

"RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to the Investor, *inter alia*, subject to the following:

- The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Issue Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing equity shares of face value of Rs. 10 Each of the Company in all respects.

RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e.29, June 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving and settling any difficulties or questions, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with Appropriate Authorities to obtain the Requisite Approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Issue Shares, to appoint consultants, legal advisors, advisors and all other agencies as may be required for the issuance of the "Issue Shares" without being required to seek any further consent or approval of the members who shall be deemed to have given their consent or approval by this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Executives of the Company and to generally do all such acts, deeds or things as may be necessary or incidental to give effect to the aforesaid resolutions

RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects. "

By order of the Board
For TTK Prestige Limited

K. Shankaran
Director & Secretary

Bangalore, June 1, 2013