

DEEPAK KUKREJA & ASSOCIATES

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

SCRUTINIZER'S REPORT

To,

**The Board of Directors,
M/s T.T. LIMITED**
879, Master Prithvi Nath Marg,
Opp. Ajmal Khan Park,
Karol Bagh,
New Delhi-110 005

Dear Sirs,

The Board of Directors of the Company at its meeting held on November 13, 2013 has appointed me as Scrutinizer for conducting the postal ballot voting process in respect of the Special Resolution to be passed under section 180(1)(a) of the Companies Act, 2013 (section 293(1)(a) of erstwhile Companies Act, 1956) for disposal of the Company's Wind Mill located at Tamil Nadu.

I SUBMIT MY REPORT AS UNDER:

- 1.1 The Company has completed the dispatch of postal ballot forms on November 20, 2013 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on November 15, 2013.
- 1.2 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- 1.3 The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 1.4 The ballot boxes were opened on December 21, 2013 in my presence.



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- 1.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholdings were matched / confirmed with the Register of Members of the Company/ list of beneficiaries as on November 15, 2013.
- 1.6 All postal ballot forms received upto the close of working hours (5 PM) on Friday, December 20, 2013, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.7 All postal ballot forms received after December 20, 2013 were also considered for my scrutiny. The number of said postal ballot forms are 19 which have been received after said date, details for the same are entered in the register maintained for the purpose with remarks "received after due date".
- 1.8 I did not find any defaced or mutilated ballot paper.
- 1.9 To our information there were 1476 envelopes containing postal ballot forms which were returned undelivered.
2. The following business is conducted by passing of resolutions through Postal Ballot:

Item No.	Description
Item No. 1	Special Resolution under section 180(1)(a) of the Companies Act, 2013 (section 293(1)(a) of erstwhile Companies Act, 1956) for disposal of the Company's Wind Mill located at Tamil Nadu

- 3.1 A summary of the postal ballot forms and E-Voting received is given below:

	No. of Postal Ballots & E- Voting	No. of Shares	% of Total Paid up Equity Shares
Total Postal Ballot Forms received within the prescribed time	405	12063089	56.12
Add: Total Electronic voting received	11	2475	



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Less: Invalid Postal Ballot Forms (as per register)	70	49401	0.23
Net Valid Postal Ballot Forms including voting through E-voting process (as per register)	346	12016163	55.89

	ITEM 1		
	No. of Postal Ballot Forms & E-Voting	No. of Shares	% of Total Paid up Equity Shares
Postal Ballot Forms including E-Voting in favour of the resolution	327	12013978	55.88 % representing 99.98% Of the total valid votes
Postal Ballot Forms including E-Voting against the resolution	19	2185	0.01 % representing 0.02 % Of the total valid votes
Total	346	12016163	

4. I have on reckoning the voting rights of shareholders on the basis of the paid –up value of the shares registered in their names as on November 15, 2013 found that the total percentage of assent is **99.98(%)** in respect of Special Resolution under section 180 (1) (a) of the Companies Act, 2013 (section 293(1)(a) of erstwhile Companies Act, 1956) for disposal of the Company's Wind Mill located at Tamil Nadu.



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5. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Sunil Mahnot, Vice President (Finance) & Company Secretary of the Company (who has been authorized by the Board to supervise the postal ballot process).
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours sincerely,

**FOR DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**



**(DEEPAK KUKREJA)
FCS, LL.B, ACIS (UK)
SCRUTINIZER**

Place : New Delhi

Date : 23.12.2013