

TTK Prestige LIMITED



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www.ttkprestige.com CIN : L851101Z1955PLC015049

August 28, 2014

Bombay Stock Exchange

National Stock Exchange

Dear Sirs,

**Re : Fifty Eighth Annual General Meeting held on 21st
August, 2014 – Submission of Scrutinizer's Report relating to
e-Voting & Poll and Consolidated Scrutinizer Report**

With further reference to our communication dated 21st August, we are forwarding herewith a copy of the following:

- (a) Scrutinizer's Report dated 18th August, 2014 relating to e-Voting;
- (b) Form No.MGT-13 – Report of Scrutinizer [Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (management and Administration) Rules, 2014] dated 21st August, 2014 relating to the Poll conducted at the Fifty Eighth Annual General Meeting; and
- (c) Consolidated Scrutinizer Report dated 21st August, 2014 relating to e-Voting and Poll.

We request you to kindly take the above documents on record.

Thanking you

Yours faithfully

For TTK Prestige Limited

**S. RAVICHANDRAN
MANAGING DIRECTOR**

Encl. : a/a

REPORT OF SCRUTINIZER

[Pursuant to Clause 35B of Listing Agreement and Section 108 of the
Companies Act, 2013 and Rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,

58th (Fifty Eighth) Annual General Meeting of the Equity Shareholders of TTK
Prestige Limited to be held on August 21, 2014 at 11:00 a.m. at Plot No. 38,
SIPCOT Industrial Estate, Hosur - 635126, Tamil Nadu, India.

Dear Sir,

I, Paremeshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh
Krupa", 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 e-voting process in a fair and transparent
manner in respect of the below mentioned resolutions proposed at the 58th
Annual General Meeting of the Equity Shareholders of the Company to be
held on August 21, 2014 at 11:00 a.m. at Plot No. 38, SIPCOT Industrial
Estate, Hosur - 635126, Tamil Nadu, India, submit our report as under:

1. In accordance with the Notice of the 58th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on August 8, 2014, the e-voting opened at 10:00 a.m. on August 15, 2014 and remained open up to 5:00 p.m. on August 17, 2014.
2. The Equity Shareholders holding shares as on July 18, 2014, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 58th Annual General Meeting of the Company.

3. The votes were unblocked at 10:13 a.m. on August 18, 2014 in the presence of Mr. R. Bhartesha and Mr. Mahabaleshwar Bhat who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (<http://www.evoting.karvy.com>) and the same are being handed over to the Chairman.
5. The result of the e-voting is as under:

a) **Resolution-1: Ordinary Resolution**

To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
32	86,82,853	100

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
0	0	0

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

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

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

To declare dividend for the financial year 2013-14.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
32	86,82,853	100

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
0	0	0

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

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

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

To appoint a Director in place of Mr. T T Raghunathan who retires by rotation.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
16	85,13,705	98.05

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
15	1,69,146	1.95

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

Total number of members whose votes declared invalid	Total number of votes cast by them
1	2

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

To appoint a Director in place of Dr. (Mrs.) Latha Jagannathan who retires by rotation.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
28	86,18,590	99.26

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
3	64,261	0.74

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

Total number of members whose votes declared invalid	Total number of votes cast by them
1	2

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

To appointment of M/s. S. Viswanathan, Chartered Accountants as statutory auditors of the Company and fix their remuneration.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
29	78,31,898	90.20

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
2	8,50,953	9.80

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

Total number of members whose votes declared invalid	Total number of votes cast by them
1	2

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

To appoint Mr. R. Srinivasan as an Independent Director.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	85,92,888	98.96

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
4	89,963	1.04

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

Total number of members whose votes declared invalid	Total number of votes cast by them
1	2

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

To authorize Board of Directors to borrow money upto Rs.200 Crores over and above the aggregate of the paid up share capital and free reserves of the Company and to furnish security for the same.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
25	85,70,973	98.71

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
7	1,11,880	1.29

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

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

h) **Resolution-8: Ordinary Resolution**

To authorize Board of Directors to contribute to charitable and other funds/purposes upto 5% of the net profits of the Company during any financial year.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
22	85,82,711	98.85

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
9	1,00,140	1.15

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

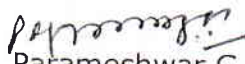
Total number of members whose votes declared invalid	Total number of votes cast by them
1	2

6. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 58th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

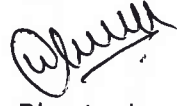
Thanking you,

Yours faithfully,

Place: Bangalore
Dated: August 18, 2014


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

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (<http://www.evoting.karvy.com>) in our presence at 10:13 a.m. on August 18, 2014 at the office of the Scrutinizer.


