

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
www.ttkprestige.com CIN : L85110TZ1955PLC015049

June 15, 2017

1) Bombay Stock Exchange

2) National Stock Exchange

Dear Sirs,

Sub: Minutes of the Proceedings of Postal Ballot.

Please find enclosed the Minutes of the proceedings of the Postal Ballot held on May 24, 2017.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,


K. Shankaran
Director & Secretary

A  Group Company

(Registered Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, Tamil Nadu. INDIA)

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MINUTES OF THE PROCEEDINGS HELD AT THE CORPORATE OFFICE OF THE COMPANY AT 11TH FLOOR , BRIGDE TOWERS, BANGALORE- 560 025 ON WEDNESDAY, THE 24TH MAY, 2017, AT 11.30 A.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT INCLUDING e-VOTING

PRESENT:

Mr.TT Jagannathan : Executive Chairman
Mr.V. Sundaresan : CFO
Mr. Parameshwar G Hedge : Practising Company Secretary as Scrutinizer.

Mr TT.Jagannathan, Chairman stated that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated 12th April, 2017 along with Postal Ballot Form and the self-addressed business reply envelope were sent to the Shareholders of the Company for obtaining their consent through Postal Ballot including e-Voting for the following item of the business:

(1) Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013.

The Board of Directors through Circular Resolution dated 12th April , 2017 approved the said Notice and also appointed Mr. Parameshwar G Hegde, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner.

As per the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company also provided the e-Voting facility to its Members to exercise their votes electronically. The e-Voting portal of M/s Karvy Computershare Private Limited, Hyderabad (R&TA.) for voting purpose was remained open from 9.00 hours, on Friday, the 21st April, 2017 to 17:00 hours, on Saturday, the 20th May, 2017 and thereafter, the same was disabled. The last date and time fixed for the receipt of Postal Ballot Forms was 17.00 hours, on Saturday, the 20th May, 2017.

The Scrutinizer after carrying out the scrutiny of the Postal Ballots received together with the results of e-Voting up to 17:00 hours, on Saturday, the 20th May, 2017, submitted a consolidated Report on Voting (Postal Ballot and e-Voting) on 23rd May, 2017 and the said Report was taken on record.

Based on the Scrutinizer's Report, Mr.TT. Jagannathan, Executive Chairman announced the Results of the Voting by Postal Ballot and e-Voting, as under:

SPECIAL RESOLUTION:

ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013:

Resolution No.1	Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013.			
	Special Resolution			
Particulars	Postal Ballot Forms	E-Votes	Total Votes cast	% to Total No. of Valid Votes cast
	Votes / Shares	Votes / Shares	Votes / Shares	
Total Valid votes	81,56,663	21,37,889	1,02,94,552	100
Voted in favour of the resolution	81,56,612	18,57,450	1,00,14,062	97.28
Voted against the resolution	51	2,80,439	2,80,490	2.72

The Executive Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 12th April, 2017 was passed by **Requisite Majority**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the modification to Articles of Association of the Company, a copy of which is available for inspection at the Registered Office of the Company and also available on the website of the Company www.ttkprestige.com/Investor Relations, be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

The Executive Chairman then directed the Company Secretary to:

- (i) intimate the results to and file necessary reports with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).
- (ii) file necessary e-Forms with the Registrar of Companies (ROC); and
- (iii) arrange the publication of the results on the Company's Website.

Place : Bangalore
Date : June 15, 2017


TT. JAGANNATHAN
Executive Chairman