

Uhjlvwhhg#rii lfh#dw## Rog#Pdgudv#Urdg/#Grrudydqlqdjdu /#Edqjdoru h#93#849

NOTICE TO SHAREHOLDERS

NOTICE#/#huhe|#lyhq#wkdw#khw#wlwkw#Dqxd#hghudo#Phhwlj
ri# #TK PRESTIGE LIMITED#zlooh#khog#v#wkh#hjlvwuhg#iilfh
dw# #Rog#Pdgudv#Urdg/#Grrudydqlqdjdu /#Edqjd oruh#93#849#on
Tuesday the 29th August, 2006 at 12.00 noon#v#wudqvdw#khw
iioorzlj# exvlqhv#

ORDINARY BUSINESS:

- 41 W#b#fhyh#/#rqlghu#dqg#dgrsw#wkh#Surilw#/#Orv#Dffrxqw#iru
wkh#h du#hghg#64vw#Pdufk/#5339#dqg#wkh#Edodqfh#khw#v
dw#kdv#d#w#rjh#wkhu#lwk#wkh#hsruv#v#wkh#Gluhfwrw#dqg
Dxglwruv#wkhu#r#q1
- 51 W#ghfoduh#/#hlyghg#1
- 61 W#srlqw#d#Gluhfwrw#/#sodfh#/#Pu1#W#W#dk xq#dvkdq/#zkr
uhwluh#v#/#urwdwlrq#dqg#ehlqj# holjleoh/#iuhuv#klpvhoi#iru
uh0dssrlqwphqw1
- 71 W#srlqw#d#Gluhfwrw#/#sodfh#/#Gu1#Pu1#Gwkd#Wjdqddwkdq/
zkr# uhwluh#v#/#urwdwlrq#dqg#ehlqj# holjleoh/#iuhuv#khuvo#i#u
uh0dssrlqwphqw1
- 81 W#srlqw#d#Gluhfwrw#/#sodfh#/#Pu1#W#W#dq#zkr#uhwluh#v#
e|#urwdwlrq#dqg#ehlqj# holjleoh/#iuhuv#klpvhoi#iru
uh0dssrlqwphqw
- 91 W#srlqw#wkh#Dxglwruv#/#i#wkh#Frpsdq|# iru#wkh#qvxlj
|hdu#dqg#w#/#wkh#u#p#q# udw#q1

SPECIAL BUSINESS:

- :1 W#frqvlghu#dqg#/#i#wkrxjkw# ilw#wr#sdvv#zlwkrw#ru#zlwkrw
prglifdwlq/# wkh#oorzlj# uhvroxwlrq#v#dq#Ruglqdu|
Uhvroxwlrq=

7UHVR#HG#W#K#D#V#u#vxdq#w#r#/#hf1#<#/#63<#dqg#r#wkhu
dssol#deoh#surylv#lrv#ri#wkh#Frpsdq|# Dfw/#<89/#dqf#wlrq
<#/#G#fpehu#5338#dqg#zkr# krogv#iilfh# xs#wr#wkh#d#w#h#
wklv#Dqxd#hghudo#Phhwlj#/#suvxdq#w#r#/#hf1#wlrq#593#i
wkh#Frpsdq|# Dfw/#<89/#dqg#/#q#uhvshf#/#zkr# wkh
Frpsdq|# kv#uhfhyh#d#q#wlfh#iurp# d#p#pehu# xqghu
Vhf158:#i# wkh#Frpsdq|# Dfw/#<89/#sursrvlqj# klv
fdqglgdwuh/#h#dqg#v#wkhu#/#dssrlqwhg#dv#Gluhfwrw#/#wkh
Frpsdq| /#deoh#/#h#wl#u#/#urwdwlrq#81
- :1 W#frqvlghu#dqg#/#i#wkrxjkw# ilw#wr#sdvv#zlwkrw#ru#zlwkrw
prglifdwlq/# wkh#oorzlj# uhvroxwlrq#v#dq#Ruglqdu|
Uhvroxwlrq=

7UHVR#HG#W#K#D#V#u#vxdq#w#r#/#hf1#<#/#63<#dqg#r#wkhu
dssol#deoh#surylv#lrv#ri#wkh#Frpsdq|# Dfw/#<89/#dqf#wlrq
<#/#G#fpehu#5338#dqg#zkr# krogv#iilfh# xs#wr#wkh#d#w#h#
wklv#Dqxd#hghudo#Phhwlj#/#suvxdq#w#r#/#hf1#wlrq#593#i
wkh#Frpsdq|# Dfw/#<89/#dqg#/#q#uhvshf#/#zkr# wkh
Frpsdq|# kv#uhfhyh#d#q#wlfh#iurp# d#p#pehu# xqghu
Vhf158:#i# wkh#Frpsdq|# Dfw/#<89/#sursrvlqj# klv
fdqglgdwuh/#h#dqg#v#wkhu#/#dssrlqwhg#dv#Gluhfwrw#/#wkh
Frpsdq| /#deoh#/#h#wl#u#/#urwdwlrq#81

- <1 W#frqvlghu#dqg#/#i#wkrxjkw# ilw#wr#sdvv#zlwkrw#ru#zlwkrw
prglifdwlq/# wkh#oorzlj# uhvroxwlrq#v#dq#Ruglqdu|
Uhvroxwlrq=

7UHVR#HG#W#K#D#V#u#vxdq#w#r#/#hf1#<#/#63<#dqg#r#wkhu
dssol#deoh#surylv#lrv#ri#wkh#Frpsdq|# Dfw/#<89/#dqf#wlrq
<#/#G#fpehu#5338#dqg#zkr# krogv#iilfh# xs#wr#wkh#d#w#h#
wklv#Dqxd#hghudo#Phhwlj#/#suvxdq#w#r#/#hf1#wlrq#593#i
wkh#Frpsdq|# Dfw/#<89/#dqg#/#q#uhvshf#/#zkr# wkh
Frpsdq|# kv#uhfhyh#d#q#wlfh#iurp# d#p#pehu# xqghu
Vhf158:#i# wkh#Frpsdq|# Dfw/#<89/#sursrvlqj# klv
fdqglgdwuh/#h#dqg#v#wkhu#/#dssrlqwhg#dv#Gluhfwrw#/#wkh
Frpsdq| /#deoh#/#h#wl#u#/#urwdwlrq#81
- 431 W#frqvlghu#dqg#/#i#wkrxjkw# ilw#wr#sdvv#zlwkrw#ru#zlwkrw
prglifdwlq/# wkh#oorzlj# uhvroxwlrq#v#dq#Ruglqdu|
Uhvroxwlrq=

7UHVR#HG#W#K#D#V#u#vxdq#w#r#/#hf1#<#/#63<#dqg#r#wkhu
dssol#deoh#surylv#lrv#ri#wkh#Frpsdq|# Dfw/#<89/#dqf#wlrq
<#/#G#fpehu#5338#dqg#zkr# krogv#iilfh# xs#wr#wkh#d#w#h#
wklv#Dqxd#hghudo#Phhwlj#/#suvxdq#w#r#/#hf1#wlrq#593#i
wkh#Frpsdq|# Dfw/#<89/#dqg#/#q#uhvshf#/#zkr# wkh
Frpsdq|# kv#uhfhyh#d#q#wlfh#iurp# d#p#pehu# xqghu
Vhf158:#i# wkh#Frpsdq|# Dfw/#<89/#sursrvlqj# klv
fdqglgdwuh/#h#dqg#v#wkhu#/#dssrlqwhg#dv#Gluhfwrw#/#wkh
Frpsdq| /#deoh#/#h#wl#u#/#urwdwlrq#81
- 441 W#frqvlghu#dqg#/#i#wkrxjkw# ilw#wr#sdvv#zlwkrw#ru#zlwkrw
prglifdwlq/# wkh#oorzlj# uhvroxwlrq#v#dq#Ruglqdu|
Uhvroxwlrq=

7UHVR#HG#W#K#D#V#u#vxdq#w#r#/#hf1#<#/#63<#dqg#r#wkhu
dssol#deoh#surylv#lrv#ri#wkh#Frpsdq|# Dfw/#<89/#dqf#wlrq
<#/#G#fpehu#5338#dqg#zkr# krogv#iilfh# xs#wr#wkh#d#w#h#
wklv#Dqxd#hghudo#Phhwlj#/#suvxdq#w#r#/#hf1#wlrq#593#i
wkh#Frpsdq|# Dfw/#<89/#dqg#/#q#uhvshf#/#zkr# wkh
Frpsdq|# kv#uhfhyh#d#q#wlfh#iurp# d#p#pehu# xqghu
Vhf158:#i# wkh#Frpsdq|# Dfw/#<89/#sursrvlqj# klv
fdqglgdwuh/#h#dqg#v#wkhu#/#dssrlqwhg#dv#Gluhfwrw#/#wkh
Frpsdq| /#deoh#/#h#wl#u#/#urwdwlrq#81

E|#Rughu#/#wkh#rdug
Iru #WNS#uhvwlj#/#lplwhg

Sodf=#Edqj doruh
Gdwhg=#W#W#W#/#5339

N1VKDQNDUDQ
Director & Secretary

WWS#HVWLJDLPLWHG

ILWLHWKQXDO#HSRUV538039

Pu1#V#W#M#djddqdwkdq# Pu1#W#1#dylfkdqgudq#duh#qwhuvwhg#b
wklv#hvroxwlrq1

)#63<#i# wkh#frpsdqlhv# Dfw/#<891#Wkh#shfldo#uhvroxwlrq
sdvvhg#e#wkh#luhfwruv#wkdq#nduolh#phwlrq#lv#dolgs#wr
wkh#qdqfldo#hdu#533903:#lqg#w#sursrvhg# wr#hghz#wkh
vdlg#uhvroxwlrq#iru#d#xuwkhu#shulg#ri#8#hduv#lv#shuplwv
xqghu#Vhf163<+:#i# wkh#frpsdqlhv# Dfw/#<891

Pu1#V#W#M#djxqdwkdq# dqg#Gu1#Puv1#Gwkd#M#djddqdwkdq#duh
ghhphg#wr#h#qwhuvwhg#wklv#hvroxwlrq#r#du#lv#v#qfhuqv
wkh#hpxqhudwlrq#ri# Pu1#V#W#M#djddqdwkdq#W#uhvroxwlrq#v
frpphghg# iru#dgrswlrq1

Doow#kh#luhfwruv#wkhu#wkdq#pdqjilqj# ru#zkroh# wlp
gluhfwruv#duh#ghhphg#wr#h#qwhuvwhg#wklv#hvroxwlrq1

ITEM No. 11

##E#Rughu## wkh#rdug
Iru#WWS#shvln# Olplwhg

Wkh#kduhkroguv#dyh#ehhq#shulrglfdo#sdvvlqj# vshfldo
uhvroxwlrq#wr#h#qdeoh#d#lphqw#ri#frppvlvrlq# wr#luhfwruv#wkhu
wkdq#pdqjilqj# ru#zkroh# wlp#gluhfwruv#xemhfw#d#h#loloqj# ri
4(# ri# wkh#shurilwv#rpsxwhg# lq#dlfrugdqfh# zlwkw#Vhf1#<+4,/
Sodfh#E#dqjedoruh
Gdwhg#E#w#Wq#/#5339

Sodfh#E#dqjedoruh
Gdwhg#E#w#Wq#/#5339

N1VKDQNDUDQ
Director & Secretary

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

+Lq#qhfwrq# zlwkw#Lwhp#r1#3#i# wkh#rwlh2H{sodqdwru#v#wdwhphqw,

I. GENERAL INFORMATION	
41 Qdwuxh#ri#Lqgxvwu|	Pdqxidfwxuh#dqg#Pdunhwlrq#ri#Suhvuxh#r#rnvuv/#Qrq0vwlfn Frmzduh/# Jdv#V#wryhv#Gphvwlf#Nlwfkhq#Dssoldqfhv1
51 Gdwh#h#{shfwhg#gdw#h# frpphghphqw ri#frpphufdo# surgxfwlrq	Dq#h#{lvwlrq#Frpsdq| 1
61 Lq#lvh#i#qhz#frpsdqlhv/# h{shfwhg#gdw#h# frpphghp hqw## dfwlylwlv#lv#shu#surmhfw dssuryhg#e#lqdqfldo#qvwlwv#wlrq#shdulqj lq#wkh#survshfwxv1	Q1D1
71 llqdqfldo#shuirupdqfh# edvhg#q#jlyhq#lqgfdwruv	Q1D1
81 H{sruw#shuirupdqfh# dqg#qhw#uhljq h{fk dqjh #duqlqjv	H{sruw Lpsruw Qhw#uhljq# H{fkdqjh# #duqlqjv Uv#dv Uv#dv Uv#dv
533805339	4933 ;:6 ;4:
91 Iruhlijq# Lqyhvwphqw#r#rooderudwruv/#dq| 1	Qqh
II INFORMATION ABOUT THE APPOINTEE:	
41 Edfnjurxqg# ghwdlov	###E#W#M#djddqdwkdq Pu1#V#W#M#djddqdwkdq#v#d Jrog#Phgdolv#urp# wkh Lqgldq# Lqvwlwvwh#i Wfkqrorj| /#Pdguv#dqg glg# klv# Pdvwhuv#lq Rshudwlrq#Jhvdufk#q Fruqhoo#qlyhuvlw/#XVD1 Kh#dv#ehhq#q#wkh#rdug ri# wkh#frpsdq| iru# wkh odv#h#hduv1
51 Sdv#hpxqhudwlrq	Uhihu#Dqgh{xuh#04
61 Uhfriqlwlrq# ru#dzdugv	Jrog#Phgdolv#urp# LLW#khqqdl
	#####M#dylfkdqgudq Pu1#W#1#dylfkdqgudq#lv#dq h{shulhghg# dqg#txdolihg surihvvlrqdo#kdylqj# txdolihg lq#wkh#hog#i# Phkdqfldo Hajlqhulqj# iurp# wkh#qgldq Lqvwlwvwh# Wfkqrorj| / Fkhqqdl# dqg# lv# d Pdqdjhphqw# Judgxdwh#urp wkh#Lqgldq# Lqvwlwvwh# Pdqdjhphqw1#Kh#dv#ehhq#q wkh#rdug#i#wkh#frpsdq| iru wkh#dv#h#hduv1

WWS#HVWLJDEPLWHG

<p>71 Mre#suriloh#dqg#klv#xlwdelolw|</p>	<p>Kh# lv# wkh#H{hfxwlyh Fkdilupdq# lq#fkdujh# ri ryhudoopdqjphqw# ri wkh#rpsdq|# lqfoxglqj Orqj# Wlup#Vwudwhj|#qg Lqqrwdlwrq1#Kh#kdv#wkh uhtxlvlwh#xdoliifdlwrq# dqg h{shulhqfh# wr#krog#wklv srw1</p>	<p>Kh#v#wkh#Pdqdjlqj# Gluhfwru ri# wkh#rpsdq|# lq#fkdujh# ri wkh#gdl# wr#gdl# ryhudoopdqjphqw# ri#wkh#rpsdq| dqg#vkdooglvfkdujh# vxfk ixqfwlrqv# dv#qwxuvwhg#wkh Erdug#ri# Gluhfwru#wur# wlp wr#wlph1#Kh#srvvhvvhv#wkh qhfvvdu|#xdoliifdlwrq# dqg h{shulhqfh# wr#glvfkdujh# wkh ixqfwlrqv# ri# d#Pdqdjlqj Gluhfwru</p>
<p>81 Uhpqxhudlwrq#sursrvhg</p>	<p>Uhihu#Dqqh{xuh#4</p>	
<p>91 Frpsdudwlyh#uhpxqhudlwrq#suriloh#zlwkwuhvshfw#r#qgxvwu|#l}h#ri#wkh#rpsdq| / suriloh#ri#wkh#rvlwrq#dqg#shuvrq +lq#fdv#h{sdwuldwh#wkh#hohydqg#awdlov zrxog# eh#z1 u#v#wkh#xqwu|#ri#klv#uljlq,</p>	<p>Wkh# uhpxqhudlwrq sdfndjh# lv#q#blqh#lwk#wkh qdwxuh#wkh#qgxvwu|#l}h ri#wkh#rpsdq| /#suriloh#ri wkh#shuvrq# dqg# wkh uhvsrqvelolw|#qwxuvwhg</p>	<p>Wkh#uhpxqhudlwrq#sdfndjh# lv lq#olq#zlwkw#wkh#qdwuh#wkh lqgxvwu|#l}h#ri#wkh#rpsdq| / suriloh#ri#wkh#shuvrq#dqg#wkh uhvsrqvelolw|#qwxuvwhg</p>
<p>:1 Shfxqldu|#uhodlwrqvks#gluhfw|#u#qgluhfw|#lwk wkh#rpsdq| /#u#uhodlwrqvks#lwk#pdqjhdldo shuvrq qh#dq|</p>	<p>Uhodlwrq#wr Pu1#W#djkxqdwkdq dqg#G#Puv1,#dwkd Mdjqdwdkdq1</p>	<p>Qrqh</p>
<p>III OTHER INFORMATION</p>		
<p>I, Uhdvrqv#ru#orvv#u#qdghtxdwh#surilwv</p>	<p>Wkrxjk# wkh#rps dq|#lqfx uuhg#q#wrv## Uv14417#Furuhv#xulqj wkh#du#5335036/#w#dv#uhfry huhg#q#wkh#du#5336037#e|#pdnlq j d#surilw#ri# Uv15416#ankv #shuirupdqfh# lq#5337038## 5338039#dv dovr#lpsuryhg#zlwkd#d#Qhw#Surilw#ri#Uv161;9#Furuhv#)#:144#Furuhv uhshf wlyho|</p> <p>Wkrxjk# wkh#rvvhv#qfxuuhg#q#5335036## 5336037#huh#dgmxxvwhg djldqvw#lqhudo#lqhuyhv# wkh#rpsdq| /#sur ylvrq v## Vhf1 67<#i# wkh#rpsdq|hv# Dfw/#<89#htxlh#wkh#dgmxxvwhg#wkh#rvvhv#djldqvw#w#surilwv#pdgh#lq#wkh#xevtxhqv#lhdv#ru ghwhuplqj# wkh#uri lw#w#r#ps xwh#wkh#hpq qhudlwrq#w Pdqdjhdldo#Shuvrqho1</p> <p>Wkrxj k#wkh#rpsd q|#kdv#v#xulq#suril wdeol#w#l#oo#w#dnh#z#kloh wr#lsh# rxw#wkh#eryh#ghilfw#dv#qwhpsodwhg#kqghu Vhf1#67<#i# wkh#rpsdq|hv#Dfw/#<891</p>	
<p>II, Vwhsv#wdnh#q#sursrvhg#wr#eh#w#dnhq#iru lpsuryhphqw</p>	<p>Wkh#rpsdq|# kdvd#ouhdg|#hhq#wxuqh#urxqg#dqg#v#pdnlqj# surilw</p> <p>Wkh#kduhkroghuv#uh#ovr#htxhvwhg#wr#uhhu#wr#wkh Pdqdj hphqvw6#Qfxvvlrq#)#Dqdojlv#hsruw#lqfoxghg#q Gluhfwruv6#bsruw#u#ixuwkhu#ghwdlov1</p>	
<p>III, H{shfwhg#qfuhdv#q#surgxfwly#w|#dqg#surilwv lq#phdvx udeo#w#wupv</p>	<p>Wkh#rpsdq|# kdvd#pdgh#d#surilw#ri# Uv144#Furuhv## Uv161;9#Furuhv ehir uh#wd{#xulqj# wkh#du#5338039## 5337038#hvwshfwlyho|Wkh rpsdq|# h{shfwv#w#r#psuryh# xsrq# wklv#shuirupdqfh# lq#wkh#plqj |hdv1Wkh#rpsdq|# h{shfwv#w#r#urz# dw#8(# wr#53(# shu#dqqxp1</p>	
<p>IV DISCLOSURES</p>		
<p>Wkh#ghwdlov#w# wkh#uhpxqhudlwrq#sdfndjh# ri# Pu1#W#djkxqdwkdq dqg#Pu1#W#dylfkdgudq#duh#kuqlvkhg#q#Dqqh{xuh#41</p> <p>Wkh#wkhu#glv orvxuh#htx luhg#duh#kuqlvkhg#xqghu#wkh#roxpq 7Glforvxuhv8#q#xu#Uhsruw#q#Frusrudwh#ryhuqdgfh1</p>		