R. Bhartesh
Tax consultant
34, ' Ganesh Krupa"
1st Main Road, Gandhinagar
Bangalore - 560009


Mahabaleshwar Bhat (ACS)
694, 13th Cross,
Girinagar II Phase,
Bangalore - 560085

Company Name : **TTK PRESTIGE LIMITED**
 Voting Begins on : **15 Aug 2014 10:00:00**
 Voting Ends on : **17 Aug 2014 17:00:00**
 Result Date : **21 Aug 2014**
 Benpos Date : **18 Jul 2014**
 Contact Person : **K SHANKARAN, DIRECTOR CUM SECRETARY**

TTK Prestige
 LIMITED

Resolution	Mode	Ballots Received	Total Shares	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
1	ELE	32	8886602	32	8682853	0	0	0	0
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	32	8682853	0	0	0	0
2	ELE	32	8886602	32	8682853	0	0	0	0
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	32	8682853	0	0	0	0
3	ELE	32	8886602	16	8513705	15	169146	1	2
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	16	8513705	15	169146	1	2
4	ELE	32	8886602	28	8618590	3	64261	1	2
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	28	8618590	3	64261	1	2
5	ELE	32	8886602	29	7831898	2	850953	1	2
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	29	7831898	2	850953	1	2
6	ELE	32	8886602	27	8592888	4	89963	1	2
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	27	8592888	4	89963	1	2
7	ELE	32	8886602	25	8570973	7	111880	0	0
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	25	8570973	7	111880	0	0
8	ELE	32	8886602	22	8582711	9	100140	1	2
	PHY	0	0	0	0	0	0	0	0
	TOTAL	32	8886602	22	8582711	9	100140	1	2

FORM No.MGT-13

REPORT OF SCRUTINIZER

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman

58th (Fifty Eighth) Annual General Meeting of the Equity Shareholders of **TTK Prestige Limited** held on August 21, 2014 at 11:00 a.m. at Plot No. 38, SIPCOT Industrial Estate, Hosur - 635126, Tamil Nadu.

Dear Sir,

I Parameshwar G. Hegde, Practicing Company Secretary, # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Chairman of the 58th Annual General Meeting for the purpose of the poll taken on the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of **TTK Prestige Limited**, held on August 21, 2014 at 11.00am at Plot No.38, SIPCOT Industrial Complex, Hosur -635126, Tamil Nadu, hereby submit my report as under:

1. After declaration of the poll by the Chairman, the ballot box kept for polling was taken into custody and was locked.
2. The ballot box was subsequently opened in my presence and the poll papers were sorted out and diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as on poll. As per the information given by the Company the names of

the shareholders who had voted on e-voting through Karvy e-voting facility had been blocked and ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on e-voting.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The valid ballots were then processed and votes cast were compiled electronically.
4. The result of the Poll is as under:

a) **Resolution-1: Ordinary Resolution**

To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	14,02,861	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	11	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
1 (Abstained)	119

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

To declare dividend for the financial year 2013-14.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	14,02,821	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
3(Abstained)	169

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

To appoint a Director in place of Mr. T T Raghunathan who retires by rotation.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	8,45,528	60.28

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	5,57,294	39.72

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
3 (Abstained)	169

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

To appoint a Director in place of Dr. (Mrs.) Latha Jagannathan who retires by rotation.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54	14,01,219	99.89

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1,603	0.11

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
3 (Abstained)	169

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

To appoint M/s. S. Viswanathan, Chartered Accountants as statutory auditors of the Company and fix their remuneration.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	13,97,883	99.63

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5,058	0.37

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
2 (Abstained)	50

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

To appoint Mr. R. Srinivasan as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	14,01,220	99.88

