



**TTK Healthcare  
LIMITED**

TTKH:SECL:GJ:171:14

August 28, 2014

BSE Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai 400 001

FAX NO. 022 – 22723021

Company Code	: 3153
Scrip Code	: 507747

Dear Sirs,

**Re : Fifty Sixth Annual General Meeting held on 22<sup>nd</sup> August, 2014 –  
Submission of Scrutinizer's Report relating to e-Voting & Poll and  
Consolidated Scrutinizer Report**

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With further reference to our communication No.TTKH:SECL:GJ:167:14 dated 23<sup>rd</sup> August, we are forwarding herewith a copy of the following:

- Scrutinizer's Report dated 19<sup>th</sup> August, 2014 relating to e-Voting;
- Form No.MGT-13 – Report of Scrutinizer [Pursuant to Section 109 of the Companies Act, 2013 and Rul 21(2) of the Companies (management and Administration) Rules, 2014] dated 22<sup>nd</sup> August, 2014 relating to the Poll conducted at the Fifty Sixth Annual General Meeting; and
- Consolidated Scrutinizer Report dated 22<sup>nd</sup> August, 2014 relating to e-Voting and Poll.

We request you to kindly take the above documents on record.

Thanking you

Yours faithfully  
For TTK Healthcare Limited

**(S KALYANARAMAN)**  
*President - Commercial &  
Company Secretary*

Encl. : a/a

Regd. Office : 6, Cathedral Road, Chennai - 600 086, INDIA.  
Phone : 91-44-28116106 - 08, Fax : 91-44-28116387  
Email : [info@ttkhealthcare.com](mailto:info@ttkhealthcare.com) Website : [www.ttkhealthcare.com](http://www.ttkhealthcare.com)  
CIN : L24231TN1958PLC003647  
(Factory : 5, Old Trunk Road, Pallavaram, Chennai - 600 043, INDIA.)



**SCRUTINIZER'S REPORT**

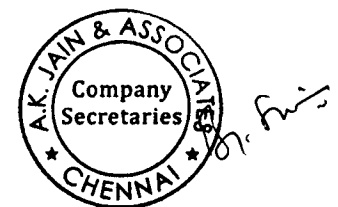
**To**  
**Chairman**  
**TTK Healthcare Limited**  
**No.6, Cathedral Road**  
**Chennai 600 086**

Dear Sir

The Board of Directors of the Company, vide Circular Resolution dated 16.07.2014 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed us as Scrutinizer for the e-Voting process to be held for passing of resolutions as set out in the Notice convening Fifty Sixth Annual General Meeting (AGM) dated 16.07.2014.

In this connection, we hereby submit our report as under:

1. The members of the Company as on the "cut-off" date i.e. Friday, 18<sup>th</sup> July, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 12 as set out in the Notice of the Fifty Sixth Annual General Meeting of the Company).
2. The period for e-Voting remained open from Saturday, 16<sup>th</sup> August, 2014 (9.30 A.M) to Monday, 18<sup>th</sup> August, 2014 (5.30 P.M) as mentioned in the Notice convening AGM.
3. The votes cast were unblocked after the completion of e-voting process at 5.45 P.M. on Monday 18<sup>th</sup> August, 2014 in the presence of 2 witnesses Mr. Pankaj Mehta and Ms. Nancy Jain, who are not in the employment of Company.
4. Thereafter, the details containing, *inter-alia*, list of shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) .
5. The results of e-voting are as under:



## E-VOTING RESULTS

<b>Item No.</b>	<b>1</b>
Particulars of the Business	To receive, consider and adopt the Profit & Loss Statement for the year ended 31 <sup>st</sup> March, 2014 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>2</b>
Particulars of the Business	To declare Dividend.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>3 **</b>
Particulars of the Business	To appoint a Director in the place of Mr T T Jagannathan (DIN - 00191522), who retires by rotation and being eligible, offers himself for re-appointment
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	86	60,18,359	100
Assent	86	60,18,359	100
Dissent	0	0	0

\*\* A shareholder holding 100 Equity Shares has not voted for Item No.3 of the Notice convening Fifty Sixth AGM.



