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

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To
The Chairman of
56th Annual General Meeting
of the Equity Shareholders of
TTK Healthcare Limited
Held on 22.08.2014 at The Music Academy,
Kasturi Srinivasan Hall (Mini Hall), New No.168 (Old No.306), TTK Road, Chennai 600 014.

Dear Sir,

I, Balu Sridhar, Partner of M/s. A.K. JAIN & ASSOCIATES, Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 56th Annual General Meeting of the Equity Shareholders of M/s.TTK HEALTHCARE LIMITED, held at 10:15 A.M. on 22.08.2014 at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168 (OldNo.306), TTK Road, Chennai 600 014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in the presence of Mr. A. RENGARAJAN and Mr. PANKAJ MEHTA who are not in the employment of Company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

3. TWO poll papers, which were found defective have been treated as invalid and kept separately.

4. ONE shareholder holding 500 equity shares has abstained from voting with respect to Item No.6, 7, 8 & 10 of the notice convening 56th Annual General Meeting.

5. The result of the Poll is as under:

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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

(1) Resolution - Ordinary
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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	27856	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	34

(2) Resolution –Ordinary
To declare Dividend.

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	27856	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	34

(3) Resolution – Ordinary

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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	27843	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
3	34

(4) Resolution – Ordinary

To appoint Auditors and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	27843	99.95

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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(5) Resolution – Ordinary

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.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	27843	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(6) Resolution – Special

To appoint Mr. B N Bhagwat (DIN – 00063628), who retires by rotation, as Independent Director for a term of 5 years.

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(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	27343	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(7) Resolution – Ordinary

To appoint Dr (Mrs) Vandana R Walvekar (DIN – 00059160), as an Independent Director for a term of 5 years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	27343	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

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(8) Resolution – Ordinary
To appoint Mr. Girish Rao (DIN – 00073937), as an independent director for a term of 5 years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	27343	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(9) Resolution – Ordinary
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).

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	27742	99.59

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.41

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(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(10) Resolution – Special Resolution
Authorization to the Board for creating mortgate and/or charges on the assets of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	27343	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	13	0.05

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(11) Resolution – Special Resolution
Authorization to the Board for borrowing beyond the Paid-up Capital and Free Reserves of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	27742	99.59

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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.41

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

(12) Resolution – Ordinary Resolution
Authorization to the Board to contribute to bonafide charitable and other funds.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	27742	99.59

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	34

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6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

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

T T JAGANNATHAN
Chairman