

TTK Prestige Limited

Annual Report 2004-2005

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BOARD OF DIRECTORS

Shri.T.T.Jagannathan	Executive Chairman
Shri.T.T.Raghunathan	Vice Chairman
Shri. S. Ravichandran	Managing Director
Shri. Ajay I. Thakore	Director
Shri R. Srinivasan	Director
Dr. (Smt.) Latha Jagannathan	Director
Dr. (Smt.) Vandana R. Walvekar	Director
Shri R. Rajagopalachari	Director
Shri K. Shankaran	Director

STATUTORY AUDITORS

M/s. S.Viswanathan
Chartered Accountants
27/34, II Floor, Nandi Durg Road, Jayamahal Extension, Bangalore - 560 046.

COMPANY SECRETARY

K. Shankaran

REGISTERED OFFICE

No. 78, Old Madras Road
Dooravaninagar
Bangalore - 560 016.

CORPORATE OFFICE

11th Floor, Brigade Towers
135, Brigade Road
Bangalore - 560 025.

FACTORIES

No. 78, Old Madras Road Dooravaninagar,
Bangalore - 560 016.
82 & 85, Sipcot Industrial Complex, Hosur
Tamil Nadu - 635 126

BANKERS

1. Bank of Baroda
Corporate Financial Services Branch, HJS Complex, 1st Floor
No. 26, Richmond Road, Bangalore - 560 025.
2. Canara Bank, Corporate Service Branch
Shankaranarayana Building, M.G. Road, Bangalore 560 001

REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare (P) Limited
51/2, T.K.N. Complex
Vanivilas Road, Basavangudi Bangalore - 560 004.

BRANCHES

Ahmedabad, Bangalore, Chennai, Cuttack, Delhi, Ernakulam,
Ghaziabad, Goa, Guwahati, Hyderabad, Indore, Jaipur,
Jamshedpur, Kolkata, Ludhiana, Mumbai, Patna, Pune, Raipur,
Trichy & Vijayawada

TTK Prestige LIMITED

Registered Office: 78, Old Madras Road, Dooravani Nagar, Bangalore - 560 016

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Forty Ninth Annual General Meeting of **TTK PRESTIGE LIMITED** will be held at the registered office at 78, Old Madras Road, Dooravaninagar, Bangalore 560 016 **on Tuesday the 23 August, 2005 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2005 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend
3. To appoint a Director in place of Mr. Ajay I Thakore who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. (Mrs). Vandana R Walvekar who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Mr. K. Shankaran who retires by rotation and being eligible, offers himself for re-appointment
6. To appoint the Auditors of the Company for the ensuing year and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sec.198, 309, 311 & Schedule XIII and other applicable provisions of the Companies Act, 1956 the remuneration of Mr. S. Ravichandran – Managing Director of the Company as revised by the Board of Directors with effect from 1st October 2004 and as specified in the explanatory statement to this resolution be and is hereby approved".

"RESOLVED FURTHER THAT during any year of loss or inadequacy of profits, Salary, Allowances & performance bonus commission fixed by the Directors together with other perquisites shall be paid as minimum remuneration and that the Board of Directors be and are hereby authorised to make an application to the Central Government as may be necessary if such minimum remuneration exceeds the ceiling, if any, prescribed under Schedule XIII to the Companies Act, 1956 or any statutory modifications thereof".

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration and benefits of Mr. S. Ravichandran from time to time within the ceiling prescribed under Schedule XIII to the Companies Act, 1956, as may be in force from time to time".

8. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT during any year of loss or inadequacy of profits the salary, allowances and performance bonus commission together with other perquisites fixed by the Board of Directors and endorsed by the Remuneration Committee be paid to Mr S. Ravichandran – Managing Director as Minimum Remuneration for the period up to 4.2.2007 with effect from 1st October 2004 in accordance with the provisions of and subject to the ceiling prescribed for the time being under Schedule XIII to and other applicable Sections of the Companies Act, 1956 or any statutory modification(s) thereof from time to time and that the Board of Directors be and are hereby further authorized to apply to the Central Government in connection with the payment of Managerial Remuneration, if and when necessary".

By Order of the Board
For TTK Prestige Limited
K.SHANKARAN
Director & Secretary

Place: Mumbai
Dated: 20th June, 2005

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS SHALL REMAIN CLOSED FROM, 16th AUGUST, 2005 TO 23RD AUGUST, 2005 (BOTH DAYS INCLUSIVE)
3. Dividend on Shares as recommended by the Board of Directors, if declared at the meeting, will be paid to those shareholders whose names appear in the Register of Members as on 23rd August 2005.
4. Members are requested to bring their copy of the Annual Report to the Meeting.
5. Members are requested to intimate the Company, changes if any, in their registered address at an early date.

6. Those members who have so far not encashed their Dividend Warrants for the below mentioned financial years, may claim or approach the Company's Share Transfer Agents for the payment thereof as the same will be transferred to the **Investor Education and Protection Fund** of the Central Government, pursuant to Section 205C of the Companies Act, 1956 on the respective due dates mentioned there against. **Kindly note that after such date, the members will not be entitled to claim such dividend.**

<u>Financial Year Ended</u>	<u>Due Date of Transfer</u>
31st March, 1998	24-9-2005
31st March, 1999	14-9-2006
31st March, 2000	08-5-2007
31st March, 2001	20-9-2008

- 7i. Information required under Clause 49 VI A of the Listing Agreement with the Stock Exchange with respect to the Directors retiring by rotation and being eligible seeking reappointment is as under:

ITEM No. 3 – Re-appointment of Mr. Ajay I Thakore

Mr. Ajay I Thakore retires by rotation and is eligible for re-election.

Mr. Ajay Thakore is a qualified Chartered Accountant and a practising Advocate & tax consultant. He has been on the Board of the company since 25-11-1974.

He is the Chairman of Chandramouli Holding & Leasing (P) Ltd., and Director of Madhav Marbles & Granites Ltd.,

Mr. Ajay I Thakore is the Chairman of Remuneration Committee, and a member of Audit Committee of the Company.

The Resolution is commended for adoption.

None of the Directors except Mr. Ajay I Thakore is deemed to be interested in this Resolution

ITEM No. 4 – Re-appointment of (Dr.) Mrs. Vandana R Walvekar

Dr. (Mrs). Vandana R Walvekar retires by rotation and is eligible for re-election

(Dr.) Mrs. Vandana Walvekar is a Gynaecologist. She has been on the Board of the Company since 26-03-1975.

She is a member of Audit Committee & Remuneration Committee of the Company.

The Resolution is commended for adoption.

None of the Directors except Mrs. Vandana R. Walvekar is deemed to be interested in this Resolution.

ITEM No. 5 – Re-appointment of Mr. K. Shankaran

Mr. K. Shankaran retires by rotation and is eligible for re-election.

Mr. K. Shankaran is a qualified Cost & Management Accountant and Company Secretary and he has been the whole time Secretary of the Company since 1990. He was inducted into your Board from 1993.

Mr. K. Shankaran is also on the Board of TTK Healthcare Limited, Prestige Housewares (India) Limited, TTK Healthcare Services (P) Ltd, TTK Services (P) Limited, Prestige Health Administrator (P) Ltd and Mantra Inc. USA.

He is a member of Shareholders'/Investor Grievance Committee of the Company and Chairman of Audit Committee and a member Shareholders'/Investor Grievance Committee & Remuneration Committee of TTK Healthcare Limited.

The Resolution is commended for adoption.

None of the Directors except Mr. K. Shankaran is deemed to be interested in this Resolution.

ITEM No. 7 – Revision in remuneration of Mr. S. Ravichandran

Mr. S. Ravichandran was appointed as Managing Director for a period of 5 years from 5th February 2002. He is being paid the remuneration as per the terms approved by the shareholders at the meeting held on 24th September 2003. The terms carried a basic salary of Rs.80,000 per month together with allowances and perquisites. The Remuneration Committee of the Board recommended revision in the pay of Mr. S. Ravichandran effective from 1st October 2004. The Board of Directors considered the recommendation of the Remuneration Committee and revised the remuneration payable to Mr. S. Ravichandran as follows with effect from 1st October 2004

A. Salary	Rs. 1,25,000 per month in the pay scale of Rs.60,000 – Rs.2,00,000
B. 1) Housing	House Rent Allowance of 60% of the salary over and above 10% payable by the appointee.
2) Gas, Electricity & Water	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary.
3) Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependants.
4) Leave Travel Assistance	For self and family, to and fro Airfare to any place in India once a year.
5) Club Fees	Fees for two clubs not including admission and life membership fee.
6) Personal Accident Insurance	Personal accident cover, as per the rules of the company.
C. Other Benefits	
1. Provident Fund contribution	As per rules of the company.
2. Superannuation contribution	As per rules of the company.
3. Leave and Leave encashment benefits	As per rules of the company.
4. Gratuity	As per rules of the company
D. 1. Car	Free use of Company maintained car with driver
2. Telephone	Telephone at residence
E. Performance Bonus Commission	A commission of 1% on the net profits of the company as declared in the Audited Annual Report of the Company

All other terms and conditions remain the same.

The above revision is in line with the industry practices and commensurate with the qualifications, experience and performance of the appointee.

Except Mr.S. Ravichandran, none of the directors is interested in this resolution.The resolution is commended for adoption.

ITEM No. 8 –Payment of Minimum remuneration to Mr. S. Ravichandran

The provisions of Schedule XIII to the Companies Act, 1956 prescribes certain guidelines for payment of Minimum Remuneration as fixed by the Board of Directors which are as follows:

- a. The minimum remuneration is approved by a resolution passed by the Remuneration Committee.
- b. The company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person.
- c. Prescribed particulars are furnished to the shareholders
- d. A Special resolution is passed by the Shareholders at a General Meeting approving the remuneration for three years.

The remuneration committee has approved the revision in remuneration to Mr. S. Ravichandran with effect from 1st October 2004 and necessary particulars as required under Schedule XIII to the Companies Act, 1956 are provided in the annexure to this Notice. The resolution will be in force till 4th February 2007.

The company has not defaulted in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person.

To ensure that the minimum remuneration as fixed by the Board of Directors and approved by the shareholders is paid to Mr.S.Ravichandran this special resolution is placed before the General Meeting of the Company.

Except Mr.S. Ravichandran none of the directors is interested in this resolution.The resolution is commended for adoption.

By the Order of the Board
K.Shankaran
Director & Secretary

Mumbai
Dated: 20th June, 2005

STATEMENT SHOWING THE DETAILS AS REQUIRED UNDER SCHEDULE XIII TO THE COMPANIES ACT, 1956

(In connection with Item No.7 of the Notice/Explanatory Statement)

I. GENERAL INFORMATION			
1. Nature of Industry	Manufacture and Marketing of Pressure Cookers, Non-stick Cookware, Gas Stoves & Domestic Kitchen Appliances.		
2. Date or expected date of commencement of commercial production	An existing Company.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	N.A.		
4. Financial performance based on given indicators	N.A.		
5. Export performance and net foreign exchange earnings	Export Rs. lacs	Import Rs. lacs	Net Foreign Exchange Earnings Rs. lacs
2004 - 2005	2466	982	1484
6. Foreign Investments or collaborators, if any.	None		
II INFORMATION ABOUT THE APPOINTEE:			
1. Background details	Mr. S. Ravichandran is an experienced and qualified professional having qualified in the field of Mechanical Engineering from the Indian Institute of Technology, Chennai and is a Management Graduate from the Indian Institute of Management, Ahmedabad. He has been on the Board of the Company for the last 8 years.		
2. Past remuneration	Refer Annexure I – Column I		
3. Recognition or awards			
4. Job profile and his suitability	He is the Managing Director of the Company in charge of the day to day overall management of the company and shall discharge such functions as entrusted by the Board of Directors from time to time. He possesses the necessary qualification and experience to discharge the functions of a Managing Director.		

5. Remuneration proposed	Refer Annexure I – Column 2
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration package is in line with the nature of the industry, size of the Company, profile of the person and the responsibilities entrusted
7. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	None
III OTHER INFORMATION	
i) Reasons for loss or inadequate profits	Though the company incurred a net loss of Rs.11.47 Crores during the year 2002-03, has recovered in the year 2003-04 by making a profit of Rs.21.31 lakhs. Performance in 2004-05 has also improved with a Net Profit of Rs.3.85 Crores. Though the losses incurred in 2002-03 was adjusted against General Reserves of the company, provisions of Sec.348 and 349 of the Companies Act, 1956 require the adjustment of these losses against the profits made in the subsequent years for determining the profits to compute the remuneration to Managerial Personnel. Though the company has turned profitable, it will take a couple of years to wipe out the above deficit as contemplated under Sec.348 and 349 of the Companies Act, 1956.
ii) Steps taken or proposed to be taken for improvement	The company has already initiated implementation of the strategy since 2002 and the strategy is paying for. The strategy includes introduction of new products and improved products at frequent intervals, brand extension, setting up of exclusive showrooms, total cost management etc. The shareholders are also requested to refer to the Managements' Discussion & Analysis Report included in Directors' Report for further details.
iii) Expected increase in productivity and profits in measurable terms	The company has made a profit of Rs.3.85 Crores before tax during the year 2004-05. The company expects to improve upon this performance in the coming years. The company expects to grow at 15% to 20% per annum.
IV DISCLOSURES	
	The details of the remuneration package of Mr. S. Ravichandran are furnished in Annexure I. The other disclosures required are furnished under the Column "Disclosures" in our Report on Corporate Governance.

REMUNERATION DETAILS OF MR.S.RAVICHANDRAN, MANAGING DIRECTOR

	Past	Proposed wef. 1-10-2004
A. Salary	Rs.80,000 per month	Rs.1,25,000/- per month in the pay scale of Rs.60,000 – Rs.2,00,000
B. 1) Housing	House Rent Allowance of 60% of the salary over and above 10% payable by the appointee.	Same
2) Gas, Electricity & Water	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary.	Same
3) Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependants.	Same
4) Leave Travel Assistance	For self and family, to and fro Airfare and other related expenses to any place in India once a year.	Same
5) Club Fees	Fees for two clubs not including admission and life membership fee.	Same
6) Personal Accident Insurance	Personal accident cover, as per the rules of the company.	Same
C. Other Benefits 1. Provident Fund contribution 2. Superannuation contribution 3. Leave and Leave encashment benefits 4. Gratuity	As per rules of the company. As per rules of the company. As per rules of the company As per rules of the company	Same
D. 1. Car 2. Telephone	Free use of Company maintained car with driver Telephone at residence	Same
E. Performance Bonus Commission	As agreed to between the Board of Directors and the appointee subject to the ceiling on remuneration as per Schedule XIII to the Companies Act, 1956. The above remuneration exclusive of Performance Bonus shall be paid as minimum remuneration in the year of loss or inadequacy of profits. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule XIII to the Companies Act, 1956, the company shall seek permission of Central Government as may be necessary in accordance with provisions governing payment of remuneration in force at the relevant point of time. The appointment is terminable by three month's notice or by a payment of three month's salary in lieu of notice by either party.	A commission of 1% on the net profits of the company as declared in the Audited Annual Report of the company. The above remuneration including Performance Bonus Commission shall be paid as minimum remuneration in the year of loss or inadequacy of profits. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule XIII to the Companies Act, 1956, the company shall seek permission of Central Government as may be necessary in accordance with provisions governing payment of remuneration in force at the relevant point of time. Same

Date :

Mail this form to:

Karvy Computershare (P) Limited

Unit: TTK Prestige Limited.

T.K.N. Complex, No. 51/2, Vanivilas Road

Basavanagudi, Bangalore – 560 004

Dear Sirs.

MANDATE FORM – ELECTRONIC CLEARING SERVICE (ECS)

I hereby consent to have the amount of dividend on my equity shares credited through the Electronic Clearing Service (Credit Clearing) - (ECS). The particulars are :

1.	Shareholder's Name:	
2.	Client Id/ Folio No.	
3.	D.P.Id	
4.	Address	
5.	Particulars of Bank Account	
	a) Bank Name	
	b) Branch Name & Address	
	c) 9-Digit Code Number of the Bank appearing on the MICR Cheque issued by the Bank	
	d) Account No. (As appearing in the Cheque Book)	
	e) Account Type (SB/CA/CC)	
6.	Date from which the mandate should be effective	

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information. I/We shall not hold the Company responsible. I also undertake to advise changes, if any in the particular of my account to facilitate updation of records for purposes of credit of dividend amount through ECS.

