



For TTK HEALTHCARE LIMITED

Company Secretary

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE OF THE COMPANY AT NO.6, CATHEDRAL ROAD, CHENNAI 600 086, ON FRIDAY, THE 27TH MARCH, 2015, AT 11.30 A.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT INCLUDING e-VOTING

PRESENT:

Mr T T Raghunathan : Executive Vice Chairman
Mr S Kalyanaraman : Director & Secretary
Mr B V K Durga Prasad : Senior Vice President – Finance
Mr R Balasubramaniam : Practising Company Secretary - Scrutinizer

Mr T T Raghunathan, Executive Vice Chairman stated that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated 12th February, 2015 along with Postal Ballot Form and the self-addressed business reply envelope were sent to the Shareholders of the Company for obtaining their consent through Postal Ballot including e-Voting for the following items of the businesses:

- (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; and**
- (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.**

The Board of Directors in their meeting held on 21st January, 2015 approved the said Notice and also appointed **Mr R Balasubramaniam**, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner.

As per the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company also provided the e-Voting facility to its Members to exercise their votes electronically. The e-Voting portal of CDSL for voting purpose was remained open from 9.30 a.m., on Friday, the 20th February, 2015 to 5.30 p.m., on Saturday, the 21st March, 2015 and thereafter, the same was disabled. The last date and time fixed for the receipt of Postal Ballot Forms was 5.30 p.m., on Saturday, the 21st March, 2015.

The Scrutinizer after carrying out the scrutiny of the Postal Ballots received together with the results of e-Voting upto 5.30 p.m., on Saturday, the 21st March, 2015, submitted a consolidated Report on Voting (Postal Ballot and e-Voting) on 25th March, 2015 and the said Report was taken on record.

CHAIRMAN'S
INITIAL



Based on the Scrutinizer's Report, Mr T T Raghunathan, Executive Vice Chairman announced the Results of the Voting by Postal Ballot and e-Voting, as under:

ITEM NO.1 – ORDINARY RESOLUTION:

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:

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

The Executive Vice Chairman then declared that the following **Ordinary Resolution**, as set out in the Postal Ballot Notice dated 12th February, 2015 was passed by **Requisite Majority**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Dr K R Srimurthy** (DIN – 00063606), Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, not liable to retire by rotation”.

CHAIRMAN'S INITIAL

[Handwritten Signature]

**ITEM NO.2 – ORDINARY RESOLUTION:**

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:

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


The Executive Vice Chairman then declared that the following **Ordinary Resolution**, as set out in the Postal Ballot Notice dated 12th February, 2015 was passed by **Requisite Majority**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Mr S Balasubramanian** (DIN – 02849971), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, not liable to retire by rotation”.

The Executive Vice Chairman then directed the Company Secretary to-

- (i) intimate the results to and file necessary reports with BSE Ltd. (BSE) / Central Depository Services (India) Ltd. (CDSL);
- (ii) file necessary e-Forms with the Registrar of Companies (ROC); and
- (iii) arrange the publication of the results on the Company's Website.

Place: Chennai
Date : March 27, 2015


T T RAGHUNATHAN
Executive Vice Chairman

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