ANNEXURE 1

REMUNERATION DETAILS*

	T T Jagannathan	S. Ravichandran
A 1 Uodul	Uv14/33/333#hu#prqwk	Uv14/58/3332#hu#prqwk# lq#wkh#sd|# vfdoh## Uv193/333# Uv15/33/333
B 1 4 Krxvlqj	Krxvh#Uhw#Doorzdqfh#ri# 93(# ri# wkh vdodul#yhu#dqg#deryh#43(# sd|deoh#e| wkh#ssrlqwhh1	Krxvh#Uhw#Doorzdqfh#ri# 93(# ri# wkh#vdodul#yhu#dqg deryh#43(# sd|deoh#e|wkh#ssrlqwhh1
5, Jdv/#Hohfwulflw|#####Z#yhu	Wkh#{shqglwxuh#lqfxuuhg## e|# wkh Frpsdq|# rq# Jdv/#Hohfwulflw|## Zdwh# lxuqlvklqv# hwf1/#kdooh#ydoxhg#lv#shu Lqfrph# Wq#Uxohv/#<95#xemhfw#r#d fhloqj# ri# 43(# ri# wkh#vdodul	Wkh#{shqglwxuh#lqfxuuhg#e|# wkh#Frpsdq|# rq# Jdv/ Hohfwulflw|Zd wh#x uqvlqj v#v1/#kdooh#ydoxhg#lv#shu Lqfrph# Wq#Uxohv/#<95#xemhfw#r#d#fhloqj# ri# 43(# ri# wkh vdodul
6, Phglfdo	Rqh#prqw6v#vdodul#d#hdu#ru#wkuh#prqw6v#vdodul#yhu#d#shulrg#ri# wkuh#hduv#iru# vhoi/#zlih/# fkloguhq#dqg ghsqghqww1	Rqh#prqw6v#vdodul#d#hdu#ru#wkuh#prqw6v#vdodul#yhu#d#shulrg#ri# wkuh#hduv#iru# vhoi/#zlih/# fkloguhq#dqg ghsqghqww1
7, Ohdyh#Vdyho Dvvlwdqfh	Iru# vhoi#dqg#dplo| /#wr#dqg#ur#Dluiduh dqg#wkh#hodwhg#shqvhv#wr#dq|#sodfh lq#Lqgd#u#deurg#rqfh# d#hdu1	Iru# vhoi#dqg#dplo| /#wr#dqg#ur#Dluiduh#wr#dq|# sodfh#q Lqgd#qfh# d#hdu1
8, Foxe#hhv	Ihhv#iru# wzr# foxev#qrw#lqfoxglqj dgplvlrq# dqg#olih#phpehuvkls# ihh1	Ihhv#iru# wzr# foxev#qrw#lqfoxglqj# dgplvlrq# dqg#olih phpehuvkls# ihh1
9, Shuvrqdo#fflghqw Lqvudqfh#Fryhu	Dv#shu#wkh#xohv## wkh#rps dq| 1	Dv#shu#wkh#xohv## wkh#rpsdq| 1
C. Rwkhu#hghilwv		
41 Sury lghqw#x qg frqwulexwlrq	0 Dv#shu#xohv## wkh#rpsdq| 1	0 Dv#shu#xohv## wkh#rpsdq| 1
51 Vxshudqxdwlrq frqwulexwlrq	0 Dv#shu#xohv## wkh#rpsdq| 1	0 Dv#shu#xohv## wkh#rpsdq| 1
61 Ohdyh#qg#Ohdyh hqfdvkphqw ehqhilwv	0 Dv#shu#xohv## wkh#rpsdq|	0 Dv#shu#xohv## wkh#rpsdq|
71 Judwxlw|	#0##Dv#shu#xohv## wkh#rpsdq|	0 Dv#shu#xohv## wkh#rpsdq|
D. 41 Fdu	Iuhh#xvh#ri# Frpsdq|# pdlqwdlqhg fdu#zlw#gulyhu	Iuhh#xvh#ri# Frpsdq|# pdlqwdlqhg#fdu#zlw#gulyhu
51 Wshskrqh	Wshskrqh#dw#hvlghqfh	Wshskrqh#dw#hvlghqfh
E1 Shuirupdqfh# Erqxv frpplvlrq	Zloo#eh#hqwlvohg#r#uhpxqudwlrq fdoxodwhg#w#(# ri# wkh#ghw#surilw#ri wkh#Frpsdq|# frpsxwhg# lq#dffrugdqfh zlw#V/hf14<:#wkh#Frpsdq|hv# Dfw/#<89 dqg#wk#ghihuhqfh#ehwzhhg#wkh#prxqw vr#fdoxodwhg#w#(# dqg#wkh#prxqw sdlg# e|# zd|# ri# vdodul#dqg#rwkhu doorzdqfh#ghvfulehg#deryh# vkdooh# sdlg#dv#rppplvlrq1	D#Shuirupdqfh# Erqxv#frpplvlrq# ri# 4(# rq# wkh#ghw surilwv## wkh#rpsdq|# dv#ghfoduhg#wkh#Dxglwhg#Dqqxdo Uhsruw## wkh#rpsdq| 1
	Wkh#eryh#uhpxqudwlrq#h{foxylyh#ri frpplvlrq# vkdooh#sdlg#dv#plqpxp uhpqxqudwlrq#lq#wkh#hdu#ri# orvv#u lqdghtxdf|# ri# surilwv1#x#xk#plqpxp uhpqxqudwlrq#lv#q#h{fhvv#ri# fhloqj/# li dq| /#suhvfulehg#xqghu#Vfkghxoh#LLL#wr#wkh#Frpsdq|hv# Dfw/#<89/#wkh frpsdq|# vkdooh#h#shuplvlrq# ri# Fhqwudo#yhuqphqw dv#pd|# eh#qhfhvvdul#q#dffrugdqfh# zlw#surylvlrq# jryhuqlqj sd|phqw# ri# uhpqxqudwlrq#lq#irufh# dw wkh#hohydq#q#w#ri# wlph1	Wkh#eryh#uhpxqudwlrq#lqfoxglqj# Shuirupdqfh# Erqxv Frpplvlrq# vkdooh#sdlg#dv#plqpxp# uhpqxqudwlrq#lq wkh#hdu#ri# orvv#u#lqdghtxdf|# ri# surilwv1#x#xk#plqpxp uhpqxqudwlrq#lv#q#h{fhvv#ri# fhloqj/# li#dq| /#suhvfulehg xqghu#Vfkghxoh#LLL#wr#wkh#Frpsdq|hv# Dfw/#<89/#wkh frpsdq|# vkdooh#h#shuplvlrq# ri# Fhqwudo#yhuqphqw dv#pd|# eh#qhfhvvdul#q#dffrugdqfh# zlw#surylvlrq# jryhuqlqj# sd|phqw# ri# uhpqxqudwlrq#lq#irufh# dw#wkh uhohydq#q#w#ri# wlph1

-#Suhvhw#dqg#sursrvhg# uhpqxqudwlrq#duh#wkh#dph1



DIRECTORS' REPORT
(Including Managements' Discussion and Analysis Report)

Fr xu#Gluhfwrwv#duh#sohdvuhg#suhvhqwlqj#vkhlu#wlhwk#Dqxd#Uhsruw#Wvjhwkhu#lwk#wkh#Dxglwhg#Dffrxqvw#ri#wkh#Frpsdq| /#ru#wkh|hd u#qg hg#64"#Pdufk#5339#lv#oorzv=

FINANCIAL RESULTS

#Uxshhv#q#bdnkv,

	2005-06	2004-05
Vdohw#qfoxvlyh##h{flvh#gxw|,	564;6	4;<6:
RwkhU#frph	5	578
Surilw#ehiruh#wd{	4533	6;8
QhwW#Surylvlrq	7;<	7
QhwS#Surilw	:44	6;4
Wdqvihu#vr#Ujhqhudo#Ujhvhuyh	:5	6<
Sursrvhg#Glylghqg#-lqfoxglqj#wd{,	656	589
Vxusoxv#uulhg#vr#edodqfh#khhw	649	;9

REVIEW OF PERFORMANCE

Fr xu#Frpsdq|# frqwlqhg# wr#hjlvwuh#xevwdqwlqj#zkw# lq#lww#hudoo#Dohv#rk#q#whupv## yroxph# dgg#ydoxh1#ryhu#lqg#deryh#wzr vxf hwlyh#hdv#63(# |hdu#q#|hdu#urzwk/# |rxu# Frpsdq|# dfklhyhg#d#urzwk# ri#5517(#gxulqj#5338039#hul#surxgfw#dwhjrul#ghdow lq#q#|rxu#Frpsdq|# zlwqhvvhg#xevwdqwlqj#zkwv1#Wkrxjk# wkh#U#ghfolqh#q#wkh#(sruw#exvlqhv#v#khr#phvlf#exvlqhv#hjlvwuhg d#jurzwk #ri#65(1#Suh0d{#surilw#juhze|#pruh# wkdq#wkh#wlph#zklh#rvw#wc{#surilw#hjlvwuhg#dq#U#fuhdv#:#:(1

Wkh#Fr ps dq|6v#surilw#delolw|#psuryhg# wkurxjk# lpsuryhphq# lq#pdujlv# erwkr#q# dffrxq# ri# lpsuryhg# uhdol#dwlrq#lv#zhoo#lv#rvv uhgxfwlrq#phdvxuhv1#Wklv#dv#surpswhg#|rxu# Erdug#vr#hfrpphg# d#kljhu# glylghqg#iru#wkh#du1

Pruh#hoderudw#dqdo|lv#surylghg#xqghu#wkh#hfrlrq#5Pdqdjphq#6v#Glvxvvlrq#dqg#Dqdo|lv61

RECOGNITION OF PRESTIGE AS "SUPER BRAND"

Fr xu#Erdug#ri# Gluhfwrwv#duh#sohdvuhg#vr#qirup# wkdv#ku# Frpsdq|6v# eudqg#7Suhvwljh8#lv#ehhq#ghfoduhg#lv#wkh#xshu#Eudqg#q#wkh Nlwkhq#Dssoldqf hv#dwjrul #q#wkh#ruog#uhqzqhg# hydodwlrq#jhqf|# 7Vxshueudqgv81

Vxshueudqgv#duh#hukdsv#wkh#ruog6v#uhprvw#frpsqgl# ri#fdvh#wxglhv#q#wkh#rvw#xwvwdqglqj#eudqgv#q#d#rxquw| 1#ryhu#wkh#hdv lw#dv#dlq hg#qfu#hdvlqj|#q#uhvshf#dqg#q#hyhudo# wkh#8#rxquwlvh#wshudwhv#q#h#hfrjql#hg# dv#wkh#ghshqghq#w#dxwkrulw|#lqg duelwuh#eudqg#pdqdjphq#1# Lw#dv#v#wxglhv#duh#rxwhg# lq#wh#w#rvv# dgg#duh#wqh#uhihuuhg#vr#|#vhqlru#mrxuqdolvw#duh#wlqj suri hvv#rdov#dqg#ghfl vlrq #pdnhuv1

W#txrwh#Pu1#Dqpr o#du#P#dqjl qj #Guhfwrw#Vxshueudqgv#lqgld=

7Suhvwlj h#vr#qh#i#wkh#wrs#48(# ri#Lqgl6v#qvxphu# eudqgv1#q#d#dunhw#glylghg#|#odqjxj# dqg#xqgdphqwdoo|#du|lqj# nlwfkq#kdelwv/ folp elqj #v#dqg#uhpdlqj# dw#wkh#wrs#i#wklv#udplg# lv#qr#phdq#dfklhyhphq#1#Suhvwljh#dv#uhdwhg#sodf#ru#lwwho#v#vwd|lqj#dkhdg ri#frpshwlrq# dqg#loolqj#qhghg#sdfhv#|#q#rydwlqj# dqg#pdunhw|j#jhq|v1#Wkh#f#wkdw#w#fruh#q#p#xowl0#udqg#xwoh#d#urvv#phwuv/ flwlv#vrzq#dqg#loodjv#wkh#owlpdwh#ulexw#w#klv#udqg1#arp# wkh#rrn# wkdv#w#qghu#suhdudwlrq#hdghu#zoo#h#deoh#w#qgghuvwdqg zkdw#pdnhv#Suhvwljh#wkh#psdq|# l#w#>zkdw#pdnhv#w#lfn#zkdw#gulyhv#w#uzdug/#zkdw#nhsv#w#khdg#ri#frqvxphu# qhghv>zk| /#q ghg/ zkhq#frqjurwhg#zlwkw#pruh#wkdq#fruh#i#fkrf#lv# lq#wkh#pdunhw#sodf#xqguhg#i#wkrxvdqgv#i#frqvxphu# hdk#hdu#hdfk#xw#ru#wkh eudqg#wkdv#sod|v#wkh#jhqg#S#UHVWLJZ1#eholhyh#wkh#udqg#v#wldo#oylqj1#Dv#v#zghv#ruzdug#lw#oo#wuhqjwkhq#v#dqgv#zlwkw#wkh frqvxphu# 0#dqg#fuhdwh#frpshoolqj# pdunhw|qj#vvrul#wkdv#zoo#hvrqdwhq#nlwfkq#v#furvv#Lqgl8

MANAGEMENTS' DISCUSSION AND ANALYSIS

A. INDUSTRY SCENARIO

Wkh#hudoc#r|dqf|# lq#wkh#frqrp|# vhhq#q#wkh#dvw#zr#|hdv#r#qwlq#hg#gxulqj#5338039#dovr#k#zhyhu /#vkh#fu#hdv#h#lo#sulfhv
dqg#wkh#dwh#i#lqiodwlrq#kdg#vrph#lpsdfw#rq#glvsrvdeoh#qfrph# ri#wkh#qvxplqj# sxeolf1

Yr xu#Frpsdq|# rshudwhv#h#wkh#lwfkhq#dssoldqf#h#h#jphq#w#zlw#d#zlg#udqj#ri#surgxw#dwhjru#h#v1# xu#Frpsdq|#v#sruwrolr
frqv l#w#ri#Suhv#v#u#h#r#nhuv#/#Qr#Q#0#v#l#f#n#F#r#n#z#d#h#/# Jdv#V#wry#h#v#q#g#r#p#h#w#l#f#n#w#l#w#k#h#q#d#s#s#o#l#d#q#f#h#v#1#V#k#h#h#|#s#u#r#g#x#f#w#d#w#h#j#r#u#|# ri
|rxu# Frpsdq|# lv#Suhv#v#u#h#r#n#h#v#z#k#l#f#k# lv#v#k#d#u#h#g#d#p#r#j#v#w# r#u#j#d#q#|#h#g# qd#wl#r#q#d#e#u#d#q#g#h#g#s#o#d#|#h#v#/#h#j#l#r#q#d#e#u#d#q#g#d#q#g
x#q#r#u#j#d#q#|#h#g# s#o#d#|#h#v#/#v#k#h#d#w#w#l#w#z#d#f#r#x#q#w#l#q#j# i#r#u#q#h#d#u#o#|#d#o#i#i#w#k#h#d#u#n#h#w#1