Signature of the shareholder (s)

- Note:
1. Please complete this form and send it to Karvy Computershare (P) Limited.,
 2. In case of more than one client Id /Folio please complete the details on separate sheets
 3. ECS facility, at present may be availed by Members for a dividend amount upto Rs.5,00,000
 4. Subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time
 5. Please inform your depository Participant (DP) of any changes in Bank Account details

Bank's Stamp

Date

(Signature of the Authorised Official of the Bank)

DIRECTORS' REPORT

(Including Managements' Discussion and Analysis Report)

Your Directors have pleasure in presenting their Forty-Ninth Annual Report, together with the Audited Accounts of the Company, for the year ended 31st March 2005 as follows:

FINANCIAL RESULTS

(Rupees in lakhs)

	2004-05	2003-04
Sales (inclusive of excise duty)	18937	14611
Other income	245	635
Profit/(Loss) before tax	385	55
Net Tax Provision/(Tax credit)	4	34
Net Profit/(Loss)	381	21
Transfer to General Reserve	39	0
Proposed Dividend (including tax)	256	0
Surplus carried to balance sheet	86	21

REVIEW OF PERFORMANCE

Your company maintained the growth rate of around 30% during the financial year 2004-05 also registering an all time high turnover of Rs 189 crores. This has been achieved against heavy odds like erratic southwest monsoon, tsunami disaster and the reluctance of the trade to buy the products during the last quarter owing to uncertainties over the impending VAT regime. Your Company scaled new peaks in each of its key product category and in most of its markets.

The turnaround in the operating performance witnessed in the last year has been vastly improved upon. Your Company made a pre-tax profit of Rs.3.85 crores (PY Rs. 0.55 crores) but after taking into account one time non-recurring expenses to the tune of Rs.5.76 crores and also after taking credit for Rs.2.42 crores on transfer of property/ investments. Thus the operating profitability of the Company has been vastly improved. After providing for Minimum Alternate Tax and taking credit for deferred tax asset the profit after tax amounted to Rs. 3.81 crores.

The free cash generated by your Company also improved significantly thus resulting in significant reduction in borrowings. This has prompted your Board to recommend payment of dividend after a gap of three years.

MANAGEMENTS' DISCUSSION AND ANALYSIS

A. INDUSTRY SCENERIO

The general trend of turnaround in the overall domestic Economy witnessed in 2003-04 continued in the year 2004-05 also. The pressure on oil prices and increase in the rate of inflation did have some impact on disposable income of the consuming public.

Your Company operates in the Kitchen Appliances segment with a wide range of product categories namely Pressure Cookers, Non-stick Cookware, Gas Stoves and Domestic Kitchen Electric Appliances. The key product category is Pressure Cookers which is shared amongst organised National Branded players, Regional Brands and unorganised players the later two accounting for nearly half of the market. The share of the Regional Brands and unorganised players has been growing in the last five years.

After three years of high Excise Duty regime of 16% till 2002-03, the Pressure Cooker industry has been recovering since 2003-04 and the industry got somewhat consolidated in 2004-05 due to reduction of Duty from 16% to 8% since 1.3.2003. But the industry has to go a long way to recoup the losses suffered during the three years of high excise duty impact as well as other recessionary factors.

The other product categories namely Cookware, Stoves and Domestic Kitchen Electrical Appliances too have similar market structure as Pressure Cookers but the share and role of regional Brands and unorganised players is more pronounced.

Pressure Cookers and nonstick cookware were unwarrantedly subject to high incidence of sales tax in various States till 31.3.05. Under the VAT regime the VAT rate has been pegged at 4% since 1.4.05 and this will go a long way in helping the manufacturers as well as the consumers. However this favourable impact is restricted to States, which have adopted VAT. The new levy of Fringe Benefit Tax will have an adverse impact on the net profits of the entire business community including your Company.

B. OPPORTUNITIES AND THREATS

Your Company's strengths are derived from its Brand, manufacturing and developing expertise in Pressure Cookers and Non Stick Cookware, distribution and service capabilities. Your Company is in the process of strengthening its outsourcing capabilities.

i. Brand Opportunity

In the last four years your Company's Brand Prestige has been successfully extended beyond Pressure Cookers to cover a wide range of products like cookware, Gas Stove, domestic kitchen electrical appliances etc., and now your company is in the process of consolidating this extension. This extension opportunity is being tapped without losing focus on Pressure Cookers but simultaneously increasing the dominance in the Pressure Cooker market. Actually other products ride on this wave. Your Company, which used to be a single product Company, now has de-risked itself from being a single product Company by this Brand extension exercise. This brand extension has also enabled your Company to tap new geographies within the domestic market with its new products. The strategy is to motivate the consumer to go for a '**Smarter Kitchen**' with Prestige Branded products and offer **Total Kitchen Solutions** to the discerning consumer.

ii. Threat from unorganised players

The organised players like your company do encounter threats from Regional Brands and unorganised sector from time to time with their abysmally low priced products. Since such unrealistically low pricing is unviable and uneconomical the mortality of such brands and players is also frequent. Your company's strategy is to continue to deliver well-differentiated high quality products and introduce new features and new models from time to time and live up to the reputation of delivering 'value for money' in terms of quality, features, styles and appearance for each of the relevant customer segments. Your company's strength in product development and manufacturing as well as sourcing comes into play to deliver these differentiated products. Notwithstanding all these efforts it has become necessary to increase the Advertisement and promotion support to educate the customers to go in for only quality products.

iii. The Direct Retail opportunity through Prestige Smart Kitchens:

As mentioned in the previous reports your company brought in the Direct Retail concept by establishing exclusive Company franchisee showrooms under the name and style "**Prestige Smart Kitchen**". The first store was launched in June 2003 and at the end of March 04 your Company had established 18 stores in the South. During the year your company opened such stores not only in South but also in West and North and by the end of 31st March 2005 the strength rose to 51 stores. These galleries offer the entire range of your Company's brands and products in a modern ambience and hence are able to draw significant customer footfalls. A normal dealer has the constraint of space and investment in stocking all the ranges and models of the various products of your Company. He may also be limited by the profile of the customers to whom he caters. All these limitations are removed in the Prestige Smart Kitchen strategy. Your company will be pursuing this retail concept aggressively.

Your Company continues to maintain healthy relationship with its traditional dealer net work and the retail concept as mentioned above is complementary to this network and in fact has further increased the demand for your products from the traditional dealer system. The traditional dealer system has started ordering products and ranges, which they have been hesitating to stock in the past. The combination of the well-oiled traditional dealer network with Prestige Smart Kitchens is designed interalia to stay ahead of the competition whether from organised players or unorganised players.

iv. Other Domestic Opportunities:

The rural market presents a great opportunity. Your company is still in the pilot stage as the Southern States continue to be affected by one natural disaster or the other:

The aggressive distribution of domestic gas connections by various oil companies presents an opportunity to follow the new connections with your Company's stoves and other products. Your company has entered in to an agreement with Bharath Petroleum Corporation Ltd., whereby their dealers will be encouraged to source your Company's products. Such initiatives can help your Company to tap markets whether urban, semi-urban or rural, which hitherto have not been tapped.

v. Export Opportunity and threats/challenges thereof:

While exports present a great opportunity, continued stressed economic scenario in international markets especially in USA will have to ease before your Company can achieve substantial penetration. Your company's ability to make new product offerings has opened several new avenues for exports in Europe and UK. Your Company's strategy to broad base the export market is paying dividends and your Company is no more over dependent on the US market for exports. However weakening dollar and competition from countries like China is having its impact on margins. In addition frequent reorganization of key retail chains including rationalization of the chain as well as buying departments has led to uncertainties in the buying plans of US customers which leaves adverse impact on supply chain issues.

C. PERFORMANCE BY SECTOR AND PRODUCTS;

Your company operates in a single segment-Kitchen Appliances. The products include Pressure Cookers, Non-stick Cookware, Kitchen Electrical Appliances and Gas Stoves. The turnover of these product categories is given in the following table.

(In Rupees Lakhs)

	2004-05			2003-04		
	Domestic	Export	Total	Domestic	Export	Total
Pressure Cookers	9717	2463	12180	7880	1590	9470
Non-stick Cookware	2424	43	2467	1916	18	1934
Kitchen Electric Appliances	1136	—	1136	1025	—	1025
Gas Stoves	1766	—	1766	762	—	762
Others	1336	52	1388	1337	83	1420
Total	16379	2558	18937	12920	1691	14611

Your company registered a substantial volume as well as value growth in 2004-05 over the preceding year 2003-04 in the domestic as well as export markets. Your Company was able to sustain the 30% growth in the second successive year mainly due to the good response for the new products and value added products in every category both in the domestic and export markets. It may be recalled that the number of new variants and stock keeping units introduced by your company in all its product categories during the year 2003-04 was more than fifty. In 2004-05 your Company further expanded the range by introducing Handi Pressure Cookers in aluminum, stainless steel and anodized forms for the domestic market and English Curry Pan for the UK market. The growth in the last two years can be largely attributed to the new products. The establishment of Prestige Smart Kitchens across the Southern and Western parts of the country also significantly helped the growth in domestic sales.

Your company's revitalised trade and distribution policy also has given impressive results in the form of reduced receivable cycle, improved retail off take thus reducing the market stocks etc.

As regards exports your Company grew by 50% thanks to the penetration of UK market with the new product range. The Prestige branded products sold in the Middle East and African markets under license also registered significant gains. Your Company has made a beginning in balancing its exports over several Geographies. During the current year i.e. 2005-06 your Company has secured the license to sell Prestige branded products in the US market covering the ethnic Indian segment.

D. OUTLOOK

During the last two years, your company recouped most of its market share lost in the previous years to unorganized players and regional brands. Your Company will more aggressively pursue its revamped domestic product and market policy to get better growth. Your Company is also launching its modular kitchens during 2005-06, which can add to the turnover. With aggressive efforts being put in getting new customers in export market your Company expects to maintain the export performance in spite of severe competition and constant reorganization of retail chains and their management.

E. RISKS AND CONCERNS

The various facts presented in the Industry Scenario and Opportunities and Threats section represents the risks and concerns faced by your Company. The broad strategy to overcome these risks and concerns has also been outlined in the section "Opportunities and Threats".

F. FINANCES AND INTEREST RATE STRUCTURING

During the year there was no change in the equity capital. Your company reduced its Borrowings by Rs. 13 Crores including utilization of securitisation of receivables limit.

Your company's debt portfolio has a well-balanced mixture of foreign currency and rupee borrowings both long-term and short-term thus yielding a low interest bearing debt portfolio. The interest burden which was around Rs.9.21 crores in the last year was brought down to Rs. 6.36 crores.

G. INVESTMENTS

The company made no fresh investments during the year. Your Company further divested investments in Group Companies. During the first quarter of 2005-06 the investments made in TTK Services Ltd was also encashed, which brought in cash of Rs. 1.30 crores. With this your company has dealt with all its unrelated investments.

H. INTERNAL CONTROL SYSTEMS

Your company is continuously improving the internal control system in all the areas of operation including the effective monitoring of Prestige Smart Kitchens established across the length and breadth of the country.

I. DEVELOPMENTS IN HUMAN RESOURCES

The direct employment strength stood at 708 as compared to 704 in the previous year. Improved training and development programmes are in place to achieve improved productivity in all departments. Industrial relations were cordial throughout the year. Your company maintained its morale of human resource at the highest level, which enabled the growth possible.

MANTTRA, INC.

The wholly owned US subsidiary Manttra Inc maintained its performance at the last years level i.e. around Rs.16.67 crores (PY Rs.17.89 crores) and made a profit of Rs.21 lakhs. (PY Re.1 lakh). Continuous reorganization in major retail chains has rendered the buying plans somewhat unpredictable and impacted the off take as well as inventory levels. The investment in the subsidiary is long term in nature and hence your Board of Directors do not consider it necessary to make any provision for investments made in the subsidiary.

The Annual Report of the subsidiary and the statement as required under Section 212 of the Companies Act, 1956 are annexed to this Annual Report.

DIRECTORS

Mr. Ajay I Thakore, Dr. (Mrs.) Vandana Walvekar and Mr. K. Shankaran retire by rotation and are eligible for re-election. The information on these retiring directors is provided in the Notice calling the Annual General Meeting.

FIXED DEPOSIT

The Public Deposits aggregated to Rs.420 lakhs as on 31st March 2005. There were no unclaimed deposits which remained unpaid as on that date.

DIVIDEND

Your directors recommend payment of a dividend of Rs.2 per share for the financial year 2004-05.

FUTURISTIC STATEMENTS

This Directors Report and the Management Discussion and Analysis included there in may contain certain statements, which are futuristic in nature. Such statements represent the intentions of the management and the efforts being put in by them to realize certain goals. The success in realizing these goals depends on various factors both internal and external. Therefore, the investors are requested to make their own independent judgments by taking into account all relevant factors before taking any investment decision.

CORPORATE GOVERNANCE

Report on Corporate Governance is separately presented as part of the Annual Report. Management Discussion and Analysis is included in this Directors' Report in the preceding sections.

EMPLOYEES

The provisions of Sec.217 (2A) of the Companies Act regarding furnishing particulars of employees are not applicable for the year under report.

AUDITORS

M/s. S. Viswanathan, Chartered Accountants retire at the ensuing Annual General Meeting and are eligible for reappointment.

LISTING

Your company's shares are listed in the Bombay Stock Exchange and National Stock Exchange and the listing fees for these two exchanges have been paid.

FOREIGN EXCHANGE EARNINGS

The details of foreign exchange earnings and outflow are given in the annexure to the Directors' Report.

CONSERVATION OF ENERGY AND RESEARCH AND DEVELOPMENT

The measures related to conservation of energy, etc., are covered in detail in annexure to this Report pursuant to Section 217(1)(e) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Sec 217(2AA) of the Companies Act, 1956 your directors confirm

1. that in the preparation of the Annual Accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
2. that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
3. that they have taken proper and sufficient care for the maintenance of adequate Accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. that they have prepared the annual accounts on a Going concern basis.

ACKNOWLEDGEMENTS

Your Directors deeply appreciate and acknowledge the significant and continued co-operation given to your Company by the Bankers, Financial Institutions and the employees of the Company.

Registered Office:
78, Old Madras Road
Dooravaninagar
Bangalore 560 016

For and on behalf of the Board

(T.T.JAGANNATHAN)
CHAIRMAN

Place: Mumbai

Dated: 20th June 2005.

Information as per Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 for the year ended 31st March 2005.

A. CONSERVATION OF ENERGY AS PER FORM A - Not Applicable.

B. PARTICULARS AS PER FORM B – RESEARCH & DEVELOPMENT

Constant efforts are made to improve the quality of the product and upgrade the Manufacturing Process of all the products of the Company. During the year three design registrations have been received. The Company made one design application and one patent application during the year. Subsequent to the end of the financial year the Company filed 6 design applications.

C. FOREIGN EXCHANGE EARNINGS & OUTFLOW

1) Inflow		
Export of Goods (FOB)	-	Rs.2464 lakhs
2) Outflow		
Import of Goods & Others	-	Rs.982 lakhs

Registered Office:
78, Old Madras Road
Dooravaninagar
Bangalore 560 016

For and on behalf of the Board

(T.T.JAGANNATHAN)
CHAIRMAN

Place: Mumbai

Dated: 20th June 2005.

REPORT ON CORPORATE GOVERNANCE

1. Philosophy

In line with the tradition of the TTK Group, the Board of Directors of TTK Prestige Limited view their role as trustees of the various stakeholders and the society at large and it is their endeavour to observe best Corporate Governance practices which inter-alia include transparency, accountability, and fairness in all dealings and pursuing a policy of appropriate disclosures and communication.

It is the philosophy of the Board that the company continues to follow fair business and organisational practices to fulfill the mission of Quality Consumer Products at affordable prices and in the process deliver long term sustainable shareholder value. It is also the philosophy of the Board that practice of Corporate Governance should travel beyond statutory requirements and further encompass social responsibilities.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the company.

