

Lock in:

The equity shares being allotted on preferential basis under the SEBI ICDR Regulations shall be locked in for a period of 1 year from the date of allotment.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the Relevant Date up to a period of six months from the date of preferential allotment.

Re-computation of Issue Price

Since the price at which the preferential issue is proposed to be made is in compliance with the applicable pricing mechanism prescribed under Regulation 76 (1) of the SEBI ICDR Regulations, the Company is not required to re-compute the price at the time of allotment of the Issue Shares to the Investor or its affiliates. Accordingly, the requirement to furnish undertakings under Regulations 73(1) (f) and (g) of the SEBI ICDR Regulations are not applicable.

Auditor's Certificate:

Messrs. S. Viswanathan, Statutory Auditors of the Company, have certified that the issue of the Issue Shares is being made in accordance with requirements of SEBI ICDR Regulations. A copy of this certificate shall be placed before the Shareholders at the Extraordinary General Meeting ("**Meeting**") and the same will also be made available for inspection at the registered office of the Company during the hours between 10.00 a.m. And 12 noon until 15 days after date of the Meeting.

Further, under section 81(1A) of the Act approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Act and SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot securities to the Investor who may or may not be an existing shareholder of the Company.

None of the Directors of the Company are in anyway concerned or interested in the resolution.

The Board of Directors of the Company recommends the resolution for adoption as a special resolution.

By order of the Board
For TTK Prestige Limited

K. Shankaran
Director & Secretary

Bangalore, June 01, 2013