Wkrx#j#k# w#k#h#u#h#d#o#x#h#d#g#g#h#g#s#u#r#g#x#f#w#i#i#q#d#w#l#r#q#d#e#u#d#q#g#/#s#u#h#v#v#u#h#r#n#h#v# lv#s#u#h#g#r#p#l#q#d#w#o#|#d#f#r#p#r#q# pdq#v#s#u#r#g#x#f#w#d#q#g#v#k#x#v
w#k#h#p#d#q#g# lv#s#u#l#f#h#n#o#d#w#l#f#v#k#h#u#h#i#r#u#/#v#k#h#k#d#u#h#/# u#h#j#l#r#q#d#e#u#d#q#g#v#q#g#x#q#r#u#j#d#q#|# h#g#s#o#d#|#h#v#/#q#w#k#h#f#u#h#d#v#h#1

Wkh#Suhv#v#u#h#r#n#h#v# l#q#g#x#v#w#l#w#x#i#i#h#u#g#k#h#d#y#l#o#|#g#x#u#l#q#j# w#k#h#d#u#v#5333036#q#d#f#r#x#q#w# ri# kljk# h#f#l#v#h#g#x#w#|#h#y#|#/# 49#(1#Wkl#z#d#v
e#u#r#x#j#k#w#g#r#z#q# w#r#(# l#q#5336037#d#q#g#l#q#f#h#w#k#h#q#w#k#h#g#x#v#w#l#w#/#h#f#r#y#h#u#l#q#j# e#x#w#/#h#w#r#h#u#h#r#x#s# d#o#w#s#d#w#v#r#v#h#v#x#i#i#h#u#g#q
d#f#r#x#q#w# ri# g#x#w#|#q#f#u#h#d#v#h#v#z#h#o#o#v#/#w#k#h#u#h#f#h#v#l#r#q#d#u#|#d#f#w#r#u#v#1

Dv#h#j#d#u#g#v#w#k#h#s#u#r#g#x#f#w#d#w#h#j#r#u#h#v#q#d#p#h#o#|#f#r#r#n#z#d#h#/# v#wry#h#v#q#g#r#p#h#w#l#f#n#w#l#w#k#h#q#d#s#s#o#l#d#q#f#h#v#/#v#k#h#d#u#n#h#w#w#u#x#f#w#u#h#/#l#p#l#o#d#u
w#r#v#k#d#w#i#s#u#h#v#v#u#h#r#n#h#v#1#K#r#z#h#y#h#u /#v#k#h#k#d#u#h#d#q#g#r#o#h#/#w#k#h#h#j#l#r#q#d#e#u#d#q#g#v#q#g#x#q#r#u#j#d#q#|# h#g#s#o#d#|#h#v#/#x#l#w#h#k#l#j#k# l#q#w#k#h#v#h
v#h#j#p#h#q#w#v#1

Wkh#ur#z#w#k# d#q#g#v#x#u#y#l#d#o#/# w#k#h#s#u#h#v#v#u#h#r#n#h#v# d#q#g#q#r#q#w#l#f#n#f#r#r#n#z#d#h# l#q#g#x#v#w#l#w#h#h#q#g#v#r#q# d#v#d#e#o#h#q#l#u#h#f#w#v#d#/#h#j#l#p#h
f#r#q#v#l#w#l#q#j# ri#f#h#q#w#d#o#f#l#v#h#g#x#w#|#d#v#z#h#o#o#v#/#D#V#D#Q#|#w#l#q#n#h#u#l#q#j#q#w#k#h#v#h#d#w#h#v#q#w#k#h#k#j#k#h#u#v#l#g#h#d#q#k#d#y#h#d#q#d#g#y#h#v#h#l#p#s#d#f#w#r#q#w#k#h
f#r#q#v#x#p#h#u# d#q#g#v#k#x#v#w#k#h#g#x#v#w#l#w#1

B. OPPORTUNITIES, THREATS AND COMPANY'S RESPONSE

Yr xu#Frpsdq|# ghuly#h#v#w#w#v#u#h#q#w#k#r#p# l#w#v#u#d#q#g#/#d#q#x#i#d#f#w#x#u#l#q#j# d#q#g#l#q#r#y#d#w#l#r#q# h#{shu#w#l#v#h#q#s#u#h#v#v#u#h#r#n#h#v#v# d#q#g#q#r#q#w#l#f#n#f#r#r#n#z#d#h#
u#h#|#l#w#v#w#x#w#l#r#q#d#q#g#h#u#y#l#f#h#d#s#d#e#l#o#l#w#l#h#v#1# xu#Frpsdq|# lv#x#u#h#q#w#o#e#x#l#o#g#l#q#j# l#w#v#v#u#h#q#w#k#q#x#w#v#r#x#u#l#q#j# f#d#s#d#e#l#o#l#w#l#h#v#r#w#k#
z#l#w#k#l#q#L#q#g#l#d#q#g#x#w#v#l#g#h#L#q#g#l#d#1

Lq#w#k#h#d#v#w#k#h#h#d#u#v#r#x#u#Frpsdq|# d#g#g#h#g#w#r#w#w#v#u#h#q#w#k#h#g#l#u#h#f#w#h#w#d#l#o#d#|#e#|#h#v#w#d#e#o#l#v#k#l#q#j#h#{f#o#x#v#l#y#h#u#h#w#d#l#o#v#o#h#w#d#u#r#v#v#w#k#h
f#r#x#q#w#l#/#x#q#g#h#u#w#k#h#d#p#h#d#q#g#w#|#o#r#g#h#u#h#w#l#j#h#p#d#u#w#l#w#l#w#k#h#q#v#1

Yr xu#Frpsdq|# kdv#p#x#o#w#l#r#o#g#s#s#r#w#x#q#w#l#w#h#v#r#h#{s#o#r#w#l#w#k#h#s#r#w#x#q#w#l#w#h#v#d#u#l#v#h#r#p#w#v#u#h#q#w#k#r#w#w#k#h#Frpsdq|# v#w#d#w#h#g#r#y#h#d#v#
z#h#o#o#v#/#v#k#h#h#y#r#o#w#l#r#q#w#k#d#w#v#v#d#n#l#q#j#s#o#d#f#h#q#w#k#h#g#r#p#h#w#l#f#n#p#d#u#n#h#w#q#w#k#h#q#v#x#p#h#u# e#h#k#d#y#l#r#x#u#d#v#z#h#o#o#v#/#q#w#k#h#p#r#g#h#u#q# u#h#w#d#l#o#
i#r#u#p#d#w#r#l#v#1# xu#Frpsdq|# d#o#v#r#h#o#l#h#y#h#v#h#u#h#w#l#q#j#s#s#r#w#x#q#w#l#w#h#v#r#u#/#v#w#h#o#f#h#v#l#g#h#v#h#{s#o#r#w#l#q#j#d#y#l#d#e#o#h#s#s#r#w#x#q#w#l#w#h#v#1

a. Opportunities through Brand Extension

Dv#w#d#w#h#g#v#w#k#h#d#v#w#h#s#r#w#/#h#u#w#k#h#d#v#w#z#|#h#d#u#v#/#r#x#u#Frpsdq|#v#e#u#d#q#g# Prestige #k#d#v#u#p#o#l#h#v#w#d#e#o#l#v#k#h#g#v#h#o#d#v#d#
N#l#w#f#k#h#q#d#q#g#K#r#x#v#h#k#r#o#g#e#u#d#q#g#/#v#k#d#q#n#v#w#r#w#k#h#v#f#f#h#v#v#i#x#o#h#{w#h#q#w#l#r#q#i#w#k#h#e#u#d#q#g#h#|#r#q#g# s#u#h#v#v#u#h#r#n#h#v#v#d#q#g#f#r#r#n#z#d#h# w#r
f#r#y#h#u#d#z#l#g#h# udq#j#ri#s#u#r#g#x#f#w#b#l#h#j#v#v#wry#h#v#q#g#r#p#h#w#l#f#n#w#l#w#k#h#q#d#s#s#o#l#d#q#f#h#v#/#p#r#g#x#o#d#u#n#w#l#w#k#h#q#v#q#g#h#y#h#q#g#r#p#h#w#l#f#n#l#u#r#q#v#1
Yr xu#Frpsdq|# kdv#e#h#h#q#d#e#o#h#w#r#f#k#l#h#y#h#v#x#f#f#h#v#v#i#x#o#h#{w#h#q#w#l#r#q#z#l#w#k#r#w#o#r#v#l#q#j#i#r#f#x#v# r#q#l#q#f#u#h#d#v#l#q#j#w#k#h#g#r#p#l#q#d#q#f#h# l#q#w#v#h#u#h
f#d#w#h#j#r#u#|# ri#s#u#h#v#v#u#h#r#n#h#v#v#d#q#g#f#r#r#n#z#d#h#1

Wkh#ud#q#g#h#{w#h#q#w#l#r#q#k#d#v#h#q#d#e#o#h#g#r#x#u#Frpsdq|# w#r#q#f#u#h#d#v#h#l#w#g#h#s#w#k#d#v#z#h#o#o#v#/#l#g#w#k#l#q#w#k#h#d#u#n#h#w#r#y#h#u#l#q#j# d#z#l#g#h
v#s#h#w#u#p#i#i#f#x#w#r#p#h#v#h#j#p#h#q#w#v#d#v#z#h#o#o#v#/#h#r#j#u#d#s#k#l#f#d#o# v#h#j#p#h#q#w#v#d#q#g#v#k#x#v#k#d#v#e#h#h#q#d#e#o#h#w#r#d#w#w#l#q#w#k#h#w#d#w#x#i#5#V#x#s#h#u
E#u#d#q#g#q#w#k#h#N#l#w#f#k#h#q#d#s#s#o#l#d#q#f#h#v#d#w#h#j#r#u#|#1#r#x#u#Frpsdq|#v#e#l#q#k#r#x#v#h#v#w#x#g#l#h#v#h#y#h#d#o#k#d#w#k#h#e#u#d#q#g#s#u#h#v#h#q#w#d#h#u#h#d#w
r#s#r#w#u#w#q#l#w#|#h#y#h#q#e#h#|#r#g# #r#f#f#x#s#|#l#q#j# w#k#h#q#w#l#w#h#w#l#w#f#k#h#q#1# xu#Frpsdq|# lv#s#r#l#v#h#g#w#r#d#x#q#f#k#d#x#u#w#k#h#d#d#q#j#h#ri#kljk#h#g#q
g#r#p#h#w#l#f#n#w#l#w#k#h#q#d#s#s#o#l#d#q#f#h#v#h#h#k#l#p#q#h#v#/#k#r#e#v#/#p#l#f#u#r#z#d#y#h# r#y#h#q#/#h#h#w#w#o#l#w#h#w#1#h#q#l#q#h#z#l#w#k#w#v#v#l#r#q#ri#r#f#f#x#s#|#l#q#j# w#k#h
h#q#w#l#w#h#w#l#w#f#k#h#q#d#q#g#e#h#l#q#j#h#g# #d#v#h#v#w#d#o#h#w#l#w#f#k#h#q#r#o#x#w#l#r#q#s#u#r#y#l#g#h#u#1

b. Opportunities through Innovation

Yr xu#Frpsdq|# u#h#f#r#j#q#|#h#v# w#k#d#w#p#h#u#e#u#d#q#g#l#q#j# ri#s#u#r#g#x#f#w#z#l#o#o#q#r#w#|#h#g#h#x#w#v#r#p#h#u#d#f#f#h#s#w#d#q#f#h#x#q#h#v#v#w#k#h#d#p#h#l#v#
v#x#s#s#r#u#w#h#g#|#h#q#r#y#d#w#l#r#q#h#l#i#i#h#u#h#q#w#l#w#h#v#d#q#g#d#o#x#h#d#g#g#l#w#l#r#q#1# xu#Frpsdq|# u#h#d#o#l#h#v#w#k#d#v#h#d#p#d#u#n#h#w#w#u#x#f#w#u#h#z#g#h#g
z#l#w#k#p#x#v#k#u#r#p#l#q#j# x#q#r#u#j#d#q#|#h#g# s#o#d#|#h#v#z#k#r# w#h#g#g#r#r#p#r#g#l#w#|#h# w#k#h#s#u#r#g#x#f#w#d#w#h#j#r#u#|/#q#o#l#q#q#r#y#d#w#r#u#v#d#q#p#r#y#h#w#k#h
f#r#q#v#x#p#h#u#v#r#q#v#l#r#x#v#o#l#w#r#z#d#u#g#v#k#d#o#l#w#|#s#u#r#g#x#f#w#l#d#o#w#k#h#s#u#r#g#x#f#w#d#x#q#f#k#h#g#e#|#r#x#u#Frpsdq|# l#q#w#k#h#d#v#w#k#h#h#d#u#v#k#d#y#h

pdunhw... suhvxuh... lv#qrw... sduw... nlwfkq... pdunhw... XVD#rxu# frpsdq|# lv#brnlqj# dw rssruwxqlwlv#ru#wdsslqj#wkh#kljk# hqg#rrnzduh# pdunhw... XVD1#wklv#ssruwxqlw|#fdq#eh#h{sorlwhg#wkhq#wdiirugv#dq rssruwxqlw|#wr#qfuhdv#vkh#lvwulexwlrq#u#suhvxuh#rrnhuv# dov#q#wklv#pdunhw1#v#wkh#grphvwlf#hfrqpl# lv#urzlqj uds|gol#rxu#frpsdq|# zlooh#rrplwllqj# odujhu#hvxufhv#vr#wkh#grphvwlf#pdunhw#dqg#khqf#h{sruw#ssruwxqlwlv#zlooh# frqvlghuhg#rqo|#vwhs#vwhs#wr#swlp|h# wkh#yudoc#duqlqjv#ri#wkh#frpsdq| 1

i. Threats

Lq#wkh#grphvwlf# pdunhw#wkh#wkuhdv#qwlqxhv#wr#eh#urp# wkh#xvkurrplqj# xqrudq|)hg# sod|huv#qg#uhjlrqdo#eudqgv1 Wkhv#dyh#wzr#p#sdffv#qdpho|#frpprglwl|dwlr q#i# surgxfw#dwhjrulhv#dqg#quhdolvwlf#d#orz#sulflqj1#Wkvrjk# wkhuh# kljk# pruwdolw|#wkhv#sd|huv#wkh#wqh#wr#psdu#wkh#d#slg#urzwk# ri#txdolw|#frqvlrxv# eudqghg#sod|huv#s#wxwllqj#wkhlu ohjlpdw#dujlqv#xqghu#suhvxuh1#dv#ehh#wkh#rolf| /#rxu#frpsdq|# frqvlqxhv#wr#qyhw#w#qqrwdwlrq/#ihdwxuh#qg ydox#dgg|wlrq/#xvvrphu #qgfdwlrq#dqg#eudqg#surpwrq# wr#wd|eryh#wkhv#w#qrujdq|)hg# sod|huv1#wkh#sruw#pdunhw fkhds hu#xssolv#urp# Fklqd #frqvlqxh#wr#xw#suhvxuh#pdujlqv# dv#hoo#v#(sdqlr# ri#vdohv1

C. PERFORMANCE BY SECTOR AND PRODUCTS;

r xu#frpsdq|# rshudwhv#q#d#lqjoh#hjhq#w0Nlwfkq#Dssoldqfhv1#Wkh#urgxfw#qfoxgh#Suhvxuh#rrnhuv/#Qrq0vwlf#rrnzduh/ Nlwfkq#Hohfwl#Dssoldqfhv#dqg#Jdv/#wryh1#Wkh#wvuxuryhu#wkhv#urgxfw#dwhjrulhv#v#y#h#q#l#wkh#oorzljq# wdeoh1

+L#Ushhv#Odnkv,

	5338039			5337038		
	Grphvwlf	H{sruw	Wwdo	Grphvwlf	H{sruw	Wwdo
Suhvxuh#rrnhuv	4557<	47;4	46:63	<:4:	5796	454;3
Qrq0vwlf#rrnzduh	6875	65	68:7	5757	76	579:
Nlwfkq#Hohfwl#Dssoldqfhv	5496	;	5496	4469	;	4469
Jdv#Vwryh	5587	;	5587	4:99	;	4:99
Rwkhuv	46:8	::	4795	4669	85	46;;
Wwdo	548;6	4933	564;6	496:<	588;	4;<6:

r xu#frpsdq|# uhjlvwhuhg#xevwdqwdv#xph#dv#zhoov#y#doxh#urzwk# lq#5338039#yhu#wkh#uhfhlqj# |hdu#5337038#q#wkh grph vwlf#pdunhw#rxu#frpsdq|# vwhsshg#v#urzwk# udwh#wkh#grphvwlf#pdunhw#urp# 5:(# wr#65(1#Wklv#urzwk# frpshqvdwhg iru#wkh#hfolqh#q#wkh#(sr u#v#vlqhv#wzklfk#zdv#dxvhg#e|#wkh#dgyhuv#hwdl#q#glwlrqv# lq#wkh#V#pdunhw1