2. Board of Directors

The Board consists of 9 Directors. The composition of the Board conforms to the Listing Agreement as per the details given below:

Category	Name of the Director
Promoter /Executive Director	Mr. T T Jagannathan Executive Chairman
Promoter/Non-Executive Directors	Mr. T.T. Raghunathan Dr. (Mrs.) Latha Jagannathan
Non-Promoter/ Independent, Executive Directors	Mr. S. Ravichandran (Managing Director) Mr. K. Shankaran (Director & whole-time Secretary)
Non-Executive Independent Directors	Mr. Ajay IThakore Mr. R. Srinivasan Mr. R. Rajagopalachari Dr. (Mrs.) Vandana Walvekar

3 Board Meetings, Attendance and other directorships.

The company held 7 Board meetings during the period 1-4-2004 to 31.3.2005. The dates of the meetings are 26th May, 2004, 25th June, 2004, 26th July, 2004, 27th September, 2004, 21st October, 2004, 28th January, 2005. The attendance particulars are as follows:

Name of the Director	Attendance Particulars		No. of other directorships and committee member/chairmanship		
	Board Meetings	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. T T Jagannathan	6	Yes	6*	-	-
Mr. T T Raghunathan	3	No	4	-	-
Dr. (Mrs.) Latha Jagannathan	5	Yes	1	-	-
Mr. Ajay IThakore	3	No	2	-	-
Mr. R. Srinivasan	4	No	11	4	4
Dr. (Mrs.) Vandana Walvekar	3	No	-	-	-
Mr. S. Ravichandran	5	Yes	2*	-	-
Mr. K. Shankaran	6	Yes	3*	2	1
Mr. R. Rajagopalachari	6	Yes	-	-	-

Other directorship does not include private companies.

*includes directorship of one overseas subsidiary.

4. Audit committee:

Audit Committee consists of three independent directors namely, Mr. R.Rajagopalachari, Mr. Ajay I Thakore and Dr. (Mrs) Vandana Walvekar. Mr. K. Shankaran – Director & Whole time Secretary is assisting this committee. Mr. R. Rajagopalachari is the Chairman and in his absence Mr. Ajay I Thakore will chair the meetings. The composition of the committee meets with the requirements of Sec.292A of the Companies Act, 1956 as well as with the provisions of the Listing Agreement.

The terms of reference to the Audit Committee include review of Annual financial statements before submission to the Board, overseeing all financial reporting process, recommendation of appointment/removal of Auditors and their remuneration, review of adequacy of Management Audit, Internal Audit and Internal control systems, and looking into reasons for substantial defaults in repayment of deposits or non-payment of declared dividends.

The Audit Committee met 4 times during the year. Mr. R. Rajagopalachari, Mr. Ajay I Thakore & Dr. (Mrs) Vandana Walvekar attended all the meetings.

5. Remuneration Committee:

Remuneration Committee consists of four independent directors namely, Mr. Ajay I Thakore, Mr. R. Srinivasan, Mr. R. Rajagopalachari, and Dr. (Mrs) Vandana Walvekar. Mr. Ajay I Thakore is the Chairman.

The scope of the Remuneration Committee *inter alia* includes the determination on behalf of the Board / shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment.

The Board shall from time to time provide requisite guidelines / scope of work for the Remuneration Committee and the Committee will discharge such other functions as are required under the provisions of the Listing Agreement and the Companies Act, 1956.

The Remuneration Committee met during October 2004 to consider the revision of remuneration to Mr. S. Ravichandran – Managing Director and all the members were present.

6. Directors' Remuneration

The details of remuneration paid to whole-time directors for the year 2004-05 are as follows:

Name/Designation	Salary	HRA and other allowances	Contribution to PF and other funds	Performance Bonus Commission	Total	Tenure of appointment
TT Jagannathan Executive Chairman	1200000	488266	434000	-	2122266	5 years from 1st July 2003.
S. Ravichandran Managing Director	1230000	1154744	444850	379600	3209194	5 Years from 5th Feb 2002

The company paid sitting fees of Rs.5,000/- per meeting of the Board/Committee, attended to each of the non-executive directors during the 2004-05.

7. Particulars of Directors appointed/re-appointed.

1. Mr. Ajay I Thakore

Mr. Ajay I Thakore retires by rotation and is eligible for re-election.

Mr. Ajay I Thakore is a qualified Chartered Accountant and a practising Advocate & tax consultant. He has been on the Board of the company since 25-11-1974.

He is the Chairman of Chandramouli Holding & Leasing (P) Ltd., and a Director of Madhav Marbles & Granites Ltd.,

Mr. Ajay I Thakore is the Chairman of Remuneration Committee, and a member of Audit Committee of the Company.

2. Dr. (Mrs) Vandana Walvekar

Dr. (Mrs). Vandana R Walvekar retires by rotation and is eligible for re-election

(Dr.) Mrs. Vandana Walvekar is a Gynaecologist. She has been on the Board of the Company since 26-03-1975.

She is a member of Audit Committee & Remuneration Committee of the Company.

3. Mr. K. Shankaran

Mr. K. Shankaran retires by rotation and is eligible for re-election.

Mr. K. Shankaran is a qualified Cost & Management Accountant and Company Secretary and he has been the whole time Secretary of the Company since 1990. He was inducted into your Board from 1993.

Mr. K. Shankaran is also on the Board of TTK Healthcare Limited, Prestige Housewares (India) Limited, TTK Healthcare Services (P) Ltd, TTK Services (P) Limited, Prestige Health Administrator (P) Ltd and Mantra Inc. USA.

He is a member of Shareholders'/Investor Grievance Committee of the Company and Chairman of Audit Committee and a member Shareholders'/Investor Grievance Committee & Remuneration Committee of TTK Healthcare Limited.

8. Shareholders'/Investors' Grievance Committee

This committee consists of Mr. TT Jagannathan, Mr. S Ravichandran, Dr. (Mrs) Latha Jagannathan and Mr. K Shankaran. This committee is chaired by Dr. Latha Jagannathan, a non-executive director. The committee's scope includes issue of duplicate share certificates, overseeing of process of redressal of investor grievances and the performance of the Registrars and Share Transfer Agents. The power to approve share transfers is delegated to Mr. K Shankaran, Director and a few other executives of the company. Share transfers are approved on a weekly basis.

The Board has designated Mr. K. Shankaran, Director and Company Secretary, as the Compliance Officer.

The total number of complaints received and replied to the satisfaction of shareholders during the year under review, was 19. No requests for dematerialisation were pending for approval as on 31st March, 2005.

The committee met once during the year.

9. General Body Meetings

Location and time for last 3 Annual General Meetings were:

Year	Location	Date	Time
2001-02	NDK Kalyana Mandira, 13th Main, HAL II Stage, Bangalore	23.9.2002	10.30 a.m.
2002-03	78, Old Madras Road, Dooravaninagar, Bangalore	24.9.2003	11.00 a.m.
2003-04	78, Old Madras Road, Dooravaninagar, Bangalore	27.9.2004	11.00 a.m.

No special resolutions requiring postal ballot were put through last year, or being put through in the ensuing General Meeting.

10. a. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors of the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company. The Director interested contract, if any, is entered in the Register of Contracts and placed before the Board of Directors.

b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:

None

11. Means of Communication

While the Annual Report is sent to household address of shareholders, quarterly results are published in Economic Times (All India Edition) OR Business Standard (All India Edition) OR Financial Express OR Business Line OR Indian Express & Kannada Prabha and are also available on Company's website www.ttkprestige.com and SEBI's website www.sebidifar.nic.in

From the year 2002-03, we have started communicating the half-yearly results to the household address of the shareholders. All other communications of the company related to the developments of the company are communicated to Stock Exchanges, Press and also published on the website of the company.

Management Discussion Analysis Report is separately provided in this Annual Report as part of Directors' Report.

12. General Shareholder Information.

12.1 Annual General Meeting

- Date and Time August 23, 2005 at 11.00 a.m.
- Venue 78, Old Madras Road, Dooravaninagar, Bangalore - 16

12.2 Financial Calendar

Annual General Meeting	August 23, 2005
Quarterly Results - 30.6.2005	Last week of July, 2005
Quarterly Results - 30.9.2005	Last week of October, 2005
Quarterly Results - 31.12.2005	Last week of January, 2006
Quarterly Audited/Annual Results - 31.3.2006	Last week of June, 2006

12.3 Book Closure date

16 August 2005 to
23 August 2005 for AGM

12.4 Dividend payment date

Rs 2/- per share subject to the approval of the shareholders at the AGM, will be paid on or before
19-09-2005

12.5 ECS Mandate

Shareholders are advised that receipt of dividend through Electronic Clearing Service (ECS) is a safe & faster mode of receiving dividend and will help to prevent fraudulent encashment of dividend warrants. The ECS mandate form is attached with the notice and shareholders who desire to receive dividend through ECS can fill in the same with accurate particulars and send to Registrar to Karvy Computershare (P) Ltd.

12.6 Listing of Equity Shares on the Stock Exchanges at

Your Company's shares are listed in Mumbai Stock Exchange and National Stock Exchange and the annual listing fees for these two stock exchanges have already been paid.

12.7 (a) Stock Code

Trading Symbol & Code
Bombay Stock Exchange
Trading Symbol N.S.E

- TTK PRESTIGE - 517506
- TTKPRESTIG EQ

(b) Demat ISIN Numbers in NSDL & CDSL

- ISIN No. **INE690A01010**

12.8 Stock Market Data (National Stock Exchange)

Month	High	Low	Volume
April 2004	19.65	13.00	91468
May 2004	17.95	12.00	53420
June 2004	16.50	13.45	54159
July 2004	15.90	13.50	90031
August, 2004	18.20	14.00	215593
September 2004	32.00	16.75	1916547
October 2004	28.00	20.05	122046
November 2004	37.90	27.25	559803
December 2004	46.50	32.90	1514830
January 2005	42.00	31.00	296420
February 2005	40.50	32.40	219357
March 2005	53.85	28.50	2289881

Stock Market Data (Mumbai Stock Exchange)

Month	High	Low	Volume
April 2004	19.00	13.75	27358
May 2004	18.00	13.00	23410
June 2004	16.00	13.00	21851
July 2004	16.00	13.20	16266
August, 2004	17.90	14.15	32535
September 2004	31.40	17.00	122656
October 2004	28.00	21.00	98987
November 2004	37.50	25.00	294172
December 2004	46.50	33.05	456004
January 2005	44.00	31.05	115216
February 2005	40.00	32.55	96598
March 2005	53.50	33.25	654942

12.9 Registrars & Transfer Agents:

Share transfer and communication regarding share certificates, dividends and change of address

Karvy computershare (P) Limited
5 1/2, T.K.N. Complex, Vanivilas Road,
Opp. National College,
Basavanagudi,
Bangalore 560 004
Mr. S. Kannan – AGM
e-mail Bangalore@karvy.com

12.10 Share Transfer system

In compliance of SEBI requirement, Share transfers are entertained, both under Demat Form and Physical Form.
Share Transfers in respect of physical shares are normally effected within 10-15 days from the date of receipt.

12.11 Shareholding Pattern as on 31st March, 2005:

CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
A. Promoter's holding*		
Promoters, Directors & Relatives	8218908	72.42%
B Non-Promoters Holding		
1. INSTITUTIONAL INVESTORS	90700	0.80%
2. OTHERS		
a. Private Corporate Bodies	365281	3.22%
b. Indian Public	2638342	23.25%
c. NRIs**	35153	0.40%
GRANDTOTAL	11348384	100.00%

* Promoters include TT Krishnamachari & Co. represented by its partners and constituents of TTK Group. The constituents of TTK Group include TTK Healthcare Limited, and relatives of the partners of TT Krishnamachari & Co.

** The Company has not issued any GDRs/ADRs, Warrants & Convertible Instruments

12.12 Dematerialization of Shares

Category	Total Count	Physical share	De-mated share	Total Shares	Total %
0-500	10720	641081	639074	1280155	11.28
501-1000	248	27044	181737	208781	1.84
1001-2000	124	15200	180267	195467	1.72
2001-3000	44	7016	105537	112553	0.99
3001-4000	17	0	60927	60927	0.54
4001-5000	15	4600	65505	70105	0.62
5001-10000	39	0	281122	281122	2.48
>10001	40	8231124	908150	9139274	80.53
TOTAL	11247	8926065	2422319	11348384	100.00

No. of shares held in dematerialized form ----- 2422319 (21.35%)

12.13 Plant Locations

- No.78, Old Madras Road
Dooravaninagar,
Bangalore – 560 016
- 282 & 85, Sipcot Industrial
Complex, Hosur
Dharmapuri District.TN

12.14 (i) Investor Correspondence for Shares held in physical form

For transfer/ de-materialization of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to shares and debentures of the Company.	Karvy Computershare (P) Ltd 51/2, T.K.N. Complex, Vanivilas Road Opp. National College, Basavanagudi Bangalore - 4
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13 Other constituents of the TTK Group within the meaning of "Group" under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 include:

- TT Krishnamachari & Co. and its partners & relatives of the partners
- TTK Healthcare Limited
- TTK-LIG Limited
- TTK Healthcare Services (P) Ltd
- TTK Services (P) Limited
- TTK Tantex Limited
- SSL-TTK Limited
- Prestige Housewares India Limited
- Prestige Health Administrator (P) Ltd
- Packwell Packaging Products Limited
- Pharma Research & Analytical Laboratories
- Peenya Packaging Products

Auditors' Certificate on Compliance of Conditions of Corporate Governance under Clause 49 of the Listing Agreement.

The Board of Directors,
TTK Prestige Limited

We have reviewed the report on the compliance of the mandatory conditions of corporate governance set out in pages 14 to 19 as stipulated in Clause 49 of the Listing Agreements prepared by TTK Prestige Limited with relevant books and records for the year ended 31st March, 2005.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the mandatory requirements specified in said clause in the manner so required.

C.N. Srinivasan
Partner

For and on behalf of
S.Viswanathan
Chartered Accountants

REPORT OF THE AUDITORS

To the Shareholders of TTK Prestige Limited

We have audited the attached Balance Sheet of TTK Prestige Limited, as at 31st March 2005, the profit and loss account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to or comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.

- iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
- iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- v. On the basis of written representations received from the directors, as on 31st March, 2005 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2005 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with note no.3 regarding the recognition of income arising out of property development and other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a. in the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2005;
 - b. in the case of Profit and Loss Account, of the profit of the Company for the year ended on that date; and
 - c. in the case of the cash flow statement, of the cash flows for the year ended on that date.

For Messrs. S.VISWANATHAN
Chartered Accountants

(C.N.SRINIVASAN)
Partner

Place: Mumbai
Date: 20th June 2005
Membership No. 18205

ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph 3 of our report of even date.

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All the fixed assets have not been physically verified by the management during the year but, according to the information and the explanation given to us, there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information given to us and in our opinion the company has not disposed substantial portion of its fixed assets which will affect the company as a going concern.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management were found reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and books records were not material.
- (iii) (a) There is one wholly owned subsidiary company covered in the register maintained under section 301 of the Companies Act, 1956 to which the company has granted loans. The maximum amount involved during the year was Rs.3.06 Crores and the year-end balance of loan granted to such party was Rs.3.06 crores.
 - (b) The loan granted to the wholly owned subsidiary company listed under section 301, is interest free as per the approval of RBI

- (c) There is no stipulation in respect of repayment of principal amount on the above loan granted to the wholly owned subsidiary.
- (d) There is no overdue amount of loan granted to the above company.
- (e) The company has taken loan from eight parties and one company covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was 10.59 crores and the year end balance of loans taken from such parties was Rs.10.12 crores.
- (f) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from parties listed in Register maintained under section 301 of the Companies Act, 1956 and are not, prima facie prejudicial to the interest of the company.
- (g) There is no overdue amount of loans and interest taken from companies, firms or other parties in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of section 58A, 58AA and other relevant provisions of the Companies Act, 1956 and the Rules framed there under wherever applicable. As per information and explanations given to us no order under the aforesaid sections has been passed by the Company Law Board on the Company.
- (vii) In our opinion, the Company has an Internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, for any of the products of the Company.
- (ix) (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues as mentioned above as at 31st March 2005 for a period of more than six months from the date they become payable.
- (b) According to the information and explanation given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (x) In our opinion and according to the information and explanations given to us, the Company does not have accumulated losses as at 31st March 2005 and has not incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.
- (xi) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, bank or to debenture holders during the year.
- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special Statute as specified in clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) The Company is not dealing in or trading in share, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xix) The Company has not issued any debentures.
- (xx) The Company has not raised any money from public issue during the year.
- (xxi) According to the information and explanations given to us, during the year, no fraud on or by the Company has been noticed or reported.

