

# DMK ASSOCIATES

## COMPANY SECRETARIES

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

To,

The Chairman,  
M/s T T Limited  
879, Master Prithvi Nath 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 36th Annual General Meeting of M/s T T Limited (the Company) held on 9<sup>th</sup> day of September, 2015**

Dear Sir,

The Board of the Company at its meeting held on 15<sup>th</sup> July, 2015 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 36<sup>th</sup> 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 5<sup>th</sup> day of September, 2015 from 10.00 A.M. to Tuesday, the 8<sup>th</sup> day of September, 2015 upto 5.00 P.M. The e-voting results were unblocked by me on 9<sup>th</sup> September, 2015 at 5:30 P.M. in the presence of two witnesses.



At the 36<sup>th</sup> Annual General Meeting of the Company held on September 9, 2015, the Chairman of the Company 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. For further details kindly refer to my Scrutinizer's report in the prescribed form MGT 13 dated **September 11, 2015**.

As on September 2, 2015, the cut-off date there were 22669 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 36th 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 21498050 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 Accounts for the year ended March 31, 2015 together with Directors and Auditors Report thereon**

**(I) VOTED IN FAVOUR 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
31	12187953	113	146582	12334535	99.99%	57.38%

**(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
0	0	6	517	517	0.01%	0.00%

**(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
		21	5093	5093

**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 Declaration of Dividend**

**(I) VOTED IN FAVOUR 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
31	12187953	116	146784	12334737	99.99%	57.38%



**(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
0	0	3	315	315	0.01%	0.00%

**(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
		21	5093	5093

**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 Re-appointment of Shri Sanjay Kumar Jain (holding DIN No. 01736303) as a Director of the Company**

**(I) VOTED IN FAVOUR 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

25	18782	113	146582	165364	99.57%	0.80%
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**(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	200	6	517	717	0.43%	0.00%

**(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
-	-	21	5093	5093

**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.

**Resolution No. 4 – Ordinary Resolution for Re-Appointment of M/s Dougar & Associates, Chartered Accountants as Statutory Auditor of the Company**

**(I) VOTED IN FAVOUR 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
30	12187753	114	146682	12334435	99.99%	57.37%

**(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	200	5	417	617	0.01%	0.00%

**(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
-	-	21	5093	5093

**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 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**SPECIAL BUSINESS**

**Resolution No. 5 – Ordinary Resolution for approval the remuneration of the Cost Auditors for the financial year ending March 31, 2016 of the Company**

**(I) VOTED IN FAVOUR 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
30	12187753	113	146582	12334335	99.99%	57.37%

**(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	200	6	517	717	0.01%	0.00%

**(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
-	-	21	5093	5093



**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. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 6 – Special Resolution for adoption the new set of Article of Association of the company as per Companies Act, 2013**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Member s 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
30	12187753	113	146582	12334335	99.99%	57.37%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Member s 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	200	6	517	717	0.01%	0.00%

**(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
		21	5093	5093

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 7 – Special Resolution for approval of the transaction with related parties under section 188 of the Companies Act, 2013**

**(I) VOTED IN FAVOUR 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
26	18982	110	146282	165264	99.51%	0.77%

**(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

0	0	9	817	817	0.49%	0.00%
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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
-	-	21	5093	5093

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 8 – Special Resolution to increase the Authorized Share capital and to alter the company capital clause in the Memorandum of Association**

**(I) VOTED IN FAVOUR 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
30	12187753	114	146682	12334435	99.99%	57.37%



**(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	200	5	417	617	0.01%	0.00%

**(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
-	-	21	5093	5093

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 9 – Special Resolution to authorize the Board of Directors to raise funds through issue of securities by way of Qualified Institutional Placement (QIP) / Right Issue of Equity Shares etc.**

**(I) VOTED IN FAVOUR 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
30	12187753	113	146582	12334335	99.99%	57.37%

**(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	200	6	517	717	0.01%	0.00%

**(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
-	-	21	5093	5093

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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 handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours Sincerely

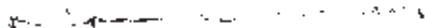
For DMK ASSOCIATES  
COMPANY SECRETARIES



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

Date : September 11, 2015  
Place : New Delhi

For T T LIMITED.



RIKHAB C JAIN  
CHAIRMAN  
DIN 01736379

Signed by Chairman, Shri Rikhab Chand Jain  
Chairman of the Meeting