<b>Item No.</b>	<b>4</b>
Particulars of the Business	To appoint Auditors and fix their remuneration.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>5</b>
Particulars of the Business	The vacancy caused by the retirement of Mr. J Srinivasan (DIN - 00063660), Director, who does not seek re-appointment, be not be filled up.
Type of Resolution	Ordinary

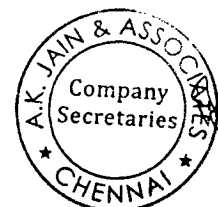
Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>6</b>
Particulars of the Business	To appoint Mr. B N Bhagwat (DIN - 00063628), as Independent Director, for a term of 5 years.
Type of Resolution	Special

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>7</b>
Particulars of the Business	To appoint Dr. (Mrs) Vandana R Walvekar (DIN - 00059160), as an Independent Director, for a term of 5 years.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0



<b>Item No.</b>	<b>8</b>
Particulars of the Business	To appoint Mr. Girish Rao (DIN - 00073937), as an Independent Director for a term of 5 years.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>9</b>
Particulars of the Business	Ratification for the remuneration and reimbursement of travel and out-of-pocket expenses, payable to M/s Geeyes & Co., Cost Accountants (Firm Registration No.000044).
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>10</b>
Particulars of the Business	Authorization to the Board for creating mortgage and/or charges on the assets of the Company.
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>11</b>
Particulars of the Business	Authorization to the Board for borrowing beyond the Paid-up Capital and Free Reserves of the Company.
Type of Resolution	Special



Particulars	No of members voted	No of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

<b>Item No.</b>	<b>12</b>
Particulars of the Business	Authorization to the Board to contribute to bonafide charitable and other funds.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

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

**Place: Chennai  
Date: 19.08.2014**

*B. Sridhar*

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



**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

To  
Chairman  
TTK HEALTHCARE LIMITED  
No.6, Cathedral Road,  
Chennai – 600 086

Dear Sir,

Sub: Electronic Voting

As per Rule 20 of Companies (Management and Administration) Rules, 2014, the E-voting results of M/s. TTK HEALTHCARE LIMITED were unblocked on 18.08.2014 in the presence of following two witness;

Name & Address of witness

Signature

1. MR. PANKAJ MEHTA  
No.2 Raja Annamalai Road,  
Puraswalkam, Chennai  
600 084

*P. Mehta*

2. MS. NANCY JAIN  
No.2 Raja Annamalai Road,  
Puraswalkam, Chennai  
600 084

*Nancy*

For A.K.JAIN & ASSOCIATES  
Company Secretaries

Date: 19.08.2014  
Place: Chennai



*Balu Sridhar*

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  
56<sup>th</sup> Annual General Meeting  
of the Equity Shareholders of  
TTK Healthcare Limited  
Held on 22.08.2014 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 Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 56<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. TTK HEALTHCARE LIMITED, held at 10:15 A.M. on 22.08.2014 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.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. A. RENGARAJAN and Mr. PANKAJ MEHTA 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. TWO poll papers, which were found defective have been treated as invalid and kept separately.
4. ONE shareholder holding 500 equity shares has abstained from voting with respect to Item No.6, 7, 8 & 10 of the notice convening 56<sup>th</sup> Annual General Meeting.
5. The result of the Poll is as under:





**(1) Resolution - Ordinary**

To receive, consider and adopt the Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as on that date 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
25	27856	100

(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	34

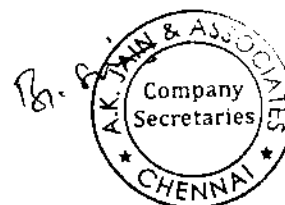
**(2) Resolution –Ordinary**

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
25	27856	100

(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
0	0	0



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	34

**(3) Resolution – Ordinary**

To appoint a Director in the place of Mr. T T Jagannathan (DIN - 00191522), 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
23	27843	99.95

(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	0.05

(iii) Invalid votes:

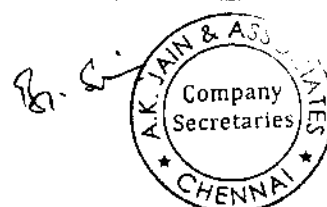
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	34

**(4) Resolution – Ordinary**

To appoint Auditors and 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
23	27843	99.95



(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	0.05

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(5) Resolution – Ordinary**

To consider the vacancy caused by the retirement of Mr. J Srinivasan (DIN - 00063660), Director, who does not seek re-appointment be not filled up.