Wklv#qfuhdv#q#grphvwlf# jurzwk# udwh#dv#dfklhyg# e|#d#rrpelqdwlq# ri# vwudwhjlv#qvlwllqj# ri# lqwurgxfwlrq#ri# zhooghiihuqwdwhg#h#z#surgxfw#q#doh#whjrulhv/#h#sdqlr#ri# Suhvvljh#pduw#Nlwfkq#qhwzrun/#zhooghuhfwg#kljkhu#lqyvhwphqwt# eudqg#surpwrq# r#d#q#dwlrqdo#fdoh#qg#h#j#qdplf# wudgh#olf| 1#Wkh#h#z#odxqfkhv#qfoxghg#qrrq0vwlf#dwhg#suhvxuh#rrnhuv#lq dwwudfwly#urxuv#lq#xqtxh# 5kdqgl6# #5ndqgl6#kshv/#Suhvvljh#Qdnkdwud#qhu0olg#rrnhuv/# gxsqh#jd#wdeoh#ghox#h#pl#hu julqg huv#h#z#udqjh #ri#phwdo#srrq# iulhqqo|#qrrq0vwlf#rrnzduh# hwf1#Wkh#wrwd#q#pehu#ri# yduldwv#q#wurgxfh#dfurvv#surgxfw fdwhjrulhv#gxulqj# wkh#hdu#dv#durxqg#871

Wkh#eryh#idfww#ohduo|#v#wdeolv#h#dw#rxu# frpsdq|# kd#ehh#h#hifwlyho|#gh0ulvnhg#urp# ehqj# ghshqghq#w#q#rqh#surgxfw fdwhjrul# qdpho|#suhvxuh#rrnhuv#dqg#q#d#h#z#vhohfv#pdunhw#v#h#wrxwkuq#qgl#u#grphvwlf#vdohv#dqg#XVD#u#h#sruw#dohv1

Zlwk#d#wzr#surjhg #s#surdfk#ri#wrs#blqh#urzwk#dqg#y#hukhdg#pdqj#hphqw# wkh#y#hudo#shudwlqj#dqg#zrunlqj# fdlwdo#dwlr lpsuryhg# gxulqj#wkh#hdu1#Wkh#h#v#xowd#psuryhg# fadv#korz#h#qdeohg#rxu#frpsdq|# wr#wqg#wkh#urzwk#dqg#d#slwdo#(shqglwxuh uhtxluphqwv#zlwkrxw#uhvrulqj#vr#dgg|wlrqdo#ruurzlqjv1

D. OUTLOOK

Wkh#ssruwxqlwlv#wkdwduh#dylodeoh#wr#rxu# frpsdq|# dqg#wkh#wudwhjlv#wr#h#(sorlw#wkhp#kdyh#douhdg|#ehh#q#ghwdlohq#wkh suhfhglqj# vhwlrqv1#Eduulqj#q#q#ruhv#h#q#flufxpvwdqfhv#dqg#wkh#q#gluhfw#wd#(dwlrq#h#jlp# ehqj# nhsw#v#wdw#w# |rxu# Gluhfwruv orrn#iruzdug#wr#pdlqwdlqj# dq#y#hudoc#urzwk#udwh# 53(1

WWS#HVWLJDEPLWHG

E. RISKS AND CONCERNS

Wkh#dulrxv#dfwv#uhvhwqwhg#wkh#qg#xv#wl#fhqdulr#dqg#Rssruwxqlwlv#qg#Wkuhdw#fwrq#uhsuhvhwq#wkh#lvnv#qg#frqhuqv
idfh g#e|#rxu #frpsdq| 1#Wk#eurdg#wudwhj#wr#yhufrph# wkhv#vnd#qg#frqhuqv#kdv#dovr#hhq#xwolvqhg#q#wkh#fwrq#Rssruwx0
qlwlv#qg#Wkuhdw#V#h#phwdo#v#wv#dyh#zlwqhvvhg#kdu#qfuhdv#lqfh#wkh#wdu#wklv#hdu1# xu#frpsdq|# lv#vullqj#wr#edodqfh
wkh#dph#zlw#rvw#xw#wqj# phdvx uhv#dv#hoo#dv#qg#surgx fw#ulfh #bfuhdv#v#l#h#wkh#h#dqj#vhulrxv#plvpdwfk# wkh#dujlqv# fdq
frph# xqghu#suhvvhuh#v#hdv#q#wkh#kruw#xq1#Wk#sursvdo#ri# wkh#qdqfh# plqvwul#wr#h#ylh#z#wkh#h#flvh#gxw#h#hpswlrqv# iru
vhyhudo#s#rgxfw#dwjhulhv#qfoxghv#uhv#v#h#rn#huv#dqg#frn#zduh1# Wkh#qg#xv#wl#dv#d#louh#dqj#dqg#ghw#dloh#h#suhvhwq#wl#wr
wkh#plqvwul#zlw#dfwv#qg#ljxuhv#dsshdolqj#wr#wkh#ryhuqphqw#qrw#v#v#lv#wxue#wkh#wdwv#1

F. FINANCES AND INTEREST RATE STRUCTURING

Gxulqj #wkh#hdu#wkhuh#dv#qr#fkdqj# lq#wkh#xw|#f#dswdo#1#xu#frpsdq|# zdv#deoh#wr#dqdqh#lvj#r#zkw# wkurxj#lqwhuq#df#uxdov
zlwkrxw#qfuhdv#qj# ghew#dswdo#1#p#e|# eh#qrwhg#wkdw#yhu#wkh#dv#wkuh#h#d#v#sulru#wr#wkh#hdu#xqghu#uhsruw#xu# frpsdq|
uhgxfhg#wv#ghew#xughq#e|#ryhu#Jv153#ruhv1#Wk#huh#dv#d#xuwkhu#h#gxfwlrq#q#wkh#qwhuhv#xughq#dv#frpsduhg# wr#wkh#suhlyrxv
|hdu#e|#derxw#Jv1#e#odnk#1#kh#qwhuhv#wv#dv#shufhqw#dj#wr#doh#v#v#g#ursshg#iurp# ;17(# wzr#|hduv#edfn#wr#517(#gxulqj# wkh
|hdu#xqghu#uhsruw1

G. INVESTMENTS

V xu#frpsdq|# ixuwkhu#h#f#dswdol#h#g#v#z#krool#r#zqhg# vxevlgldu#Pdqwwud#l#e|#qyhwvlqj#Jv17174furuhv1

Gxulqj#wkh#uuv#wduhu#5338039#wkh#yhwvphqw#dqg#lq#WVW#uylf#v#Sulydw#Q#wg#v#dovr#qfdvkhg/#zklfk# eurxjkw#lq#d#dkv
ri#Uv14168#uhv1#zlw#wklv#xu#frpsdq|# kdv#ghdov#zlw#dov#v#q#uhodwhg#yhwvphqw1

H. INTERNAL CONTROL SYSTEMS

V xu#frpsdq|# lv#q#wl#qrxvo|# lpsurylqj# wkh#qwhuq#d#wuro#|v#h#p#v#q#d#o#w#k#h#u#h#v#r#shudwlrq#qfoxglqj# wkh#i#ihf#wly#p#q# l#ru0
lqj# ri# Suhvwljh#pduw#l#wfkhqv#v#wdeolvkhg#urvv#wkh#hqjwk#dqg#euhdgwk## wkh#xqwul 1# xu#frpsdq|6# sursvhwg# qhz#HUS
lps ohphq#wl#wq#zlo#o#ku#wkhu#ps uryh#wkh#qwhuq#d#wurov1

I. DEVELOPMENTS IN HUMAN RESOURCES

Wkh#gluhfw#psor|phqw# vuhqjwk#wrrg#dw#57#dv#frpsduhg# wr#3#; lq#wkh#suhlyrxv#|hdu1#psur yhg#wudl#qj# dqg#g#hyh#s#phq w
surj#dpph# duh#s#odf#v#r#f#kl#yh#lpsuryhg# surgxfwlyw|#q#d#o#q#s#duw#phqw#l#g#xv#wul#d#d#od#wlrq#z#uh#r#ugldo#wkurxj#xw#wkh
|hdu1# xu#frpsdq|# pdlqwdlqhg#wv#w#udoh#ri#kxpdaq# uhvrxufh#d#w#k#h#k#h#v#w#ohyho#z#l#fk# hqdeohg#wkh#r#zkw# srvleoh1

Wkh#qj#w#whup#h#w#oh#ph#q#w#k#w#k#q#l#r#q# lq#wkh#k#rxu#p#dq#x#id#f#w#xulqj# frpsoh#h# h#sluhv#q#xulqj#wkh#uuhqw#i#dq#f#do#|hdu#533903:1
V xu#gluhfw#r#v#r#rn#ri#uzdug#wr#r#qfoxglqj# d#h#w#oh#ph#q#w#k#w#pruh#wkuxv#w#h#psor|h#h# surgxfwlyw| 1

EXPANSION AND CAPITAL EXPENDITURE

V xu#frpsdq|# kdv#q#xulqj#wkh#wdu#w#wkh#k#uuhqw#i#dq#f#do#|hdu#1#h#sulo#5339#r#p#h#q#h#g# frpphufido# surgxfwlrq# ri#suhvvhuh#rn#huv
lq#wkh#h#z#id#f#l#w|#uhdwhg#v#|oh#s#dod#dp# Yloodjh#hdu#r#l#ped#wruh1#Wk#h#s#d#f#w|#kdv#e#hhq#h#w#deolvkhg#d#gglqj# qhz#pdfklqhu# dv
zhoo#v#vudq#v#ihuaq|# pdfklqhu|# wkdv#v#e#hhq#uhqghuhg#x#s#ox#v#h#wkh#dqj#doruh#d#f#l#w|#1#v#h#q#wlrq# g#q#wkh#duolh#q#uhfwru#v#h#sruwv/
sxuvxdqw#wr#l#jkw0v|#lqj#wkh#dqj#doruh#Xqlw#e#hlqj# xvhg#d#w#dqg0e|#qlw#v#d#w#v#v#xssol#k#dlq#r#wl#pl#dwl r#q#phdvxuhv1#Wk#v#w#dqg0e|
xqlw##zoo#h#skdvhg#xw#q#xulqj#wkh#h#w#v#zhoyh#p#q#wk1

V xu#frpsdq|# lv#q#wkh#surfv#v#h#h#w#deolvklqj#h#z#p#dq#x#id#f#w#xulqj# xqghu#w#dnlqj#q#hdu#r#r#n#h#q#wkh#w#w#w#X#w#w#d#u#d#q#f#k#d#v#l#w#q#w#l#oo
pdq#x#id#f#w#x#u# doo#|shv#i# suhvvxuh#rn#huv# dqg#frn#zduh1# ldf#l#w|#iru#dv#v#p#e|#ri# r#wkhu#g#r#p#w#l#f# nlwfk#q#d#s#s#o#d#q#f#v#z#l#oo#d#ovr#e#h
lq#f#ru#s#rud#w#h#g#q#wk#v#q#w#D#w#k#h#p#dqg# iru#frpsdq|6# surgxfwv#h#l#w#q#ru#wkhu#q#g#l#d#p#dq#x#id#f#w#xulqj# id#f#l#w|#q#wk#h#ru#wk#i#irugv
orj#l#w#l#f#d#h#g#y#d#w#d#j#v#dqg#q#l#g#h#q#w#d#v#w#d#y#l#q#v1#xuwkhu#h#k#q#w#v#w#deolvkhg#q#wk#h#r#w#l#l#h#g#d#u#h#d#v#q#wk#h#w#d#w#h#X#w#w#d#u#d#q#d#v#d#ovr
h#q#w#l#w#o#h#g#h#(flvh#gxw|#h#hpswlrq# dqg#q#r#p#h# wd#(q#f#h#v#l#r#q# iru#d#h#hulrg#ri#43#h#duv1#Wk#v#q#w#v#h#(shfw#h#g#w#r#p#p#h#q#h# frpphufido
surgxfwlrq #q#ulqj#wkh#xuvh#i#wkh#uuhqw#i#dq#f#do#|hdu#533903:1

Dv#xu#frpsdq|6# pdq#x#id#f#w#xulqj# vr#x#f#l#q# uhwdld#q#g#l#w#v#u#l#w#l#w#f#w#l#w#d#h#(s#d#q#l#q# uds#l#g|#xu#frpsdq|# zloo#h#p#so#h#p#h#w#l#q#
V#D#h#q#d#y#d#q#f#h#HUS#y#h#l#q#j# doo#v#d#u#h#d#d#f#w#l#w#l#w#1

Doo#k#h#eryh#ql#w#d#w#y#h#w#r#j#h#w#k#h#z#l#w#q#r#u#p#d#d#s#l#w#d#(shqgl#w#x#h#z#l#oo#h#v#w#o#v#d#d#s#l#w#d#(shqgl#w#x#h#shqg#i#ryhu#Jv153#ruhv#suhdg
ryhu#wkh#dq#f#do#|hdu#533903:1#dqg#533:03:1

PROPERTY DEVELOPMENT

Dv#wdwhtg#wkh#uhfhglqj# vhwlrq#wkh#dqxidfwxulqj# dfwlylw|#q#wkh#dqjdoruh#Xqlw#looh#skdvhg#xw#gjxulqj# wkh#xuvh#ri# qh#w#5
prqwk#dqg#wkh#dqg#wkhuhlq#gphdwxulq j# durxqg#51;8#dnk#txduh#hhw#looh#hfrph# dydlodeoh#u#ghyhorsphq w#x#Erdug#zlooh#dnh
dssur suldw#ghflv lrvq#q#ghdobj#zlwkw#wklv#sursh uw|#q#wkh#hvwlq#whlvv#wkh#kdukrogh uv1

MANTRA INC.

Wkh#krool#rzqhg# XV#xevlgldu|#Pdqwud|#qf#hfrughg#d#doh#Uv1819#uhv#S\#Uv14919#ruhv,#dqg#pdgh#d#surilw#i#Uv4199#dnkv#S\
Uh1531;#dnkv,1#qwlqrxv#uhrjdq|dwlrq# lq#pdmru#hwdl#dlqv#kdv#hghghu#g#wkh#x|lqj# sodqv#rphzkdw# xqsuhglfwdeoh#qg#psdfwhg
wkh#i# wdnh#v#hoo#v#qyhwru|#ohyho#Wkh#shudwlqj#ryhukhdgv#i# wkh#xevlgldu|#kdyh#ehhq#udwlrqdol|#hg#vr#qvxuh#rzh#euhdn#yhg
ohyho#D#wkh#dwhjru|# suhv#xuh#rnhuv# irupv# dq#qvlqjilfdqw# sduw#w# wrwd#wfkq#dssoldqfhw#pdunhw#xu# vevlgldu|#kdv#udzq#xs
sodqv#vr#qwhu#wkh#ljk# hqg#rrnzduh# vjhphq1#Vkh#xevlgldu|#kdv#douhdg|#ljqhg# xs#d#hdglqj#fhoheulw#khi#Pu1#rfr# Glvsulwr#vr
pdunhw#v#surqfwv#kqghu#wkh#udqg#rfr1# ##V#qyhwphqw#wkh#xevlgldu|#v#rjq# whup#q#qdwxuh#qg#kqh#|rxu# Erdug#i# Gluhfwruv
gr#qrw#rqlghu#lw#ghfvvdul#vr#pdnh#dq|#surylvlrq# iru#g|plqxwlrq# lq#ydoxh#lqyhwphqw#dgh#lq#wkh#xevlgldu| 1

Wkh#Dqxdoh#Hsrw#wkh#xevlgldu|#dqg#wkh#wdwphq#w#hhtxluhg#xqghu#hfwlrq#545#i# wkh#rpsdqhv# Dfw#<89#duh#qgh#hg#wr#wklv
Dqxdoh#Hsrw1

DIRECTORS

Pu1#V#djqdwkdq/#Gu1#Puv,1#Ddwk#d|dqdwkdq#dqg#Pu1#V#Vlqlyvdq#hwlul#urwdwlrq#dqg#duh#oljleoh#ru#uhOhohfwlrq#Vkh#irupdwlrq
rq#wkhv#h#wlulqj#lufwruv#surylghg#lq#wkh#rwlh#doolq#wkh#Dqxdoh#hghudo#Phhwlj1

V# xu#Erdug#i# Gluhfwruv#hfrug#zlwkw#ghs#uhjuw#wkh#hplv#ri# Pu1#V#dmdjrsdofkdu|#zkr# sdvvhg#d|z|# rq#9#Pdufk#53391# xu
gluhfwruv#odfh#q#uhfrug#wkhlu#ghs#dssuhfldwlrq#iru#wkh#q#wulxwlrq#pdgh#e|#Pu1#V#dmdjrsdofkdu#gjxulqj# klv#orqj# dvvrdwlrq#zlwkw
|rxu#frpsdq| 1

Pu1#Gloh#S#ulvkdvdzdp|# dqg#Pu1#Uxq#V#k|d udq#kdyh#ehhq#r0 rshwg#lv#gg|wlrq# og#lufwruv#zlwkw#ihfw#urp#<#Gfhp#5338#dqg
58#Pd|#5339#uhvshfwlyho|#kh#uh#0rshwg#lq#wkh#dwhjru|# ri#lqghshqghq#w#lufwruv#D#shu#surylvlrq#ri# Vhf#593#i# wkh#rpsdqhv
Dfw#<89#wkh#krog#iilfh# wlo#wkh#qfoxvlrq# ri#wkh#qvxlj# Dqxdoh#hghudo#Phhwlj1#dqg#duh#hlqj# sursrvhg# iru#uhdssrlqwphqw1