For Messrs. S.VISWANATHAN
Chartered Accountants

(C.N.SRINIVASAN)
Partner

Place : Mumbai
Date : 20th June 2005
Membership No. 18205

TTK PRESTIGE LIMITED

BALANCE SHEET
(As at 31st March, 2005)

Forty Ninth Annual Report

	SCHEDULE	As at 31st March 2005		As at 31st March 2004	
		Rs.	Rs.	Rs.	Rs.
I SOURCE OF FUNDS					
1. SHAREHOLDERS' FUND					
Capital	1	113317840		113317840	
Reserves and surplus	2	<u>322874688</u>		<u>310366244</u>	
			436192528		423684084
2. LOAN FUNDS					
Secured Loans	3	531421152		643500801	
Unsecured Loans	4	<u>118045000</u>		<u>121040000</u>	
			<u>649466152</u>		<u>764540801</u>
TOTAL			<u>1085658680</u>		<u>1188224885</u>
II APPLICATION OF FUNDS					
1. FIXED ASSETS					
Gross Block	5	556696868		560456589	
Less: Depreciation		<u>307386338</u>		<u>291804692</u>	
Net Block		249310530		268651897	
Add: Capital Work-in- Progress		<u>1337353</u>		<u>144825</u>	
			250647883		268796722
2. INVESTMENTS	6		151279317		151279317
3. ASSETS HELD FOR DISPOSAL					50000000
4. CURRENT ASSETS					
LOANS & ADVANCES					
Stock-in-Trade	7	554143145		541042728	
Sundry Debtors	8	322249819		339345015	
Cash and Bank Balances	9	86278015		59936155	
Loans and Advances	10	<u>69250280</u>		<u>83543367</u>	
		<u>1031921259</u>		<u>1023867265</u>	
LESS: Current Liabilities & Provisions					
Liabilities	11	<u>381711311</u>		<u>339107123</u>	
		<u>381711311</u>		<u>339107123</u>	
Net Current Assets			650209948		684760142
Deferred tax Asset			30135821		28874423
Miscellaneous Expenses			<u>3385711</u>		<u>4514281</u>
TOTAL			<u>1085658680</u>		<u>1188224885</u>
Notes on Accounts	16				

Note :The Schedules referred to above form an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our Report of even date.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S.Ravichandran
Managing Director

Ajay I.Thakore
Director

K. Shankaran
Director & Secretary

TTK PRESTIGE LIMITED

PROFIT AND LOSS ACCOUNT
(For the year ended 31st March 2005)

Forty Ninth Annual Report

	SCHEDULE	As at 31st March 2005			As at 31st March 2004		
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
INCOME							
Sales	12		1893729393		1461147565		
Less :Excise duty relatable to Sales			<u>83250536</u>	1810478857	75694033	1385453532	
Other Income	13		<u>24528317</u>			<u>63480010</u>	
			1835007174			1448933542	
EXPENDITURE							
Material Consumption	14		1006784094		773098832		
Expenses	15		769887178		650878032		
Depreciation (As per Schedule 5)		18697546			22175932		
Less: Transfer from Revaluation Reserve			<u>18697546</u>		3838815	18337117	
			1795368818			1442313981	
Profit\ (Loss) before VRS amortisation & tax			39638356			6619561	
Amotisation of VRS payments			1128570			1128570	
Profit before Tax			38509786			5490991	
Provision for Tax							
Current Tax (Min. Alternate Tax)		2,055,311			417984		
—Reversal of Minimum Alternate Tax pertaining to earlier year		(417984)	1637327				
Deferred Tax			-1261398	375929	2942053	3360037	
Profit\ (Loss) after Tax			38133857			2130954	
Surplus brought forward							
Proposed Dividend			22663568			0	
Tax on dividend			2961845			0	
Transferred to General Reserve			3900000			0	
Profit\ (Loss) carried to Balance sheet			8608444			2130954	
Earnings per share			3.36			0.19	

Notes on Accounts 16

Note : The Schedules referred to above form an integral part of the Profit & Loss Account.
This is the Profit & Loss Account referred to in our Report of even date.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S. Ravichandran
Managing Director

Ajay I.Thakore
Director

K. Shankaran
Director & Secretary

SCHEDULES

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
I. CAPITAL				
Authorised Share Capital 1,50,00,000 Equity Shares of Rs.10/- each		<u>15000000</u>		<u>15000000</u>
Issued,Subscribed :				
1,13,48,384 Equity Shares of Rs.10/- each out of which 78,69,064 Shares of Rs.10 each allotted as Bonus Shares fully paid-up by capitalisation of Reserves	113483840		113483840	
Less: Calls unpaid	<u>166000</u>		166000	
		<u>113317840</u>		<u>113317840</u>

2. RESERVES & SURPLUS :				
Revaluation Reserve :				
As per last Balance Sheet	33941938		60115839	
Less: Transfer to P&L Account	<u>0</u>		<u>3838815</u>	
	33941938		56277024	
Less: Deduction	<u>0</u>	33941938	<u>22335086</u>	33941938
Share Premium Account	61410959		61410959	
Less: Calls unpaid	<u>1364500</u>	60046459	<u>1364500</u>	60046459
General Reserve:				
As per last Balance Sheet	216377847		224246893	
Add: Amount transferred from Profit & Loss Account	3900000		0	
Less :Intangible asset adjusted as per transitory provisions of AS 26	<u>0</u>		<u>10000000</u>	
	220277847		214246893	
Add: Surplus in Profit & Loss Account	<u>8608444</u>	228886291	<u>2130954</u>	216377847
		<u>322874688</u>		<u>310366244</u>

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
3. SECURED LOANS				
Term Loan from ICICI BANK LIMITED Mumbai, secured by equitable Mortgage of Land & Buildings and hypothecation of Plant & Machinery and current assets of the company on paripassu basis with Bank of Baroda and Canara Bank.		0		9287000
Term Loan from Canara Bank, M.G. Road Bangalore, for Voluntary retirement scheme secured by paripassu first charge on the fixed assets & current assets With BOB and ICICI Bank.		0		50465980
Term Loan from Canara Bank, M.G. Road Bangalore, secured by equitable mortgage of Land & Buildings and hypothecation of Plant & Machinery and Current assets of the company on paripassu with Bank of Baroda.		80000000		
FCNR Loan From Bank of Baroda secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with Canara Bank		92464368		176260000
FCNR Loan From Canara Bank, secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with BOB.		70095150		
Packing credit from Canara Bank secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with BOB.		21617511		
Short term loan from Bank of India secured by equitable mortgage on Land & Buildings situated at Santhome High Road, Chennai.				80000000
From Bank of Baroda and Canara Bank, secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu basis with ICICI Bank Limited				
1. Cash Credit	22121623		81315321	
2. Demand Loan	4250000		6207500	
3. ECB Loan	240872500	267244123	239965000	<u>327487821</u>
		531421152		<u>643500801</u>

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
4. UNSECURED LOANS				
Fixed Deposits from Directors		10200000		10200000
Fixed Deposits from Others		31845000		30840000
Unsecured loans from Banks\others		76000000		<u>80000000</u>
		118045000		121040000

5. FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Cost as at 31st March, 2004	Additions during the Year	Deductions during the Year	Cost as at 31st March, 2005	As at 31st March, 2004	Deductions for the year	Charged for the year	As at 31st March, 2005	Net Book Value as at 31st March, 2005	Net Book Value as at 31st March, 2004	
	Rs.	Rs	Rs.	Rs.	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Land	102702682	35000	17622716	85114966	0	0	0	0	85114966	102702682	
Buildings	126623754	840562	536578	126927738	84414821	350859	2837339	86901301	40026437	42208933	
Plant & Machinery	251731243	10248166	0	261979409	159170883	0	9982707	169153590	92825819	92560360	
Electrical Installations	16682498	77282	0	16759780	9560212	0	496366	10056578	6703202	7122286	
Tools, Moulds & Dies	23777046	412805	0	24189851	13015119	0	2055885	15071004	9118847	10761927	
Furniture, Fixtures & Fittings	19160441	627295	0	19787736	13777291	0	1034703	14811994	4975742	5383150	
Office Equipment	15074976	608371	117811	15565536	8642220	31249	1603314	10214285	5351251	6432756	
Vehicles	2970095	0	1687007	1283088	1490292	999939	158525	648878	634210	1479803	
Total	558722735	12849481	19964112	551608104	290070838	1382047	18168839	306857630	244750474	268651897	
Capital Work-in-Progress	144825	1192528	0	1337353	0	0	0	0	1337353	144825	
Total	558867560	14042009	19964112	552945457	290070838	1382047	18168839	306857630	246087827	268796722	
Motors Cars under LEASE	0	5088764	0	5088764	0	0	528708	528708	4560056	0	
Grand Total	558867560	19130773	19964112	558034221	290070838	1382047	18697547	307386338	250647883	268796722	

SCHEDULES Contd.

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
6. INVESTMENTS				
Shares (Quoted):				
1. 1440 Equity Shares of Rs. 10/- each, fully paid-up in TTK HEALTH CARE Limited (Market value Rs.46.60Ps)		165000		165000
Shares (Unquoted):				
2. a) 722150 Equity Shares of Rs. 10/- each, fully paid-up in TTK Tantex Ltd	7307109		7307109	
Less:Reduction in share value Rs.1 per share	722150		722150	
	6584959		6584959	
Less :Provision for Dimuntion	6584959	0	6584959	0
The above 722150 shares have been sold during the year 2004-05)				
b) 391350 Equity Shares of Rs. 10/- each, fully paid-up in TTK Tantex Ltd	3959894		3959894	
Less:Reduction in share value Rs.1 per share	391350		391350	
	3568544		3568544	
Less :Provision for Dimuntion in value	3568544	0	3568544	0
3. a) 5% - 5000 (135000) optionally Convertible Preference Shares of Rs.100/- each, fully paid up.	500000		13500000	
Less :Provision for Dimuntion in value (130000 shares have been sold during the year 2004-05)	500000	0	13500000	0
b) 10% - 1100 optionally Convertible Bonds of Rs.1,000/- each, fully paid up.	1100000		1100000	
		1100000		1100000
4. 1470 Equity Shares of Rs. 1000/- each, fully paid-up in TT. Kitchenwares Ltd.	1470000		1470000	
Less : Loss on Extinguishment/ (Provision for Dimuntion in value)	1470000		1470000	
		0		0
5. 3,73,805 Equity Shares of Rs. 10/- each, fully paid-up in Prestige Housewares (India) Ltd		3738050		3738050

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
6. 12,500 Equity shares of Rs.10/- each, fully paid-up of M/s. Ind-Global Financial Trust.		500000		500000
7. 98000 shares of Common Stock of Manttra Inc. USA, wholly owned subsidiary of the Company.		115771267		115771267
8. 3,24,860 Equity Shares of Rs. 10/- each, fully paid up of M/S. Softel Machines Limited.		17000000		17000000
9. 1,09,296 Equity shares of Rs.10 each of TTK Services Private Limited		13000000		13000000
<u>Non Trade Investments (at cost):</u>				
1) 6 Years National Savings Certificates (Unquoted)		5000		5000
2) BOB Growth 95			1000000	
Less: Sold		0	1000000	0
		<u>151279317</u>		<u>151279317</u>
Notes :				
1) Aggregate value of quoted Investments		165000		165000
2) Aggregate value of unquoted Investments		151114317		151114317
3) Market value of quoted Investments		67104		27216
4) TTK Health care Limited and TTKTantex Limited are group companies				
7. STOCK-IN-TRADE:				
(Valued at cost)				
Raw Materials & components		150165277		152562160
Work-in-Progress		61400115		76365508
Finished Goods		342577753		312115060
(As Certified by Management)		<u>554143145</u>		<u>541042728</u>
8. SUNDRY DEBTORS:				
(Considered good for which the Company holds no Security other than the Debtor's personal security) More than 6 months-Considered good		24085156		91298827
Other Debts		298164663		248046188
		<u>322249819</u>		<u>339345015</u>
9. CASH & BANK BALANCES:				
Cash on Hand		425527		453466
Balances with Scheduled Banks:				
In Current Account	65270220			44278236
In Deposit Account	20582268	85852488		15204453
		<u>86278015</u>		<u>59936155</u>

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
10. LOANS & ADVANCES:				
Recoverable in cash or kind or for Value to be received considered good				
-(includes due from Mantra Inc., wholly owned subsidiary amounting to Rs.3.06 crores (Prev.Yr:Rs 3.04 Crores). Maximum amount outstanding during the year Rs.3.06 Crores (Previous year Rs.3.04 Crores).		57477282		53962205
Balances with Excise Authorities		10988208		16427920
Advance Income Tax (Net of provision)		784790		13153242
		<u>69250280</u>		<u>83543367</u>
11. CURRENT LIABILITIES:				
Acceptances		60683991		44609136
Sundry Creditors for goods supplied		125891300		84274734
Unclaimed Dividend		1317280		1821738
For Other Liabilities		169437747		202010122
Interest accrued but not due on loans		1717425		6391393
		<u>359047743</u>		<u>339107123</u>
PROVISIONS:		22663568		0
		<u>381711311</u>		<u>339107123</u>
12. SALES:				
Pressure Cookers & Pressure Pans		1218011682		947049885
Cookware Items		246671378		193377698
Spares & Components		108172856		104629157
Weighing Scale		24337		31335
Wheel Skin		5243932		8577412
Idli Stand		7966		94669
Flasks		391047		1038094
Knives		1609762		1613022
Gas Stoves		176650697		76211207
Kitchen Tools		231870		243226
Kitchen Electrical Appliances		113582340		102501629
Scrap Disposal		22612282		25780231
Modular Kitchen		519244		0
		<u>1893729393</u>		<u>1461147565</u>
13. OTHER INCOME:				
Interest on Fixed Deposit with Banks and others		4422919		1211753
INCOME FROM INVESTMENTS:				
DIVIDEND				
Profit/Loss on sale of Assets		3570631		2260391
Profit/Loss on sale of Shares		1661075		5593811
Rent Receipts		704516		1472000
Exchange gain/(loss)		(7379604)		1182739
Others		1548780		2016024
Income recognised on property development Agreement		20000000		49743292
		<u>24528317</u>		<u>63480010</u>

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
		Rs		Rs.
14. MATERIAL CONSUMPTION:				
Aluminium	Tones	275989771	Tones	223152487
Stainless Steel	2146	69436318	1910	54001556
	616		509	
Others	Various	673527201	Various	460322133
	Units		Units	
		1018953290		737476176
Add: Opening Stock of Finished Goods & Work-in-Progress		388480568		435152405
		1407433858		1172628581
Less: Closing Stock of Finished Goods & Work-in-Progress		403977868		388480568
		1003455990		784148013
Add / (Less) : Excise duty differential in Increase (Decrease) in Inventory		3328104		(11049181)
CONSUMPTION		1006784094		773098832
15. EXPENSES				
Salaries, Wages & Bonus		130573147		113666584
Contribution to Gratuity Fund		3344056		4716000
Contribution to P.F. and other Funds		9867009		8944957
Employees Welfare Expenses		12044211		9341490
Power & Fuel		25808333		23130071
Sundry Manufacturing Expenses		2871793		1635768
Repairs & Maintenance:				
Buildings	3120218		2366897	
Machinery	5003443		5091717	
Other Assets	5221763		2359309	
		13345424		9817923
Consumption of Stores and Spare parts		7638264		8002167
Rent		4087924		4237119
Insurance		4531238		4438274
Travelling & Conveyance		24364164		21069229
Motor Vehicle Expenses		3198765		2505862
Additional Sales Tax		19169258		14455780
Rates & Taxes		3031934		2564657
Interest & Bank Charges:				
Interest	63632677		92117721	
Bank Charges	9228971		8045691	
		72861648		100163412
Lease Rental				425822
Carriage Outwards:				
Freight	70079770		50452641	
Insurance	1861073		1308776	
		71940843		51761417

SCHEDULES Contd.

