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