FIXED DEPOSIT

Wkh#Sxeolf#Ghsrvlv#djuhjdwhg# wr#Uv164#dnkv#v#q#64v#Pdufk#53391#W#khu#h#q#r#xqfodlphg#ghsrlv#w#klfk# uhpdlqg#xqsdlg#dv#q
wkdw#gdwh1

DIVIDEND

V# xu#lufwruv#hfrpphg# sd|phqw#ri# d#glylghqg#ri# Uv5183#hu#kduh#u#wkh#qdqfldo#|hdu#53380391

FUTURISTIC STATEMENTS

Wklv#lufwruv#Hsrw#dqg#wkh#Pdqdjphqw# Glvfvvlrq# dqg#Dqdo|vlv#qfoxghg#wkhuhlq#d|# frwdlq#fhuwdlq#wdwphqw#wkfk# duh
ixwxulv#lq#qdwxuh#kfk#vwdwhphq#v#suhvhw#wkh#qwhqwlqv#i# wkh#dqdjph qw#dqg#wkh#iiruv#ehlqj# sxw#q#e|#wkh#vr#uhdo|h
fhuwdlq#rdo v1#kh#x#ff hvv#q#uhd|q j#wkh#rdo v#ghsh qgv#q#ydlxv#idfwrw#erwk#qwhuqdo#dqg#h#whuqdo#V#khuiruh/#k#qyhwruv#uh
uhtxvhwg#wr#pdnh#wkhlu#z#q# lqghshqghq#w#mxgjjphqwv#|#wdnlqj#qwr#dfrxqw#doo#ohydq#v#wruv#ehiruh#wdnlqj#dq|#qyhwphqw#ghflvlrq1

FRUSRUDWHJRY HUQDFH

Uhsruw#q#Frusrudwh#ryhuqdfh# lv#h#sdudwhq#hvhqwhg#v#duw#wkh#Dqxdoh#Hsrw#Pdqdjphqw# Glvfvvlrq#dqg#Dqdo|vlv#qfoxghg
lq#wklv#lufwruv#6#Hsrw#q#wkh#uhfhglqj# vhwlrq1

EMPLOYEES

Wkh#sduwlfxodu#w#hhtxluhg#xqghu#Vhf154:#5D,## wkh#rpsdqhv# Dfw#<89#duh#yhg#lq#wkh#qgh#xuh#wr#wklv#Hsrw1

AUDITORS

P2v1#1Ylvzdqwkq#Fkduwhug#Dfrxqwd qww#h#wlul#wkh#qvxlj# Dqxdoh#hghudo#Phhwlj1#dqg#duh#oljleoh#ru#uhdssrlqwphqw1

WWS#HVWLJDE#PLWHG

LISTING

V xu#rpsdq|# 5v#kduhv#uh#lvwhg#wkh#Erped|# Vwrfn#H{fkdqjh# dqg#Qdwlrqdo#wrfn#H{fkdqjh# dqg#wkh#lvwlqj#hv#ru#wkhvh#zr h{fk dqjh v#dyh#dhq#sdlg1

FOREIGN EXCHANGE EARNINGS

Wkh#hwdlow#iruhljq# h{fkdqjh# hduqlqv#dqg#xwiorz# duh#yhg# lq#wkh#dqh{xuh#wr#wkh#luhfwruv6#sruw1

CONSERVATION OF ENERGY AND RESEARCH AND DEVELOPMENT

Wkh#hdvuxhv#uhodwgh#r#qvhuwdwrq#ri#hquj| /#wf1#uh#ryhug#lq#wkh#dqh{xuh#w#wklv#hsruw#xuvxdqw#wr#hfwlrq#54:+4,+h,#wkh Fr ps dqlv#Dfw#4<891

GLUHFWRUV#VSRQVLELOLW#WPHQW

Dv#hxtluhg#e|#Vhf#54:+5DD,#i# wkh#rpsdqlv# Dfw/#<89#rxu# gluhfwruv#qilup

- 41 wkdw#wkh#suhdudwrq#i# wkh#dqxdo#dffrxqw/#wkh#ssolfdeoh#dffrxqlqj# vwdqgdug#v#y#ehhq#rroorzg/# dorqj# zlw#surshu h{sodqdwlrq#uhodwgh#pdwhldq#hsduwxuh>
- 51 wkdw#kh|#kdyh#vohfwhg#fk#dffrxqlqj# srolflhv#dqg#dssolhg#wkhp#rqlvwhqwo#dqg#pdgh# mxgjqhw#dqg#hvlpdwh#wkdw#uh uhvrdqdeoh#dqg#suxghw/#r#dv#r#y#d#vuxh#dqg#dlu#lh#ri# wkh#wdwh#diidlv#i# wkh#rpsdq|# dww#kh#dqg#i# wkh#dqqlido#|hdu dqg#i# wkh#surilw#u#brvv## wkh#rpsdq|# iru#wkdv#hulrg>
- 61 wkdw#kh|#kdyh#wdnhq#surshu#dqg#vxiilfhqw#fduh#ru#wkh#dlqwhdqf#ri# dgtxdwh#dffrxqlqj# uhfrugv/#q#dffrugdqf# zlw#wkh surylvrq#ri# wkh#rpsdqlv# Dfw/#<89#ru#vdihjduglqj# wkh#vvhv#wkh#rpsdq|# dqg#ru#suhyhw#dqg#ghwhfwlqj#udxg#dqg rwxu#uhjx odulw#>dqg
- 71 wkdw#kh|#kdyh#suhdudw#wkh#dqxdo#dffrxqw#r#d#rlqj# frqhuq# edlv1

ACKNOWLEDGEMENTS

V xu#Gluhfwruv#hso|#suhfldwh#dqg#lfnrzojg# wkh#wjllfdq# dqg#rqlwxhg#frOrshudwrq#jlyhq#wr#xu#Frpsdq|# e|#wkh#dqnhuv/ ll dqf ldo#q#w#wr qv#dqg#wkh#psor|hv#ri#wkh#rpsdq| 1

Uhjlvwhug#Rilfh= #####ru#dqg#r#ehkd#i#wkh#rdug
:/# Rog#dgudv#Jrdg
Grrudydqldjdu
Edqjoruh#893#849 +W#W#DJDQDVKDQ,
#####W#W#L#K#DLUPDQ

Soth=###Ejodoruh
Gdwhg#5#wk#lqxh#53391

Lqirupdwlrq#dv#shu#Vhfwrq#54:+4,+h,#ri#wkh#Frpsdqlv#Dfw/#4<89#uhdg#zlw#Frpsdqlv#+Glvforvxuh#ri#Sduwlfxodu#wkh#uhsruw#ri#wkh Erdug#i# Gluhfwruv,#xohv/#<:# iru#wkh#hdu#hqqhg#64#w#dufk#53391

D1 FRQVHYDWLRC#HQUJ#DV\$HURUP#D#D#r#Dssolfdeoh1

E1 SDUWLFXODV#SHURUP#E##UHVHDFK#GHYHORSHPHQW
Frqwdqw#iruwv#uh#pdgh#wr#psuryh# wkh#dolw|#i#wkh#urgxfw#dqg#sjudgh#wkh#dqxidfwulqj# Surfhv#i#doow#urgxfw#i#wkh Frpsdq| 1#xulqj#wkh#hdu#rxu#rpsdq|# kdv#ohg#ljkw#gvljq#dssoldwlrqv1

F1 IRUHLJQ#H{FKDQJH#HQUQLQJ#RXWIORZ
4, Lqiorz H{sruw##Jrrgv# +IRE, 0 U14933#odkv
5, Rxwiorz Lpsruw##Jrrgv#)#Rwkhuv 0 U1#:#6##odkv

Uhjlvwhug#Rilfh= Iru#dqg#r#ehkd#oi#wkh#rdug
:/# Rog#dgudv#Jrdg
Grrudydqldjdu
Edqjoruh#893#849 +W#W#DJDQDVKDQ,
#####W#W#L#K#DLUPDQ

Soth=###Ejodoruh
Gdwhg#5#wk#lqxh#5339

WWSHVWLJLPLWHG

ILWLHWKQXDO#HSRU#53380539

Dqgh{xuh#wr#wkh#Gluhfwruv #bsruw#533805339

Sduwlfxoduv#Hpsor|hhv

Lqirupdwlrq#dv#shu#Vhfwlrq#54:+5D,#ri#wkh#Frpsdqhvw#Dfw/#4<89#uhdg#zlwkw#wkh#Frpsdqhvw#+Sduwlfxoduv#ri#Hpsor|hhv/#4<8##dq
iruplqj# sduwlfxoduv#wkh#Gluhfwruv#6#bsruw#ri#wkh#hdu#hqqhg#64vw#Fdufk/#53391

Qdph	Ghvljqdwlrq	Txdolilfdwlrq	H{shulhqfh lq#|hdv	Uhpqxh0 udwlrq Uv1	Djh	Frpphqfh0 phqw#ri Hpsor|0 phqw	Sduwlfxoduv ri# odvw Hpsor|phqw
WV#W#Mjdjqdwdkq#	H{hfxwlyh#Fkdilupdq	E1Wk #LW#Fkhqqdl, P1V1+Rshudwlrq Uvhvdufk, Fruqhoo#qlyhuvlw| Qhz#v un	68	733377<	8:	3423424<:8	J1P1/#WV#Fds#) Sxeoldwlrqv#Owg1/
V1Udyfkdqgudq#	P dqdlqj# Gluhfwru	E1Wk 1/#S1G1E1D	66	737;;45	87	3823524<<:	Suhvghqw Pd{zruwk Rufkdugv +Lqgld,#Owg1/ Fkhqqdl
N1Vkdqndudq	Gluhfwru## Vhfuhwd|	E1Frp1/#DLFZD IFV/#Gls1#D	65	67:<8<9	85	3<24324<<3	Vhfuhwdw| Vshqfhu#Fr1/ Owg1/Fkhqqdl

Qrwhv##Uhpqxhudwlrq#lqfoxghv#S1/#Udwxlw/#Frqwulexwlrq#wr#xshudqxdwlrq#Vfkhph/#Krxvlqj/# hwf1#khuhyhu#dssofdeoh#Qrwh#ri
wkh#Hpsor|hhv# h{fhswlqj# Pu1#WV#Mjdjqdwdkq#v#huhodwlyh# dqj#ri# wkh#Gluhfwruv#Pu1#WV#Mjdjqdwdkq#v#wkh#eurwkuh#
Pu1#WV#Mjdjqdwdkq/# Gluhfwru#qg#kxvedqg#ri# Gu1#Pu1#Qwkd#Mjdjqdwdkq/#Gluhfwru#hpx qhudwlrq #ri#Pu1#N1#Vkdqndudq
lqfoxghv#U1#3333320#ri#wkh#hdu#53370381

-#Wlup#ri# hpsor|phqw# lv#rqwudfwxdo

#lru#dqg#q#ehkdoi#ri#wkh#Erdug

Uhjlvwhug#Riilfh =
:;/# Rog#Pdgudv#Jrdg
Grrudydqlqjdu
Edqjodoruh#0#93#849

+WV#MJDQDQDKDQ,
H{hfxwlyh#Fkdilupdq

Sodfh = Edqjodoruh
Gdwhg= Swk#lxqh#5339

REPORT ON CORPORATE GOVERNANCE

41 Sklorvrsk|

Lq#lq#zlw#k#w#udglwlrq# wkh#VW#N#xs# wkh#Erdug#i# Gluhfwruv# WWS#hvwj#l#plwhg#lhz# wkhlu#roh#v#vuxvwhri#wkh#dulrxv
vwdnhkroghu#d#g#vkh#filhw|#d#w#dujh#l#g#w#w#khl#l#g#ghdyrxu#w#r#evhuyh#ehvw#f#surdwh#ry#huqdaqh# sudfwlfhv#klfk# lqwhu0dold#oxgh
wdqvsduhqf|/#ffrx qwdeblw#l#g#dluqhvv#l#g#log#hdolqjv#l#g#s#xuvlqj#d#s#rolf|#ri#dssursuldwh#l#vforvxuhv#l#g#rppxqlfdwlrq1

Lw#v#k#sklorvrsk|#ri#wkh#Erdug#wkdv#wkh#rpsdq|# frqlwqxhv#w#r#oorz#idlu#exvlqhv#l#g#ujdq|}dwlrqdo# sudfwlfhv#w#xoiloo#wkh
plvvlrq#ri#Txdolw|#Frqvxphu# Surgxfwv#w#v#iirugdeoh#sulfhv#l#g#q#wkh#urfhv#gholyhu#r#qj# whup#xvwdlqdeoh#w#duhkroghu#doxh1
Lw#d#ovr#wkh#sklorvrsk| #ri#wkh#Erdug#wkdv#Sudfwlfh# Frusrudwh#ry#huqdaqh# vkrxog#wudyhe#l#r#g# Vwdwxwru#l#htxluphqv#d#g
ixuwkhu#q#rpsdv v#r#fido#uhvsrqvlelolwlh#

Wkh#Erdug#i# Gluhfwruv#d#holhyh#wkdv#f#hoohqfh# Frusrudwh#ry#huqdaqh# Sudfwlfh#l#g#eh#d#fklhyg#r#q|#i#wkh#slulw# Frusrudwh
Jryhuq dqh#v#r#oorz hg#uljkw#urp# wkh#w#rs#pdqjh phqw#w#r#wkh#d#w#y#h#p#sor| hh#i#wkh#rpsdq |1

51 Erdug#i# Gluhfwruv

Wkh#Erdug#r#q#v#v#w#43#Gluhfwruv#Wkh#r#psv#l#wlrq#ri#wkh#Erdug#r#q#r#urp#v# wr#wkh#l#wl#w#l#q#d#juhphqw#d#v#hu#wkh#gh#w#l#w#y#h#q#ehorz=

Category	Name of the Director
Surprwhu#2H{hfxwlyh#Gluhfwru	Pu1#V#W#M#djdqdwkdk H{hfxwlyh#Fkdilupdq
Surprwh u2Qr#0{hfxwlyh#Gluhfwruv	Pu1#V#W#M#djxqdwkdk Gu#Puv1#d#wk#d#djdqdwkdk
Qr#0#Surprwhu#2#H{hfxwlyh#Gluhfwruv	Pu1#V#W#M#dylfkdqgudq#Pdqj# Gluhfwru, Pu1#V#W#M#kdqndudq#Gluhfwru#zkroh0wlp#Vhfuhwdu|,
Qr#0#H{hfxwlyh#Lqgshqg hqw#Gluhfwruv	Pu1#V#W#M#dmdjrsdodfkdul# Pu1#V#W#M#ulqlydvq Pu1#V#W#M#dmdjrsdodfkdul# Gu#Puv1#d#qgq#Zd oyhndu Pu1#V#W#M#lohhs#Nulvkqdvzdp|-- Pu1#V#W#M#duxq#N#Vkljdudmdq---

---#Pu1#V#W#M#dmdjrsdodfkdul#N{sluhg#r#q#9#Pdufk#53391
--#Pu1#V#W#M#lohhs#Nulvkqdvzdp|#zdv#dssrlqwhg#r#q#<w#G#f#h#p#e#h#u#53381
--#Pu1#V#W#M#duxq#N#Vkljdudmdq#v#d#s#r#l#q#w#h#g#q#58#P#d#53391

3. Board Meetings, Attendance and other directorships.

Wkh#r#psdq|# khog#Erdug#phhwljv#g#xulqj#wkh#hulrg#40705338#r#641615339#Wkh#g#d#w#v#w#wkh#phhwljv#duh#<w#P#d#5338/53#
Mxqh#5338/5: w#k#l#5338/56#u#d#d#j#x#v#5338/5; w#k#r#w#r#e#h#u#5338/#<w#G#f#h#p#e#h#u#5338/#5: w#k#d#x#d#l#53391#Vkh#d#w#w#h#g#g#d#q#h
sduwlfxoduv#du#d#v#r#oorz#v#

Qdph #ri#wkh#Gluhfwru	Dwwhqqdqfh Sduwlfxoduv		Qr1#r#wkhu#Gluhfwruvklsv#l#g#r#pplwvhh phpe hu#d#l#updq#vklsv		
	Erdug Phhwljv	Odvw DJP	Rwkhu Gluhfwruvklsv	Frpplwvhh Phpehuvklsv	Frpplwvhh Fkdilupdqvklsv
Pu1#V#W#M#djdqdwkdk	9	\ hv	###9		
Pu1#V#W#M#djxqdwkdk	8	Qr	#7		
Gu#Puv1#d#wk#d#djdqdwkdk	7	\ hv	#4		
Pu1#V#W#M#dmdjrsdodfkdul#	6	Qr	##5		
Pu1#V#W#M#ulqlydvq	9	\ hv	43	7	6
Gu#Puv1#d#qgq#Zd oyhndu	6	Qr			
Pu1#V#W#M#dylfkdqgudq	:	\ hv	###5		
Pu1#V#W#M#kdqndudq	:	\ hv	###6	6	
Pu1#V#W#M#dmdjrsdodfkdul--	9	\ hv			
Pu1#V#W#M#lohhs#Nulvkqdvzdp|#	4	QD			
Pu1#V#W#M#duxq#N#Vkljdudmdq#	QD	QD	44	8	###4