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1,602	0.12

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
3 (Abstained)	169

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

To authorize Board of Directors to borrow money upto Rs.200 Crores over and above the aggregate of the paid up share capital and free reserves of the Company and to furnish security for the same.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	8,89,519	63.40

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	5,13,303	36.60

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
3 (Abstained)	169

h) **Resolution-8: Ordinary Resolution**

To authorize Board of Directors to contribute to charitable and other funds/purposes upto 5% of the net profits of the Company during any financial year.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	8,87,928	63.29

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	5,14,894	36.71

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2,03,772
3 (Abstained)	169

5. The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution generated electronically has been handed over to the Company Secretary.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Hosur
Dated: August 21, 2014

Yours faithfully,


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

CONSOLIDATED RESULTS

Results of the voting on resolutions at the 58th Annual General Meeting of **TTK Prestige Limited** held on August 21, 2014 at 11:00 a.m. at Plot No. 38, SIPCOT Industrial Estate, Hosur, 635126, Tamil Nadu

A. Resolution-1: Ordinary Resolution

To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	32	0	86,82,853	100	0	0
Members present and voting (in person or by proxy) on poll	60	2	14,02,861	99.99	11	0.01
Total	92	2	1,00,85,714	99.99	11	0.01

B. Resolution-2: Ordinary Resolution

To declare dividend for the financial year 2013-14.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	32	0	86,82,853	100	0	0
Members present and voting (in person or by proxy) on poll	59	1	14,02,821	99.99	1	0.01
Total	91	1	1,00,85,674	99.99	1	0.01

C. Resolution-3: Ordinary Resolution

To appoint a Director in place of Mr. T T Raghunathan who retires by rotation.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	16	15	85,13,705	98.05	1,69,146	1.95
Members present and voting (in person or by proxy) on poll	39	21	8,45,528	60.28	5,57,294	39.72
Total	55	36	93,59,233	92.80	7,26,440	7.20

D. Resolution-4: Ordinary Resolution

To appoint a Director in place of Dr. (Mrs.) Latha Jagannathan who retires by rotation.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	28	3	86,18,590	99.26	64,261	0.74
Members present and voting (in person or by proxy) on poll	54	6	14,01,219	99.89	1,603	0.11
Total	82	9	1,00,19,809	99.35	65,864	0.65

E. Resolution-5: Ordinary Resolution

To appoint M/s. S. Viswanathan, Chartered Accountants as statutory auditors of the Company and fix their remuneration.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	29	2	78,31,898	90.20	8,50,953	9.80
Members present and voting (in person or by proxy) on poll	58	3	13,97,883	99.63	5,058	0.37
Total	87	5	92,29,781	91.51	8,56,011	8.49

F. Resolution-6: Special Resolution

To appoint Mr. R. Srinivasan as an Independent Director.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	27	4	85,92,888	98.96	89,963	1.04
Members present and voting (in person or by proxy) on poll	55	5	14,01,220	99.88	1,602	0.12
Total	82	9	99,94,108	99.09	91,565	0.91

G. Resolution-7: Special Resolution

To authorize Board of Directors to borrow money upto Rs.200 Crores over and above the aggregate of the paid up share capital and free reserves of the Company and to furnish security for the same.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	25	7	85,70,973	98.71	1,11,880	1.29
Members present and voting (in person or by proxy) on poll	45	15	8,89,519	63.40	5,13,303	36.60
Total	70	22	94,60,492	93.80	6,25,183	6.20

H. Resolution-8: Ordinary Resolution

To authorize Board of Directors to contribute to charitable and other funds/purposes upto 5% of the net profits of the Company during any financial year.

	Number of members voting		Number of votes cast in favour of resolution		Number of votes cast against the resolution	
	For	Against	Numbers	%	Numbers	%
Members Voting through electronic system.	22	9	85,82,711	98.85	1,00,140	1.15
Members present and voting (in person or by proxy) on poll	42	18	8,87,928	63.29	5,14,894	36.71
Total	64	27	94,70,639	93.90	6,15,034	6.10

Place: Hosur
Dated: August 21, 2014


Parameshwar G. Hegde
Scrutinizer