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TTK HEALTHCARE LIMITED

MINUTES OF THE PROCEEDINGS OF THE 52nd ANNUAL GENERAL MEETING HELD ON WEDNESDAY, THE 28TH JULY, 2010 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	198
No. of Members present through Proxy	32

For TTK HEALTHCARE LIMITED

Company Secretary

DIRECTORS PRESENT:

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

CHAIRMAN:

Mr T T Jagannathan 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.

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 52nd Annual General Meeting and delivered his speech.

AUDITORS' REPORT:

At the instance of the Chairman, Mr S Kalyanaraman, Company Secretary, read the Auditors' Report.

CHAIRMAN'S INITIAL

ITEM NO.1

APPROVAL OF ACCOUNTS:

The Chairman presented to the members the Annual Accounts for the financial year ended 31st March, 2010 and moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended on that date, together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted".

The Chairman invited questions from the members on the Audited Accounts of the Company.

After queries raised by the Members were answered, Mr R Srinivasan seconded the resolution.

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

ITEM NO.2

DECLARATION OF DIVIDEND:

Mr R Srinivasan moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend of Rs.3.50 per share in respect of 77,65,983 Equity Shares of Rs.10/- each fully paid-up as on 31st March, 2010 be paid to the holders of Equity Shares whose names appear on the Register of Members as on 28th July, 2010".

Mr Pinni Srinivasulu 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:

Since this item related to the re-election of the Chairman (Mr T T Jagannathan) as a Director, he requested Mr T T Raghunathan, Executive Vice Chairman to conduct the proceedings.

Accordingly, Mr T T Raghunathan occupied the Chair.

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

CHAIRMAN'S INITIAL

"RESOLVED THAT Mr T T Jagannathan be and is hereby appointed as a Director of the Company".

Mr S Kalyanaraman seconded the Resolution.

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

Mr T T Raghunathan requested Mr T T Jagannathan to continue the proceedings as Chairman.

ITEM NO.4

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

Mr T T Raghunathan 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".

Mr V Mahadevan 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 R SRINIVASAN AS A DIRECTOR:

Mr S Kalyanaraman moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr R Srinivasan be and is hereby appointed as a Director of the Company".

Mr V Raghavan seconded the Resolution.

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

ITEM NO.6

APPOINTMENT OF AUDITORS:

Mr R Srinivasan moved the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s Aiyar & Co., Chartered Accountants and M/s S Viswanathan, Chartered Accountants, be and are hereby appointed as Auditors of the Company (including its various Factories / Divisions / Branches) to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company".

CHAIRMAN'S INITIAL

Mrs Gowry A Jaishankar 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 V K Srinivasan and thereafter the meeting concluded.

T T JAGANNATHAN
CHAIRMAN

Date : July 29, 2010

CHAIRMAN'S INITIAL