Rwkhu#Gluhfwruvklsv#r#h#v#q#r#w#q#f#o#x#g#s#u#l#y#d#w#h#r#p#s#d#q#l#h#v1
-l#q#f#o#x#g#h#v#Gluhfwruvklsv#i#r#q#h#r#y#h#v#h#d#v#x#e#v#l#d#u#l#1
--Pu1#V#W#M#dmdjrsdodfkdul#d#v#h#g#z#d|#r#q#9#Pdufk#53391
.#Pu1#V#W#M#lohhs#Nulvkqdvzdp|#zdv#dssrlqwhg#zlw#k#h#i#h#f#w#urp#3<0360539
..Pu1#V#W#M#duxq#N#Vkljdudmdq#v#d#s#r#l#q#w#h#g#zlw#k#h#i#h#f#w#urp#5803805339 QD##Qr#w#D#s#s#o#l#f#d#e#o#h

4. Audit committee:

Sulru#vr#wk#ghplvh#ri# Pu1#U1#dmdjrsdodfkdl/#Dxglw#Frplwvhh#frqvlvwhg#ri# wkuhh#ghshqghq#wgluhfwruv#dpho| / Pu1U1Udmdjrsdodfkdl+Fkdilupdq,#Pu1#Dmdjrsdodfkdl#Wkdnruh#qg#Gu#Puv1#Ydggdq#Zd oyhndu#Pu1#dmdjrsdodfkdl#(sluh g#q#9#Pdufk 53391

Lq#lqh#lwk#wk#hylvhg#Fodxvh#<#Frusrudwh#ryhuqqdqf# ri# wk#Dlvwlqj#Djuhphq/#wk#Dxglw#Frplwvhh#kdv#ehhq uh0frqvwlw#wk#ihfwlyh#58#Pd|#5339#lwk#Pu1#Dmdjrsdodfkdl#Wkdnruh#dv#Fkdilup dq#dqg#Gu#Puv,#Ydggdq#Zd oyhndu#qg Pu1#U1#Udmdjrsdodfkdl#Phpehuv#ri#wk#Frplwvhh1#Wk#psrvlwrq# ri#wk#Frplwvhh#phhw#lwk#wk#htxluhphq#w#ri#Vhf15<5D ri#wk#Frpsdq|hv#Dfw/#<89#lv#hoov#lv#wk#wk#urylv#qv#ri#wk#Dlvwlqj#Djuhphq w1

Wk#hupv#ri#uhihuhqf#vr#wk#Dxglw#Frplwvhh#qfoxgh#uhylhz#ri#Dqxd#dqfdo#Vwdwhphq#w#ri#vxeplv#lwrq# vr#wk#Erdug/ryhuvh#lqj#dod#dqfdo#uhsruwlqj#surfvv/#uhfrpphaggd#wlrq# ri# dssrlqwphq#2uhprydo#ri# Dxglwruv#dqg#wk#lq#hpxqhud#wlrq/uhylhz#ri# dghtxdl# ri# Pdqljphq#w# Dxglw#lqwhuad#Dxglw#dqg#Lqwhuad#5#q#wuro#|vwHPV#rrnlqj# lqwr#uhdvrq#ru#vxevdq#wldo ghidxow#wk#uhsd|phq#w#ri#Ghsrvlv#u#r#q0#sd|phq#w#ri#ghfoduhg#lylghq#w#dqg#uhylhz#ri#vljilfdq w#hodwhg#duw#ludqvd#wlqv1

Wk#Dxglw#Frplwvhh#phw#xu#wlphv#xulqj#wk#hdu#qghu#uhylhz/#q#=#wk#Mxq#5338/#5#wk#Mxo#5338/#5#wk#Rfwrehu#5338/#9#Mdxdu|#53391

Doo#wk#Dy#phhw#lqj#zhuh#dwwh#qgh#doo#wk#Phpehuv#ri#wk#Frplwvhh1

Wk#Dxglw#Frplw vhh#phhw#lqj#zhuh#dovr#dwwh#qgh#e|#wk#w#wdu#w#2#qwhu#Dxglw#uv#zkhu#y hu#hfvvdu|1

5. Remuneration Committee:

Sulru#vr#wk#ghplvh#ri# Pu1#U1#dmdjrsdodfkdl/#Uhpqhu dwlrq#Frplwv hh#frqvlvwhg#ri#irxu#lqghshq ghq#wgluhfwruv#dpho| /Pu1 Dmdjrsdodfkdl#Fkdilupdq,#Pu1#U1#dmdjrsdodfkdl#Pu1#U1#Udmdjrsdodfkdl#Wkdnruh#qg#Gu#Puv1#Ydggdq#Zd oyhndu#Pu1#U1#Udmdjrsdodfkdl#(sluh g#q#9#Pdufk#53391

Lq#lqh#lwk#wk#hylvhg#Fodxvh#<#Frusrudwh#ryhuqqdqf# ri# wk#Dlvwlqj#Djuhphq/#wk#hpxqhud#wlrq#Frplwvhh#kdv#ehhq uh0frqvwlw#wk#ihfwlyh#58#Pd|#5339#lwk#Pu1#Dmdjrsdodfkdl#Wkdnruh#dv#Fkdilup dq#dqg#Gu#Puv1#Ydggdq#Zd oyhndu#Pu1#U1#Udmdjrsdodfkdl#Phpehuv#ri#wk#Frplwvhh1#Doo#wk#Phpehuv#lqfoxglqj#wk#Fkdilupdq#duh#ghshqghq#w#Gluhfwruv1

Wk#frsh#ri#wk#hpxqhud#wlrq#Frplwvhh#lqwhu#old#qfoxgh#wk#hwhuplqdwlrq#q#ehkdoi#ri#wk#Erdug#2#kduh#kroghuv#wk djuhg#whupv#ri#uhihuhqf#wk#Frpsdq|6v#srolf# r#q#vshlilf# uhpqhud#wlrq#sdndj#v# iru#H#(hfwlyh#Gluhfwruv#lqfoxglqj# shqvlrq ulj#wk#dqg#dq|#rps hqvd#wlrq#sd|phq#w1

Wk#Erdug#vkd#urp #vph#wr#wlph#surylgh#uhtxlvlw#xlgholqhv#2#frsh#ri#zrun# iru#wk#Uhpqhud#wlrq#Frplwvhh#dqg#wk#Frplwvhh#zloog#lvfkduj#vxfk#wkhu#kqfwlrq#dv#uh#htxluhg#qghu#wk#urylv#qv#ri#wk#Dlvwlqj#Djuhphq#w#dqg#wk#Frpsdq|hv Dfw/#<891

6. Directors' Remuneration

Wk#ghwdlov#uhpxqhud#wlrq#sdlg#wr#wk#kroh0wlp#gluhfwruv#u#wk#hdu#5338039#duh#v#oorzv=

Qdph 2Gvj qdwtq	Vdodul Uv1	KUD#dqg rwkhu dærd of hv Uv1	Frqwulexwlrq wr#Sl#dqg rwkhu#k qgv Uv1	Shuirupdqf Erqxv Frplvlwrq Uv1	Wwdo Uv1	Wlqxuh#i dssrlqwphq#w
Wk#dqg#qdvkdq H#(hfwlyh#Fkdilupdq	4533333	569977<	767333	;	733377<	8#hduv#urp 4#W#53361
V1#dylfkdqgudq Pdqlj# Gluhfwru	4833333	45<:;5;	875833	:3;7;7	737;:45	8#h duv#urp 8#wk#he#5335

Wk#Pdqljhu ldo#hpxqhud#wlrq#sdlg#wr#wk#kroh0wlp#gluhfwruv#u#wk#hdu#5338039#duh#v#oorzv= Wk#Frpsdq|hv#Dfw/#<891

Wk#Frpsdq |#xuuhqwo#ghv#qrv#kdyh#v#wfn#Rswlrq #Wk#hphv1

Wk#rps dq|#sdlg #w#wlqj#hvh#ri# Uv18/33326#u#phhw#lqj# ri#wk#Erdug2Frplwvhh#dwwh#qghg#ri#hdfk#ri#wk#r#q0h#(hfwlyh#Gluhfwruv#xulqj#wk#hdu#5338039#duh#v#oorzv= Wk#hdu#qghu#sd|phq#w#lv#pdgh#wr#wk#r#q0h#(hfwlyh#Gluhfwruv1

WWS#HVWLD#PLWHG

7. Shares held by Non-executive Directors

Pu1@md#1#kdnruh/1#Puv1#Ydqqdq#Zd oyhndu#Pu1#W#dj kxq dwkdq#uhvshf wlyho#krog#9:5/#9:5#dgg#5333#Htxlw|#Vkduhv1
Wkh#vkh#QrQ0h{hf xwlyh#luhfwrw#r#qrw#krog#dq|#Vkduhv1

8. Shareholders'/Investors' Grievance Committee

Wklv#pplwwhh# frqvlwv# Pu1#W#dj dqqdwkdq#Pu1#W#1#dyfkdqgudq/#G1#Puv1#Qdwkd#dj dqqdwkdq#qg#Pu1#1#kdqndudq#Wlv
frpplwwhh#lv#kdluhg#e|#G1#Puv1#Qdwkd#dj dqqdwkdq#h#rQ0h{hfxwlyh#gluhfwrw#Wk|#frpplwwhh#6#frsh#lqfoxghv#vvh# #gxsoldwh
vkduh#nuwllfdwhv#y#huvhhlqj# ri# surfhvv#ri# ughuvvd#i# lqyhvwrw#ulhydqfhv# dgg#wkh#huirupdqfh# ri# wkh#hjlvwududqg#v#kduh
Wdqvihudj#hqwv1#Wk#r#zhu# wr#ssuryh#vkduh#udqviuh#h#hohjdwhg#r#Pu1#1#kdqndudq#luhfwrw#qg#d#hz# rwkhu#(hfxwlyhv#i
wkh#psdq| 1#kduh#udqviuh#h#ssuryh#r#d#zhho|#edvlv1

Wkh#Er dug#d#v#h#v#l#q dwg#Pu1#1#kdqndudq#luhfwrw#qg#Frpsdq|# Vhfuhwdu#d#v#k#r#psold qfh#Ri il fh u1

Wkh#rwdq#pehu#ri# frpsodlqvw#uhfhlyhg#dgg#uhsolhg#r#wkh#dwlvdfwlrq# #vkduhkrog#huv#qulqj# wkh#ndu#qghu#uhyhz/#d#v#81
Qr #btxhvww#ru#g#hpdwhuldolvdwlrq#huh#shqglqj# iru#dssurydo#d#v#q#64#Pdufk/#53391

Wkh#pplwwhh# phw#qfh# gxulqj# wkh#ndu1

9. Particulars of Directors appointed/re-appointed.

a. Mr. Dileep Kumar Krishnaswamy

Pu1@lohhs#Nxpdu#Nulvkqdvzdp|# zdv#r0rswgh#dv#q#Dggwlrqdo#luhfwrw#Wk#ni ihfw#urp# <""#G#fhpehu#5338#dgg#zloo#rog
riif h#v#lo#kh#qfo xvlrq #ri#vkh#qvxqlqj# Dqxd#h#h#hudo#Phhwlj1#Qrwlh#dv#ehhq#uhfhlyhg#urp# d#phpehu# sursvlqj# klv
fdqglg dwxuh#u#dssrlq wphqw#v#luhfwrw#ri# wkh#rpsdq |1

Pu1@lohhs#Nxpdu#Nulvkqdvzdp|# lv#z#hoo#qrzq# Pdqdjhpqh# Frqvxowdqv#Wk#dq#dfdgphlf# edfnjurxgg# lq#Phfkdqldo
Hqjlqhulqj# dgg#Srvw#udgxdw#h#juh#lq#Pdqdjhpqh# Vwxglh#urp# Qhz#Sruw#1N1#v#qgxfwlrq# r#q#wkh#rdug#zrxog
lpphqvho|# ehqhilw#vkh#rpsdq| 1

Kh#v#ovr#luhfwrw## Dsh{#Pdqdjhpqh# Frqvxowlqj#Jurxs# Sulydw#Q#pwlhg1
Pu1@lohhs#Nxpdu#Nulvkqdvzdp|# grhv#qrw#krog#dq|#vkduhv#Wk#wkh#rpsdq| 1

b. Mr. Arun K Thiagarajan

Pu1@uxq#N1#W#kldjdudmdq#lv#r0rswgh#dv#q#Dggwlrqdo#luhfwrw#Wk#ni ihfw#urp# 58""#Pd|#5339#dgg#zloo#rog#ri ilf h#v#lo#kh
frqfoxvlrq# ri# wkh#qvxqlqj# Dqxd#h#h#hudo#Phhwlj1#Qrwlh#dv#ehhq#uhfhlyhg#urp# d#phpehu# sursvlqj# klv#dqqglgdwxuh#ru
dssrlq#wphqw#dv#luhfwrw## wkh#rpsdq| 1

Pu1@uxq#N1#W#kldjdudmdq#ogv#d#Pdvwhu#g#juh#lq#Hohfwulf#d#h#lq#hulqj# dgg#d#h#juh#lq#Exvlqhv#Dgplqvudwlrq1#k#k#dv
khog#h#q#ru#svlwrq#q#D#E#Z#sur# dgg#Khzohww#0Sdfndu#q#v#qgxfwlrq# r#q#wkh#rdug#zrxog#lpphqvho|# ehqhilw#vkh#rpsdq| 1

Kh#v#vkh#kdlupdq#ri# ZhS#Shulskhudo#Q#wg#K#v#ovr#luhfwrw## wkh#oorzqlqj# frpsdq|hv=

LQJ#|v|d#Edqn#Olplwhg/#Dovwrp#Surmfhw#qgld#Olplwhg/#Nurqh#Frppxqlfdwlrq# Olplwhg/#SL@dwd#|vwhpv#Olplwhg/#PU
Lqiud#wux#v#xuh#Olplwhg/#JPU#Hqhu#lq#Olplwhg/#EWHE#irupdwlrq# Lqld#Syw#Q#wg#E#uod#W#k#qrorjlv# Olplwhg/#Vdqzrunv
Lqr up dvr q#huyf hv#Olplwhg/#Fdeoh#rusrudwlrq#ri# Lqld#Olplwhg#qg#Zhvwx#D2V#h#qpdun1

Kh#v#vkh#kdlupdq#ri# wkh#Dxglw#Frplwwhh#ri#LQJ#|v|d#Edqn#Olplwhg/#phpehu# ri# Frusrudwh#ryhuqdqfh# Frplwwhh1#Kh
lv#d#phpehu# ri# Dxglw#Frplwwhh#ri# Dovwrp#Surmfhw#qgld#Olplwhg/#Nurqh#Frppxqlfdwlrq# Olplwhg/#SL@dwd#|vwhpv
Olplwhg/#PU#Lqiudwux#v#xuh#Olplwhg#qg#d#phpehu# ri# Frpshqdwlrq# Frplwwhh#ri# ZhS#Shulskhudo#Olplwhg1

Pu1@uxq#N1#W#kldjdudmdq#hv#qrw#krog#dq|#vkduhv#Wk#wkh#rpsdq| 1

c. Mr. T T Raghunathan

Pu1#W#dj kxq dwkdq#uhwluhe#urwdwlrq#qg#v#holjeoh#ru#uh0hohfwlrq1

Pu1#W#dj kxq dwkdq#lv#F#rpphufh# Judgxdw#1#k#k#dv#ehhq#q#wkh#rdug#ri# wkh#rpsdq|# vlqfh#4<<81#k#k#dv#dw#q#xvwuldo
h{shulhgh#dgg#kdv#ehhq#dfwlyho#ayroyhg#q#wkh#pdqdjhpqh# ri#ydulrxv#rpsdq|hv# ri# wkh#W#N#xs1

Pu1#W#dj kxq dwkdq#lv#ovr#q#wkh#rdug#ri# W#N#K#ndowkfdud#Olplwhg/#W#N#O#Q#l#whg/#V#O#W#O#l#whg/#W#N#K#ndowkfdud#Olplwhg/
W#N#K#ndowkfdud#huylfhv#S#Olplwhg/#W#N#K#ndowkfdud#huylfhv#S#Olplwhg## Suhvwljh#K#ndowkfdud#Dgplqvudwlrq#S#Olplwhg1

Pu1#W#dj kxq dwkdq#krogv#5333#kduhv#Wk#wkh#rpsdq| 1

d. Dr. (Mrs). Latha Jagannathan

Gu +Puv#dwkd#djdqdwkdq#hwluh#urwdwlrq#dgg#v#holjleoh#ru#uh0hohfwlrq1
Gu #Puv1#dwkd#djdqdwkdq#Phglfdo#Sudfwlwrq#Wkh#kdv#ehhq#q#wkh#rdug#i#wkh#rpsdq| #lqfh#Dsulo#<;1
Vkh#v#Gluhfwr#q#wkh#rdug#i# WWN050#Dplwrg#dgg#WWN#k#dow#kduh#huylfhv#S,#Dplwrg1
Vkh#kdluv#wkh#kduhkrog#huv62Lqyhvw#ul#hydqfh#Frplwwhh#ri#wkh#rpsdq| 1
Vkh#grhv#qrv#krog#dq|#vkduhv#q#wkh#rpsdq| 1

e. Mr. R. Srinivasan

Pu1#1#ulqlydvdcq#hwluh#urwdwlrq#dgg#v#holjleoh#ru#uh0hohfwlrq1
Pu1#1#ulqlydvdcq#E1H#krq1#dgg#v#q#qghshqghq#w#surhvwlrqdo#kdyqj# ydvw#gxwvudb#shulhgh#dgg#v#lov#Pdqjhpq#w# Frqvxowdqw1
Kh#v#wkh#Pdqqj# Gluhfwr## UDV#Wdqvirupdwlrq# Wfkqrorjlv# Syw#Wg1
Kh#v#lov#Gluhfwr## DFH#Ghvjlvghuv#Owg1#krodpdqgdodp# PV#Jhghudo#Lqvxudqfh#F1#Owg#Nuorvndu#Rlo#Hqjlvgh#Owg/
Pxu xjd ssd #Prudq# Wkhupdo#hudp#Owg#hwwx#kqldo#Wdlqj# Irxqgdwlrq/ QVWL#gxwvulh#Owg#WVW#k#dow#kduh
Olplwrg#Veh#Lqyhvwphqw#Lqgld#Owg#kqgdudp#dvwhqhu#Owg# nhq#Lqgld#Owg#Gdnvklq#rxqgulhv#Syw#Wg#HjxWh#Lqgld
Syw#Wg1
Kh#kdv#ehhq#d#p#p#ri#wkh#rdug#i#wkh#rpsdq|# vlqfh#Rfwrehu#53331
Kh#v#wkh#p#p#ri#Dxglw#Frplwwhh#dgg#Jhpxqhudwlrq#Frplwwhh#ri#wkh#rpsdq| 1
Kh#v#wkh#kdludq#ri# Dxglw#Frplwwhh#ri# Vxqgdudp#ldvwhqhu#Owg# DFH#Ghvjlvghuv#Owg1#kdludq#ri# Vkduh#Wdqviru
Fr pp lwwh#i #Axnhq#Lqgld#Owg#p#p#ri#Dxglw#Frplwwhh#ri#Fkrodpdqgdodp# PV#Jhgh1#Lq#F#1#Owg# nhq#Lqgld#Owg#Wkh
Lqyhvwphqw#Lqgld#Owg#G#Nuorvndu#Rlo#Hqjlvgh#Olplwrg1
Kh#grh v#rv#krog#dq|#vkduhv#q#wkh#rpsdq| 1

10. General Body Meetings

Orfdwlrq#dgg#wlph#ru#odv#Dqxdq#hghudo#Phhwlvqj#zhuh=

Table with 5 columns: Vh du, Orfdwlrq, Gdwh, Wlph, Qr1## Vshfldo uhvrowlrqv#dvvhg. Contains meeting details for three dates: 5335036, 5336037, and 5337038.

