,33,266	60,74,779	78.22	60,74,766	13	99.99	0.01
Result:		Carried by Requisite Majority							

Details of the Agenda:		Item No.4	Ratification of the appointment of Auditors and to fix their remuneration.						
Resolution required:		Ordinary							
Mode of Voting:		Poll and eVoting							
In case of Poll / Postal Ballot / eVoting:									
Promoter / Public	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
		Poll	eVoting	Total Votes Polled					
	(1)	(2)	(3)	(4)	(5)=[(4)/(1)*100]	(6)	(7)	(8)=[(6)/((4)*100]	(9)=[(7)/(4)*100]
Promoter and Promoter Group	50,81,000	24,080	50,55,960	50,80,040	99.98	50,80,040	0	100.00	0
Public:									
- Institutional holders	7,45,126	0	5,94,579	5,94,579	79.80	5,94,579	0	100.00	0
- Others	19,39,857	17,433	3,82,727	4,00,160	20.63	4,00,076	84	99.98	0.02
Total	77,65,983	41,513	60,33,266	60,74,779	78.22	60,74,695	84	99.99	0.01
Result:		Carried by Requisite Majority							

Details of the Agenda:		Item No.5	Appointment of Mr S Kalyanaraman as a Director.						
Resolution required:		Ordinary							
Mode of Voting:		Poll and eVoting							
In case of Poll / Postal Ballot / eVoting:									
Promoter / Public	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
		Poll	eVoting	Total Votes Polled					
	(1)	(2)	(3)	(4)	(5)=[(4)/(1)*100]	(6)	(7)	(8)=[(6)/((4)*100]	(9)=[(7)/(4)*100]
Promoter and Promoter Group	50,81,000	24,080	50,55,960	50,80,040	99.98	50,80,040	0	100.00	0
Public:									
- Institutional holders	7,45,126	0	5,94,579	5,94,579	79.80	5,94,579	0	100.00	0
- Others	19,39,857	17,433	3,82,727	4,00,160	20.63	4,00,147	13	99.99	0.01
Total	77,65,983	41,513	60,33,266	60,74,779	78.22	60,74,766	13	99.99	0.01
Result:		Carried by Requisite Majority							



(Signature)

Details of the Agenda:		Item No.6	Ratification for the remuneration payable to the Cost Auditors of the Company for the year 2015-16.					
Resolution required:			Ordinary					
Mode of Voting:			Poll and eVoting					
In case of Poll / Postal Ballot / eVoting:								
Promoter / Public	No. of Shares held	No. of Votes Polled		% of Votes Polled on outstanding Shares (5)=[(4)/(1)*100]	No. of Votes in favour	No. of Votes Against	% of Votes in favour on votes polled (8)=[(6)/((4)*100)]	% of Votes against on votes polled (9)=[(7)/(4)*100]
		Poll	eVoting					
Promoter and Promoter Group	50,81,000	24,080	50,55,960	99.98	50,80,040	0	100.00	0
Public:								
- Institutional holders	7,45,126	0	5,94,579	79.80	5,94,579	0	100.00	0
- Others	19,39,857	17,433	3,82,727	20.63	4,00,076	84	99.98	0.02
Total	77,65,983	41,513	60,33,266	78.22	60,74,695	84	99.99	0.01
Result:		Carried by Requisite Majority						

For TTK Healthcare Limited



(S KALYANARAMAN)
Director & Secretary



SCRUTINIZER'S REPORT

To,
The Chairman
of the 57th Annual General Meeting of the shareholders of M/s. TTK Healthcare Limited,
held on 07.08.2015 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New
No.168 (Old No.306), TTK Road, Chennai 600 014.

Dear Sir,

The Board of Directors of the Company, at their meeting held on May 21, 2015 had, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules 2014 and as amended from time to time, appointed me as Scrutinizer for the e-Voting process to be held for passing of resolutions as set out in the Notice convening Fifty Seventh Annual General Meeting (AGM) dated May 21, 2015.

In this connection, I hereby submit my report as under:

1. The members of the Company as on the "cut-off" date i.e. Friday, 31st July, 2015 were entitled to vote on the resolutions (Item No. 1 to 6 as set out in the Notice of the Fifty Seventh Annual General Meeting of the Company).
2. The period for e-Voting remained open from Monday, 3rd August, 2015 (9.30 A.M) to Thursday, 6th August, 2015 (5.00 P.M) as mentioned in the Notice convening AGM.
3. The votes cast were unblocked after the conclusion of Annual General Meeting at 1.00 P.M. in the presence of 2 witnesses Mr. Pankaj Mehta and Mr. Subramanian, who are not in the employment of Company.
4. The details viz., list of Equity Share Holders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of Central Depository Services (India) Limited (CDSL) and based on such report, I'm enclosing the report for each of the items contained in the notice.



