

PARAMESHWAR G. HEGDE

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

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"

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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, Tamil Nadu

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesha Krupa", 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 resolution stated in the Notice of the Postal Ballot dated April 12, 2017 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 April 12, 2017, dispatched to the shareholders by prescribed modes on April 19, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on April 20, 2017, the voting commenced on April 21, 2017 (at 9:00 hours) and ended on May 20, 2017 (at 17:00 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited (KCPL). The votes were unblocked at around 17:05 hours on April 20, 2017 and the e-voting summary statement was downloaded from e-voting website of Karvy Computershare Private Limited (KCPL) (<https://evoting.karvy.com>).

2. The Equity Shareholders holding shares as on April 14, 2017, "cut off date", were entitled to vote on the resolution 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 of the KCPL (<https://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:

Special Resolution

To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

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	65	81,56,612	
b) Voted by electronic mode	68	18,57,450	
Total	133	1,00,14,062	97.28

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	2	51	
b) Voted by electronic mode	9	2,80,439	
Total	11	2,80,490	2.72

iii. **Invalid/Abstain** votes :


Total number of members whose votes declared invalid	Total number of votes cast by them
5	9,698

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: May 23, 2017


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