	As at 31st March 2005	As at 31st March 2004
	Rs	Rs.
Directors Sitting Fees	205000	230000
Audit Fees	603042	364450
Legal & Professional Charges	3629200	3351737
Postage & Communication Expenses	8246786	8103301
Printing & Stationery	3679665	3445513
Entertainment Expenses	80278	95118
Advertisement & Sales Promotion	132576026	119497859
Distribution Expenses	39480396	27469409
Commission to Selling agents	8790274	3741919
Miscellaneous Expenses	20640762	19087298
Refurbishing/Warranty claims of subsidiary company	26120735	-
Discount	105003738	73803256
Bad debts written off	12153265	10811640
	769887178	650878032
Per our Report Attached.		
For Messrs. S.VISWANATHAN		
Chartered Accountants		
C.N.SRINIVASAN	T.T.Jagannathan	Ajay I.Thakore
Partner	Executive Chairman	Director
Place : Mumbai	S. Ravichandran	K. Shankaran
Date: 20th June 2005	Managing Director	Director & Secretary

16. Notes on Accounts

Forming part of the Balance Sheet & Profit and Loss Account (For the year ended 31st March, 2005)

1). Significant Accounting Policies:

i) Accounting Concepts:

Financial statements are based on historical cost and on the basis of a going concern. The Company follows the mercantile system of Accounting and recognizes income and expenditure on an accrual basis.

ii) Fixed Assets:

Fixed Assets are stated at cost of acquisition inclusive of freight, taxes, insurance, etc. relating to the acquisition including installation/erection charges up to the date the asset is put to use, as applicable.

iii) Depreciation:

The Company is providing depreciation on Written Down Value (WDV) method by adopting the rates specified in Schedule XIV of the Companies Act, 1956 in respect of all Fixed Assets capitalised up to 31st March, 1997. In respect of additions from 1st April 1997, the Company is providing depreciation by adopting Straight Line method specified in Schedule XIV of the Companies Act, 1956. Depreciation on additions during the year are provided on pro-rata basis.

iv) Sales are stated at net of returns, sales tax and excise duty relatable to sales.

v) Valuation of Stocks:

The following basis has been adopted for Valuation of Inventories held as at 31.03.2005.

- | | | |
|----------------------------------|---|--------------------------------------|
| a) Raw Material/Packing Material | - | At cost net of cenvat |
| b) Stores and Spares | - | At cost |
| c) Work-in-progress | - | At direct cost |
| d) Finished Goods | - | As per Accounting Standard 2 of ICAI |

vi) Investments:

These are shown at cost. Dividend income from investments is accounted on declaration by the investee company. Any diminution in value is considered in line with Accounting Standard 13 of ICAI.

vii) Retirement Benefits

In line with AS-15 Company is providing for accrued liability for Gratuity and Superannuation on the basis of contribution made to respective funds and on the basis of actuarial valuation in respect of Leave Benefit.

viii) Foreign Currency Transactions:

Transactions in foreign currency are recorded at exchange rates prevailing at the time of the transactions and exchange difference arising from foreign currency translation are dealt with in the profit and loss account and capitalised where they relate to the Fixed Assets. Current Assets and Liabilities at year end are being converted at closing rates and exchange gains /losses are dealt with in the profit and loss account, as per AS II

2) Figures have been rounded off to the nearest rupee.

3) Pursuant to the Property Development Agreement entered into last year, the Company concluded the transaction by handing over possession of property during the current year (2004-05) and recognized the balance income of Rs.200 Lacs.

4) (a) Quantitative particulars - **Manufactured Products**

Particulars	Installed Capacity	Opening Stock	Production/ Purchases	Sales	Closing Stock
Pressure Cookers & Pans	2000000	320842 (411526)	1496919 (1199990)	1489605 (1290674)	328156 (320842)
Cookware	500000	227242 (209003)	905028 (647470)	890710 (629231)	241560 (227242)
Wheel skin	NA	Nil Nil	2118 (3394)	2118 (3394)	Nil Nil

Note: Previous year's figures have been given in brackets.

4) (b) Quantitative particulars - **Traded Products**

	Weighing Scale	Idli Stand	Flask	Knives	Stoves	Electrical Mixie Juicer etc.
Opening Stock	2807 (4368)	13543 (42635)	58547 (67268)	49775 (49108)	16336 (17791)	21957 (9606)
Purchases	0 (0)	0 (0)	0 (0)	0 (22531)	166821 (44277)	77113 (71512)
Sales	1589 (1561)	345 (29092)	7110 (8721)	30102 (21864)	157677 (45732)	61622 (59161)
Closing Stock	1218 (2807)	13198 (13543)	51437 (58547)	19673 (49775)	25480 (16336)	37448 (21957)

Notes on Accounts Contd.

5). Value of Opening/Closing stocks

Particulars	Opening Stock Value (Rupees)	Closing Stock Value (Rupees)
Pressure Cookers	184018746 (241473824)	184842942 (184018746)
Cookware	53097128 (54899111)	54689588 (53097128)
Weighing Scales	193473 (558405)	152539 (193473)
Idli Stand	186322 (2641543)	81645 (186322)
Flasks	6551922 (7545488)	7878468 (6551922)
Knives	2325221 (1960081)	642834 (2325221)
Stoves	15382923 (14585134)	25063189 (15382923)
Mixie	13734503 (10293518)	20088490 (13734503)
Blender	1916490 (4212246)	1191137 (1916490)
Iron Box	0 0	3212426 0
Others	34708332 (29089161)	44734495 (34708332)
Total	312115060 (367258511)	342577753 (312115060)

6) Investments

- a) Quoted Investments :These investments are carried at their cost of acquisition. No provision is required for diminution in value considering the growth prospects of the entities.
- b) UnQuoted Investments in Mantra Inc.
(Wholly owned subsidiary)

This being a long term strategic investment, no provision for diminution in the value of investments is considered necessary.

- 7) The previous year's figures have been regrouped and reclassified wherever necessary to make them comparable with the figures of the current year.
- 8) Salaries and Wages include a onetime provision for accrued liability on account of Leave encashment to the extent of Rs.69.14 Lakhs as per AS-15 of ICAI due to revision in the Leave Policy.

Notes on Accounts Contd.

9). Remuneration to Directors:

	Mr.T.T.Jagannathan (Chairman)		Mr.S.Ravichandran (Managing director)	
	2004-2005	2003-2004	2004-2005	2003-2004
	Rs.	Rs.	Rs.	Rs.
1. Salary	1200000	1200000	1230000	960000
2. Commission	-	-	-	-
3. Contribution to Provident & Other Funds	434000	434000	444850	347200
4. Performance Bonus Commission	-	-	379600	-
5. Other Allowances	488266	508880	1154744	875923
	2122266	2142880	3209194	2183123

The remuneration stated above represents the minimum remuneration payable under the provisions of Schedule XIII to the Companies Act, 1956.

Since only minimum remuneration is paid to the whole time directors, calculation of managerial remuneration as per section 198 is not applicable.

	<u>2004-2005</u>	<u>2003-2004</u>
10) Audit Fee Includes		
For Audit (including Tax Audit)	192850	1,89,000
Certification Fee incl. taxation matters	189704	1,43,850
Other matters	148833	
Out of Pocket Expenses	71655	31600
11) Earnings in Foreign Exchange:		
On account of Export Sale less returns, calculated		
a) at FOB basis	246373072	15,90,62,525
b) at CIF Basis	255781172	16,91,47,058
12) Expenditure in Foreign Currency:		
1. Travelling Expenses	355735	1,78,498
2. Other Expenses	2693165	34,16,244
3. CIF Value of Imports:		
a Capital Goods	0	0
b) Machinery Spares	0	0
c) Other Imports (on payment basis)	95117812	3,73,18,303

13) Interests includes Rs.21070500/- towards interest on fixed loan (previous year Rs.3,52,75,567) and Rs.994562 (previous year Rs.-1062865) being interest on fixed deposit placed by Directors

14) Contingent Liabilities :

a) Bank Guarantees / LC	33140830	70269837
b) Guarantees/Legal Undertakings for export Obligation	3078609	3078609
c) Estimated amount of contract remaining to be executed on Capital A/c. not provided for	5063153	604988
d) Securitisation of Accounts Receivables	0	19703489
e) Tax matters under appeal(IT/ST/ED)	31914349	22100000

15) (a) Sundry Creditors include an amount of Rs 8,60,29,145.68 due to SSI Units. The parties to whom Amounts is due beyond 30 days but within the contract period are:

Amrapali Industries, Amarapali Plastic Industries, Agrawal Fasteners p ltd, Arundati Colour Cartons, Amity Plastics Industries, Amulet industries ltd Bhuvanewari Engineering Enterprises, Chamundi Enterprises, Classic Packaging, Classic Welding Products private ltd Consolidated Mops, Delite Plastics Moulding Industries, Daxso prints, Excel metal Processors, EssEss Mould Co., Japstech Engineers Pvt.Ltd., Kundgol Cottage Industries, K.G.N.Associaties, K . P .Associaties, Kaviraj Appliances, L . M . Engineering, Mahablee Uttam Appliance, Mohan Industrial Suppliers, Mahaveer Industries, Peenya Packaging Products, Prestige Bakelite Moulders, Publicity Products, Rubber General Industries, Shankar Enterprises, Sri Momai Engineering Works, Sri Guru Automatics, Shree Momai Products, Taylor Rubber Pvt . Ltd., Uttam Metal Industries, United Buff Manufacturing Company, Vishnu Pressings, Valox Works, V. G . P . Enterprises, Vardhaman Enterprises. Anubhav Enterprises Avanti components, Aruna industrial works, B . T. Solders p ltd, Gautams, Chethan Automac, Deccan Engineering Works, Dhanalaxmi Brass Industries, D.S. Engineering, D.S. Precision Industrial, Gaurang Home Appliances, Maruthi Packaging Industries, Micro Metal Coats, Evershine industries Puttiah & Sons, P.S. Industries, Ramya Poly Udyog, G-Plast private limited, Raga Precisions, Shakthi Metal Industries, Srinath Rubber Industries, Skyproducts, Sri Balaji enterprises, Sri Raghu Industries, Thiru Automats, TVR Engineering Works, Varnaflexpack Pvt., Ltd., Vikram Industries. Shivananda home appliances, Wellflex polymer Pvt. Ltd, Well shine industries, Shree pal industries, Sri lakshmi packagings,, Mallika super coat, Precision screws, Alfa fluid piping system (p) ltd, Bangalore inter marketing p ltd, Barcode systems consultancy, Balaji press products Cosmic industrial laboratories, Darpan distributors, Fareed aluminium p ltd, fortune plastech, Globe Engineering works, Gold crest chemicals, Image labels, Kanard corporation Leo metal private ltd, LM corporation, MSK products private ltd, Perfect power control, Pack N Fab industries, pride uttam metal appliances, Ramdev metal industries, Santhosh industries Sree ragava metal works, Shivam Industries, Sumuka industries Sri Raghavendra industries, Viswam India (Steels) Vijaya lakshmi metalloids, Vinardax enterprises Y.R. Poly udyog, Aar Gee Stationers, Aavkar Industries, Acharya Industries, Acharya Industries, Advance Engineering Corporation, Agathya, Ameen enterprises, Amplas Polymer Pvt Ltd, Anjali diesel & fabricators, Asian springs, Century Extrusions, Chamundi Stationery pvt ltd, Contax, Dara Industries, Darshan Enterprises Dhiraj Packaging & moulding, Els Enterprises, Ess Ell Pest control, Everhappy Traders, Gautams, Gokul metal & engineering co, Hi fabs, Hi-tech services, Image labels, Innova printing & packaging, Jo bland enterprises, Kavitha fabs, Mahalakshmi wire products, Manjunatha auto products, Momai 'sales, Navoday rotographs, Nikunj Eximp enterprises, Prd Enterprises, Radhika Engineering corporation, Samarj Enterprises, Soham Precimek (India) ltd, Sri venkateswara printers, TTK Health care limited -Printing division, Aarudhra enterprises, ABI precision tools, Amman poser printing press, Brahad elastomers, Cast Fab engineers, Indian rubbers, Jayshree cartons, J.R. Packages Pvt Ltd., Kraftpack cartons, Pyro technologies, Sidharth industries, South field powders limited, Srinivasa industrial chemicals, Star plastics, SV rubber industries

16) The company operates in a single segment of Kitchen appliances.

17) a) Disclosure as per Accounting Standard 19

Interest includes Rs. 14308/- paid towards the interest amount on assets purchased on Hire Purchase. The value of Hire Purchase assets as on 31-03-2005 is Rs. NIL. The following are the details of Hire Purchase instalment dues as on 31-03-2005. :

Less than 1 year	N I L
More than 1 year but less than 5 years	0

Notes on Accounts Contd.

- b) The company has acquired certain items of Vehicles on Financial Lease on or after April 1, 2001 amounting to Rs.5088764 (Previous year – Nil)

The Minimum lease rental outstanding as of 31st March 2005 in respect of these assets are as follows

Particulars	Total Minimum lease Payment outstanding as on		Future interest on outstanding lease payments as on		Present value of Minimum lease payments as on	
	31.03.2005	31.03.2004	31.03.2005	31.03.2004	31.03.2005	31.03.2004
Within One year	1367700	0	529718	0	837982	0
Later than one year and not later than 5 Years	4742685	0	898254	0	3844431	0
Later than 5 years	0	0	0	0	0	0

18) Related party transactions as per Accounting standard 18 :

- (a) The Company has transactions with the following entities.

Subsidiary : Mantra Inc. USA

Others:

TTK Health Care Limited, Peenya packaging Products, Packwell Packaging Products Ltd., TTK LIG Limited, Prestige Housewares India Limited, TT Krishnamachari & Co, TTK Tantex Limited, RAS Transformation Technology (P) Ltd and TTK Services (P) Limited.

Key Management Personnel: Mr.T.T.Jagannathan, Mr.S.Ravichandran, Mr. K. Shankaran

- (b) Summary of the transactions with the above related parties is as follows :

(All in Rupees)

Sales	130909264
Purchases	85906130
Loans & Advances	0
Share Capital	0
Others	82949147

(Including Remuneration of Rs.75, 81,749 paid to Key Management Personnel)

- (c) Balances outstanding as on 31.3.2005

Particulars	Subsidiary	Others	Key Management Personnel & Relatives
Fixed Deposits (due by the company)			25200000 (25900000)
Loans given (due to the Company)	30590000 30429000		
Amount due to the company against supplies	61986888 (105699854)		
Inter Corporate Deposit (due by the company)		76000000 (80000000)	
Rental Deposit		720000 (720000)	

- 19) An amount of Rs.26120735/- being ascertained liability on account of refurbishing/ warranty claims of the subsidiary company has been debited to P&L account. However, actual payment/adjustment would be effected after obtaining necessary regulatory approval, if required.

Notes on Accounts Contd.

