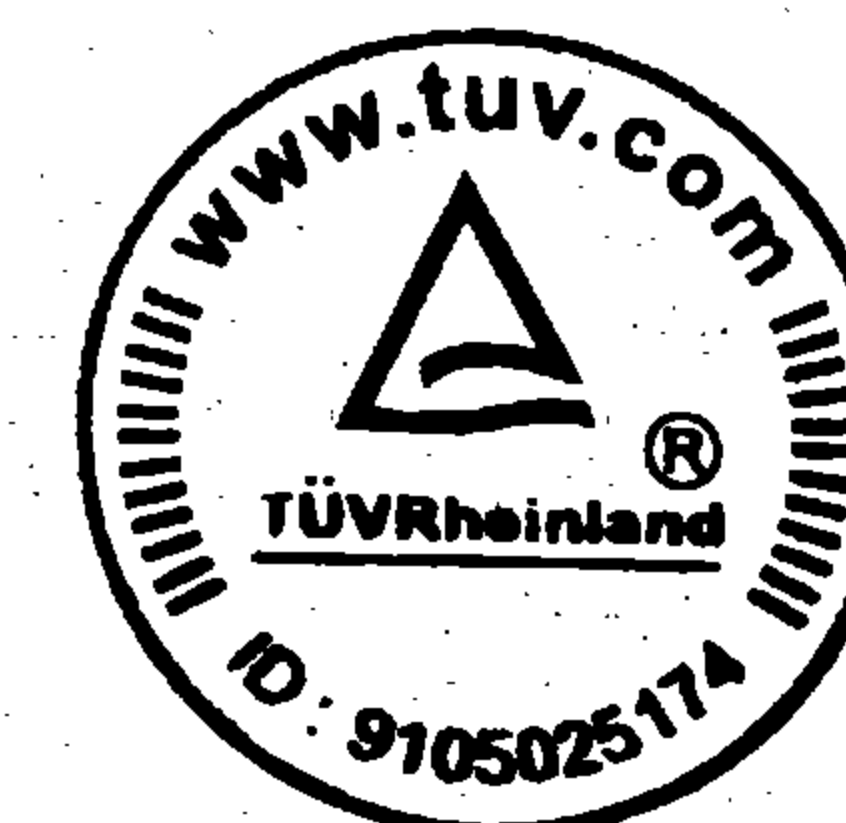


TTK Prestige LIMITED



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CERT
ISO 9001

Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025. INDIA
Phone: 91-80-22217438/39, Fax: 91-80-22277446, E-mail: ttkcorp@ttkprestige.com
www.ttkprestige.com CIN : L85110TZ1955PLC015049

March 25, 2015

1) Bombay Stock Exchange

2) National Stock Exchange

Dear Sirs,

Sub: Results of Postal Ballot pursuant to Clause 35A

This has reference to our letter dated February 16, 2015 enclosing the postal ballot notice along with the explanatory statement seeking the consent of members through Postal Ballot and e-voting with respect to the following items of business:

| |
|---|
| 1. Appointment of Dr.(Mrs) Vandana R Walvekar as an Independent Director |
| 2. Appointment of Mr.Dileep K Krishnaswamy as an Independent Director |
| 3. Appointment of Mr. Arun Thiagarajan as an Independent Director |
| 4. Appointment of Mr. Murali Neelakantan as an Independent Director |
| 5. Appointment of Mr. Chandru Kalro as a Director. |
| 6. Appointment of Mr.Chandru Kalro as Managing Director |
| 7. Approval of remuneration payable to the Cost Auditor of the Company for the financial year ending March 31, 2015 |

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that Resolutions 1 to 7 mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The approval is deemed to have been received today i.e. March 25, 2015.

