

DEEPAK KUKREJA & ASSOCIATES
C O M P A N Y S E C R E T A R I E S

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR M/s T T LIMITED**

To,

**The Chairman,
T T Limited**
879, Master PrithviNath Marg
Karol Bagh, New Delhi – 110005

Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 38th Annual General Meeting of TT Limited (the Company) held on 13th day of September, 2017

Dear Sir,

The Board of the Company at its meeting held on 29th May, 2017 had appointed me as Scrutinizer pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and all other provision as applicable, to conduct the e-voting and voting through ballot paper process for its 38th Annual General Meeting in fair and transparent manner.

The Company had engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e - voting process was started on Saturday, the 9th day of September, 2017 from 10.00 A.M. to Tuesday, the 12th day of September, 2017 upto 5.00 P.M. The e-voting results were unblocked by me on 13th September, 2017 at 12:04 P.M. in the presence of two witnesses.

At the 38th Annual General Meeting of the Company held on September 13, 2017, the Chairman of the meeting had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting/ballot paper to cast their votes.



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COMPANY SECRETARIES**

As on September 06, 2017, the cut-off date there were 21716 Shareholders of the Company which were entitled to vote on the resolutions placed for the approval of the shareholders through e voting/ ballot papers as well as poll conducted at the 38th Annual General Meeting of the Company. The Paid up Share Capital of the Company as on cut-off date was Rs. 214,980,500 divided into 21,498,050 equity shares of Rs. 10/- each.

The result of the E- voting together with that of the poll is as under:

ORDINARY BUSINESS

Resolution No. 1 – Ordinary Resolution for Adoption of Audited Financial Statement of the Company for the year ended March 31, 2017 on that date together with Directors and Auditors Report thereon

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
27	12268594	33	16118	12284712	99.9984	57.1434

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
1	100	1	100	200	0.0016	0.0009



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(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	12	10333	10333

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 2 – Ordinary Resolution for Re-appointment of Sh. Sunil Mahnot as Director (holding DIN No. 06819974) of the Company who retires by rotation and being eligible, offers himself for re-appointment

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
27	12268594	32	15818	12284412	99.9959	57.1420

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
1	100	2	400	500	0.0041	0.0023



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	12	10333	10333

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 3 – Ordinary Resolution for Appointment of M/s R S Modi & Co, as Statutory Auditor, to hold the office from the conclusion of this 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting and to authorize the Board of Directors to fix the remunerations

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
27	12268594	33	16118	12284712	99.9984	57.1434



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast(shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
1	100	1	100	200	0.0016	0.0009

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	12	10333	10333

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS

Resolution No. 4 – Ordinary Resolution for approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 of the Company



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COMPANY SECRETARIES**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast (shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up shares of the Company
27	12268594	31	15418	12284012	99.9927	57.1401

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot Papers	No. of votes cast (Shares) – Poll/Ballot Papers	Total no. of votes cast (shares) through E-voting and poll/Ballot Papers	% of total number of valid votes cast	% age of paid - up share capital of the Company
1	100	3	800	900	0.0073	0.0042

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll/Ballot papers	No. of votes cast (Shares) – Poll/Ballot papers	Total no. of votes cast through E-voting and poll/Ballot papers
-	-	12	10333	10333

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**

A Soft copy of record containing a list of equity shareholders who voted in E - voting process/ Ballot papers and Poll Process "For"/ "Against" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E -Voting, Ballot Papers and Poll were sealed and shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the Annual General Meeting and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

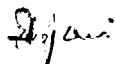
Yours Sincerely

**For DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**


DEEPAK KUKREJA
SCRUTINIZER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265



Date : September 14, 2017
Place : New Delhi


Signed by Chairman of the Meeting
Shri Sanjay Kumar Jain
(Managing Director)