20) Deferred tax Break-up

	31.3.05	31.3.04
i) Deferred tax liability on account of		
(1) Depreciation	6817469	6748777
(2) Others (Difference between book & IT value of assets as of 1.4.01)	25331813 32149282	25331813 32080590
ii) Deferred tax asset on account of		
Accumulated losses as per IT Act, 1961 and others	62285103	60955013
Deferred tax (net)	30135821	28874423

21) Earning per share as per Accounting standard 20 (As-20)

	2004-2005	2003-2004
Profit after Tax as per Profit & Loss A/c. (Rs in Lakhs)	392.63	32.60
Weighted Average number of Equity Shares used as denominator for calculating EPS (in lakhs shares)	113.48	113.48
Earning per Share of Rs.10/- each:- Before Extra-ordinary Items (Rs.)	3.46	0.29
After Extra-ordinary Items (Rs.)	3.36	0.19

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S.Ravichandran
Managing Director

Ajay I.Thakore
Director

K.Shankaran
Director & Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS		(Amount in Thousands)
Registration Number	1750	
State Code	08	
Balance Sheet Date	31.03.2005	
II CAPITAL RAISED DURING THE YEAR		
Public Issue	Nil	
Rights Issue	Nil	
Bonus Issue	Nil	
Private Placement	Nil	
III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS		
Total Liabilities	1467370	
Total Assets	1467370	
Sources of Funds		
Paid up capital	113318	
Reserves & Surplus	322875	
Secured Loans	531421	
Unsecured loans	118045	<u>1085659</u>
Sundry creditors		
Net Fixed assets	250648	
Investments	151279	
Net current Assets	650210	
Miscellaneous Expenditure	3386	
Deferred Tax Asset	30136	
Accumulated Losses	0	<u>1085659</u>
IV PERFORMANCE OF THE COMPANY		
Turnover (incl other income)	1835007	
Total Expenditure	1795369	
Profit/(loss) before Tax	39638	
Profit/(loss) after Tax	38134	
Earnings Per Share (in Rs)	3.36	
Dividend Rate %	20	
V GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF THE COMPANY (AS PER MONETARY TERMS)		
Item Code No. (ITC code)	Product Description	
761510 and 732300	Pressure Cookers	
761510	Non-Stick Cookware	
Annexure to our report of date		
For Messrs. S.VISWANATHAN Chartered Accountants		
C.N.SRINIVASAN Partner	T.T.Jagannathan Executive Chairman	Ajay I.Thakore Director
Place : Mumbai Date: 20th June 2005	S.Ravichandran Managing Director	K. Shankaran Director & Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2005
(as per Accounting Standards AS (3) Issued by the Institute of Chartered Accountants of India)

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
A. Cash Flow From Operating Activities:				
Net Profit(loss) Before Taxation		385.10		54.91
Adjustments For:				
Depreciation	186.98		183.37	
Profit/Loss On Sale Of Assets	-52.32		-78.54	
Interest/Dividend Recd.	-44.23		-12.12	
Interest Expense	636.33		921.18	
Voluntary Retirement Debit	11.29		11.29	
		<u>738.05</u>		<u>1025.18</u>
Operating Profit Before Working Capital Changes		1123.15		1080.09
Adjustments For:				
Decrease In Debtors	170.95		-462.42	
Increase In Inventories	-131.00		273.49	
Increase In Creditors	169.80		766.23	
Decrease In Other Receivables	-1.18		179.25	
		<u>208.57</u>		<u>756.55</u>
Cash Generated From Operations		1331.72		1836.64
Income Tax Paid(refund)		127.72		46.46
Net Cash From Operation Before Extra Ordinary Item		1459.44		1883.10
Extra Ordinary Item		0.00		-600.82
		<u>1459.44</u>		<u>1282.28</u>
B. Cash Flow From Investing Activities				
Purchase Of Fixed Assets	-191.31		-147.86	
Sale/Purchase Of Investments	16.61		244.20	
Sale Proceeds Of Fixed Assets	721.53		109.05	
Interest Received	44.23		12.12	
Dividend Received	0.00		0.00	
		<u>591.06</u>		<u>217.51</u>
Net Cash Used In Investing Activities		2050.50		1499.79
C. Cash Flow From Financing Activities				
Proceeds From Issue Of Share Capital	0.00		0.00	
Redemption Of Debentures	0.00		0.00	
Redemption Of Term Loans	-2360.13		-800.00	
Proceeds Of Long Term Borrowings	0.00		-143.76	
Premium On Redemption Of Debentures	0.00		0.00	
Proceeds/Redemption Of Bullet Payment	0.00		0.00	
Bank Borrowings	1625.59		-137.89	
Refund/Acceptance Of Deposits	10.05		155.19	
Interest Paid	-636.33		-921.18	
Short Term Loan From Banks	-426.26		492.80	
Net Cash Used In Financing Activities		<u>-1787.08</u>		<u>-1354.84</u>
Net Increase In Cash And Cash Equivalents		263.42		144.95
Cash And Cash Equivalent At The Beginning	599.36		454.41	
Cash And Cash Equivalent At The End	<u>862.78</u>	<u>263.42</u>	<u>599.36</u>	<u>144.95</u>

We have verified the Cash Flow Statement of M/s.TTK Prestige Limited, from the Audited Annual Accounts for the Year ended 31st March 2005 and found the same to be drawn in accordance therewith and also with the requirements of clause 32 of the listing agreement entered with Stock Exchanges.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S.Ravichandran
Managing Director

Ajay I.Thakore
Director

K.Shankaran
Director & Secretary

Statement Pursuant to Section 212(1)(e) of the Companies Act, 1956

1. Name of the Subsidiary	MANTRA INC.
2. Financial year of the company ended on	31.3.2005
3. (i) Common stock in subsidiary company	98000 shares
(ii) Holding company's interest	100 %
4. The net aggregate profits, less losses of the subsidiary Company so far as it concerns the holding Company	
(i) Dealt with in the accounts of TTK Prestige Limited by way of dividends on shares held in the Subsidiary	
(a) For the Subsidiary's financial year	Nil
(b) For the previous financial years of the Subsidiary since it became subsidiary of TTK Prestige Limited	Nil
(ii) Not dealt with in the accounts of TTK Prestige Limited	Profit
(a) For the Subsidiary's financial year	Rs.2089596
(b) For the previous financial years of the Subsidiary since it became subsidiary of TTK Prestige Limited	Loss Rs.97954626

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S. Ravichandran
Managing Director

Ajay I.Thakore
Director

K. Shankaran
Director & Secretary

TTK PRESTIGE LIMITED
Historical Financial Highlights

	2004-2005	2003-2004	2002-2003	2001-2002	2000-2001	1999-2000	1998-1999	1997-1998	1996-1997	(Rs in Lakhs) 1995-1996
PERFORMANCE										
Total Income	19182.58	15246.28	11330.62	14124.15	13850.73	13957.2	14715.39	11634.62	12610.00	11795.17
Profit before Interest, Depreciation, Extra ordinary items & tax	1201.75	1170.75	-611.48	1074.06	954.07	1124.92	1832.7	1103.98	1741.2	1715.14
Interest	618.38	921.18	953.58	772.27	578.04	557.94	518.21	346.29	371.00	282.04
Depreciation	186.98	183.37	177.18	180.72	188.77	192.56	171.22	164.76	131.66	124.33
Extra - ordinary items	11.29	11.29	0	19.7	19.7	0	0	0	0	0
Profit before tax	385.10	54.91	-1742.24	101.37	167.56	374.42	1143.27	592.93	1238.54	1308.77
Taxation Provision	3.76	33.6	-595	31.27	12.44	10.00	210.00	85.00	400.00	405.00
Profit After tax	381.34	21.31	-1147.24	70.1	155.12	364.42	933.27	507.93	838.54	903.77
Dividend provision	226.64	0	0	0	169.97	283.71	340.45	283.71	283.71	283.71
Dividend Tax	29.62	0	0	0	17.34	31.21	37.45	28.37	28.37	0
Dividend Declared %	20	0	0	0	15	25	30	25	25	25
Sources & Application of Funds										
Sources										
Share Capital	1133.18	1133.18	1133.18	1133.18	1133.13	1133.13	1133.13	1133.05	1133.05	1132.11
Reserves & surplus	3228.75	3103.67	3444.1	6595.54	6819.07	6891.57	6887.38	6376.69	6226.16	5802.06
Loan Funds	6494.66	7645.4	8086.27	6659.85	4978.46	3389.25	3118.06	3871.99	3164.15	1808.41
Total	10856.59	11882.25	12663.55	14388.57	12930.66	11413.95	11138.57	11381.73	10523.36	8742.58
Application										
Fixed Assets WDV incl assets kept for disposal	2506.48	3187.97	3074.25	3367.05	3480.04	2889.71	2749.61	2368.67	2100.54	1756.80
Investments	1512.79	1512.79	1701.05	1937.67	1521.35	468.16	402.87	502.88	497.22	462.44
Net Current Assets	6502.10	6824.09	7512.87	8141.75	7850.47	8056.08	7986.09	8510.18	7925.6	6523.34
Miscellaneous Expenses	33.86	45.14	33.7	942.10	78.8	0	0	0	0	0
Deferred Tax Asset	301.36	312.26	341.68							
Total	10856.59	11882.25	12663.55	14388.57	12930.66	11413.95	11138.57	11381.73	10523.36	8742.58

Annual Report of Mantra Inc. USA

Directors' Report

Your Directors have pleasure in presenting their report together with the audited accounts of the company for the year ended 31st March 2005.

Financial Results:

	(Rs. In lakhs)	
Particulars	2004-05	2003-04
Sales	1667.48	1788.93
Other Income	234.88	117.19
Net Profit	20.89	0.78

Review of Performance:

The sales were maintained more or less at last year's levels. There has been continuous reorganization in the major retail chains which hampered the buying plans of these chains. This situation is expected to improve in 2005-06.

Finance:

Your company continues to maintain tight collection policy. Your company also raised a loan of Rs.438 lakhs to finance the working capital.

General

Your company's accounts have been drawn up in US Dollars and certified by a Public Accountant (CPA). Based on this Certification, the enclosed financial statements have been cast in line with the requirements of the Indian Companies Act and the results have been restated in Indian Rupees.

Place: Mumbai

Date: 20th June 2005

Signed on behalf of the Board

TT JAGANNATHAN

Chairman

Report of the Auditors

To TTK Prestige Limited

We have audited the attached Balance Sheet of MANTTRA INC, USA wholly subsidiary company of TTK Prestige Limited as at 31st March 2005, the Profit and Loss Account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Company Law Board in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to or comments in the Annexure referred to above, we report that :

i. Mantra Inc. is the wholly owned subsidiary of TTK Prestige Limited incorporated in USA. The provisions of the Companies Act, 1956 in India do not apply to this subsidiary.

- ii. We have conducted our audit based on the certification of a qualified CPA, in USA who has certified the accounts for filing of returns with Internal Revenue Authority, USA. Over and above the certificate of the overseas auditors, we have obtained necessary certificates and information from the management of the company.
- iii. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- iv. In our opinion, proper books of account as required by law have been kept by the company, so far as appears from our examination of those books.
- v. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
- vi. Our audit is limited to the extent of verifying whether the financial statements have been made out of proper books of accounts and that the accounting standards as envisaged under Section 211(3C) of Companies Act, 1956 have been complied with and whether the accounts are presented in accordance with Schedule VI of the Companies Act, 1956. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
- vii. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, give the

information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a. in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March 2005; and
- b. in so far as it relates to the Profit and Loss Account, of the **Profit** of the Company for the period ended on that date.

- c. In the case of the cash flow statement, of the cash flow for the year ended on that date.

For Messrs.S.VISWANATHAN
Chartered Accountants

Place : Mumbai
Date : 20th June 2005
Membership No. 18205

(C.N.SRINIVASAN)
Partner

ANNEXURE TO THE AUDITORS REPORT

Referred to in paragraph 3 of our report of even date.

- (i)
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
 - (c) According to the information given to us and in our opinion the company has not disposed any of its fixed assets which will affect the company as a going concern.
- (ii)
 - (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management were found reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and books records were not material.

fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.

- (iv) Provisions of section 301 of the Companies Act, 1956 do not apply to the Company as it is incorporated outside India.
- (v) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (vi) According to the information and explanations given to us, during the year, no fraud on or by the Company has been noticed or reported.

In our opinion the provisions of clause 4(iii), 4(vi), 4(viii), 4(ix), 4(x), 4(xi), 4(xii), 4(xiii), 4(xiv), 4(xv), 4(xvi), 4(xvii), 4(xviii), 4(xix) & 4(xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

For Messrs.S.VISWANATHAN
Chartered Accountants

Place : Mumbai
Date : 20th June 2005
Membership No. 18205

(C.N.SRINIVASAN)
Partner

- (iii) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory.

MANTTRA INC.
BALANCE SHEET (As at 31st March, 2005)

Seventh Annual Report

	SCHEDULE	As at 31st March 2005		As at 31st March 2004	
		Rs	Rs	Rs	Rs
I	SOURCE OF FUNDS	1			
1.	SHAREHOLDERS' FUND				
	Capital	115771267	—	115771267	—
	Reserves and surplus	—	115771267	—	115771267
2.	LOAN FUNDS	2			
	Secured Loans	74380000		30429000	
	Unsecured Loans	—	74380000	—	30429000
	TOTAL		190151267		146200267
II	APPLICATION OF FUNDS				
1.	FIXED ASSETS	3			
	Gross Block	1806966		1629697	
	Less: Depreciation	260193		162457	
	Net Block	1546773	1546773	1467240	1467240
		—		—	
2.	CURRENT ASSETS				
	LOANS & ADVANCES				
	Stock-in-Trade	4	69014380	68023570	
	Sundry Debtors	5	36574995	54110773	
	Cash and Bank Balances	6	2494740	3164106	
	Loans and Advances	7	28236433	2399066	
			136320548	127697515	
	LESS: Current Liabilities & Provisions Liabilities	8	66308109	105699039	
	Net Current Assets		70012439		21998476
3.	Miscellaneous Expenses		118592054		120681651
	Profit and Loss Account				
	Deferred Revenue Expenditure		—		2052900
	TOTAL		190151267		146200267
	Notes on Accounts	13			

Note :The Schedules referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our Report of even date.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Chairman

S.Ravichandran
Director

K. Shankaran
Director

MANTTRA INC.
PROFIT AND LOSS ACCOUNT (As at 31st March, 2005)

Seventh Annual Report

	SCHEDULE	As at 31st March 2005		As at 31st March 2004	
		Rs	Rs	Rs	Rs
INCOME					
Sales	9	166748086		178893847	
Other Income	10	<u>23488137</u>		<u>11719483</u>	
			190236223		190613331
EXPENDITURE					
Material Consumption	11	129918454		137826872	
Expenses	12	58130438		52619819	
Depreciation (As per Schedule 3)		<u>97735</u>		<u>88229</u>	
			188146627		190534920
Profit after Tax			2089596		78410
Balance transferred to Surplus Account			2089596		78410

Note :The Schedules referred to above form an integral part of the Profit & Loss Account.

This is the Profit & Loss Account referred to in our Report of even date.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Chairman

S. Ravichandran
Director

K. Shankaran
Director

MANTTRA INC.
SCHEDULES (As at 31st March, 2005)

	As at 31st March 2005		As at 31st March 2004	
	Rs	Rs	Rs	Rs
1. CAPITAL				
Authorised Share Capital : 100000 Equity Shares of No par value		-		-
Subscribed, Issued and paidup 98000 Equity Shares of of no PAR Value	115771267	115771267	115771267	115771267
		<u>115771267</u>		<u>115771267</u>
2. UNSECURED LOANS				
From Holding Company		30590000		30429000
Others		43790000		
		<u>74380000</u>		<u>30429000</u>
3. FIXED ASSETS				
Gross Block	1806966		1629697	
Less : Depreciation	260193		162457	
Nett Block		<u>1546773</u>		<u>1467240</u>
4. STOCK-IN-TRADE:				
Finished Goods (As Certified by Management)		69014380		68023570
		<u>69014380</u>		<u>68023570</u>
5. SUNDRY DEBTORS:				
(Considered good for which the Company holds no Security other than the Debtors' Personal Security)				
Less than 6 months	17894888		18565907	
More than 6 months considered good	18680089	36574995	35544866	54110773
Considered doubtful	6591446		5836957	
Less: Provision	-6591446	0	-5836957	0
		<u>36574995</u>		<u>54110773</u>
6. CASH & BANK BALANCES:				
Cash on Hand				
Balances with Scheduled Banks:				
Bank of Baroda	-6972		175636	
Bank of America	2501713		2988470	
		<u>2494740</u>		<u>3164106</u>
7. LOANS & ADVANCES:				
Recoverable in cash or kind or for value to be received				
Exhibition Charges	0		294509	
Claims receivable	1529500		1521450	
Refurbishing/Warranty claim Recv. (from Holding Company)	26120735		-	
Other Advances	586198		583107	
		<u>28236433</u>		<u>2399066</u>

MANTTRA INC.
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs	Rs	Rs	Rs
8 CURRENT LIABILITIES:				
Sundry Creditors:				
For goods supplied	62181370		105699039	
Interest Payable	2316080		-	
Expenses Payable	427693		-	
Royalty Payable	<u>1382967</u>	<u>66308109</u>	-	<u>105699039</u>
9 SALES:				
Pressure Cookers & Pressure Pans	166748086		178893846	
Cookware Items				
Spares & Components		<u>166748086</u>		<u>178893847</u>
10 OTHER INCOME:				
Exchange gain		-3130842		9553255
Refurbishing/Warranty Claim		26120735		-
Others		498244		2166228
		<u>23488137</u>		<u>11719483</u>
11 MATERIAL CONSUMPTION:				
Opening Stock of Finished Goods	68023570		72384166	
ADD:-Purchases	<u>130909264</u>		<u>133466276</u>	
	198932834		205850442	
Less:Closing Stock of Finished Goods	69014380		68023570	
CONSUMPTION		<u>129918454</u>		<u>137826872</u>

MANTTRA INC.
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

SCHEDULE	As at 31st March 2005		As at 31st March 2004	
	Rs	Rs	Rs	Rs
I2 EXPENSES:				
Salary		2672212		2512223
Travelling		471223		214681
Warehousing Expenses		14356745		12564000
Repairs		56291		55804
Insurance		162927		289680
Rates & Taxes		75952		459
Selling Expenses		29683826		29323317
Communication Expenses		3110767		1410857
Legal & Professional Charges		718517		331505
Freight & Clearing Expenses		3571798		5780768
Bank Charges		179612		136526
Interest		2316080		-
		<u>57375948</u>		<u>52619819</u>
Bad Debts		754489		-
		<u>58130438</u>		<u>52619819</u>
As Per our Report Attached. For Messrs. S.VISWANATHAN Chartered Accountants				
C.N.SRINIVASAN Partner		T.T.Jagannathan Chairman		K. Shankaran Director
Place : Mumbai Date: 20th June 2005		S. Ravichandran Director		

MANTTRA INC.
SCHEDULES (As at 31st March, 2005)

3 FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	Cost as at 31st March, 2004	Additions during the Year	Deductions during the Year	Cost as at 31st March, 2005	As at 31st March, 2004	Deductions for the year	Charged for the year	As at 31st March, 2005	Net Book Value as at 31st March, 2005	Net Book Value as at 31st March, 2004
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Forklift	1499088	177269		1676357	126240		79623	205863	1470495	1372848
Office Equipment	26730			26730	2540		1270	3810	22920	24190
Computer	103879			103879	33678		16842	50520	53359	70201
Total	1629697	177269		1806966	162458		97735	260193	1546774	1467239

MANTTRA INC.

