

# TTK Prestige LIMITED



Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025. INDIA  
Phone: 91-80-22217438/39, Fax: 91-80-22277446, E-mail: [ttkcorp@ttkprestige.com](mailto:ttkcorp@ttkprestige.com)  
[www.ttkprestige.com](http://www.ttkprestige.com) CIN : L85110TZ1955PLC015049

May 4, 2019

<b>National Stock Exchange</b> "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. Scrip Symbol : TTKPRESTIG	<b>BSE Limited</b> 27th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code : 517506
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Dear Sirs,

## Sub: Results of Postal Ballot and e-voting

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had conducted the process of Postal Ballot for seeking the consent of the shareholders for the Resolutions as set out in the Postal Ballot Notice dated March 29, 2019.

Further pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, please find enclosed voting results for the resolutions and Scrutinizer's Report dated May 4, 2019.

We would like to inform you that the Resolutions mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. May 3, 2019.

The said Postal Ballot result will be displayed at the Registered Office of the Company and on the website of the Company at <http://www.ttkprestige.com/investor-relations/investor-information#>

This is for your information and records.

Thanking you,

Yours faithfully,  
**For TTK Prestige Limited,**

A handwritten signature in blue ink, appearing to read 'K. Shankaran'.

**K. Shankaran**  
**Director & Secretary**

**Disclosure as per Regulation 44(3) of the SEBI (LODR) Regulations 2015**

<b>Company Name</b>	TTK PRESTIGE LIMITED
<b>Date of the AGM/EGM</b>	
<b>Total number of shareholders on record date</b>	27006
<b>No. of shareholders present in the meeting either in</b>	
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0

<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Approval for cancellation of 27,300 forfeited shares from the issued and paid-up equity share capital of the company							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes –against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	8118209	99.8177	8118209	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	2106913	0	100.0000	0.0000
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	3430	0.2811	3430	0	100.0000	0.0000
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2612	0.2140	2612	0	100.0000	0.0000
<b>Total</b>		<b>11551169</b>	<b>10231164</b>	<b>88.5725</b>	<b>10231164</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*10/She*

Resolution required: (Ordinary/ Special)	ORDINARY - Issue of Bonus Shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	8118209	99.8177	8118209	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	2027792	79121	96.2446	3.7553
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	3445	0.2823	3438	7	99.7968	0.2031
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2622	0.2148	2622	0	100.0000	0.0000
<b>Total</b>		<b>11551169</b>	<b>10231189</b>	<b>88.5728</b>	<b>10152061</b>	<b>79128</b>	<b>99.2266</b>	<b>0.7734</b>

*K. S.*



Resolution required: (Ordinary/ Special)	SPECIAL - Approval of remuneration payable to Mr. T T Jagannathan (DIN:00191522) as Non-executive Chairman and							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	7760972	95.4253	7760972	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	1662130	444783	78.8893	21.1106
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	3430	0.2811	3411	19	99.4460	0.5539
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2612	0.2140	2612	0	100.0000	0.0000
<b>Total</b>		<b>11551169</b>	<b>9873927</b>	<b>85.4799</b>	<b>9429125</b>	<b>444802</b>	<b>95.4952</b>	<b>4.5048</b>

(C. S. S.)

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of commission to Non-executive Directors							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	8118209	99.8177	8118209	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	1673018	433895	79.4061	20.5938
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	3426	0.2807	3402	24	99.2994	0.7005
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2612	0.2140	2612	0	100.0000	0.0000
<b>Total</b>		<b>11551169</b>	<b>10231160</b>	<b>88.5725</b>	<b>9797241</b>	<b>433919</b>	<b>95.7588</b>	<b>4.2412</b>

*lc-lee*

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Dhruv Sriratan Moondhra (DIN: 00151532) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	8118209	99.8177	8118209	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	2106913	0	100.0000	0.0000
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	3430	0.2811	3430	0	100.0000	0.0000
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2612	0.2140	2612	0	100.0000	0.0000
<b>Total</b>		<b>11551169</b>	<b>10231164</b>	<b>88.5725</b>	<b>10231164</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

(C. L.)



Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. R. Srinivasan (DIN:00043658), as an Independent Director of the company for a term of 5 years							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	8118209	99.8177	8118209	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	1959411	147502	92.9991	7.0008
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	3430	0.2811	3422	8	99.7667	0.2332
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2612	0.2140	2512	100	96.1715	3.8284
<b>Total</b>		<b>11551169</b>	<b>10231164</b>	<b>88.5725</b>	<b>10083554</b>	<b>147610</b>	<b>98.5573</b>	<b>1.4427</b>

10-11

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Appointment of Mr. K Shankaran (DIN:00043205) as Whole-time Director and Secretary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	8133033	0	0.0000	00	0	0.0000	0.0000
	Poll	8133033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8133033	8118209	99.8177	8118209	0	100.0000	0.0000
Public- Institutions	E-Voting	2197742	2106913	95.8672	1655395	451518	78.5696	21.4303
	Poll	2197742	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2197742	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1220394	2088	0.1711	2075	13	99.3773	0.6226
	Poll	1220394	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1220394	2612	0.2140	2612	0	100.0000	0.0000
<b>Total</b>		<b>11551169</b>	<b>10229822</b>	<b>88.5609</b>	<b>9778291</b>	<b>451531</b>	<b>95.5861</b>	<b>4.4139</b>

lc - see



## PARAMESHWAR G. HEGDE

B.A., M.Com., BGL., FCS

## HEGDE & HEGDE Company Secretaries

"Ganesh Krupa"

34, 1st Main Road, Gandhinagar  
Bangalore - 560 009.

