



TTK HEALTHCARE LIMITED

Regd. Office : No.6, Cathedral Road, Chennai 600 086

Dear Shareholder(s),

Notice Pursuant to Section 192A(2) of the Companies Act, 1956

As per the provisions of Section 293(1)(a) of the Companies Act, 1956, sale, lease or otherwise disposal of the whole or substantially the whole of any Undertaking of the Company or where the Company owns more than one Undertaking, of the whole or substantially the whole, of any such Undertaking, requires the approval of the Shareholders by way of an Ordinary Resolution.

The Company proposes to sell, lease or otherwise dispose of the whole or substantially the whole of the Undertaking (Biomed Division) of the Company at Chikalthana, Aurangabad, engaged in the manufacturing and marketing of Latex Gloves.

As per Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the Shareholders under Section 293(1)(a) of the Companies Act, 1956, is required to be obtained by means of voting by Postal Ballot. Accordingly, the proposed Ordinary Resolution alongwith the Explanatory Statement stating all material facts and the reasons for the proposal is appended herewith and a Postal Ballot Form is enclosed for your consideration. The Company has appointed **Mr. R. Balasubramanian, Practising Company Secretary**, as **Scrutinizer** for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer **on or before Tuesday, the 16th November, 2004**.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman or any one of the Directors of the Company, at **11.00 a.m. on Saturday, the 20th November, 2004** at the Registered Office of the Company at **No.6, Cathedral Road, Chennai 600 086** and will also be displayed on the notice board on the said date. Shareholders, who wish to be present at the time of declaration of results, may do so at the above venue.

ORDINARY RESOLUTION:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company (the Board) to sell, lease or otherwise dispose of at such consideration and on such terms and conditions in the best interest of the Company and with effect from such date as the Board may think fit, the whole or substantially the whole of the Undertaking (Biomed Division) of the Company at Chikalthana, Aurangabad, engaged in the manufacturing and marketing of Latex Gloves”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution”.

By order of the Board

**S. KALYANARAMAN
COMPANY SECRETARY**

Place : Chennai

Date : 10th September, 2004

Registered Office :

**No.6, Cathedral Road,
Chennai 600 086**

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Your Company's Biomed Division is engaged in the manufacturing and marketing of Latex Gloves and is having its manufacturing facility at Chikalthana, Aurangabad.

As this business is mainly dependent on Institutional orders and also due to intense competition, the price realizations have been continuously falling. Further, at the current level of overheads, the size of the business is too disproportionate and this is resulting in operating losses.

Keeping these perspectives in mind, the Board of Directors of your Company had earlier decided to rationalize the said Gloves Manufacturing Operations at Chikalthana so as to reduce the continuing losses and the same has been implemented. As part of this exercise, a VRS Package was also implemented for downsizing the manpower.

Considering the various aspects, the Board of Directors of your Company, at its meeting held on 10th September, 2004 has taken a decision to sell, lease or otherwise dispose of the whole or substantially the whole of the Undertaking (Biomed Division), engaged in the manufacturing and marketing of Latex Gloves, located at Chikalthana, Aurangabad, subject to your approval.

The consideration and other terms and conditions will be negotiated and finalized by the Board of Directors in the best interest of the Company.

The Board recommends the Resolution for your approval.

None of the Directors is concerned or interested in the said Resolution except to the extent of shares held by them in the Company.

By order of the Board

**S. KALYANARAMAN
COMPANY SECRETARY**

Place : Chennai

Date : 10th September, 2004

Registered Office :

**No.6, Cathedral Road,
Chennai 600 086**