13 NOTES ON ACCOUNTS :

Forming part of the Balance Sheet and Profit and Loss Account (for the year ended 31st March 2005)

- a) Significant Accounting Policies :
- I) Accounting Concepts. Financial Statements are based on historical cost and on the basis of a going concern. The Company follows the Mercantile system of Accounting and recognises income and expenditure on an accrual basis.
 - II) Depreciation : -The Company is providing depreciation on Straight Line Method.
 - III) Sales are state at Nett of Returns but before allowing Discounts.
 - IV) Inventory has been stated at Purchase Cost or Net realisable value whichever is lower.
 - V) Foreign Currency - The transactions in Foreign Currency are translated at Average Exchange rates and Exchange difference arising from foreign currency translation are dealt with in the Profit & Loss account.
- b) Figures have been rounded off to the nearest Rupee.
- c) Detailed Quantitative particulars of Sales and Stock :

QUANTITATIVE PARTICULARS :

PARTICULARS	YEAR	QUANTITIES (NOS)
		Pressure Cooker
Opening Stock	2004-05	79419
	2003-04	92590
Purchases	2004-05	167410
	2003-04	154954
Sales	2004-05	174668
	2003-04	168125
Closing Stock	2004-05	72161
	2003-04	79419

OPENING/CLOSING STOCKVALUE - FINISHED GOODS :

Particulars	Year	Opening Stock		Closing Stock	
		Quantity	Value	Quantity	Value
Pressure Cookers & Pans	2004-05	79419	66494977	72161	67974969
	2003-04	92590	70513896	79419	66494977
Others	2004-05		1528593		1039411
	2003-04		1870270		1528593
Total	2004-05		68023570		69014380
	2003-04		72384166		68023570

- d) Sundry Creditors represent the Holding Company.
- e) The entire Share Capital of the Company (98000 shares of common stock aggregating to Rs.11.58 Crores) is held by the Holding Company - TTK Prestige Limited.
- f) Previous year figures have been re-grouped and re-classified where ever necessary.
- g) The Company operates in a single segment of Kitchen Appliances.
- h) The Company had transactions with the Holding Company and no other Group Company.
- i) During the year the Company has paid a Salary of RS.26,72,212/- to Mr.T.T.Lakshman who is related to Mr. T.T.Jagannathan, who is the Chairman of the Company

MANTTRA INC.

j) Cash Flow from Operating activities :-

Cash Flow Statement for the year ended 31st March 2005

(Rs. In Lakhs)

A) Cash Flow from Operating Activities	2004-05		2003-04	
Net Profit/Loss	20.96		0.78	
Adjustment for Depreciation/Amortization	21.45		0.88	
Operating loss before Working Capital Changes		42.41		1.66
Adjustment for :-				
Increase/(Decrease) in Debtors	175.36		(108.65)	
(Increase)/Decrease in Inventories	(9.91)		43.61	
Increase/(Decrease) in Creditors	(393.92)		113.29	
Deferred Revenue Expenditure	-		(20.53)	
(Increase)/Decrease in Other Receivables	(258.37)		(11.38)	
Total		(486.84)		16.34
Net Cash Flow from Operating Activities		(444.43)		18.00
B) Cash Flow from Investing Activities :				
Purchase/Sale of Fixed Assets		(1.77)		(3.17)
C) Cash Flow from Financing Activities :-				
(Increase)/Decrease in Loan		439.51		(27.86)
NET CASH FLOW		(6.69)		(13.03)
Cash and Cash Equivalent at beginning		31.64		44.67
Cash and Cash Equivalent at the end		24.95		31.61
Net		6.69		13.03

We have verified the above Cash Flow Statement of M/s.Manttra, Inc. from the Audited Annual Accounts for the year ended 31st March 2005 and found the same to be drawn in accordance therewith

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Chairman

S. Ravichandran
Director

K. Shankaran
Director

**TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
BALANCE SHEET (As at 31st March, 2005)**

	SCHEDULE	As at 31st March 2005		As at 31st March 2004	
		Rs.	Rs.	Rs.	Rs.
I	SOURCE OF FUNDS				
I.	SHAREHOLDERS' FUND				
	Capital	1	113317840	113317840	
	Reserves and surplus	2	<u>310992699</u>	<u>296090435</u>	409408275
			424310539		
2.	LOAN FUNDS				
	Secured Loans	3	531421152	643500801	
	Unsecured Loans	4	<u>161835000</u>	<u>121760000</u>	
			693256152		765260801
	TOTAL		<u>1117566691</u>		<u>1174669076</u>
II	APPLICATION OF FUNDS				
I.	FIXED ASSETS				
	Gross Block	5	558503835	562086286	
	Less: Depreciation		<u>307646531</u>	<u>291967149</u>	
	Net Block		250857304	270119137	
	Add: Capital Work-in-Progress		<u>1337353</u>	<u>144825</u>	270263962
			252194657		
2.	INVESTMENTS	6	35508050		35508050
3.	ASSETS HELD FOR DISPOSAL		0		50000000
4.	CURRENT ASSETS				
	LOANS & ADVANCES				
	Stock-in-Trade	7	610707331	596311879	
	Sundry Debtors	8	296643440	287756749	
	Cash and Bank Balances	9	88772755	63100261	
	Loans and Advances	10	<u>40775978</u>	<u>55513433</u>	
			1036899504	1002682322	
	LESS: Current Liabilities & Provisions				
	Liabilities	11	<u>359717316</u>	<u>338387126</u>	
	Net Current Assets		677182188		664295196
	Deferred tax Asset		30135821		28874423
	Miscellaneous Expenses		<u>122545975</u>		<u>125727445</u>
	TOTAL		<u>1117566691</u>		<u>1174669076</u>
	Notes on Accounts	16			

Note : The Schedules referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our Report of even date.

For Messrs. S.VISWANATHAN

Chartered Accountants

C.N.SRINIVASAN

Partner

Place : Mumbai

Date: 20th June 2005

T.T.Jagannathan

Executive Chairman

S.Ravichandran

Managing Director

Ajay I.Thakore

Director

K. Shankaran

Director & Secretary

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
PROFIT AND LOSS ACCOUNT (For the year ended 31st March 2005)

	SCHEDULE	As at			As at		
		Rs.	Rs.	31st March 2005 Rs.	Rs.	31st March 2004 Rs.	Rs.
INCOME							
Sales	12		1930066459			1510707224	
Less :Excise duty relatable to Sales			83250536	1846815923		75694033	1435013191
Other Income	13			<u>21,397,475</u>			<u>75199493</u>
				1868213398			1510212684
EXPENDITURE							
Material Consumption	14		1005489059			776249895	
Expenses	15		801896882			703497852	
Depreciation (As per Schedule 5)		18795281			22264161		
Less: Transfer from Revaluation Reserve		<u>0</u>			<u>3838815</u>		
			18795281			<u>18425346</u>	
				1826181222			1498173093
Profit\ (Loss)before VRS amortisation & tax				42,032,176			12039591
Amotisation of VRS payments				1128570			1128570
Profit before Tax				40,903,606			10911021
Provision for Tax							
- Current Tax (Min. Alternate Tax)		2055311					
- Reversal of Minimum Alternate Tax pertaining to earlier year		-417984	1637327			417,984	0
- Deferred Tax			-1261398	375929		<u>2,942,053</u>	3360037
Profit\ (Loss)after Tax				40,527,677			7550984
Surplus brought forward				0			
Proposed Dividend				22663568			0
Tax on dividend				2961845			0
Transferred to General Reserve				3900000			0
Profit\ (Loss) carried to Balance sheet				<u>11,002,264</u>			<u>7550984</u>
Earnings per Share (Rs)				3.57			0.67
Notes on Accounts	16						

Note :The Schedules referred to above form an integral part of the Profit & Loss Account.

This is the Profit & Loss Account referred to in our Report of even date.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S.Ravichandran
Managing Director

Ajay I.Thakore
Director

K.Shankaran
Director & Secretary

**TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)**

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
I. CAPITAL				
Authorised Share Capital 1,50,00,000				
Equity Shares of Rs.10/- each		150000000		150000000
Issued,Subscribed :				
1,13,48,384 Equity Shares of Rs.10/- each out of which 78,69,064 Shares of Rs.10 each allotted as Bonus Shares fully paid-up by capitalisation of Reserves	113483840		113483840	
Less: Calls unpaid	<u>166000</u>		166000	
		113317840		113317840

2. RESERVES & SURPLUS :				
Revaluation Reserve :				
As per last Balance Sheet	33941938		60115839	
Less: Transfer to P&L Account	<u>0</u>		<u>3838815</u>	
	33941938		56277024	
Less: Deduction	<u>0</u>	33941938	<u>22335086</u>	33941938
Share Premium Account	61410959		61410959	
Less: Calls unpaid	<u>1364500</u>		<u>1364500</u>	
	60046459		60046459	
Less :Reduction effected as per Court order	<u>0</u>	60046459	<u>0</u>	60046459
General Reserve:	194551054		204551054	
As per last Balance Sheet				
Add: Transfer from Profit & Loss account	3900000		0	
Less :Intangible asset adjusted as per transitory provisions of AS 26	<u>0</u>		<u>10000000</u>	
	198451054		194551054	
As per last Balance Sheet	7550984			
Add: Surplus in Profit & Loss Account	<u>11,002,264</u>	217004302	<u>7550984</u>	202102038
				0
		<u>310992699</u>		<u>296090435</u>

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs	Rs	Rs	Rs
3. SECURED LOANS				
Term Loan from ICICI BANK LIMITED Mumbai, secured by equitable Mortgage of Land & Buildings and hypothecation of Plant & Machinery and current assets of the company on paripassu basis with Bank of Baroda and Canara Bank.		0		9287000
Term Loan from Canara Bank, M.G. Road Bangalore, for Voluntary retirement scheme secured by paripassu first charge on the fixed assets & current assets With BOB and ICICI Bank.		0		50465980
Term Loan from Canara Bank, M.G. Road Bangalore, secured by equitable mortgage of Land & Buildings and hypothecation of Plant & Machinery and Current assets of the company on paripassu with Bank of Baroda.		80000000		
FCNR Loan From Bank of Baroda secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with Canara Bank		92464368		176260000
FCNR Loan From Canara Bank, secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with BOB.		70095150		
Packing credit from Canara Bank secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with BOB.		21617511		
Short term loan from Bank of India equitable mortgage on Land & Buildings situated at Santhome High Road, Chennai.				80000000
From Bank of Baroda and Canara Bank, secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu basis with ICICI Bank Limited				
1. Cash Credit	22121623		81315321	
2. Demand Loan	4250000		6207500	
3. ECB Loan	<u>240872500</u>	<u>267244123</u>	239965000	<u>327487821</u>
		531421152		643500801

	As at 31st March 2005		As at 31st March 2004	
	Rs	Rs	Rs	Rs
4. UNSECURED LOANS				
—Fixed Deposits from Directors		10200000		10200000
—Fixed Deposits from Others		31845000		31560000
- Unsecured loans from Banks/Others		76000000		80000000
- Loans from others to Subsidiary		<u>43790000</u>		-
		161835000		<u>121760000</u>

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

5. FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31st March, 2004	Additions during the Year	Deductions during the Year	Cost as at 31st March, 2005	As at 31st March, 2004	Deductions for the year	Charged for the year	As at 31st March, 2005	Net Book Value as at 31st March, 2005	Net Book Value as at 31st March, 2004
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Land	102702682	35000	17622716	85114966	0	0	0	0	85114966	102702682
Buildings	126623754	840562	536578	126927738	84414821	350859	2837339	86901301	40026437	42208933
Plant & Machinery	253230331	10425435	0	263655766	159297123	0	10062330	169359453	94296313	92560360
Electrical Installations	16682498	77282	0	16759780	9560212	0	496366	10056578	6703202	7122286
Tools, Moulds & Dies	23777046	412805	0	24189851	13015119	0	2055885	15071004	9118847	10761927
Furniture, Fixtures & Fittings	19160441	627295	0	19787736	13777291	0	1034703	14811994	4975742	5383150
Office Equipment	15205585	608371	117811	15696145	8678438	31249	1621426	10268615	5427530	6527147
Vehicles	2970095	0	1687007	1283088	1490292	999939	158525	648878	634210	2852651
Total	560352432	13026750	19964112	553415070	290233296	1382047	18266574	307117823	246297247	270119136
Capital Work-in-Progress	144825	1192528	0	1337353	0	0	0	0	1337353	144825
Total	560497257	14219278	19964112	554752423	290233296	1382047	18266574	307117823	247634600	270263961
Motors Cars under LEASE	0	5088764	0	5088764	0	0	528708	528708	4560056	0
Grand Total	560497257	19308042	19964112	559841187	290233296	1382047	18795282	307646531	252194656	270263961

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
6. INVESTMENTS				
Shares (Quoted):				
1) 1440 Equity Shares of Rs. 10/- each, fully paid-up in TTK HEALTH CARE Limited (Market value Rs.46.60Ps)		165000		165000
Shares (Unquoted):				
2) a) 722150 Equity Shares of Rs. 10/- each, fully paid-up in TTK Tantex Ltd	7307109		7307109	
Less:Reduction in share value Rs. 1 per share	<u>722150</u>		<u>722150</u>	
	6584959		6584959	
Less :Provision for Diminution	<u>6584959</u>	0	<u>6584959</u>	0
The above 722150 shares have been sold during the year 2004-05)				
b) 391350 Equity Shares of Rs. 10/- each, fully paid-up in TTK Tantex Ltd	3959894		3959894	
Less:Reduction in share value Rs. 1 per share	<u>391350</u>		<u>391350</u>	
	3568544		3568544	
Less :Provision for Diminution in value	<u>3568544</u>	0	<u>3568544</u>	0
3) a) 5% - 130000 optionally Convertible Preference Shares of Rs.100/- each, fully paid up.	13000000		13000000	
Less :Provision for Diminution in value	<u>13000000</u>	0	<u>13000000</u>	0
The above 130000 shares have been sold during the year 2004-05)				
b) 5% - 5000 optionally Convertible Preference Shares of Rs.100/- each, fully paid up.	500000		500000	
Less :Provision for Diminution in value	<u>500000</u>	0	<u>500000</u>	0
c) 10% - 1100 optionally Convertible Bonds of Rs.1,000/- each, fully paid up	<u>1100000</u>	1100000	<u>1100000</u>	1100000
4) 1470 Equity Shares of Rs. 1000/- each, fully paid-up in TT. Kitchenwares Ltd.	1470000		1470000	
Less: Loss on Extinguishment/provision for diminution in value	<u>1470000</u>	0	<u>1470000</u>	0
5) 3,73,805 Equity Shares of Rs. 10/- each, fully paid-up in Prestige Housewares (India) Ltd		3738050		3738050
6) 12,500 Equity shares of Rs.10/- each, fully paid-up of M/s. Ind- Global Financial Trust.		500000		500000

**TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)**

SCHEDULES Contd.