Please find enclosed the voting results as per Clause 35A.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,


K. Shankaran
Director & Secretary

TTK PRESTIGE LIMITED
VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT

| Details of the Agenda: | | Item 1 | To Appoint Dr.(Mrs).Vandana R Walvekar as an Independent Director. | | | | |
|---|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Ordinary Resolution | | | | | | | |
| Mode of Voting: Postal Ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.00 | 8192416 | 0 | 100.00 | 0.00 |
| Public- Institutional holders | 2615819 | 2107477 | 80.57 | 1798819 | 308658 | 85.35 | 14.65 |
| Public - Others | 832955 | 19996 | 2.40 | 19576 | 420 | 97.90 | 2.10 |
| Total | 11641190 | 10319889 | | 10010811 | 309078 | 97.01 | 2.99 |

| Details of the Agenda: | | Item 2 | To Appoint Mr.Dileep K Krishnaswamy as an Independent Director | | | | |
|---|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Ordinary Resolution | | | | | | | |
| Mode of Voting: Postal Ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.00 | 8192416 | 0 | 100.00 | 0.00 |
| Public- Institutional holders | 2615819 | 2107477 | 80.57 | 1849932 | 257545 | 87.78 | 12.22 |
| Public - Others | 832955 | 19906 | 2.39 | 19564 | 342 | 98.28 | 1.72 |
| Total | 11641190 | 10319799 | | 10061912 | 257887 | 97.50 | 2.50 |

| Details of the Agenda: | | Item 3 | To Appoint Mr.Arun K Thairajan as an Independent Director | | | | |
|---|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Ordinary Resolution | | | | | | | |
| Mode of Voting: Postal ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.0000 | 8192416 | 0 | 100.00 | 0.00 |
| Public- Institutional holders | 2615819 | 2107477 | 80.5666 | 1849932 | 257545 | 87.78 | 12.22 |
| Public - Others | 832955 | 19985 | 2.3993 | 19742 | 243 | 98.78 | 1.22 |
| Total | 11641190 | 10319878 | | 10062090 | 257788 | 97.50 | 2.50 |

For TTK PRESTIGE LIMITED



K. SHANKARAN
Director & Secretary

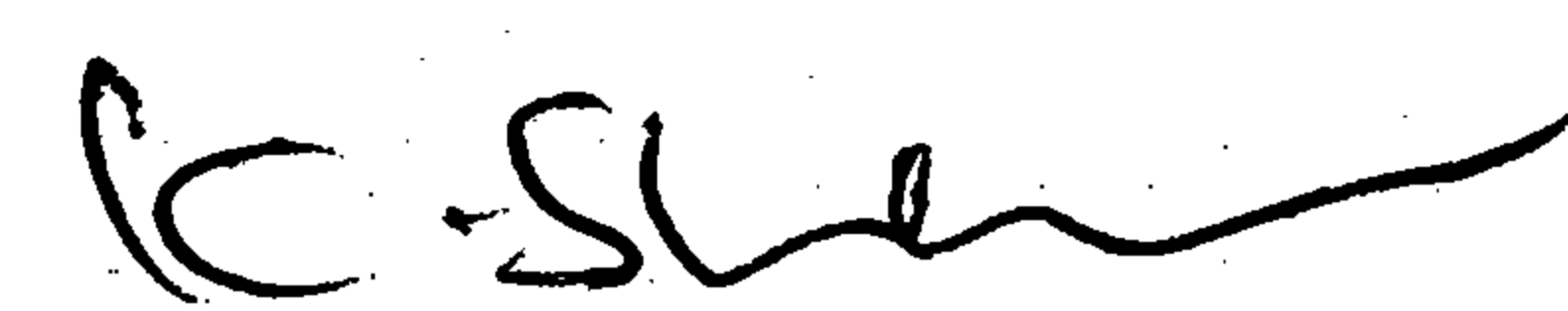
| Details of the Agenda: | | Item 4 | To Appoint Mr.Murali Neelakantan as an Independent Director. | | | | |
|---|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Ordinary Resolution | | | | | | | |
| Mode of Voting: Postal ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.0000 | 8192416 | 0 | 100.00 | 0 |
| Public- Institutional holders | 2615819 | 2107477 | 80.5666 | 1849932 | 257545 | 87.78 | 12.2205 |
| Public - Others | 832955 | 19990 | 2.3999 | 19748 | 242 | 98.79 | 1.2106 |
| Total | 11641190 | 10319883 | | 10062096 | 257787 | 97.5 | 2.5 |

