

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,

61st (Sixty first) Annual General Meeting (AGM) of the Equity Shareholders of **TTK Prestige Limited** held on Friday, August 11, 2017 at 12:00 noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru-Chennai NH7, Hosur - 635109, Tamilnadu, India.

Dear Sir,

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 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 61st Annual General Meeting of the Equity Shareholders of the Company held on Friday, August 11, 2017 at 12:00 noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru-Chennai NH7, Hosur - 635109, Tamilnadu, India, submit my report as under:

1. 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) and voting by use of electronic voting (Insta Poll) by the shareholders on the resolutions proposed in the Notice of the 61st Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of electronic voting (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 (Karvy) The Registrar and Share Transfer Agent (R&TA) of the Company.

2. In accordance with the Notice of the 61st Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 18, 2017, the remote e-voting opened at 9:00 am on August 08, 2017 and remained open up to 5:00 pm on August 10, 2017.
3. The Equity Shareholders holding shares as on August 04, 2017, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 61st Annual General Meeting of the Company.
4. After declaration of voting by use of electronic voting (Insta Poll) by the Chairman at the meeting, the electronic devices namely tablets, were activated and circulated to the shareholders for recording their votes. The electronic voting facility / devices were provided by Karvy.
5. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by Karvy had been blocked and numerical One Time Password (OTP) was issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting. The OTP was issued on registration of the attendance after verifying shareholder's Folio, DPID, specimen signature and number of shares held by the member, comparing with Register of Members / Register of Beneficial owners as on cut off date. The votes were unblocked at 01:15 pm after the close of voting hours, and downloaded in the presence of two witnesses who are not the employees of the company, and the summary of votes polled on all resolutions was downloaded.
6. The votes on remote e-voting were unblocked at around 02:13 pm, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy (<https://www.evoting.karvy.com>) and the same are being handed over to the Chairman.

7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM 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 thereon for the financial year ended March 31, 2017.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	58	19,55,724	
Voting at AGM by Insta Poll	35	81,34,562	
Total	93	1,00,90,286	100

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	0	0	
Total	0	0	0

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	13,097

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

To declare final dividend of Rs.12/- per equity share and to approve interim dividend of Rs.15/- per equity share already paid during the year ended March 31, 2017.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	19,68,821	
Voting at AGM by Insta Poll	35	81,34,562	
Total	94	1,01,03,383	100

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	0	0	
Total	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**

To appoint a director in place of Dr. T.T. Mukund who retires by rotation and being eligible, seeks re-appointment.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	52	16,93,359	
Voting at AGM by Insta Poll	35	81,34,562	
Total	87	98,27,921	97.27

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	2,75,462	
Voting at AGM by Insta Poll	0	0	
Total	7	2,75,462	2.73

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

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

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

To appoint PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Registration No. 003990S/S200018) in place of the retiring auditors S. Viswanathan LLP, Chartered Accountants as the auditors of the Company for a term of five years and to hold office till the conclusion of the 66th Annual General Meeting of the Company, on such remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	19,68,821	
Voting at AGM by Insta Poll	35	81,34,562	
Total	94	1,01,03,383	100

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	0	0	
Total	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

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

To approve remuneration payable to Cost Auditor for the financial year ending March 31, 2018.

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	19,68,821	
Voting at AGM by Insta Poll	35	81,34,562	
Total	94	1,01,03,383	100

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	0	0	
Total	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

8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 61st Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Place: Hosur

Dated: August 11, 2017

Yours faithfully,


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

Date of the AGM/EGM	TTK PRESTIGE LIMITED
Total number of shareholders on record date	11-08-2017
No. of shareholders present in the meeting either in person or through proxy:	20167
Promoters and Promoter Group:	
Public:	7
No. of Shareholders attended the meeting through Video Conferencing	28
Promoters and Promoter Group:	
Public:	Not Applicable
	Not Applicable

Resolution No.	1	ORDINARY - Adoption of Financial statements for the year ended 31st March 2017								
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid/Abstain	
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000	0	
	Poll	8130583	8130583	100.0000	8130583	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		8130583	100	8130583	0	100	0	0	
Public- Institutions	E-Voting		1955705	86.4750	1955705	0	100.0000	0.0000	13097	
	Poll	2261585	0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000		0	0.0000	0.0000	0	
	Total		1955705	86.475	1955705	0	100	0.0000	0	
Public- Non Institutions	E-Voting		19	0.0015	19	0	100.0000	0.0000	13097	
	Poll	1259001	3979	0.3160	3979	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		3998	0.3175	3998	0	100	0.0000	0	
	Total	11651169	10090286	86.6032	10090286	0	100.0000	0.0000	13097	

For TTK Prestige Ltd.

