

TTK Prestige LIMITED



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Undertaking in relation to non-applicability of requirements prescribed in Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/8/ 2013 dated May 21, 2013 ("Revised SEBI Circular") in respect of Scheme of Arrangement:

In connection with the proposed scheme of arrangement between TTK Prestige Limited ("TTK" or "the Company") and Triveni Blaetti Industries Private Ltd ("TBI") and their respective shareholders and creditors ("the Proposed Scheme"), we undertake that the Proposed Scheme does not envisage any of the following cases referred in Para 5.16(a) of the Original SEBI Circular read with Para 7 of the Revised SEBI Circular:

- i. Additional shares have been allotted to Promoter/Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group of the listed company, or
- ii. The Scheme of Arrangement involves the listed company and any other entity involving Promoter/Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group, or
- iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

The Proposed Scheme is effective from the Appointed Date i.e. April 1, 2012 and provides for the demerger and vesting of the kitchen appliances division of TBI into TTK



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Accordingly, we undertake that the following requirements prescribed in Para 5.16(a) of the Original SEBI Circular read with Para 7 of the Revised SEBI Circular (in relation to the voting by public shareholders) are not applicable in relation to the Proposed Scheme

- 1) Requirement for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution; and
- 2) Requirement for the Scheme being acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

For TTK Prestige Limited




K. Shankaran
Director & Secretary

Date: 2nd July 2013

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M.Com., F.C.A., P.G.D.M.
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MESSRS. S. VISWANATHAN

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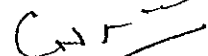
Certificate of non-applicability of requirements prescribed in para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No. CIR/CFD/DILO/8/2013 dated May 21, 2013 in respect of Proposed Scheme of Arrangement:

We have examined the accompanying undertaking given by TTK Prestige Limited ("the company") as per SEBI Circular No. CIR/CFD/DIL/5/2013 DATED February 4, 2013 ("Original SEBI Circular") and the SEBI Circular No. CIR/CFD/DILO/8/2013 dated May 21, 2013 ("Revised SEBI Circular") in connection with the proposed scheme of arrangement between TTK Prestige Limited (TTK) and Triveni Bialelli Industries Private Ltd ("TBI") and their respective shareholders and creditors ("the Proposed Scheme"). The Proposed Scheme is valid from the appointed Date i.e. April 1, 2012 and provides for the demerger and vesting of the kitchen appliances division of TBI into TTK. This undertaking is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy of the undertaking.

On the basis of examination of the undertaking given by the management of TTK Prestige Limited and produced before us and to the best of our knowledge and according to the information and explanations given to us and based on the Original SEBI Circular and Revised SEBI Circular, we certify that the requirements prescribed in Para 5.16(a) of the Original SEBI Circular read with Para 7 of the Revised SEBI Circular (in relation to the voting by public shareholders) are not applicable in relation to the Proposed Scheme.

This certificate is intended solely for the use of the management of TTK Prestige Limited for submission to the Stock Exchanges and for any other regulatory compliances.

**For M/s.S. Viswanathan
Chartered Accountants**



**C.N. Srinivasan
Partner
Membership No.18205**

Date: 2nd July 2013