



T T LIMITED
(CIN NO.-L18101DL1978PLC009241)
879, MASTER PRITHVI NATH MARG
OPP: AJMALKHANPARK, KAROL BAGH,
NEW DELHI - 110 005, INDIA
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September 16, 2016

M/s National Stock Exchange of India Ltd
"Exchange Plaza"
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai-400051
Ph: 022-26598100-8114

Reg : Scrip Code -TTL

Sub : Scrutinizer Report – Details regarding the Voting Results of 37th Annual General Meeting Proceeding of the Company

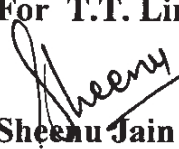
Dear Sir,

Please find enclosed herewith the Scrutinizer Report in regard to Voting Results of 37th Annual General Meeting of the company.

This is for your information and necessary action.

Thanking You

Cordially Yours
For T.T. Limited


Sheenu Jain
Company Secretary
M.NO.ACS 38675



DMK ASSOCIATES

C O M P A N Y S E C R E T A R I E S

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL FOR M/s T T LIMITED

To,

The Chairman,
M/s T T Limited
879, Master Prithvi Nath Marg
Karol Bagh, New Delhi - 110005

Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 37th Annual General Meeting of M/s T T Limited (the Company) held on 14th day of September, 2016

Dear Sir,

The Board of the Company at its meeting held on 11th May, 2016 had appointed me as Scrutinizer pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and all other provision as applicable, to conduct the e-voting and voting through ballot paper process for its 37th Annual General Meeting in fair and transparent manner.

The Company had engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e voting process was started on Saturday, the 10th day of September, 2016 from 10.00 A.M. to Tuesday, the 13th day of September, 2016 upto 5.00 P.M. The e-voting results were unblocked by me on 14th September, 2016 at 12:10 P.M. in the presence of two witnesses.

At the 37th Annual General Meeting of the Company held on September 14, 2016, the Chairman of the Company had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting/ballot paper to cast their votes.



As on September 07, 2016, the cut-off date there were 22316 Shareholders of the Company which were entitled to vote on the resolutions placed for the approval of the shareholders through e voting/ ballot papers as well as poll conducted at the 37th Annual General Meeting of the Company. The Paid up Share Capital of the Company as on cut-off date was Rs. 214,980,500 divided into 21,498,050 equity shares of Rs. 10/- each.

The result of the E- voting together with that of the poll is as under:

ORDINARY BUSINESS

Resolution No. 1 – Ordinary Resolution for Adoption of Audited Financial Statement of the Company for the year ended March 31, 2016 on that date together with Directors and Auditors Report thereon

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	31	5276	12248070	99.998%	56.973%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	-	-	215	0.002%	0.001%



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 2 – Ordinary Resolution for Declaration of Dividend

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members s voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
31	12242804	31	5276	12248080	99.998%	56.973%

(II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
2	205	-	-	205	0.002%	0.001%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 3 – Ordinary Resolution for Re-appointment of Smt. Jyoti Jain (holding DIN No. 01736336) as a Director of the Company who retires by rotation and being eligible, offers herself for re-appointment

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	29	5076	12247870	99.997%	56.972%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	2	200	415	0.003%	0.002%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 4 – Ordinary Resolution for Appointment of M/s Doogar & Associates as Statutory Auditor, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix the remunerations

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	31	5276	12248070	99.998%	56.973%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E- voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	-	-	215	0.002%	0.001%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E- voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS

Resolution No. 5 – Ordinary Resolution for approval the remuneration of the Cost Auditors for the financial year ending March 31, 2017 of the Company



(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	28	4976	12247770	99.996%	56.972%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	3	300	515	0.004%	0.002%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Resolution No. 6 – Special Resolution for approval to increase the borrowing power limit of the company upto the Rs. 750 crores as per section 180(1)(c) of the companies Act, 2013

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	28	4975	12247769	99.996%	56.972%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	3	301	516	0.004%	0.002%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**DMK ASSOCIATES
COMPANY SECRETARIES**

Resolution No. 7 – Special Resolution for approval of creation of charge upto the Rs. 750 crores under section 180(1)(a) of the Companies Act, 2013

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	28	4976	12247770	99.996%	56.972%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	3	300	515	0.004%	0.002%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Resolution No. 8 – Special Resolution for re appointment of Smt. Jyoti Jain as Joint Managing Director of the company for a period of 5 years w.e.f 1st April, 2016

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
30	12242794	29	5076	12247870	99.997%	56.972%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
3	215	2	200	415	0.003%	0.002%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	3	130	130

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**DMK ASSOCIATES
COMPANY SECRETARIES**

A Soft copy of record containing a list of equity shareholders who voted in E voting process/ Ballot papers and Poll Process "For"/ "Against" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E Voting, Ballot Papers and Poll were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours Sincerely

**For DMK ASSOCIATES
COMPANY SECRETARIES**




**DEEPAK KUKREJA
SCRUTINIZER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265**

Date : September 15, 2016
Place : New Delhi



Signed by Chairman, Shri Rikhab Chand Jain