CERTIFIED TRUE COPY

TTK HEALTHCARE LIMITED

MINUTES OF THE PROCEEDINGS OF THE 54th ANNUAL GENERAL MEETING HELD ON MONDAY, THE 13th AUGUST, 2012 AT 11.00 A.M. AT THE MUSIC ACADEMY, KASTURI SRINIVASAN HALL (MINI HALL), NEW NO.168, (OLD NO.306), TTK ROAD, CHENNAI 600 014

No. of Members present in Person	206
No. of Members present through Proxy	28

For TTK HEALTHCARE LIMITED

Company Secretary

DIRECTORS PRESENT:

Mr T T Raghunathan	-	Executive Vice Chairman
Mr R K Tulshan	-	Director
Dr K R Srimurthy	-	Director
Mr B N Bhagwat	-	Director
Mr J Srinivasan	-	Director
Mr R Srinivasan	-	Director
Mr K Vaidyanathan	-	Executive Director
Mr K Shankaran	-	Director

IN ATTENDANCE:

Mr N Sridharan	-	Proprietor – M/s Aiyar & Co. Statutory Auditors
Mr C N Srinivasan	-	Partner – M/s S Viswanathan Statutory Auditors
Mr S Kalyanaraman	-	Senior Vice President - Commercial & Company Secretary
Mr BVK Durga Prasad	-	Vice President - Finance

CHAIRMAN:

Since Mr T T Jagannathan, Chairman, did not attend the Meeting, Mr T T Raghunathan, Executive Vice Chairman took the Chair.

Having ascertained that the quorum was present and the Register of Directors' Shareholding was 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.

CHAIRMAN'S INITIAL

Equity Shares whose names appear on the Register of Members as on 13th August, 2012".

Mr A Vidya Sagar seconded the Resolution.

The Resolution was put to vote and the Chairman declared the same as carried unanimously.

ITEM NO.3

RE-ELECTION OF MR T T JAGANNATHAN AS A DIRECTOR:

Mr R K Tulshan moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr T T Jagannathan be and is hereby appointed as a Director of the Company, liable to retire by rotation".

Mr V Raghavan seconded the Resolution.

The Resolution was put to vote and the Chairman declared the same as carried unanimously.

ITEM NO.4

RE-ELECTION OF MR R K TULSHAN AS A DIRECTOR:

Mr V Mahadevan moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr R K Tulshan be and is hereby appointed as a Director of the Company, liable to retire by rotation".

Mr K S Ramakrishnan seconded the Resolution.

The Resolution was put to vote and the Chairman declared the same as carried unanimously.

ITEM NO.5

RE-ELECTION OF MR J SRINIVASAN AS A DIRECTOR:

Mr V K Srinivasan moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr J Srinivasan be and is hereby appointed as a Director of the Company, liable to retire by rotation".

CHAIRMAN'S INITIAL

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to apply to the Central Government for its approval, as may be necessary, if such remuneration exceeds the ceiling prescribed under Section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and the rules made thereunder or statutory modification(s) thereof".

Mr V Sivakumar seconded the Resolution.

The Resolution was put to vote and the Chairman declared the same as carried unanimously.

VOTE OF THANKS:

The vote of thanks was rendered by Mr A Vidya Sagar and thereafter the meeting concluded.

T T RAGHUNATHAN
Chairman of the Meeting

Date : August 14, 2012

CHAIRMAN'S INITIAL

(iii) Mr Lakshman will be allowed Leave and Encashment thereof, as applicable to the other employees in this Grade.

10. Annual Increments:

Mr Lakshman will be entitled for annual increments as applicable to the other employees in this cadre.

CHAIRMAN'S INITIAL