TTK Healthcare
LIMITED

TTKH:SECL:GJ:212:18 **August 27, 2018**

National Stock Exchange of India Limited (NSE)
Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai 400 051

Scrip Code : TTKHLTCARE

Dear Sirs,

Re : Minutes of the 60th Annual General Meeting

We are forwarding herewith certified true copy of the Minutes of the 60th Annual General Meeting held on 9th August, 2018, which is self-explanatory.

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

Thanking you,

Yours faithfully
For TTK Healthcare Limited

(S KALYANARAMAN)
Director & Wholetime Director

Encl: a/a

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CIN : L24231TN1958PLC003647

// CERTIFIED TRUE COPY //

TTK HEALTHCARE LIMITED

MINUTES OF THE PROCEEDINGS OF THE 60th ANNUAL GENERAL MEETING HELD AT 10.30 A.M., ON THURSDAY, THE 9th AUGUST, 2018 AT THE MUSIC ACADEMY, KASTURI SRINIVASAN HALL (MINI HALL), NEW NO.168 (OLD NO.306), TTK ROAD, CHENNAI 600 014

For TTK HEALTHCARE LIMITED

Director & Wholetime Secretary

Time of Commencement	-	10.30 a.m.
Time of Conclusion	-	11.30 a.m.
No. of Members present in Person	-	1,378 (1,05,23,391 Equity Shares)
No. of Members present through Proxy	-	39 (14,79,467 Equity Shares)

DIRECTORS PRESENT:

Mr T T Raghunathan	-	Executive Vice Chairman (CEO)
Mr R K Tulshan	-	Director
Mr K Shankaran	-	Director (Chairman of the Stakeholders Relationship Committee)
Mr Girish Rao	-	Independent Director (Chairman of the Audit Committee)
Mr S Balasubramanian	-	Independent Director
Mr N Ramesh Rajan	-	Independent Director
Mr S Kalyanaraman	-	Director & Wholetime Secretary (CS)

IN ATTENDANCE:

Mr B V K Durga Prasad	-	Senior Vice President – Finance (CFO)
Mr S Santhanakrishnan	-	Managing Partner M/s PKF Sridhar & Santhanam LLP Statutory Auditors
Ms S Rajeshwari	-	Partner M/s PKF Sridhar & Santhanam LLP 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 Board of Directors, Mr T T Raghunathan, Executive Vice Chairman took the Chair.

Having ascertained that the quorum was present and that the Annual Report for the year 2017-18, 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.

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INTRODUCTION OF DIRECTORS:

Mr S Kalyanaraman, Director & Wholetime 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, Mr S Santhana Krishnan, Managing Partner and Mr S Rajeshwari, Partner of M/s PKF Sridhar & Santhanam LLP, Statutory Auditors, Mr R Balasubramaniam, Secretarial Auditor of the Company and Mr Balu Sridhar, Scrutinizer were present.

The Chairman further informed the meeting that Mr T T Jagannathan, Chairman, Mr B N Bhagwat, Independent Director and the Chairman of the Nomination and Remuneration Committee and Dr (Mrs) Vandana R Walvekar, 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 60th Annual General Meeting and the Chairman Speech was delivered by Mr K Shankaran, Director.

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, 2018, the same was not required to be read at the Meeting, as per Section 145 of the Companies Act, 2013.

The Chairman further informed that the Cost Audit Report and the Secretarial Audit Report also do not contain any qualifications, observations or comments and hence the same were not required to be read at the Meeting.

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

The Chairman took up the following Items bearing Nos.1 to 8 of the Notice along with the Explanatory Statement already circulated to the Members and briefly explained the details of each of these items:

1. Adoption of the Audited Financial Statements for the year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon.
2. Declaration of Dividend of Rs.5.00 per share (50%) on the Equity Shares of the Company for the year ended 31st March, 2018.
3. Re-appointment of Mr T T Jagannathan as a Director of the Company.
4. Re-appointment of Mr K Shankaran as a Director of the Company.
5. Approval for continuation of current term of Mr B N Bhagwat as Independent Director.

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6. Approval for continuation of current term of Dr (Mrs) Vandana R Walvekar as Independent Director.
7. Approval for continuation of current term of Mr S Balasubramanian as Independent Director.
8. Ratification for the remuneration payable to the Cost Auditors of the Company, for the year 2018-19.

Thereafter, he invited queries from the Members on these items.

