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

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

To,
The Chairman,
56thAnnual 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 56th 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 56th 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 56th 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:

For A.K. JAIN & ASSOCIATES
Company Secretaries
CHENNAI

No. 2, (New No. 3), Raja Annamalai Road, First Floor, Purasaiwalkam, Chennai - 600 084.
Phone : 2665 1224 / 4555 8281 Cell : 98411 76001 / 98413 22315 E-mail : akjainassociates@gmail.com

Item No.1 (Ordinary Resolution): To receive, consider and adopt the Profit & Loss Statement for the year ended 31st 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.

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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
TOTAL	60,46,302	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.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
TOTAL	60,46,302	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.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
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.

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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
TOTAL	60,45,802	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.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
TOTAL	60,45,802	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.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
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.

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Item No.10 (Special Resolution): Authorization to the Board for creating mortgate 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.

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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 56th 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

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

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