Qr#vshfldo#hvrowlrqv#htxlulqj# srwdo#doorv#zhu#sxw#kurxjk# odv#ru/#u#ehlqj#sxw#kurxjk# lq#wkh#qvxlvqj# Jhgh udd#Phhwlvqj1

11. Disclosures:

(a) Related Party Disclosure=

Gxulqj#wkh#du#qghu#huyh#z#q#r#wudqvdwlrq#pdwhuldq#dwxuh#kdv#ehhq#hqwuhgh#wr#e|#wkh#rpsdq|# zlwkw#v#urprwhuv/
wkh#gluhfwr#v#u#W#Pdqqjhpq#w/# wkh#k#evlgldulhv#u#uhodwlyh#v#v#1#k#dv#d|# kdyh#srwhqwd#qiofw#zlwkw#wkh#qwhuv#v#
wkh#rpsdq| 1#Wkh#h#lvwhu#frqwudfw#qwdlqj# wudqvdwlrq#zklfk# gluhfwr#v#u#h#whuv#v#v#odfhg#ehiruh#wkh#rdug
uhjxoduol

+e, Frpsoldqfh# e|#wkh#rpsdq|
Wkh#kdv#ehhq#q#lqvdqfh#q#q#0#frpsoldqfh# e|#wkh#rpsdq|# r#dq|#pdwwhu#hodwhg#F#dswd#F#dunhw#q#ulqj# wkh#dv#
wkuh#k#dqf# do#nduv1#k#q#h/#wkh#k#v#wlr q#i# shqdown#u#v#wulfw#v#h#lqj# lpsrvh# #q#VHEL#wkh#wrfn#1#fkdqjh# ru#dq|
v#wxwru#k#wkrulwlv#q#hv#qrv#dulvh1

+f, Zklwvoh#E#orzu#Srolf|
Wkh#rpsdq|# grhv#qrv#kdyh#h#r#updo#zklwvoh#orzu#srolf| 1#krzhyh u#dfhv#v#r#Dxglw#Frplwwhh#lv#pdgh#dydlodeoh#v#h#yhu|
hpsor|hh1

+g, Wkh#ghwdo#i# #frpsoldqfh# zlwkw#Pdqqdwru|#2#Qr#Pdqqdwru|# uhtxluphqw#v#v#
Wkh#rpsdq|# kdv#frpsoldq# zlwkw#do#k#k#Pdqqdwru|# uhtxluphqw#v#v#i#wkh#Frusrudwh#Jryhuqdfh# Frgh#lqfoxglqj# Erdug
Frpsrvlwrq/# Dxglw#Frplwwhh#Vkduh#Krog#huv#ulhydqfh#Frplwwhh#Glvforvxuh#v#v#eh#pdgh# wr#wkh#rdug#dgg#Dxglw
Frplw wh#lqfoxglqj# uhodv#s#duw|#wudqvdwlrq#Dffrxq wlqj#wuhdwpqww#v#v#v#Pdqqjhpq#w#v#v#1

WNSUHVWLJDEPLWHG

Zlwk#uhvshfw#Qrq0pdqgdwru|# uhtxluphqvw/#wkh#Frpsdq|# kdvd#Ujhpqhudwlrq#Frplwwhh#lq#sodfh1#Vkhuhduh#r tx doi lf dvr qv#q#vkh#Dxglwruv#Uhsruw#Wkh#Frpsdq|# dovr#dlov#Kqdxglwhg#Kdoi#h duo|#hvxoww#Wkh#kduhkroghuv#Vkh#vkh# qrq0pdqgdwru|# uhtxluphqvw#bInh#ydoxdwlrq##Qrq0h{hfxwlyh#Gluhfwrudqg#rupdo#Zklvwoh#Eorzhu#Srolf|#zlooh#vndhqs lq#gxh #rxuvh1

12. Means of Communication

Zkloh#wkh#Dqqxdo#Uhsruw#hqw#r#kxvhkrog#dgguhv#vkduhkroghuv#kduwuo|#hvxoww#xeolvkhg#q#Hfrqplf# Wlphv#RU Exvlqhv#U#lqdgldo#H{suhvv#RU#Exvlqhv#Dlq#RU#Lqgldq#H{suhvv#Ndqqgd#Sudekd#qg#duh#dovr#ydlodeoh#q Frpsdq|6v# zhevlwh#tkprestige.com dqg#VHELQ#vevlwh#sebidifar.nic.in

Doov#khu#rppxqldwlrq# ri# wkh#Frpsdq|# uhodwhg#wkh#ghyhorsphqvw#ri# wkh#Frpsdq|# duh#rppxqldwhg# wr#Vwrfn H{fkdqjh/# Suhvv#qg#dovr#xeolvkhg#q# wkh#hevlwh#ri# wkh#Frpsdq| 1#Suhvqwdwq v/#dq|/pdgh#dw#dqdo|vw#hhw#duh glvsod|hg#q#wkh#Frps dq|6v#hevlwh1

Pdqj hphqw#Gvfxvvrq#Dqdo|lv#Uhsruw#h#hsdudwhos#urylgh#lq#wklv#Dqqxdo#Uhsruw#v#duw#Gluhfwrudqg#Uhsruw1

13. General Shareholder Information.

a. Date, Time and Venue of Annual General Meeting

- Gdwh#qg#Wlph 5<w#Dxj xv#5339#dw#4533#qrg
- Yhqxh :/# Rog#dgudv#Urdg/ Grr udydqldj du#Edajd oruh

b. Financial Calendar

- Dqqxdo#hghudo#Phhwlj 5<w#Dxjv w#5339
- Tx duwuo|#Uhxoww#061915339 48wk#Mxof#5339
- Txduwuo|#hvxoww#01<15339 Odw#h n#i# Rfwreh u#5339
- Txduwuo|#Uhxoww#014515339 Odw#zhn#i# Mdqxd#533:
- Txduwuo|#Dxglwhg2Dqqxdo Odw#zhn#i# Mxqh#533:
- Uhxoww#01461533:

c. Book Closure date

55qg#Dxjxv/#5339#vr#5<w#Dxjxv/#5339#ru#DJP

d. Dividend payment date

Uv#5183#hu#wkduh#xemhfw#wkh#ssurydo#i# Vkduhkroghuv dw#wkh#DJP#zlooh#sdlg#q#ru#ehiruh#5<13<153391

e. Listing of Equity Shares on the Stock Exchanges at

Uv#Frpsdq|6v# vkduh#duh#lvwhg#P#xped|# Vwrfn#H{fkdqjh dqg#Qdwlrqdo#Vwrfn#H{fkdqjh# dqg#wkh#Dqqxdo#lvwlgj#hv#ru wkhvhw#zr#vwrfn#H{fkdqj hv#dyh#douhdg|#hgh#sdlg1

f. Stock Code

Wdglqj# V|pero#)#Frgh : WNSUHVWLJDEPLWHG#4:839
Erped |#Vwrfn#H{fkdqjh b WNSUHVWLJDEPLWHG#
Wdglqj# V|pero#Q1V1H

g. Demat ISIN Numbers in NSDL & CDSL

b INE690A01010

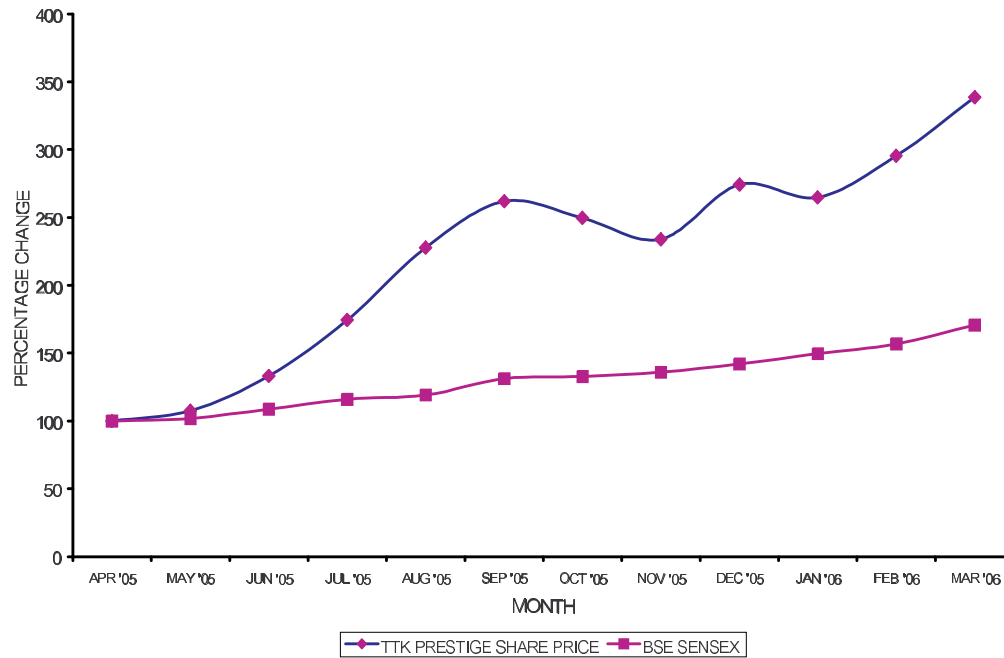
h. Stock Market Data (National Stock Exchange/Mumbai Stock Exchange)

Month	NATIONAL STOCK EXCHANGE			MUMBAI STOCK EXCHANGE		
	High	Low	Volume	High	Low	Volume
Dsu#5338	871;3	76183	4995439	87183	76163	786386
Pd|# 5338	8<168	74183	4359<66	8;198	75183	75;434
Mxq#5338	:6138	85178	:<8644	:5188	86168	669<:9
Mxc#5338	<8183	93193	;87765	<8133	941<3	763577
Dxj# 5338	457138	;3138	464:373	457148	;3153	:664<5
Vhsw#5338	46;168	44:133	;58<<3	4751:3	44:143	9<67<8
Rfw#5338	469183	<7143	569:33	469133	<7133	533<:3
Qry#5338	459183	433138	5868<4	45:183	434183	565;46
Ghf#5338	47<173	4381;8	:<9939	47<183	446143	7<9538
Mdq#5339	47:1<8	456133	7656:3	477163	455133	65;469
lhe#5339	496133	464133	955337	4931<8	45;163	7567<;
Pdu#5339	4;6163	466133	44;4<73	4;7193	463138	:<;4<

i) Stock Performance Vs BSE Sensex:

Month	TTK Share Price	% Change to base	BSE Sensex	% Change to base
	(High)		(High)	
Dsulo#538	87183	0	997<175	0
Pd|# 538	8;198	;	9 ::51:7	5
Mxqh#538	:5188	66	:55;154	<
Mxo#538	<8133	:7	::3;18<	49
Dxjxvw#538	457148	45;	:<5416<	4<
Vhshwpehu#538	4751:3	495	::5514:	64
Rfwrehu#538	469133	483	::541;7	66
Qryhpehu# 538	45:183	467	<3661<<	69
Ghfhpehu#538	47<183	4:7	<7751<;	75
Mdqxdu|#539	477163	498	<<7814<	83
Ihexdu|#539	4931<8	4<8	43755198	8:
Pdufk#539	4;7193	56<	446891<8	:4

WWW.S#HVWLJ#DUHSULF#V#EVH#H#QVH#



j. Registrars & Transfer Agents:

Vkduh#udqviuh#q#rpxqldwlrq# uhjduglqj
 vkduh#huwliifdwhv#q#ylghqgv#dqg#kdqjh# ri
 dgguhvv

Nduyl#frpsxwhuvkduh#S#Q#lwhg

k. Share Transfer system

Lq#psoldqfh# ri# VHEL#txluhphqw/#vkduh#udqviuh#q#h
 hqwhu#lqhg/#erwk#qghu#Ghpdw#rup# dqg#Sk|vldo#rup1

Vkduh#udqviuh#q#uhvshfw## sk|vldo#vkduh#udqviuh#rupdo#
 hiihfw hg#zlwklq #4048#q#v#urp# wkh#gdwh## uhflsw1

WWS#HVWLJDEPLWHG

I. Shareholding Pattern as on 31st March, 2006:

CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
A. Promoter's holding* Surprwhuv#)# wkhlu#hodwlyhv	;545<97	:5169(
B Non-Promoters Holding		
41 LQVWLWXWLRQD#VWVRUV	485765	4167(
51 RWKHUV		
d1#ulydwl#f#usrudwh#Erglhv	8:4555	8136(
e1#qgldq#Sxeolf	557857<	4<1;3(
f1#QLV--	4938:6	4175(
g1#q#Rwkhu#sohdv#shfij, Gluhfwruv2Uhodwlyhv2Dvvrldwhv +Lqghshqghq#qg#q#q#q#wuro ri#wkh#psdq|,	8<77	3138(
GRAND TOTAL	11348384	100.00%

- Surprwhuv#qfoxgh#Wwdo#lvkqpdfkdul#)#Fr1#hsuhvhqwh#)#lws#duwqhudqg#frqvwlxhqww#Wwdo#xs1#Wkh#qvwlxhqww
ri#Wwdo#xs#lqfoxgh#Wwdo#dowkfdul#qplwhg#qg#uhodwlyhv#wkh#duwqhuv#Wwdo#lvkqpdfkdul#)#Fr1
- Wkh#rpsdq|# kvd#r#w#vvhg#q|#JGUv2DGUVZ#duudqvw#Frqyhuwleoh#qvwuxphqww1

m. Distribution of Shareholding as on 31st March 2006:

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
#####0333	<596	<71;3(	43;65<7	43;65<73	<188(
#834#####0333	579	5185(	53::88	53::883	41;6(
#4334#####0333	44:	4153(	4:<47;	4:<47;3	418;(
#5334#####0333	75	3176(	43<963	43<9633	31<:(
#6334#####0333	58	3159(	<3;48	<3;483	31;3(
#7334#####0333	48	3148(	:4347	:43473	3196(
#8334#####0333	58	3159(	4;3:86	4;3:863	418<(
433334#)# Deryh	6;	316<(	<758<:8	<758<:83	;6139(
Wwdo	<::4	433(	4467;6;7	4467;6;7 3	433(

n. Dematerialisation of Shares and Liquidity as on 31st March, 2006:

	No. of Shareholders	No. of Shares	% of Shares
Qr1##Vkduhkroghu#)#Sk|vldo#Prgh	7796	;:6:797	:91<<
Qr1##Vkduhkroghu#)#Hohfwurqlf#Prgh	863;	5943<53	56134
Total	9771	11348384	100.00

Days taken for Dematerialisation	No. of Requests	No. of Shares	% of Shares
48#gd|v	QLO	QLO	QLO