| Details of the Agenda: | | Item 5 | To Appoint Mr.Chandru Kalro as a Director | | | | |
|---|--------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Ordinary Resolution | | | | | | | |
| Mode of Voting: Postal ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.0000 | 8192416 | 0 | 100.00 | 0 |
| Public- Institutional holders | 2615819 | 1861987 | 71.1818 | 1798819 | 63168 | 96.61 | 3.3925 |
| Public - Others | 832955 | 19674 | 2.362 | 19493 | 181 | 99.08 | 0.9199 |
| Total | 11641190 | 10074077 | | 10010728 | 63349 | 99.37 | 0.63 |

| Details of the Agenda: | | Item 6 | To Appoint Mr.Chandru Kalro as Managing Director | | | | |
|---|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Special Resolution | | | | | | | |
| Mode of Voting: Postal ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.0000 | 8192416 | 0 | 100.00 | 0 |
| Public- Institutional holders | 2615819 | 1861987 | 71.1818 | 1849932 | 12055 | 99.35 | 0.6474 |
| Public - Others | 832955 | 19924 | 2.392 | 19593 | 331 | 98.34 | 1.6613 |
| Total | 11641190 | 10074327 | | 10061941 | 12386 | 99.88 | 0.12 |

| Details of the Agenda: | | Item 7 | To Approve payment of remuneration to Mr.V.Kalyanaraman, Cost Auditor for the F.Y. ending 31.03.2015 | | | | |
|---|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required: Ordinary Resolution | | | | | | | |
| Mode of Voting: Postal ballot and e-voting | | | | | | | |
| Promoter / Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding Shares | No. of Votes in favour | No. of Votes Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group | 8192416 | 8192416 | 100.0000 | 8192416 | 0 | 100.00 | 0 |
| Public- Institutional holders | 2615819 | 1861987 | 71.1818 | 1861987 | 0 | 100.00 | 0 |
| Public - Others | 832955 | 19924 | 2.392 | 19522 | 402 | 97.98 | 2.0176 |
| Total | 11641190 | 10074327 | | 10073925 | 402 | 100 | 0 |

For TTK PRESTIGE LIMITED



K. SHANKARAN
Director & Secretary

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

Board of Directors

TTK Prestige Limited

CIN: L85110TZ1955PLC015049

Plot No.38, SIPCOT Industrial Complex,

Hosur - 635 126

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "GaneshKrupa", 1st Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Board of Directors of **TTK Prestige Limited** (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated February 09, 2015 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated February 09, 2015, dispatched to the shareholders by prescribed modes during 14th February, 2015 to 16th February, 2015 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on February 17, 2015, the voting commenced on February 17, 2015 (at 9:00 hours) and ended on March 18, 2015 (at 17:30 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited, Hyderabad (R&TA). The e-votes were unblocked in the presence of two witnesses who are not in the employment of the Company at around 17:35 hours on March 18, 2015 and the e-voting summary statement was downloaded from e-voting website of R&TA (<https://evoting.karvy.com>).

2. The Equity Shareholders holding shares as on February 6, 2015, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website (<http://www.evoting.karvy.com>) are being handed over to the Chairman.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&TA and the authorizations / Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Computershare Private Limited, Hyderabad, the Registrar & Share Transfer Agents of the Company.
5. The result of the voting is as under:

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

To appoint Dr.(Mrs). Vandana R Walvekar as an Independent Director.

I. Voted **in favour** of the resolution:

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 134 | 82,07,953 | |
| b) Voted by electronic mode | 75 | 18,02,858 | |
| Total | 209 | 1,00,10,811 | 97.01 |

II. Voted **against** the resolution:

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 7 | 211 | |
| b) Voted by electronic mode | 12 | 3,08,867 | |
| Total | 19 | 3,09,078 | 2.99 |

III. **Invalid/Abstain** votes :

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 18 | 1,042 |

b) **Resolution-2: Ordinary Resolution**

To appoint Mr. Dileep K Krishnaswamy as an Independent Director.

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

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 135 | 82,07,943 | |
| b) Voted by electronic mode | 81 | 18,53,969 | |
| Total | 216 | 1,00,61,912 | 97.50 |

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

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 6 | 131 | |
| b) Voted by electronic mode | 6 | 2,57,756 | |
| Total | 12 | 2,57,887 | 2.50 |

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

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 18 | 1,042 |

c) **Resolution-3: Ordinary Resolution**

To appoint Mr. Arun K Thiagarajan as an Independent Director.