(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
23	27843	99.95

(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	0.05

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(6) Resolution – Special**

To appoint Mr. B N Bhagwat (DIN – 00063628), who retires by rotation, as Independent Director for a term of 5 years.



(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
22	27343	99.95

(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	0.05

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(7) Resolution – Ordinary**

To appoint Dr (Mrs) Vandana R Walvekar (DIN – 00059160), as an Independent Director for a term of 5 years.

(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
22	27343	99.95

(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	0.05

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34



**(8) Resolution – Ordinary**

To appoint Mr. Girish Rao (DIN – 00073937), as an independent director for a term of 5 years.

(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
22	27343	99.95

(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	0.05

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(9) Resolution – Ordinary**

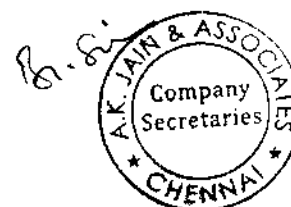
Ratification for the remuneration and reimbursement of travel and out-of-pocket expenses, payable to M/s Geeyes & Co., Cost Accountants (Firm Registration No.000044).

(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
21	27742	99.59

(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	114	0.41



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(10) Resolution – Special Resolution**

Authorization to the Board for creating mortgage and/or charges on the assets of the Company.

(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
22	27343	99.95

(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	0.05

(iii) **Invalid votes:**

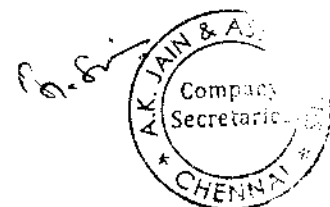
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(11) Resolution – Special Resolution**

Authorization to the Board for borrowing beyond the Paid-up Capital and Free Reserves of the Company.

(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
21	27742	99.59



(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	114	0.41

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

**(12) Resolution – Ordinary Resolution**

Authorization to the Board to contribute to bonafide charitable and other funds.

(i) Voted in favour of the resolution:

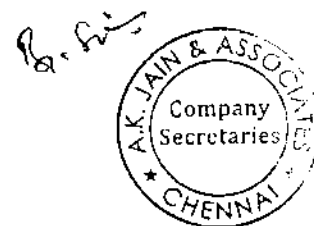
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	27742	99.59

(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	114	0.01

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34



6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you,  
Yours faithfully,

For A.K.JAIN & ASSOCIATES  
Company Secretaries

Place: Chennai  
Date: 22.08.2014



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

T T JAGANNATHAN  
Chairman





**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR M/s. TTK HEALTHCARE LIMITED**

To,  
The Chairman,  
56<sup>th</sup> Annual General Meeting of  
TTK Healthcare Limited  
No.6, Cathedral Road,  
Chennai - 600 086.

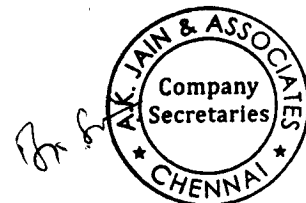
**Sub: Passing of resolution through E Voting AND poll conducted at the 56<sup>th</sup> AGM of THE TTK HEALTHCARE LIMITED held on August 22, 2014.**

The Board of Directors the Company, vide circular resolution dated July 16, 2014 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between August 16, 2014 at 09.30 A.M to August 18, 2014 at 5.30 P.M and the poll was conducted on 56<sup>th</sup> AGM of the Company held on August 22, 2014.

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 Saturday August 16, 2014 09:30 A.M till Monday August 18, 2014 5:30 P.M. The e-voting results were unblocked by me after the completion of E-voting on August 18, 2014 in the presence of two witnesses. For further details, refer my Scrutinizer's report dated August 19, 2014 attached herewith.

At the 56<sup>th</sup> AGM of the Company held on August 22, 2014, 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 22, 2014 attached herewith.

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



**Item No.1 (Ordinary Resolution):** To receive, consider and adopt the Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,856	0.4607	0	0
TOTAL	60,46,315	100	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.