7) 3,24,860 Equity Shares of Rs.10/- each,fully paid up of M/S. Softel Machines Limited.	17000000	17000000
8) 1,09,296 Equity shares of Rs.10 each of TTK Services Private Limited	13000000	13000000
Non Trade Investments (at cost):		
1) 6 Years National Savings Certificates (Unquoted)	5000	5000
2) BOB Growth 95		
	1000000	
Less: Sold	1000000	
	<u>35508050</u>	<u>35508050</u>
Notes :		
1) Aggregate value of quoted Investments	165000	165000
2) Aggregate value of unquoted Investments	35343050	35343050
3) Market value of quoted Investments	67104	27216
4) TTK Health care Limited and TTK Tantex Limited are group companies)		

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
7. STOCK-IN-TRADE: (Valued at cost)				
Raw Materials & components		150165277		152562160
Work-in-Progress		61400115		76365508
Finished Goods		399141939		367384211
(As Certified by Management)		<u>610707331</u>		<u>596311879</u>
8. SUNDRY DEBTORS: (Considered good for which the Company holds no Security other than the Debtors' Personal Security)				
More than 6 months-Considered good		33834788		76037267
More than 6 months-Considered doubtful		6591446		5836957
Less :Provision for Doubtful debts		-6591446		-5836957
		<u>33834788</u>		<u>76037267</u>
Other Debts		262808652		211719482
		<u>296643440</u>		<u>287756749</u>
9. CASH & BANK BALANCES:				
Cash on Hand		425527	453466	
Balances with Scheduled Banks:				
In Current Account	67764960		47442342	
In Deposit Account	20582268	88347228	15204453	62646795
		<u>88772755</u>		<u>63100261</u>

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
10. LOANS & ADVANCES:				
Recoverable in cash or kind or for Value to be received considered good -(includes due from Manttra Inc., a wholly owned subsidiary amounting to Rs.3.06 crores (Prev.Yr:Rs 3.04 Crores). Maximum amount outstanding during the year Rs.3.06 Crores (Previous year Rs.3.04 Crores). Balances with Excise Authorities Advance Income Tax (Net of provision)				
		29002980		25932271
		10988208		16427920
		784790		13153242
		<u>40775978</u>		<u>55513433</u>
11. CURRENT LIABILITIES:				
Acceptances	60683991		44609136	
Sundry Creditors for goods supplied	125891300		84274734	
Unclaimed Dividend	1317280		1821738	
For Other Liabilities	147443752		201290125	
Interest accrued but not due on loans	<u>1717425</u>		<u>6391393</u>	
		337053748		338387126
PROVISIONS:				
Proposed Dividends		22663568		0
		<u>359717316</u>		<u>338387126</u>
12. SALES:				
Pressure Cookers & Pressure Pans		1253850504		996609544
Cookware Items		246671378		193377698
Spares & Components		108172856		104629157
Weighing Scale		24337		31335
Wheel Skin		5243932		8577412
Idli Stand		7966		94669
Flasks		391047		1038094
Knives		1609762		1613022
Gas Stoves		176650697		76211207
Kitchen Tools		231870		243226
Kitchen Electrical Appliances		113582340		102501629
Scrap Disposal		23110526		25780231
Modular Kitchen		519244		0
		<u>1930066459</u>		<u>1510707224</u>
13. OTHER INCOME:				
Interest on Fixed Deposit with Banks and others		4422919		1211753
INCOME FROM INVESTMENTS:				
DIVIDEND				
Profit/Loss on sale of Assets		3570631		2260391
Profit/Loss on sale of Shares		1661075		5593811
Rent Receipts		704516		1472000
Exchange gain/(loss)		(10510446)		10735994
Others		1548780		4182252
		<u>20000000</u>		<u>49743292</u>
Income recognised on property development Agreement				

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

		21,397,475		75,199,493
		As at 31st March 2005		As at 31st March 2004
	Rs.	Rs.	Rs.	Rs.
14. MATERIAL CONSUMPTION	Tonnes		Tonnes	
Aluminium	2146	275989771	1910	223152487
Stainless Steel	616	69436318	509	54001556
Others	Various	673527201	Various	464454222
	Units		Units	
		1018953290		741608265
Add: Opening Stock of Finished Goods & Work-in-Progress		443749719		489440530
		1462703009		1231048795
Less: Closing Stock of Finished Goods & Work-in-Progress		460542054		443749719
		1002160955		787299076
Less :Excise duty differential in Increase(Decrease) in Inventory		3328104		(11049181)
CONSUMPTION		1005489059		776249895
15. EXPENSES:				
Salaries,Wages & Bonus		133245359		116178807
Contribution to Gratuity Fund		3344056		4716000
Contribution to P.F. and other Funds		9867009		8944957
Employees Welfare Expenses		12044211		9341490
Power & Fuel		25808333		23130071
Sundry Manufacturing Expenses		2871793		1635768
Repairs & Maintenance:				
Buildings	3120218		2366897	
Machinery	5003443		5091717	
Other Assets	5278054		2415113	
		13401715		9873727
Consumption of Stores and Spare parts		7638264		8002167
Rent		4087924		4237119
Insurance		4694165		4727954
Travelling & Conveyance		24835387		21283910
Motor Vehicle Expenses		3198765		2505862
Additional Sales Tax		19169258		14455780
Rates & Taxes		3107886		2565116
Interest & Bank Charges:				
Interest	65948757		92117721	
Bank Charges	9408583		8182217	
		75357340		100299938
Lease Rental		-		425822
Carriage Outwards:				
Freight	73651568		56233409	
Insurance	1861073	75512641	1308776	75542185

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
SCHEDULES (As at 31st March, 2005)

SCHEDULES Contd.

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
Directors Sitting Fees		205000		230000
Audit Fees		603042		364450
Legal & Professional Charges		4347717		3683242
Postage & Communication Expenses		11357553		9514158
Printing & Stationery		3679665		3445513
Entertainment Expenses		80278		95118
Advertisement & Sales Promotion		150789956		148821176
Distribution Expenses		53837141		40033409
Commission to Selling agents		20260170		3741919
Miscellaneous Expenses		20640762		19087298
Discount		105003738		73803256
Bad debts written off		12907754		10811640
		801896882		703497852

Per our Report Attached. For Messrs.S.VISWANATHAN Chartered Accountants	T.T.Jagannathan Executive Chairman	Ajay I.Thakore Director
C.N.SRINIVASAN Partner	S. Ravichandran Managing Director	K. Shankaran Director & Secretary
Place : Mumbai Date: 20th June 2005		

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS
16. Notes on Consolidated Financial Statements:-
Forming part of the Balance Sheet & Profit and Loss Account
(For the year ended 31st March, 2005)

(1) SIGNIFICANT ACCOUNTING POLICIES

The Consolidated Financial Statements relate to TTK Prestige Limited ("the Company") and its wholly owned subsidiary Mantra Inc, U.S.A.

- (a) The financial statements of the Company and its subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra Company transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS 21), issued by the Institute of Chartered Accountants of India.
- (b) Significant accounting Policies and notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated financial position of the Companies. Recognizing this purpose the Company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.
- (c) Foreign Currency Transactions :

In the case of the foreign subsidiary, all revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

- (d) Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13, issued by the Institute of Chartered Accountants of India.
- (e) Other significant accounting policies are set out under "Significant Accounting Policies" as given in the Unconsolidated Financial Statements of TTK Prestige Limited and its subsidiary.

2) Figures have been rounded off to the nearest rupee.

(3) **Contingent Liabilities :**

	2004-05	2003-04
a) Bank Guarantees / LC	33140830	70269837
b) Guarantees/Legal Undertakings for export Obligation	3078609	3078609
c) Estimated amount of contract remaining to be executed on Capital A/c. not provided for	5063153	604988
d) Securitisation of Accounts Receivables	0	19703489
e) Tax matters under appeal(IT/ST/ED)	31914349	22100000

(4) The company operates in a single segment of Kitchen appliances.

(5) Disclosure as per Accounting Standard 19

Interest includes Rs.14308/- paid towards the interest amount on assets purchased on Hire Purchase. The value of Hire Purchase assets as on 31-03-2005 is Rs. NIL. The following are the details of Hire Purchase instalment dues as on 31-03-2005 :

Less than 1 year	N I L
More than 1 year but less than 5 years	0

- b) The company has acquired certain items of Vehicles on Financial Lease on or after April 1, 2001 amount to Rs.5088764 (Previous year – Nil)

The Minimum lease rental outstanding as of 31st March 2005 in respect of these assets are as follows

Particulars	Total Minimum lease Payment outstanding as on		Future interest on outstanding lease payments as on		Present value of Minimum lease payments as on	
	31.03.2005	31.03.2004	31.03.2005	31.03.2004	31.03.2005	31.03.2004
Within One year	1367700	0	529718	0	837982	0
Later than one year and not later than 5 Years	4742685	0	898254	0	3844431	0
Later than 5 years	0	0	0	0	0	0

(6) Related party disclosures as per Accounting standard 18:

(a) The Company has transactions with the following entities.

Associates:

TTK Health Care Limited, Peenya packaging Products, TTK LIG Limited, Prestige Housewares (India) Limited, TT Krishnamachari & Co TTK Tantex Limited, RAS transformation-Technology (P) Ltd and TTK Services Limited.

Key Management Personnel: Mr. T.T. Jagannathan, Mr. S. Ravichandran,
Mr. K. Shankaran, Mr. T.T. Lakshman

(b) Summary of the transactions with the above related parties is as follows :

(All in Rupees)

Loans & Advances	0
Others	85621359

(Including Remuneration of Rs.10253961 paid to Key Management Personnel)

(c) Balances outstanding as on 31.3.2005

Particulars	Subsidiary	Associates	Key Management Personnel & Relatives
Fixed Deposits (due by the company)			25200000 (25900000)
Loans given (due to the Company)	30590000 (30429000)		
Amount due to the company against supplies	61986888 (105699854)		
Inter Corporate Deposit (due by the company)		76000000 (80000000)	
Rental Deposit		720000 (720000)	

7) Deferred tax Break-up

	31.3.05	31.3.04
i) Deferred tax liability on account of		
(1) Depreciation	6817469	6748777
(2) Others (Difference between book & IT value of assets as of 1.4.01)	<u>25331813</u>	<u>25331813</u>
	32149282	32080590
ii) Deferred tax asset on account of Accumulated losses as per IT Act, 1961 and others	<u>62285103</u>	<u>60955013</u>
Deferred tax (net)	<u>30135821</u>	<u>28874423</u>

8) Earning per share as per Accounting standard 20 (As-20)

	2004-2005	2003-2004
Profit after Tax as per Profit & Loss A/c. (Rs in Lakhs)	405.28	75.51
Weighted Average number of Equity Shares used as denominator for calculating EPS (in lakhs shares)	113.48	113.48
Earning per Share of Rs.10/- each		
Before Extra-ordinary Items (Rs.)	3.67	0.76
After Extra-ordinary Items (Rs.)	3.57	0.67

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S. Ravichandran
Managing Director

Ajay I.Thakore
Director

K. Shankaran
Director & Secretary

TTK PRESTIGE LIMITED-CONSOLIDATED ACCOUNTS

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2005
(as per Accounting Standards AS (3) Issued by the Institute of Chartered Accountants of India)

	As at 31st March 2005		As at 31st March 2004	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities:				
Net profit (loss) before taxation		406.06		109.11
Adjustments for:				
Depreciation	208.43		184.25	
profit/loss on sale of assets	(52.32)		(78.54)	
Interest/dividend recd.	(44.23)		(12.12)	
Interest expense	636.33		921.18	
Voluntary retirement debit	11.29	759.50	11.29	1026.06
Operating profit before working capital changes		1165.56	1135.17	
Adjustments for:				
Increase/decrease in debtors	346.31		(457.79)	
Increase in inventories	(140.91)		263.68	
Increase in creditors	(224.12)		766.23	
Increase/decrease in other receivables	(259.55)	(278.27)	209.98	782.10
Cash generated from operations		887.29		1917.27
Income tax paid(refund)		127.72		46.46
Net cash from operation before Extra ordinary item		1015.01		1963.73
Extra ordinary item		0.00		(691.31)
		<u>1015.01</u>		<u>1272.42</u>
B. Cash flow from investing activities				
Purchase/sale of fixed assets	(193.08)		(151.03)	
sale/purchase of investments	16.61		244.20	
Sale proceeds of fixed assets	721.53		109.05	
interest received	44.23		12.12	
dividend received	0.00		0.00	
		589.29		214.34
Net cash used in investing activities		1604.30		1486.76
C. Cash flow from financing activities				
Proceeds from issue of share capital	0.00		0.00	
Redemption of debentures	0.00		0.00	
Redemption of term loans	(2360.13)		(800.00)	
Proceeds of long term borrowings	439.51		(143.76)	
Premium on redemption of debentures	0.00		0.00	
Proceeds/redemption of bullet payment	0.00		0.00	
Bank borrowings	1625.59		(137.89)	
Refund/acceptance of deposits	10.05		155.19	
Interest paid	(636.33)		(921.18)	
Short term loan from banks	(426.26)		492.80	
Net cash used in financing activities		<u>(1347.57)</u>		<u>(1354.84)</u>
Net increase in cash and cash equivalents		256.73		131.92
Cash and cash equivalent at the begining	631.00		499.08	
Cash and cash equivalent at the end	<u>887.73</u>	<u>256.73</u>	<u>631.00</u>	<u>131.92</u>

We have verified the Consolidated Cash Flow Statement of M/s.TTK Prestige Limited, and its subsidiary, Mantra Inc. from the Audited Annual Accounts for the Year ended 31st March 2005 and found the same to be drawn in accordance therewith and also with the requirements of clause 32 of the listing agreement entered with Stock Exchanges.

For Messrs. S.VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Mumbai
Date: 20th June 2005

T.T.Jagannathan
Executive Chairman

S.Ravichandran
Managing Director

Ajay I.Thakore
Director

K.Shankaran
Director & Secretary

TTK PRESTIGE LIMITED

Registered Office: 78, Old Madras Road, Dooravaninagar, Bangalore-560 016.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Full Name of the member attending.....

Full Name of the first joint holder.....

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 49th ANNUAL GENERAL MEETING of the Company held at Registered Office of the Company at N0, 78, Old Madras Road, Bangalore-560 016 on Tuesday the 23rd August 2005, at 11.00 a.m.

Ledger Folio No.....

No. of Shares held.....

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

Note: Members are requested to bring their copies of the Annual Report to the Meeting. As per the policy of the Company no Gifts will be given at the Annual General Meeting.



TTK PRESTIGE LIMITED

Registered Office: 78, Old Madras Road, Dooravaninagar, Bangalore-560 016.

PROXY

I /We.....

of

in the district of

being a member / members of TTK PRESTIGE LIMITED, hereby appoint

ofin the district of

.....or failing himin the district of

.....as my / our proxy to vote for me / us on my / our behalf at the Forty

Eighth Annual General Meeting of the Company to be held on Tuesday the 23rd August, 2005 and at any adjournment thereof.

Signed this day of2005.

Ledger Folio No.....

No. of Shares held

Please affix
Re. 1.00
Revenue
Stamp

(Signature of Member)

Notes: Proxy must be deposited at the Registered Office of the Company not less than 48 HOURS before the commencement of the Meeting. The Proxy should be signed according to the specimen signature/s of the member/s recorded with the Company.