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

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 135 | 82,07,943 | |
| b) Voted by electronic mode | 82 | 18,54,147 | |
| Total | 217 | 1,00,62,090 | 97.50 |

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

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 5 | 126 | |
| b) Voted by electronic mode | 6 | 2,57,662 | |
| Total | 11 | 2,57,788 | 2.50 |

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

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 18 | 963 |

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

To appoint Mr. Murali Neelakantan as an Independent Director.

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

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 135 | 82,07,943 | |
| b) Voted by electronic mode | 83 | 18,54,153 | |
| Total | 218 | 1,00,62,096 | 97.50 |

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

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 6 | 131 | |
| b) Voted by electronic mode | 5 | 2,57,656 | |
| Total | 11 | 2,57,787 | 2.50 |

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

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 17 | 958 |

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

To appoint Mr. Chandru Kalro as a Director.

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

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 131 | 82,07,691 | |
| b) Voted by electronic mode | 77 | 18,03,037 | |
| Total | 208 | 1,00,10,728 | 99.37 |

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

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 6 | 67 | |
| b) Voted by electronic mode | 10 | 63,282 | |
| Total | 16 | 63,349 | 0.63 |

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

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 22 | 2,46,764 |

f) **Resolution-6: Special Resolution**

To appoint Mr. Chandru Kalro as a Managing Director.

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

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 133 | 82,07,891 | |
| b) Voted by electronic mode | 82 | 18,54,050 | |
| Total | 215 | 1,00,61,941 | 99.88 |

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

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 7 | 117 | |
| b) Voted by electronic mode | 5 | 12,269 | |
| Total | 12 | 12,386 | 0.12 |

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

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 19 | 2,46,514 |

g) **Resolution-7: Ordinary Resolution**

To approve payment of remuneration to Mr. V. Kalyanaraman, Cost Auditor for the financial year ending 31.03.2015.

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

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-----|--|---------------------------------------|
| a) Voted by physical ballot | 129 | 82,07,819 | |
| b) Voted by electronic mode | 84 | 18,66,106 | |
| Total | 213 | 1,00,73,925 | 100 |

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

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|----|---|---------------------------------------|
| a) Voted by physical ballot | 10 | 194 | |
| b) Voted by electronic mode | 3 | 208 | |
| Total | 13 | 402 | 0 |

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

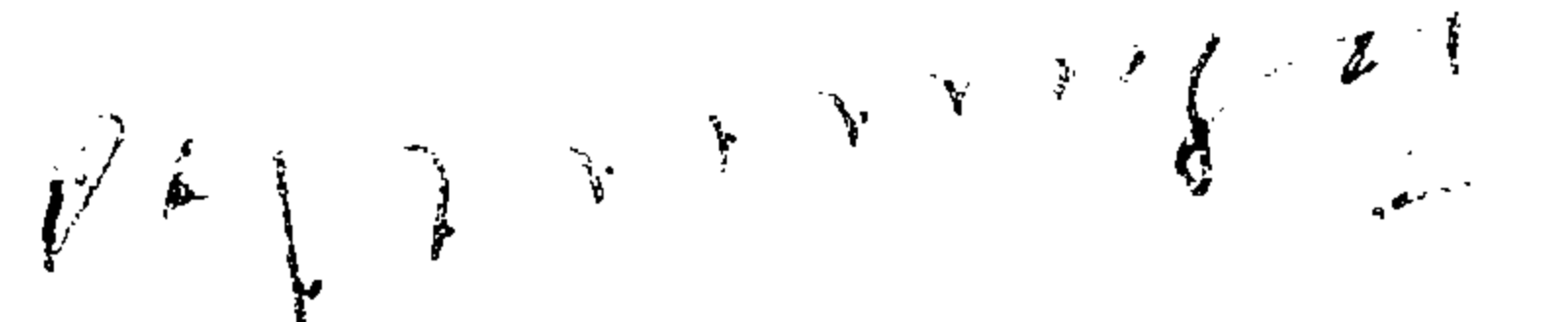
| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 20 | 2,46,549 |

6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore
Dated: March 20, 2015


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