E-VOTING RESULTS

Item No.	1
Particulars of the Business	To receive, consider and adopt the Audited Financial Statements for the year ended 31 st March, 2015 together with the Reports of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	No. of members voted through e-voting	No. of votes cast	Total Votes cast (in %)
Received	76	60,33,266	100
Assent	76	60,33,266	100
Dissent	0	0	0

Item No.	2
Particulars of the Business	To declare Dividend.
Type of Resolution	Ordinary

Particulars	No. of members voted through e-voting	No. of votes cast	Total Votes cast (in %)
Received	76	60,33,266	100
Assent	76	60,33,266	100
Dissent	0	0	0

Item No.	3
Particulars of the Business	To appoint a Director in the place of Mr. R K Tulshan, who retires by rotation and being eligible, offers himself for re-appointment
Type of Resolution	Ordinary

Particulars	No. of members voted through e-voting	No. of votes cast	Total Votes cast (in %)
Received	76	60,33,266	100
Assent	76	60,33,266	100
Dissent	0	0	0

Item No.	4
Particulars of the Business	To ratify the appointment of Auditors and to fix their remuneration.
Type of Resolution	Ordinary



Particulars	No. of members voted through e- voting	No. of votes cast	Total Votes cast (in %)
Received	76	60,33,266	100
Assent	76	60,33,266	100
Dissent	0	0	0

Item No.	5
Particulars of the Business	To appoint Mr. S Kalyanaraman as a Director.
Type of Resolution	Ordinary

Particulars	No. of members voted through e- voting	No. of votes cast	Total Votes cast (in %)
Received	76	60,33,266	100
Assent	76	60,33,266	100
Dissent	0	0	0

Item No.	6
Particulars of the Business	Ratification for the remuneration payable to the cost auditors of the company for the year 2015-16.
Type of Resolution	Ordinary

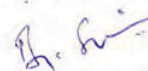
Particulars	No. of members voted through e- voting	No. of votes cast	Total Votes cast (in %)
Received	76	60,33,266	100
Assent	76	60,33,266	100
Dissent	0	0	0

5. All relevant records of remote e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 07.08.2015




BALU SRIDHAR
Partner
M.No. F5869
C.P. No. 3550



FORM No. MGT-13
Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To

The Chairman

of the 57th Annual General Meeting of the Equity Shareholders of TTK Healthcare Limited Held on 07.08.2015 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014.

Dear Sir,

I, Balu Sridhar, Partner of M/s. A.K. JAIN & ASSOCIATES, Company Secretaries in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 57th Annual General Meeting of the Equity Shareholders of M/s.TTK HEALTHCARE LIMITED, held at 10:15 A.M. on 07.08.2015 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (OldNo.306), TTK Road, Chennai 600 014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in the presence of Mr. K.M. GOPALAKRISHNAN and Mr. N RAVI who are not in the employment of Company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers as invalid.
4. The result of the Poll is as under:

B. Sridhar

(1) Resolution – Ordinary: To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	41,460	99.87

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	53	0.13

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

(2) Resolution –Ordinary: To declare Dividend.

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	41,473	99.90

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	0.10

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by Them
0	0

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(3) Resolution – Ordinary: To appoint a Director in the place of Mr. R K Tulshan, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	41,500	99.97

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.03

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by Them
0	0

(4) Resolution – Ordinary: To ratify the appointment of Auditors and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	41,429	99.80

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	84	0.20

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

(5) Resolution – Ordinary: To appoint Mr. S Kalyanaraman as a Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	41,500	99.97

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.03

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

(6) Resolution – Ordinary: Ratification for the remuneration payable to the cost auditors of the company for the year 2015-16.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	41429	99.80

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	84	0.20



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Place: Chennai
Date: 07.08.2015



For A.K.JAIN & ASSOCIATES
Company Secretaries

A handwritten signature in blue ink, appearing to read "Balu Sridhar".

BALU SRIDHAR
Partner
M.No. F5869
C.P.No. 3550

A handwritten signature in blue ink, appearing to read "T T Raghunathan".

T T RAGHUNATHAN
Chairman of the Meeting



S. Anil Kumar Jain B.Com., FCS

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

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

To,
The Chairman
of the 57th Annual General Meeting of the shareholders of M/s. TTK Healthcare Limited,
held on 07.08.2015 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New
No.168 (Old No.306), TTK Road, Chennai 600 014.

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and poll conducted at the 57th AGM of TTK HEALTHCARE LIMITED on August 7, 2015.

The Board of Directors of the Company, at its meeting held on May 21, 2015 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between August 3, 2015 at 09.30 A.M to August 6, 2015 at 5.00 P.M and the poll was conducted on 57th AGM of the Company held on August 7, 2015.

The Company had appointed Central Depository Services (India) Limited, (CDSL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Monday August 3, 2015 09:30 A.M till Thursday August 6, 2015 5:00 P.M. The e-voting results were unblocked by me after the conclusion of voting at the Annual General Meeting on August 7, 2015 in the presence of two witnesses. For further details, refer my Scrutinizer's report dated August 7, 2015 attached herewith.

At the 57th AGM of the Company held on August 7, 2015, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details, refer my Scrutinizer's report dated August 7, 2015 attached herewith.

The result of the E-voting together with that of the Poll is as under:

[Handwritten signature]

Item No.1 (Ordinary Resolution): To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
95	60,74,726	99.9991

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
3	53	0.0009

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.2 (Ordinary Resolution): To declare Dividend.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
97	60,74,739	99.9993

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
1	40	0.0007



(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.3 (Ordinary Resolution): To appoint a Director in the place of Mr. R K Tulshan, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
96	60,74,766	99.9998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	13	0.0002

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.4 (Ordinary Resolution): To ratify the appointment of Auditors and to fix their remuneration.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
94	60,74,695	99.9986

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
4	84	0.0014

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.5 (Ordinary Resolution): To appoint Mr. S Kalyanaraman as a Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
96	60,74,766	99.9998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	13	0.0002

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(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.6 (Ordinary Resolution): Ratification for the remuneration payable to the cost auditors of the company for the year 2015-16.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
94	60,74,695	99.9986

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
4	84	0.0014

(iii) Invalid votes:

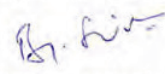
Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 07.08.2015




BALU SRIDHAR
Partner
M.No. F5869
C.P. No.3550