



TTK Healthcare
LIMITED

TTKH:SECL:GJ:020:15

March 27, 2015

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

Fax No. 022 – 22723021

Company Code	: 3153
Scrip Code	: 507747

Dear Sirs,

**Re : Submission of Voting Results as per Clause 35A of the Listing Agreement
along with the Scrutinizer's Report**

This has reference to our communication No.TTKH:SECL:GJ:013:15 dated 20th February, 2015, forwarding therewith the Postal Ballot Notice dated 12th February, 2015 along with the explanatory statement seeking the consent of the Members through Postal Ballot including e-Voting, in respect of the following items of businesses:

- (1) Appointment of Dr K R Srimurthy (DIN – 00063606), Director, as an Independent Director of the Company, for a term of five consecutive years, not liable to retire by rotation; and
- (2) Appointment of Mr S Balasubramanian (DIN – 02849971), as an Independent Director of the Company, for a term of five consecutive years, not liable to retire by rotation.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that the **Ordinary Resolutions** relating to Item Nos.1 & 2 above, as set out in the said Postal Ballot Notice, have been passed by the Members of the Company by requisite majority, through Postal Ballot and e-Voting.

The above resolutions are deemed to have been passed by the Shareholders today (i.e.) 27th March, 2015.

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TTK Healthcare
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We are forwarding herewith the Voting Results as per Clause 35A as per the prescribed format along with the Report dated 25th March, 2015 of Mr R Balasubramaniam, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors at their meeting held on 21st January, 2015, for conducting the Postal Ballot Process including e-Voting.

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

Thanking you

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)
Director & Secretary

Encl. : a/a



TTK HEALTHCARE LIMITED

Regd. Office : No.6, Cathedral Road, Chennai 600 086
CIN: L24231TN1958PLC003647 Website: www.ttkhealthcare.com

VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Date of Declaration of the Results of Postal Ballot and e-Voting	27 th March, 2015
Total No. of Shareholders on Record Date:	12,262 (As on 6 th February, 2015, being the date fixed for determining the voting rights of the Shareholders)
No. of Shareholders present in the Meeting either in Person or through Proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the Meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	
Mode of Voting	Postal Ballot and e-Voting
Postal Ballot and e-Voting Start and End Date & Time	From 9.30 a.m. on 20 th February, 2015 to 5.30 p.m. on 21 st March, 2015

AGENDA-WISE

Details of the Agenda:	Item No.1	Appointment of Dr K R Srimurthy (DIN - 00063606), Director, as an Independent Director of the Company, for a term of five consecutive years, not liable to retire by rotation.							
Resolution required:	Ordinary								
Mode of Voting:	Postal Ballot and e-Voting								
In case of Poll / Postal Ballot / e-Voting:									
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
		Postal Ballot	e-Voting	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	50,56,920	50,81,000	100.00	50,81,000	0	100.00	0.00
Public:									
- Institutional holders	7,34,537	0	5,83,649	5,83,649	79.46	5,83,649	0	100.00	0.00
- Others	19,50,446	76,877	4,26,151	5,03,028	25.79	5,02,542	486	99.90	0.10
Total	77,65,983	1,00,957	60,66,720	61,67,677	79.42	61,67,191	486	99.99	0.01
Result:	Passed by Requisite Majority								

Details of the Agenda:				Item No.2	Appointment of Mr R Balasubramanian (DIN – 02849971) as an Independent Director of the Company, for a term of five consecutive years, not liable to retire by rotation.				
Resolution required:				Ordinary					
Mode of Voting:				Postal Ballot and e-Voting					
In case of Poll / Postal Ballot / e-Voting:									
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 (6)	No. of Votes Against (7)	% of Votes in favour on votes polled (8)=[(6)/((4)*100]	% of Votes against on votes polled (9)=[(7)/(4)*100]
		Postal Ballot (2)	e-Voting (3)	Total Votes Polled (4)					
Promoter and Promoter Group	50,81,000	24,080	50,56,920	50,81,000	100.00	50,81,000	0	100.00	0.00
Public:									
- Institutional holders	7,34,537	0	5,83,649	5,83,649	79.46	5,83,649	0	100.00	0.00
- Others	19,50,446	76,000	4,26,151	5,02,151	25.75	5,01,614	537	99.89	0.11
Total	77,65,983	1,00,080	60,66,720	61,66,800	79.41	61,66,263	537	99.99	0.01
Result:				Passed by Requisite Majority					

For TTK Healthcare Limited



(S KALYANARAMAN)
Director & Secretary

SCRUTINIZER'S REPORT

To

The Chairman
M/s. TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

Dear Sir,

The Board of Directors of **M/s. TTK HEALTHCARE LIMITED** at its meeting held on **21st January, 2015**, has appointed me as a Scrutinizer for conducting the Postal Ballot process including e-Voting, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the Resolutions set out in Item Nos.1 & 2 in the Postal Ballot Notice dated **12th February, 2015**.