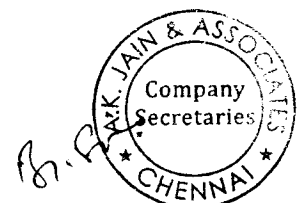
Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,856	0.4607	0	0
TOTAL	60,46,315	100	0	0

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. T T Jagannathan (DIN - 00191522), who retires by rotation and being eligible, offers himself for re-appointment.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,359	99.5393	0	0
Poll	27,843	0.4605	13	0.0002
TOTAL	60,46,202	99.9998	13	0.0002

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 appoint Auditors and fix their remuneration.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,843	0.4605	13	0.0002
<b>TOTAL</b>	<b>60,46,302</b>	<b>99.9998</b>	<b>13</b>	<b>0.0002</b>

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 consider the vacancy caused by the retirement of Mr. J Srinivasan (DIN - 00063660), Director, who does not seek re-appointment be not filled up.

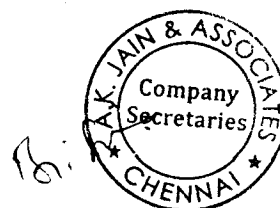
Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,843	0.4605	13	0.0002
<b>TOTAL</b>	<b>60,46,302</b>	<b>99.9998</b>	<b>13</b>	<b>0.0002</b>

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 (Special Resolution):** To appoint Mr. B N Bhagwat (DIN - 00063628), who retires by rotation, as Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5475	0	0
Poll	27,343	0.4523	13	0.0002
<b>TOTAL</b>	<b>60,45,802</b>	<b>99.9998</b>	<b>13</b>	<b>0.0002</b>

As the votes cast in FAVOUR of the resolution is three times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.



**Item No.7 (Ordinary Resolution):** To appoint Dr (Mrs) Vandana R Walvekar (DIN – 00059160), as an Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5475	0	0
Poll	27,343	0.4523	13	0.0002
<b>TOTAL</b>	<b>60,45,802</b>	<b>99.9998</b>	<b>13</b>	<b>0.0002</b>

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.8 (Ordinary Resolution):** To appoint Mr. Girish Rao (DIN – 00073937), as an independent director for a term of 5 years.

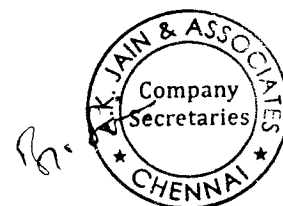
Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5475	0	0
Poll	27,343	0.4523	13	0.0002
<b>TOTAL</b>	<b>60,45,802</b>	<b>99.9998</b>	<b>13</b>	<b>0.0002</b>

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.9 (Ordinary Resolution):** Ratification for the remuneration and reimbursement of travel and out-of-pocket expenses, payable to M/s Geeyes & Co., Cost Accountants (Firm Registration No.000044).

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,742	0.4588	114	0.0019
<b>TOTAL</b>	<b>60,46,201</b>	<b>99.9981</b>	<b>114</b>	<b>0.0019</b>

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.10 (Special Resolution):** Authorization to the Board for creating mortgage and/or charges on the assets of the Company.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5475	0	0
Poll	27,343	0.4523	13	0.0002
TOTAL	60,45,802	99.9998	13	0.0002

As the votes cast in FAVOUR of the resolution is three times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

**Item No.11 (Special Resolution):** Authorization to the Board for borrowing beyond the Paid-up Capital and Free Reserves of the Company.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,742	0.4588	114	0.0019
TOTAL	60,46,201	99.9981	114	0.0019

As the votes cast in FAVOUR of the resolution is three times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

**Item No.12 (Ordinary Resolution):** Authorization to the Board to contribute to bonafide charitable and other funds.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	60,18,459	99.5393	0	0
Poll	27,742	0.4588	114	0.0019
TOTAL	60,46,201	99.9981	114	0.0019

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

The poll papers which were found defective have been treated as invalid and kept separately.



A shareholder holding 100 equity shares has not voted with respect to Item No.3 in the e-voting held from August 16, 2014 till August 18, 2014.

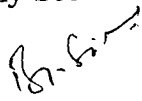
In poll conducted by the Company at the 56<sup>th</sup> Annual General Meeting held on 22.08.2014, one shareholder holding 500 equity shares had abstained from voting with respect to Item No.6, 7, 8 & 10.

We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

For A.K.JAIN & ASSOCIATES  
Company Secretaries

Place: Chennai  
Date: 22.08.2014



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