

TTK Prestige LIMITED



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www.ttkprestige.com CIN : L85110TZ1955PLC015049

SCRIP CODE : BSE: 517506, NSE: TTKPRESTIG
DISCLOSURE OF VOTING RIGHTS AS PER CLAUSE 35A OF LISTING AGREEMENT

| | | | | | | |
|------|--|-------------------|--|-------|---------|--------------|
| SLNO | DESCRIPTION | | | | | |
| A | DATE OF AGM | | 23-07-2015 | | | |
| B | BOOK CLOSURE DATE | | 21-07-2015 TO 23-07-2015 (BOTH DAYS INCLUSIVE) | | | |
| C | TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE | | 10713 | | | |
| D | NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY | | 57 | | | |
| | SHAREHOLDERS | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES | % TO CAPITAL |
| | PROMOTER AND PROMOTER GROUP | 2 | 3 | 5 | 7856176 | 67.49 |
| | PUBLIC | 42 | 10 | 52 | 404786 | 3.47 |
| | TOTAL | 44 | 13 | 57 | 8261502 | 70.96 |
| E | No. of shareholders attended the meeting through Video conferencing - No video conferencing facility was made available. | | | | | |

For TTK Prestige Limited,


K. Shankaran
Director & Secretary

PARAMESHWAR G. HEGDE

B.A., M.Com., BGL., FCS

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"

34, 1st Main Road, Gandhinagar
Bangalore - 560 009.

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REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

59th (Fifty ninth) Annual General Meeting of the Equity Shareholders of **TTK Prestige Limited** held on July 23, 2015 at 12:00 noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru - Chennai NH-7, Hosur - 635109, Tamil Nadu, India.

Dear Sir,

1. I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, was appointed as Scrutinizer by the Board of Directors of TTK Prestige Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of electronic voting (Insta Poll) at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 59th Annual General Meeting of the Equity Shareholders of the Company held on July 23, 2015 at 12:00 noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru - Chennai NH-7, Hosur - 635109, Tamil Nadu, India, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting / Insta Poll) by the shareholders on the resolutions proposed in the Notice of the 59th Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic



means, both remote e-voting and Insta Poll at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system / Insta Poll facility provided by Karvy Computershare private Limited.

3. I have rendered scrutinizers' report separately on the remote e-voting and voting by using electronic system (Insta Poll) at the meeting and I hereby submit consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii).
4. The total votes cast in 'favour' or 'against' on all the resolutions contained in the Notice of the aforesaid Annual General Meeting are as under:

a) **Resolution-1: Ordinary Resolution**

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 107 | 98,62,274 | 100 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) **Invalid/Abstain** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1 | 1 |

b) Resolution-2: Ordinary Resolution

To declare a dividend for the financial year 2014-15.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 108 | 98,62,275 | 100 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) **Invalid/Abstain** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

c) Resolution-3: Ordinary Resolution

Appointment of a director in place of K. Shankaran who retires by rotation and being eligible, seeks re-appointment.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 99 | 98,15,218 | 99.53 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 7 | 45,957 | 0.47 |

(iii) **Invalid/Abstain** votes:

| | |
|---|------------------------------------|
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
| 2 | 1,100 |

d) **Resolution-4: Ordinary Resolution**

To ratify the appointment of S.Viswanathan, Chartered Accountants (Firm registration No. 004770S) as the auditors of the Company to hold office till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.

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

| | | |
|-------------------------|------------------------------|---------------------------------------|
| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
| 104 | 98,15,264 | 99.52 |

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

| | | |
|-------------------------|------------------------------|---------------------------------------|
| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
| 4 | 47,011 | 0.48 |

(iii) **Invalid/Abstain** votes:

| | |
|---|------------------------------------|
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
| 0 | 0 |

e) **Resolution-5: Ordinary Resolution**

To approve remuneration payable to Cost Auditor for the financial year ending March 31, 2016.



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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 107 | 98,61,350 | 99.99 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 925 | 0.01 |

(iii) **Invalid/Abstain** votes:

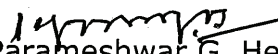
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

5. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 59th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Hosur
Dated: July 23, 2015


Parameshwar G. Hegde
FCS 1325, CP No. 640
Scrutinizer