A few members spoke at the Meeting, gave their suggestions and sought clarifications on the Company's Audited Accounts and other items of the Agenda. All the queries raised by the Members relating to Item Nos.1 to 8 were answered.

VOTING PROCEDURE:

The Chairman thereafter ordered Poll on all the resolutions set out at Item Nos.1 to 8 of the Notice of the 60th Annual General Meeting and requested Mr S Kalyanaraman, Director & Wholetime 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 Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had extended the facility of remote 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 e-Voting facility was made available to the Members from 9.30 a.m., on 5th August, 2018 to 5.00 p.m., on 8th August, 2018.

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 remote e-Voting, Poll has been ordered by the Chairman, in accordance with Section 109 of the Companies Act, 2013.

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

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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 60th Annual General Meeting of the Company held on 9th August, 2018, declared on 10th August, 2018, are as below:

ORDINARY BUSINESS:

ITEM NO.1

APPROVAL OF AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Financial Statements consisting of the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended as on that date together with the Board's Report and Auditors' Report thereon, as circulated to the Members of the Company, be and are hereby received, approved and adopted".

The Resolution was carried by requisite majority.

ITEM NO.2

DECLARATION OF DIVIDEND – ORDINARY RESOLUTION:

"RESOLVED THAT a dividend of Rs.5.00 (50%) per share in respect of 1,41,30,333 Equity Shares of Rs.10/- each fully paid-up, be paid, to the holders of Equity Shares whose names appear on the Register of Members as on 9th August, 2018".

The Resolution was carried by requisite majority.

ITEM NO.3

RE-APPOINTMENT OF MR T T JAGANNATHAN AS A DIRECTOR – ORDINARY RESOLUTION:

"RESOLVED THAT Mr T T Jagannathan (DIN - 00191522) 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.4

RE-APPOINTMENT OF MR K SHANKARAN AS A DIRECTOR – ORDINARY RESOLUTION:

"RESOLVED THAT Mr K Shankaran (DIN - 00043205) be and is hereby appointed as a Director of the Company, liable to retire by rotation".

The Resolution was carried by requisite majority.

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SPECIAL BUSINESS:

ITEM NO.5

APPROVAL FOR CONTINUATION OF CURRENT TERM OF MR B N BHAGWAT AS INDEPENDENT DIRECTOR – SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and is hereby accorded to Mr B N Bhagwat (DIN: 00063628), Director of the Company to continue to hold office of Independent Director till the current tenure of his appointment which ends on 21st August, 2019 notwithstanding that he has attained the age of 75 years on 21st December, 2011".

The Resolution was carried by requisite majority.

ITEM NO.6

APPROVAL FOR CONTINUATION OF CURRENT TERM OF DR (MRS) VANDANA R WALVEKAR AS INDEPENDENT DIRECTOR – SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and is hereby accorded to Dr (Mrs) Vandana R Walvekar (DIN: 00059160), Director of the Company to continue to hold office of Independent Director till the current tenure of her appointment which ends on 21st August, 2019 notwithstanding that she has attained the age of 75 years on 10th April, 2018".

The Resolution was carried by requisite majority.

ITEM NO.7

APPROVAL FOR CONTINUATION OF CURRENT TERM OF MR S BALASUBRAMANIAN AS INDEPENDENT DIRECTOR – SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and is hereby accorded to Mr S Balasubramanian (DIN: 02849971), Director of the Company to continue to hold office of Independent Director till the current tenure of his appointment which ends on 26th March, 2020 notwithstanding that he has attained the age of 75 years on 3rd November, 2017".

The Resolution was carried by requisite majority.

ITEM NO.8

RATIFICATION FOR THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY FOR THE YEAR 2018-19 – ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of Rs.5,00,000 (Rupees Five lakhs only) plus applicable taxes and levies and reimbursement of travel and out-of-pocket expenses incurred in connection with the audit, payable to M/s Geeyes & Co., Cost Accountants (Firm Regn. No.000044), for conducting the audit of cost records of the Company, for

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the financial year ending 31st March, 2019, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified".

The Resolution was carried by requisite majority.

DECLARATION OF VOTING RESULTS

The complete details of the Voting Results declared on 10th August, 2018 along with the Consolidated Report on the e-Voting 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 Exchanges on the same day. These details are also made available at the Registered Office of the Company.

Place: Chennai
Date: August 21, 2018

T T RAGHUNATHAN
Chairman of the Meeting

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