☎ : 080 22267041, (R) 080 26589597

e-mail : hegdeandhegdec@gmail.com

Date: May 04, 2019

The Chairman,  
Board of Directors  
TTK Prestige Limited  
Plot No. 38, SIPCOT Industrial Complex  
Hosur-635 126, Tamil Nadu

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of Postal Ballot conducted pursuant to Notice of Postal Ballot dated March 29, 2019. Original Reports (2 copies) are sent through the bearer.

Thanking you

Yours sincerely



P.G.Hegde

## **REPORT OF SCRUTINIZER**

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)  
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,  
Board of Directors  
TTK Prestige Limited  
CIN: L85110TZ1955PLC015049  
Plot No. 38, SIPCOT Industrial Complex  
Hosur-635 126, Tamil Nadu

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1<sup>st</sup> Main Road, Gandhinagar, Bengaluru, 560009, appointed as Scrutinizer by the Board of Directors of **TTK Prestige Limited** (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated March 29, 2019 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated March 29, 2019, dispatched to the shareholders by prescribed modes during April 02, 2019 to April 03, 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on April 04, 2019, the voting commenced on April 04, 2019 (at 9:00 hours) and ended on May 03, 2019 (at 17:00 hours) for

physical ballots and as well as for e-voting. The e-voting facility was provided by Karvy Fintech Private Limited (KFPL). The votes were unblocked at around 17:05 hours on May 03, 2019 and the e-voting summary statement was downloaded from e-voting website of Karvy Fintech Private Limited (KFPL) (<https://evoting.karvy.com>).

3. The Equity Shareholders holding shares as on March 29, 2019, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&TA and the authorizations / power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and no ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. All the ballots were found valid. The summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Fintech Private Limited, Hyderabad (KFPL), the Registrar & Share Transfer Agents of the Company.
5. My report on the results of the voting is based on the data downloaded from the Karvy Fintech Private Limited (KFPL) and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.
6. The result of the voting is as under:



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

Approval for cancellation of 27,300 forfeited shares from the issued and paid-up equity share capital of the Company.

i. Voted **in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	25	81,20,821	
b) Voted by electronic mode	102	21,10,343	
Total	127	1,02,31,164	100.00

ii. Voted **against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	0	0	
Total	0	0	0.00

iii. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

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

Issue of Bonus Shares

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

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	26	81,20,831	
b) Voted by electronic mode	101	20,31,230	
Total	127	1,01,52,061	99.23

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	2	79,128	
Total	2	79,128	0.77

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

c) **Resolution-3: Special Resolution**

Approval of remuneration payable to Mr. T T Jagannathan (DIN:00191522) as Non-executive Chairman and continuation of directorship for the remaining period of his present tenure i.e. till 30.6.2023.

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

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	23	77,63,584	
b) Voted by electronic mode	58	16,65,541	
<b>Total</b>	<b>81</b>	<b>94,29,125</b>	<b>95.50</b>

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	45	4,44,802	
<b>Total</b>	<b>45</b>	<b>4,44,802</b>	<b>4.50</b>



(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

d) **Resolution-4: Special Resolution**

Approval for payment of commission to Non-executive Directors

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

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	25	81,20,821	
b) Voted by electronic mode	52	16,76,420	
Total	77	97,97,241	95.76

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	50	4,33,919	
Total	50	4,33,919	4.24

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

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

Appointment of Mr. Dhruv Sriratan Moondhra (DIN: 00151532) as an Independent Director.

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

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	25	81,20,821	
b) Voted by electronic mode	102	21,10,343	
<b>Total</b>	<b>127</b>	<b>1,02,31,164</b>	<b>100.00</b>

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

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

Re-appointment of Mr. R. Srinivasan (DIN: 00043658), as an Independent Director of the company for a term of 5 years w.e.f. August 21, 2019.

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

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	24	81,20,721	
b) Voted by electronic mode	89	19,62,833	
Total	113	1,00,83,554	98.56

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	1	100	
b) Voted by electronic mode	13	1,47,510	
Total	14	1,47,610	1.44



(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

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

Approval of Appointment of Mr. K Shankaran (DIN:00043205) as Whole-time Director and Secretary

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

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	25	81,20,821	
b) Voted by electronic mode	50	16,57,470	
Total	75	97,78,291	95.59

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	51	4,51,531	
Total	51	4,51,531	4.41

(iii) **Invalid** votes :


Total number of members whose votes declared invalid	Total number of votes cast by them
0	0

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

Place: Bengaluru  
Dated: May 04, 2019

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