

TTK Prestige LIMITED



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Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025. INDIA
Phone: 91-80-22217438/39, Fax: 91-80-22277446, E-mail: ttkcorp@ttkprestige.com
www.ttkprestige.com CIN : L85110TZ1955PLC015049

August 3, 2016

Bombay Stock Exchange

National Stock Exchange

Dear Sir,

**Sub: Disclosure of Voting Rights as per Regulation 44 of
SEBI (LODR) Regulations, 2015**

We are enclosing the disclosure of voting rights as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 along with the Scrutinizers Report.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

K. Shankaran
Director & Secretary

Encl: as above

A  **Group Company**

(Registered Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, Tamil Nadu. INDIA)

TTK PRESTIGE LIMITED	
Date of the AGM/EGM	3rd August, 2016
Total number of shareholders on record date	9793
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	45
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0
AGENDA-WISE DISCLOSURE	

Resolution required: (Ordinary/ Special)		ORDINARY - Adoption of Financial statements for the year ended 31st March 2016						
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
Promoter and Promoter Group	E-Voting		0	0.00	00	0	0.00	0.00
	Poll	8192416	8190416	99.98	8190416	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting		2124736	83.89	2124736	0	100.00	0.00
	Poll	2532787	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting		250	0.03	250	0	100.00	0.00
	Poll	915987	3224	0.35	3219	5	99.84	0.16
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Total		11641190	10318626	88.64	10318621	5	100.00	0.00

ORDINARY - Ratification of interim dividend paid as final dividend for the Financial year 2015-16									
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
Promoter and Promoter Group		E-Voting		0	0.0000	00	0	0.0000	0.0000
		Poll	8192416	8190416	99.9756	8190416	0	100.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
				2124736	83.8892	2124736	0	100.0000	0.0000
Public- Institutions		E-Voting	2532787	0	0.0000	00	0	0.0000	0.0000
		Poll		0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
				150	0.0164	150	0	100.0000	0.0000
Public- Non Institutions		E-Voting	915987	3224	0.3520	3219	5	99.8449	0.1550
		Poll							
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
		Total	11641190	10318526	88.6381	10318521	5	100.0000	0.0000

ORDINARY - Re-appointment of Mr T.T.Raghunathan who retires by rotation									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group		E-Voting		0	0.0000	00	0	0.0000	0.0000
		Poll	8192416	8190416	99.9756	8190416	0	100.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
				2124736	83.8892	1116604	1008132	52.5525	47.4474
Public- Institutions		E-Voting	2532787	0	0.0000	00	0	0.0000	0.0000
		Poll		0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
				250	0.0273	242	8	96.8000	3.2000
Public- Non Institutions		E-Voting	915987	3224	0.3520	3219	5	99.8449	0.1550
		Poll							
		Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
		Total	11641190	10318626	88.6389	9310481	1008145	90.2299	9.7701

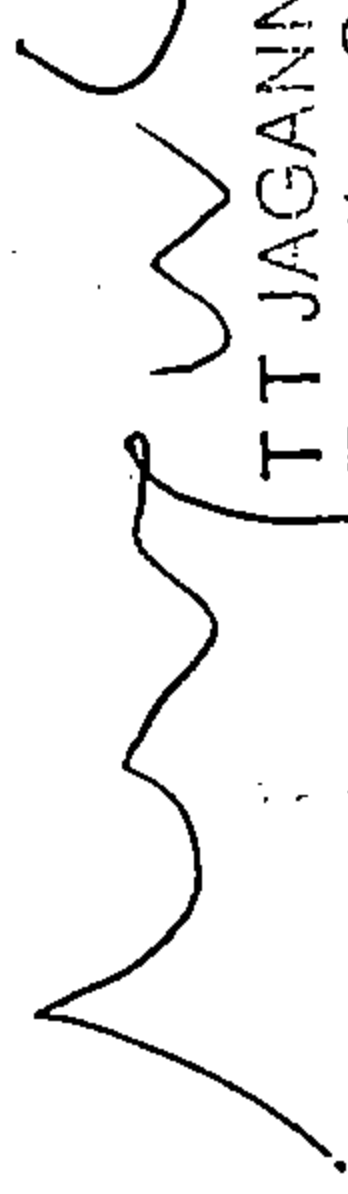
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Appointment of M/s.S. Viswanathan, Chartered Accountants, as Auditors and fixing their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares 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		
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	8192416	8190416	99.9756	8190416	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting		2124736	83.8892	2123811	925	99.9564	0.0435		
	Poll	2532787	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		250	0.0273	242	8	96.8000	3.2000		
	Poll	915987	3224	0.3520	3219	5	99.8449	0.1550		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Total		11641190	10318626	88.6389	10317688	938	99.9909	0.0091		

Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Remuneration to Cost Auditors									
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		
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000		
	Poll	8192416	8190416	99.9756	8190416	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting		2124736	83.8892	2123811	925	99.9564	0.0435		
	Poll	2532787	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		250	0.0273	250	0	100.0000	0.0000		
	Poll	915987	3224	0.3520	3219	5	99.8449	0.1550		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Total		11641190	10318626	88.6389	10317696	938	99.9910	0.0090		

Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Commission to Non-Executive Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Made 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
	Poll	8192416	8190416	99.9756	8190416	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000
			2124736	83.8892	2124736	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	2532787						
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250	0.0273	250	0	100.0000	0.0000
	Poll	915987	3224	0.3520	3219	5	99.8449	0.1550
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	11641190	10318626	88.6389	10318621	5	100.0000	0.0000

Resolution required: (Ordinary/ Special)		SPECIAL - Approval to Keep Registers at Bangalore.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Made 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
	Poll	8192416	8190416	99.9756	8190416	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
			2124736	83.8892	2124736	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	2532787						
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting		250	0.0273	250	0	100.0000	0.0000
	Poll	915987	3224	0.3520	3219	5	99.8449	0.1550
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	11641190	10318626	88.6389	10318621	5	100.0000	0.0000

For TTK PRESTIGE LIMITED


T T JAGANNATHAN
Executive Chairman

PARAMESHWAR G. HEGDE

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

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"

34, 1st Main Road, Gandhinagar
Bangalore - 560 009.

☎ : 080-22267041, (R) 080-26589597

e-mail : hegdeandhegdec@gmail.com

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,

60th (Sixtieth) Annual General Meeting (AGM) of the Equity Shareholders of
TTK Prestige Limited held on Wednesday, August 03, 2016 at 12:00 noon
at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru Road, Hosur –
635109, Tamilnadu, India.

Dear Sir,

I, Paremeshwar 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 60th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, August 03, 2016 at 12:00 noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru Road, 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 60th 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 60th 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 12, 2016, the remote e-voting opened at 9:00 AM on July 30, 2016 and remained open up to 5:00 PM on August 02, 2016.
3. The Equity Shareholders holding shares as on July 27, 2016, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 60th 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 1:30 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 1:40 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, 2016.

(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	68	21,24,986	
Voting at AGM by Insta Poll	42	81,93,635	
Total	110	1,03,18,621	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	1	5	
Total	1	5	0

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	7

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

To ratify and confirm the interim dividend of Rs. 27 per share paid in March, 2016 as final dividend for the financial year 2015-16.

(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	67	21,24,886	
Voting at AGM by Insta Poll	42	81,93,635	
Total	109	1,03,18,521	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	1	5	
Total	1	5	0

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	107

c) **Resolution-3: Ordinary Resolution**

Appointment of a director in place of Mr. T.T.Raghunathan 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	20	11,16,846	
Voting at AGM by Insta Poll	42	81,93,635	
Total	62	93,10,481	90.23

(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	48	10,08,140	
Voting at AGM by Insta Poll	1	5	
Total	49	10,08,145	9.77

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	7

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

To ratify the appointment of S. Viswanathan LLP, Chartered Accountants (Firm Registration No. 004770S/S200025) as the auditors of the Company to hold office till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided 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	66	21,24,053	
Voting at AGM by Insta Poll	42	81,93,635	
Total	108	1,03,17,688	99.99

(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	2	933	
Voting at AGM by Insta Poll	1	5	
Total	3	938	0.01

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	7

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

To approve remuneration payable to Cost Auditor for the financial year ending 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	67	21,24,061	
Voting at AGM by Insta Poll	42	81,93,635	
Total	109	1,03,17,696	99.99

(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	1	925	
Voting at AGM by Insta Poll	1	5	
Total	2	930	0.01

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	7

f) **Resolution-6: Special Resolution**

To approve payment of commission to Non-Executive Directors within the ceiling of 1% of the net profit 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	68	21,24,986	
Voting at AGM by Insta Poll	42	81,93,635	
Total	110	1,03,18,621	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	1	5	
Total	1	5	0

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

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	7

g) **Resolution-7: Special Resolution**

Approval for keeping the Register of Members and other registers / records and copies of Annual Return pursuant to Section 94(1) of the Companies Act, 2013, at the Corporate office of the Company situated at 11th Floor, Brigade Towers, 135, Brigade road, Bangalore -5600025.

(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	68	21,24,986	
Voting at AGM by Insta Poll	42	81,93,635	
Total	110	1,03,18,621	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	1	5	
Total	1	5	100

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

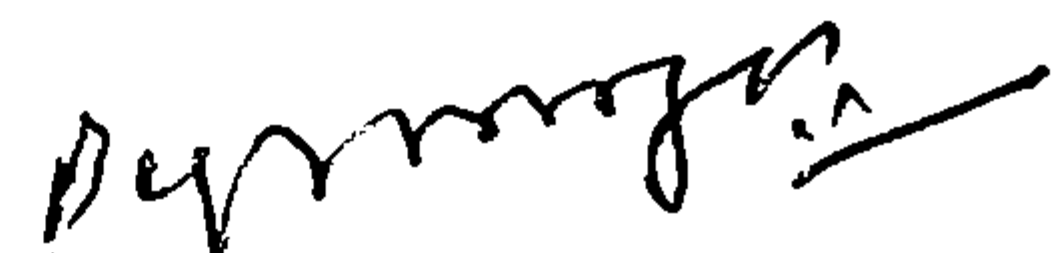
Total number of members whose votes were declared invalid	Total number of votes cast by them
1	7

8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 60th 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 03, 2016

Yours faithfully,


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