



Ref: NSE/LIST/216136-C

September 16, 2013

The Director & Secretary  
TTK Prestige Limited  
11th Floor, Brigade Towers,  
135, Brigade Road,  
Bangalore – 560025.

**Kind Attn.: Mr. K. Shankaran**

Dear Sir,

**Sub: Observation letter for Scheme of Arrangement between Triveni Bialelli Industries Private Limited and TTK Prestige Limited and their respective shareholders and creditors.**

We are in receipt of the draft Scheme of Arrangement between Triveni Bialelli Industries Private Limited and TTK Prestige Limited and their respective shareholders and creditors.

We have perused the draft Scheme of Arrangement and the related documents/details submitted by TTK Prestige Limited including the confirmation of the Company Secretary that the scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of the Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013. SEBI has vide letter dated September 16, 2013, has given following comments on the draft Scheme of Arrangement:

“The company shall duly comply with various provisions of the Circulars.”

Accordingly, we do hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the scheme with Hon’ble High Court.

However, the Exchange reserves its rights to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Yours faithfully,  
For National Stock Exchange of India Ltd.

Kamlesh Patel  
Manager