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

SCRUTINIZER'S REPORT

To
Chairman
TTK Healthcare Limited
No.6, Cathedral Road
Chennai 600 086

Dear Sir

The Board of Directors of the Company, vide Circular Resolution dated 16.07.2014 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed us as Scrutinizer for the e-Voting process to be held for passing of resolutions as set out in the Notice convening Fifty Sixth Annual General Meeting (AGM) dated 16.07.2014.

In this connection, we hereby submit our report as under:

1. The members of the Company as on the "cut-off" date i.e. Friday, 18th July, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 12 as set out in the Notice of the Fifty Sixth Annual General Meeting of the Company).

2. The period for e-Voting remained open from Saturday, 16th August, 2014 (9.30 A.M) to Monday, 18th August, 2014 (5.30 P.M) as mentioned in the Notice convening AGM.

3. The votes cast were unblocked after the completion of e-voting process at 5.45 P.M. on Monday 18th August, 2014 in the presence of 2 witnesses Mr. Pankaj Mehta and Ms. Nancy Jain, who are not in the employment of Company.

4. Thereafter, the details containing, *inter-alia*, list of shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) .

5. The results of e-voting are as under:

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

E-VOTING RESULTS

Item No.	**1**
Particulars of the Business	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.
Type of Resolution	Ordinary

Particulars	**No. of members voted**	**No. of votes cast**	**Total Votes cast (in %)**
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	**2**
Particulars of the Business	To declare Dividend.
Type of Resolution	Ordinary

Particulars	**No. of members voted**	**No. of votes cast**	**Total Votes cast (in %)**
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	**3 ****
Particulars of the Business	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
Type of Resolution	Ordinary

Particulars	**No. of members voted**	**No. of votes cast**	**Total Votes cast (in %)**
Received	86	60,18,359	100
Assent	86	60,18,359	100
Dissent	0	0	0

** A shareholder holding 100 Equity Shares has not voted for Item No.3 of the Notice convening Fifty Sixth AGM.

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Item No.	4
Particulars of the Business	To appoint Auditors and fix their remuneration.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	5
Particulars of the Business	The vacancy caused by the retirement of Mr. J Srinivasan (DIN - 00063660), Director, who does not seek re-appointment, be not be filled up.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	6
Particulars of the Business	To appoint Mr. B N Bhagwat (DIN – 00063628), as Independent Director, for a term of 5 years.
Type of Resolution	Special

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	7
Particulars of the Business	To appoint Dr. (Mrs) Vandana R Walvekar (DIN – 00059160), as an Independent Director, for a term of 5 years.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Item No.	8
Particulars of the Business	To appoint Mr. Girish Rao (DIN – 00073937), as an Independent Director for a term of 5 years.
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	9
Particulars of the Business	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).
Type of Resolution	Ordinary

Particulars	No. of members voted	No. of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	10
Particulars of the Business	Authorization to the Board for creating mortgate and/or charges on the assets of the Company.
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	11
Particulars of the Business	Authorization to the Board for borrowing beyond the Paid-up Capital and Free Reserves of the Company.
Type of Resolution	Special

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Particulars	No of members voted	No of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

Item No.	12
Particulars of the Business	Authorization to the Board to contribute to bonafide charitable and other funds.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes cast (in %)
Received	87	60,18,459	100
Assent	87	60,18,459	100
Dissent	0	0	0

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 19.08.2014

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

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

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COMPANY SECRETARIES

S. Anil Kumar Jain B.Com., FCS
Balu Sridhar M.A.C.S., FCS., LLB
Pankaj Mehta B.Com (C.S.), ACS

To
Chairman
TTK HEALTHCARE LIMITED
No.6, Cathedral Road,
Chennai – 600 086

Dear Sir,

Sub: Electronic Voting

As per Rule 20 of Companies (Management and Administration) Rules, 2014, the E-voting results of M/s. TTK HEALTHCARE LIMITED were unblocked on 18.08.2014 in the presence of following two witness;

Name & Address of witness	Signature
1. MR. PANKAJ MEHTA No.2 Raja Annamalai Road, Puraswalkam, Chennai 600 084	
2. MS. NANCY JAIN No.2 Raja Annamalai Road, Puraswalkam, Chennai 600 084	

For A.K.JAIN & ASSOCIATES
Company Secretaries

Date: 19.08.2014
Place: Chennai

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

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

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