V. S. Senthil
Authorised Signature

Resolution No.	2	ORDINARY - Declaration of final dividend for the Financial year 2016-17									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting										
	Poll	8130583	8130583	100.0000	8130583	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000							
	Total		8130583	100	8130583	0	0.0000	0.0000			
Public- Institutions	E-Voting										
	Poll	2261585	1968802	87.0541	1968802	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000							
	Total		1968802	87.0541	1968802	0	0.0000	0.0000			
Public- Non Institutions	E-Voting										
	Poll	1259001	3979	0.0015	19	0	100.0000	0.0000			
	Postal Ballot (if applicable)		3979	0.3160	3979	0	100.0000	0.0000			
	Total		0	0.0000							
	Total	11651169	3998	0.3175	3998	0	0.0000	0.0000			
	Total		10103383	86.7156	10103383	0	100.0000	0.0000			

For TTK Prestige Ltd.

K. Chandan

Authorised Signature

Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Dr T.T. Mukund who retires by rotation										
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	No										
	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting			0	0.0000	00	0	0.0000	0.0000	0	0
	Poll	8130583	8130583	100.0000	8130583	0	100.0000	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000							0
	Total		8130583	100	8130583	0	100	0.0000	0.0000	0	0
Public- Institutions	E-Voting			87.0541	1693340	275462	86.0086	13.9913	0	0	0
	Poll	2261585	0	0.0000	00	0	0.0000	0.0000	0.0000	0	0
	Postal Ballot (if applicable)										0
	Total		0	0.0000	00	0	0.0000	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting			87.0541	1693340	275462	86.0086	13.9914	0	0	0
	Poll	1259001	19	0.0015	19	0	100.0000	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		3979	0.3160	3979	0	100.0000	0.0000	0.0000	0	0
	Total		0	0.0000	00	0	0.0000	0.0000	0.0000	0	0
	Total	11651169	3998	0.3175	3998	0	100	0.0000	0.0000	0	0
	Total		10103383	86.7156	9827921	275462	97.2736	2.7264	0	0	0

For TTK Prestige Ltd.

K. Shinde
Authorised Signature

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Statutory Auditors of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting									
	Poll	8130583	8130583	0.0000	00	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			100.0000	8130583	0	100.0000	0.0000	0	0
	Total			0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting		8130583	100	8130583	0	100	0	0	0
	Poll		1968802	87.0541	1968802	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	2261585	0	0.0000	00	0	0.0000	0.0000	0	0
	Total		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		1968802	87.0541	1968802	0	100	0	0	0
	Poll		19	0.0015	19	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	1259001	3979	0.3160	3979	0	100.0000	0.0000	0	0
	Total		0	0.0000	00	0	0.0000	0.0000	0	0
	Total	11651169	3998	0.3175	3998	0	100	0.0000	0	0
	Total		10103383	86.7156	10103383	0	100.0000	0.0000	0	0

For TTK Prestige Ltd.

lc. Shen

Authorised Signature

Resolution No. 5		ORDINARY - Approval of Remuneration to Cost Auditors									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid		
Promoter and Promoter Group	Mode of Voting										
	E-Voting		0	0.0000	00	00	0.0000	0.0000	0	0	0
	Poll	8130583	8130583	100.0000	8130583		100.0000	0.0000			0
	Postal Ballot (if applicable)		0	0.0000	00		0.0000	0.0000			0
	Total		8130583	100	8130583	0	100	0	0	0	0
Public- Institutions	Mode of Voting		1968802	87.0541	1968802		100.0000	0.0000			0
	E-Voting		0	0.0000	00		0.0000	0.0000			0
	Poll	2261585									0
	Postal Ballot (if applicable)		0	0.0000	00		0.0000	0.0000			0
	Total		1968802	87.0541	1968802	0	100	0	0	0	0
Public- Non Institutions	Mode of Voting		19	0.0015	19		100.0000	0.0000			0
	E-Voting		3979	0.3160	3979		100.0000	0.0000			0
	Poll	1259001									0
	Postal Ballot (if applicable)		0	0.0000	00		0.0000	0.0000			0
	Total		3998	0.3175	3998	0	100	0	0	0	0
	Total	11651169	10103383	86.7156	10103383	0	100.0000	0.0000	0	0	0

For TTK Prestige Ltd.

C. Shenliu

Authorised Signature