



For TTK HEALTHCARE LIMITED

Chellabawa

Company Secretary

MINUTES OF THE PROCEEDINGS OF THE FIFTY SEVENTH ANNUAL GENERAL MEETING HELD AT 10.15 A.M., ON FRIDAY, THE 7th AUGUST, 2015 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 - 12.15 p.m.

No. of Members present in Person - 142
No. of Members present through Proxy - 33
(Representing 15,17,513 Equity Shares)

DIRECTORS PRESENT:

Mr T T Raghunathan - Executive Vice Chairman
Mr R K Tulshan - Director
Dr K R Srimurthy - Director
Mr K Shankaran - Director
Mr Girish Rao - Director
Mr S Balasubramanian - Director
Mr S Kalyanaraman - Director & Secretary

IN ATTENDANCE:

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

CHAIRMAN OF THE MEETING:

In the absence of Mr T T Jagannathan, Chairman of the Company, Mr T T Raghunathan, Executive Vice Chairman, at the request of all the Directors present, chaired the Meeting.

CHAIRMAN'S
INITIAL



Having ascertained that the quorum was present and 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 & Secretary introduced the Members of the Board of Directors, Auditors and other invitees present on the dais.

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

The Chairman further informed the meeting that Mr B N Bhagwat, Independent Director and Chairman of the Nomination & Remuneration Committee and Dr (Mrs) Vandana R Waivekar, 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 Fifty Seventh Annual General Meeting and at the request of the Chairman, Mr K Shankaran, Director read out the Chairman's speech at the Meeting.

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, 2015, the same was not required to be read at the Meeting, as per Section 145 of the Companies Act, 2013.

PRESENTATION OF AUDITED FINANCIAL STATEMENTS TO MEMBERS / ITEMS ON AGENDA:

The Chairman presented to the members the Audited Financial Statements for the financial year ended 31st March, 2015 and invited questions from the members on the same.

CHAIRMAN'S
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Several members spoke at the Meeting, gave their suggestions and sought clarifications on the Company's Accounts and businesses. All the queries raised by the Members were answered.

Thereafter, the Chairman took up Item Nos.2 to 6 of the Notice along with the Explanatory Statement already circulated to the Members and invited queries from the Members on each of these items.

All the queries raised by the Members relating to Item Nos.2 to 6 were also answered.

VOTING PROCEDURE:

The Chairman ordered Poll on all the resolutions set out at Item Nos.1 to 6 of the Notice of the Fifty Seventh Annual General Meeting and requested Mr S Kalyanaraman, Director & 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 the Listing Agreement, the Company had extended the facility of 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 eVoting facility was made available to the Members from 9.30 a.m., on 3rd August, 2015 to 5.00 p.m., on 6th August, 2015.

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 eVoting process.

Mr Balu Sridhar, Practicing Company Secretary was appointed as Scrutinizer for conducting both the eVoting 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 eVoting 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.

CHAIRMAN'S
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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 Fifty Seventh Annual General Meeting of the Company held on 7th August, 2015, declared on 8th August, 2015, are as below:

ITEM NO.1

APPROVAL OF AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION:

“**RESOLVED THAT** the Audited Financial Statements for the year ended 31st March, 2015, together with the Reports of Directors and Auditors thereon be and are hereby received and adopted”.

The Resolution was carried by requisite majority.

ITEM NO.2

DECLARATION OF DIVIDEND – ORDINARY RESOLUTION:

“**RESOLVED THAT** a dividend of Rs 4.50 per share (45%) in respect of 77,65,983 Equity Shares of Rs.10/- each fully paid-up as on 31st March, 2015 be paid to the holders of Equity Shares whose names appear on the Register of Members as on 31st July, 2015”.

The Resolution was carried by requisite majority.

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.

CHAIRMAN'S
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ITEM NO.4

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

“RESOLVED THAT the appointment of M/s Aiyar & Co., Chartered Accountants, Chennai, (Firm Regn. No.000063S) and M/s S Viswanathan, Chartered Accountants, Chennai, (Firm Regn. No.004770S), (who were appointed by the Members as Statutory Auditors of the company, for a period of 3 years, from the conclusion of the Fifty Sixth Annual General Meeting upto the conclusion of the Fifty Ninth Annual General Meeting), be and is hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company”.

The Resolution was carried by requisite majority.

ITEM NO.5

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

“RESOLVED THAT Mr S Kalyanaraman (DIN: 00119541), who vacates office at this meeting under Section 161 of the Companies Act, 2013, 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.6

RATIFICATION FOR THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE YEAR 2015-16 – ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of Rs.3,50,000/- (Rupees Three lakhs fifty thousand only) plus service tax as applicable and reimbursement of travel and out-of-pocket expenses, payable to M/s Geeyes & Co., Cost Accountants (Firm Registration No.000044), for conducting the audit of cost records of the Company, for the financial year ending 31st March, 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed”.

The Resolution was carried by requisite majority.

CHAIRMAN'S
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DECLARATION OF VOTING RESULTS

The complete details of the Voting Results declared on 8th August, 2015 along with the Consolidated Report on the eVoting 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 Exchange on the same day. These details are also made available at the Registered Office of the Company.

The Results of the Voting conducted both through eVoting and the Poll are enclosed as **Annexure-I**.

Date: August 08, 2015


T T RAGHUNATHAN
CHAIRMAN OF THE MEETING

CHAIRMAN'S
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ANNEXURE-I


VOTING RESULTS**[FIFTY SEVENTH ANNUAL GENERAL MEETING HELD ON 7th AUGUST, 2015]**

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 Fifty Seventh Annual General Meeting of the Company held on 7th August, 2015, are as below.

Item No.	Description	Type of Resolution	Results
1.	Adoption of the Audited Financial Statements for the year ended 31 st March, 2015 together with the Reports of Directors and Auditors thereon.	Ordinary	Carried by Requisite Majority
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.	Ordinary	Carried by Requisite Majority
3.	Re-appointment of Mr R K Tulshan as a Director of the Company.	Ordinary	Carried by Requisite Majority
4.	Ratification of the appointment of Auditors and to fix their remuneration.	Ordinary	Carried by Requisite Majority
5.	Appointment of Mr S Kalyanaraman as a Director.	Ordinary	Carried by Requisite Majority
6.	Ratification for the remuneration payable to the Cost Auditors of the Company for the year 2015 -16.	Ordinary	Carried by Requisite Majority

The complete details of the Voting Results along with the Consolidated Report on the eVoting and the Poll conducted at the Meeting submitted by the Scrutinizer were uploaded on the Company's Website and are also available at the Registered Office of the Company.

Place : Chennai
Date : August 08, 2015


T T RAGHUNATHAN
CHAIRMAN OF THE MEETING

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