I SUBMIT MY REPORT AS UNDER:

- (1) The despatch of the Postal Ballot Forms to the Members of the Company whose names appeared on the Register of Members / List of Beneficial Owners as per the records of the Depositories (NSDL & CDSL) as on **6th February, 2015**, was completed on **19th February, 2015**.
- (2) The Members of the Company as on the "cut-off" date (i.e) **6th February, 2015** were entitled to vote on the resolutions through Physical Postal Ballot Forms or e-Voting platform provided by Central Depository Services (India) Limited (CDSL).
- (3) As per the requirements of the Companies Act, 2013, the particulars of all the Postal Ballot Forms received from the Members have been registered in a Register maintained separately for this purpose.
- (4) The Postal Ballot Forms were kept under my safe custody.
- (5) All the Postal Ballot Forms including e-Voting received upto **5.30 p.m.** on **Saturday, the 21st March, 2015**, the last day and time fixed by the Company for the receipt of the ballot forms / e-Voting, were considered for my scrutiny and the same were scrutinized by me with respect to their validity, in the presence of two (2) witnesses - Mr Balu Sridhar and Mr Pankaj Mehta, who are not in the employment of the Company and have been recorded.

- (6) No Postal Ballot Forms received **after 5.30 p.m.**, on **Saturday**, the **21st March, 2015**, the last day and time fixed by the Company have been considered by me.
- (7) None of the incomplete, unsigned or incorrect Postal Ballot Form(s) has been considered.
- (8) I did not find any defaced or mutilated ballot paper.
- (9) I further report that the Physical Ballots and e-Voting data were scrutinized by me for verification of votes cast in favour and against the resolutions. The Shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficial Owners as on the cut-off date (i.e.) 6th February, 2015. The signature verification process was also conducted with the Registrar and Transfer Agent of the Company (i.e.) M/s Data Software Research Co. Pvt. Ltd.
- (10) **1936 envelopes** (vide Serial No.1 – 1936) containing Postal Ballot Forms were returned undelivered and these envelopes were not opened and they are kept separately.
- (11) There were no shareholders who participated in both Postal Ballot and e-Voting.
- (12) In terms of the requirements of the Companies Act, 2013, the Postal Ballot Forms and other related papers / registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of the Postal Ballot process.
- (13) The summary of votes cast through Postal Ballot Forms & e-Voting are furnished in **Annexure 1** to this report.
- (14) You may accordingly declare the result of the voting by Postal Ballot & e-Voting.

Thanking you,

Place : Chennai
Date : March 25, 2015


R BALASUBRAMANIAM
M. No. F2397
C.P. No. 1340



ANNEXURE 1

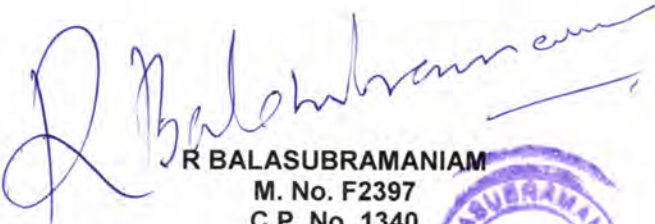
(Referred to in Point No.13 under 'SCRUTINIZER'S REPORT' of even date)

Summary of votes cast through Postal Ballot Forms & e-Voting

Resolution No.1	Appointment of Dr K R Srimurthy, Director, as an Independent director of the Company, for a term of five consecutive years, not liable to retire by rotation.			
	Ordinary Resolution			
Particulars	Postal Ballot Forms	E-Votes	Total Votes cast	% to Total No. of Valid Votes cast
	Votes / Shares	Votes / Shares	Votes / Shares	
Total Votes cast	1,06,927	60,66,720	61,73,647	
Less : Invalid votes	5,970	0	5,970	
Total Valid votes	1,00,957	60,66,720	61,67,677	100.000
Votes favouring the resolution	1,00,621	60,66,570	61,67,191	99.992
Votes against the resolution	336	150	486	0.008

Resolution No.2	Appointment of Mr S Balasubramanian, as an Independent director of the Company, for a term of five consecutive years, not liable to retire by rotation.			
	Ordinary Resolution			
Particulars	Postal Ballot Forms	E-Votes	Total Votes cast	% to Total No. of Valid Votes cast
	Votes / Shares	Votes / Shares	Votes / Shares	
Total Votes cast	1,06,050	60,66,720	61,72,770	
Less : Invalid votes	5,970	0	5,970	
Total Valid votes	1,00,080	60,66,720	61,66,800	100.000
Votes favouring the resolution	99,693	60,66,570	61,66,263	99.991
Votes against the resolution	387	150	537	0.009

Place : Chennai
Date : March 25, 2015


R BALASUBRAMANIAM
M. No. F2397
C.P. No. 1340