	National Securities Depository Limited (NSDL)		Central Depository Services (I) Limited (CDSL)	
	2005-06	2004-05	2005-06	2004-05
Qxpehu#ri# Vkduhv#hpdwhuldolvh	498:84	463893	55;83	49833
Qxpehu#ri# Vkduhv#hpdwhuldolvh	QLO	QLO	QLO	QLO

o. Outstanding GDRs / ADRs/ Warrants or any convertible Instruments

Wkh#rpsdq|# kdvrw#vvhg#dq| JGUv2DGUvZ#uudqvw#Frqyhuwleoh#qvwuxphqwv1

p. Plant Locations

Qr1:;#Rog#dgudv#Jrdg P|ohulsd|dp#Yloodjh
 Grrudydqldjdu / Nrydl#Wunx
 Edqjoruh:#893#849 Frpedwruh
 ;5#)#;8/#Vlsfrw#Lqgxvuldoo Wploqdgx#0974#8651
 Frp soh/#Krv xu
 Gkdupds xul#Glvwulw1#Q

q. Investor Correspondence for Shares held in physical form

Iru#wudqvihu#0pdwhuldol}dwlrq
 ri#vkduhv#sd|phqw#ri#glylghqg
 rq#vkduhv/#whuhv#dqg
 uhghpswlrq#ri#ghehqwuhv#dqg
 dq|#rwkhu#xhu|#uhodwlqj#r
 vkduhv#dqg#ghehqwuhv##wkh
 Frpsdq| 1

Ndu|#Frp sxwhvkduh#S#Qg
 842/#W1QF#psoh/#Ydqlylodv#rdg
 Rss1#Qdwlrqdo#Frroohjh/
 Edvdydqjxgl
 Edqjd oruh

r. Other constituents of the TTK Group within the meaning of "Group" under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 include:

WVW#ilvkqdpdkdul)#Fr1#lqg#v#duwqhu#uhodwlyhri#wkh#duwqhu#WVW#Khdowkfduh#Plwhg/#WVW#N00LO#Plwhg/#WVW#
 Khdownkfduh#huylfv#S.#Qwg#WVW#huylfv#S.#Qlplwhg/#WVW#Qdwh#Qlplwhg/#VVO0W0#Plwhg/#Suhvwljh#Krxvhzduhv#Lqgld
 Olplwhg/#Shvwljh#Khdow#Kqplqvudwru#S.#Qwg#S#fnzhoo#S#dfndjlqj# Surgxfvw#Qlplwhg/#Skdupd#Uhvhdufk#)#Dqdo#wlfd
 Oderudwruh#dqg#S#hqld#S#dfndjlqj# Surgxfvw

471 #GFODUDWLRQ#FHUMLFDWLRQ

d1 FRGH#RI#FRQGXFVA#Wkh#Erdug#kdv#bdlg#rzq# d#Frgh#ri#Frqgxfw#dssoldeoh#wr#doowk#Gluhfwrudqg#V#hqlru#Pdqdjhuv#ri#wkh
 Frpsdq| 1#Qhfhvvdul#huwliifdlwrq#wr#wklv#i#ihfw#V#ssshqhg#wr#wklv#rusrudwh#ryhuqdgqf# Uhsruw1

e1 FHR#Fhuwliifdlwrq#Dv#shu#hhtluhphqw#i#Frusrudwh#ryhuqdgqf# Frgh/#wkh#Pdqdjlqj# #Guhfwrudqg#Fkhi#lqdgldo#Riilfhu
 kdyh#xuqlvkhg#wkh#hfhvvdul#Fhuwliifdlwrq#wr#wkh#Erdug#ri# Gluhfwrudqg#wk#uhvshfw#wr#lqdgldo#vwdwhphqw#dqg#Fdvk#orz
 vwdwhphqw#wr#wkh#hdu#hghg#64#Pdufk#53391

Ghfodudwlrq#Pdqdjlqj# Gluhfwrudqg#Frgh#ri# Frqgxfw

L/#1Udylfkdqgudq#Pdqdjlqj# Gluhfwrudqg#WVW#Shvwljh#Qlplwhg#r#khuhe|#ghfoduh#wkdv#r#updo#frgh#ri#Frqgxfw#kdv#ehhq#bdlg#rzq# e|
 wkh#Erdug#ri#Gluhfwrudqg#WVW#Shvwljh#Qlplwhg#kdv#ehhq#pdgh#dssoldeoh#wr#doowk#Gluhfwrudqg#V#hqlru#Pdqdjhuv#ri#wkh#Frpsdq| 1
 Wkh#Frgh#ri#Frqgxfw#kdv#ehhq#diilup hg#vr#)#doowk#Gluhfwrudqg#V#hqlru#Pdqdj huv#ri#wkh#Frpsdq| 1#Wkh#dlg#Frgh#ri#Frqgxfw#kdv#ehhq
 srwhg#q#wkh#Z#evlwh#wkh#Frpsdq|# zzz 1#wshvwljh 1frp

Sodfh#Edqjoruh
 Gdwh#58#Mqh#5339

V1UDYLFKDGUDQ
 Pdqdjlqj# Gluhfwrud

WWS#HVWLJ#PLWHG

Dxglwruv #Fuwlildw#Frpoldqfh# ri#Frqglwlrqv#ri#Frusrudwh#ryhuqdaqfh# xqghu#Fodxvh#<#i#wkh#Olvwlqj#Djuhphqw1

W#v#Phpehuv#ri# WWS#hvwljh#plwhg

Zh#kdyh#{dplqhg# wkh#psoldqfh# ri#frqglwlrqv# ri#Frusrudwh#ryhuqdaqfh# e|WWS#hvwljh#plwhg/#u#wkh#du#qghg#64°#Pdufk/#5339
dv#wlsxodwhg#Fodxvh#<#i#wkh#Olvwlqj#Djuhphqw#i#wkh#dlg#Frpoldq# zlwkwkh#wrfn#H{fkqjv# lq#Lqgl1

Wkh#psoldq fh#ri# frqglwlr qv#ri# Frusrudwh#ryhuqdq fh#v#wkh#hvsrqvlolw|## wkh#Frpoldq# Pdqdjphqw1# #Rxu#{dplqdwlrq# zdv
olplwhg#wr#d#uhylz #ri#wkh#urfghxuhv#dqg#psohphqwdwlrq#wkhuhri/#dgrswhg#e|#wkh#Frpoldq# iru#hqvxulqj#wkh#psoldqfh# ri#wkh
frqglwlrqv#ri#Frusrud wh#ryhuqdq qfh1#L#qhlwkhudq#dxglw#ru#dqh#{suhvvlrq#ri#rslq# rq#wkh#qdaqldo#vwdwhphqvw#wkh#Frpoldq| 1

Lq#x#rslq# dqg#wr#wkh#hv# rxu#qirupdwlrq# dqg#dffruglqj# wr#wkh#{sodqdwlrqv#lyh# wr#v/#zh#fhuwli#wkdw#wkh#Frpoldq# kd
frpsolhg# zlwkwkh#qglwlrqv #ri#Frusrudwh#ryhuqdaqfh# dv#wlsxodwhg#wkh#eryh#phqwlrqhg#Olvwlqj#Djuhphqw1

Zh#v#wkdw#wkdw#uhvshfw## lqyhvwru#ulhydqfhv#uhfhyhg#gulqj# wkh#du#qghg#64°#Pdufk/#5339/#q#lqyhvwru#ulhydqfhv#duh#hqlqj
djdlqw#wkh#Frpoldq# h{fhglqj# rqh#prqw# dv#shu#uhfrugv#pdlwdlqhg #q#wkh#Frpoldq# zklfk# duh#uhvhqwhg#wr#wkh#kduhkroghuv2
Lqyhvwru#ulhydqfh#Frpplwvh1

Zh#ixuwkh#wdw#wkdw#fk#frpsoldqfh# lv#qhlwkhudq#dvxudqfh#v#wk#wxuh#ldelolw|##wkh#Frpoldq# qru#wkh#iilhq|# ru#iifwlyhqv
zlwkwzklfk# wkh#dqdjphqw# kd#rqqxfwhg#wkh#i idluy#i#wkh#Frpoldq| 1

Iru#P2v#/#LVZDQDWKQ
Fkduwhuhg#frxqwdqw

Edqj dorh
53°#Mq/#5339

F#Q#VLQLYDQDQ
Sduwqhu

ANNEXURE TO AUDITORS' REPORT

Uhihuhg#wr#q#sdudjudsk#6#i# rxu#uhsruw## hyhq#gdw1

+l +d, Wkh#rpsdq|# lv#dlqwdlqj# surshu#uhfrugv#krzlj# ixoo#duwlfxodu#oxglqj# txdqvlwdwlyh#hwdlqg#lvxdwlrq## il(hg dvvhv1

+e Doo#wkh#hg#dvvhw#dyh#qrw#ehhq#sk|vlfdo|#yhuililhg#e|#wkh#ddqjhpq#w gxulqj# wkh#hdu#exw#ffruglqj# wr#wkh#jirupdwlrq dqg#wkh#(sodqdwrqv#lyhq# wr#v/#wkh#h#uhjxodu#surjudpph# ri#yhulilfdwlrq#zkfk/# lq#xu#slqlr/# lv#hdvrqdeoh#dylqj uhj dug#v#wkh#}h#i#wkh#psdq|# dqg#wkh#dwxuh## lww#xvlqhv#p#dwuhldqj#vfuhsdqflhv#zhuh#qrwlfhg#rq#vxfk#yhuililfdwlrq

+f, Dffruglqj# wr#wkh#jirupdwlrq# jlyhq# wr#v#lqg#q#xu#slqlr# wkh#psdq|# kv#qrw#lvsvrhg#vxevwqdwldo#wlrq#ri#lww#(hg dvvhw#zkfk# zlood#iifw#wkh#psdq|# dv#r#lqj# frqfhuq1

+ll, +d, Wkh#yhwru|#kv#ehhq#sk|vlfdo|#yhuililhg#gulqj# wkh#hdu#e|#wkh#ddqjhpq#w1#Lq#ku#slqlr/# wkh#htxhqf|# ri#yhulilfdwlrq lv#uhdvrqdeoh1

+e Lq#xu#slqlr# dqg#dffruglqj# wr#wkh#jirupdwlrq# dqg#(sodqdwrqv#lyhq# wr#v/#wkh#urfgxuhv#ri#sk|vlfdo#yhuililfdwlrq#ri lqyhwru|#roorz#g#e|#wkh#ddqjhp qw#huh#rxqg# uhdvrqdeoh#qg#lghtxdw#h#q#uhodwlrq#wr#wkh#}h#i#wkh#rpsdq| #dqg wkh#q#wxuh# lww#xvlqhv1

+f, Lq#ku#slqlr/# wkh#psdq|# lv#dlqwdlqj# surshu#uhfrugv#i#lqyhwru|1#wkh#vfuhsdqflhv#qrwlfhg#rq#yhuililfdwlrq#ehwzhq wkh#sk|vlfdo#vwrfn#lqg#errnv# uhfrugv#zhuh#qrw#p#dwuldo1

+lll, +d, Wkhuh#wq#zkroo|#rzqhg# vxevlglu|#rpsdq|# fryhuhg#q#wkh#hjlwvhu#dlqwdlqhg#xqghu#hfwlrq#634#i#wkh#rpsdq|lv# Dfw/4<89#v#zkfk# wkh#psdq|# kv#judqwhg#ordqv1#wkh#d|lpxp# dprxqw#lqroyhg#gulqj# wkh#hdu#zdv#Uv#145#uruhv#lqg#wkh |hdu0hqq#edodqfh#i# ordq#judqwhg#wr#v#xk#sduw|#dv#Uv#145#uruhv1

+e Wkh#ordq#judqwhg#wr#wkh#zkroo|#rzqhg# vxevlglu|#rpsdq|# olwvhg#qghu#hfwlrq#634/#v#qwhuhv#wkh#v#hu#wkh#ssurydo#i UEL

+f, Wkh#v#q#r#vwlxodwlrq# lq#uhvshfw## uhsd|phq w## sulqlsd o#prx qw#q#wkh#ery h#ordq#judqwhg#wr#wkh#zkroo|# rzqhg vxevlglu|1

+g, Wkh#v#q#r#yugxh#dprxqw#ri# ordq#judqwhg#wr#wkh#ery#rpsdq| 1

+h, Wkh#psdq|# kv#v#dnh#q#rdq#urp# vl#s#dwlh#dqg#q#rpsdq|# fryhuhg#q#wkh#hjlwvhu#dlqwdlqhg#xqghu#hfwlrq#634#i#wkh Frpsdq|lv# Dfw/#<891#wkh#d|lpxp# dprxqw#lqroyhg#gulqj# wkh#hdu#zdv#<1<:#uruhv#lqg#wkh#hdu#hag#edodqfh#i# ordqv wdnq#urp #vfk#sduw|h#zdv#Uv#146:#uruhv1

+i, Lq#ku#slqlr/# wkh#dwh## lqwhuhv#dqg#wkh#v#hup#dqg#rqglwlrq# rq#zkfk# ordqv#dyh#ehhq#wdnh#q#urp# sduw|h#v#wkh#uhjlwvhu#dlqwdlqhg#xqghu#hfwlrq#634#i#wkh#rpsdq|lv# Dfw/#<89#lqg#duh#urw#sulpd#idflh#suhmxgflido#wr#wkh#qwhuhv#wkh frpsdq| 1

+j, Wkhuh#wq#r#yugxh#dprxqw#ri# ordqv#lqg#qwhuhv#wdnh#q#urp# frpsdq|lv# ilup#ru#wkh#sduw|h#v#wkh#hjlwvhu#dlqwdlqhg xqghu#hfwlrq#634#i#wkh#rpsdq|lv# Dfw/#<891

+ly, Lq#ku#slqlr# dqg#dffruglqj# wr#wkh#jirupdwlrq# dqg#(sodqdwrqv#lyhq# wr#v/#wkh#uh#lghtxdw#h#qwhuqdo#q#wuro#|vwhpv frpphqvudw# zlw#wkh#}h#i#wkh#psdq|# dqg#wkh#dwxuh## lww#xvlqhv#zlw#uhjdug#wr#xufkdvhv#ri# lqyhwru|#(hg# dvvhw dqg#zlw#uhjdug#wr#wkh#doh## jrrg1# Gxulqj# wkh#xuvh#ri# rxu#dxglw/#h#kdyh#qrw#evhuyhg#dq|#frqlxlqj# idloxuh#wr#ruuhfw pdmru#zhdnqhvvhv#q#qwhuqdo#q#wuro1

+y, +d, Dffruglqj# wr#wkh#jirupdwlrq# dqg#(sodqdwrqv#lyhq# wr#v/#z#h#duh## wkh#slqlr# wkd#wkh#udqdfwlrq#wkd#v#hg#wr#eh hqwhuhg#wr#wkh#hjlwvhu#dlqwdlqhg#xqghu#hfwlrq#634#i#wkh#rpsdq|lv# Dfw/#<89#kdyh#ehhq#wr#hqwuhg1

+e Lq#xu#slqlr# dqg#dffruglqj# wr#wkh#jirupdwlrq# dqg#(sodqdwrqv#lyhq# wr#v/#wkh#udqdfwlrq#dqg# lq#xuvxdqfh#ri frqudfw#w#duudqjhpqww#hqwuhg#v#wkh#hjlwvhu#dlqwdlqhg#xqghu#hfwlrq#634#i#wkh#rpsdq|lv# Dfw/#<89#lqg#(fhnglqj wkh#dox#i #xshv#lyh#odnk#uhvshfw## dq|#sduw#gulqj# wkh#hdu#kdyh#ehhq#pdgh#dvsulfhv#zkfk# duh#hdvrqdeoh#dylqj uhjdug#wr#wkh#uhydlolqj#pdunhw#ulfhv#d#wkh#hohydq#w#ph1

+yl, Lq#ku#slqlr# dqg#dffruglqj# wr#wkh#jirupdwlrq# dqg#(sodqdwrqv#lyhq# wr#v/#wkh#rpsdq|# kv#rpsolhg# zlw#wkh#uhfwlyhv lvvxhg#e|#Uhwuhy#edq#i# Lqgl#dqg#wkh#urylvlrq#ri# vfwlrq#8;D/#8;DD#dqg#wkh#hohydq#w#rylvlrq#ri# wkh#rpsdq|lv# Dfw/4<89#lqg#wkh#xohv#idphg#wkhuh#qghu#zkhuhyhu#dsolfdeoh1#w#shu#jirupdwlrq# dqg#(sodqdwrqv#lyhq# wr#v#q#r#rughu#qghu

- wkh#iruhvdlg#vhfwlrqv#kdv#ehhq#sdvvhg#|wkh#rpsdq|# Odz#Erdug#q#wkh#rpsdq| 1
- +yll, Lq#xu#slqrlq/# wkh#rpsdq|# kdv#dq#qwhuqda#glw#|vwph#rpphqvxudwh# zlw#k#wkh#|h#dqg#qdwxuh## lww#xvlqhv1
- +yll, Wkh#hqwuud#yhuqphqw# kdv#qrw#suhvfulhg#wkh#dlqwhqdqfh# ri# frw#uhfrugv#xqghu#hfwlrq#53<+4,+g,## wkh#rpsdq|hv# Dfw/4<89/#ru#dq|#ri#wkh#urgxfvv#i#wkh#rpsdq| 1
- +{|, +d, Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#dqg#dffruglqj# wr#wkh#rmv# dqg#uhfrugv#dv#urgxfhg# dqg h{dplqhg# e|#xv/#q#xu#slqrlq/# wkh#rpsdq|# lv#hghudoo|#h|xodu#q#ghsrvlwlqj# xqglvsxwhg#wdwxwruq#hv#qfoxglqj# surylghqw ixqg/# hpsor|hvh6#wdwwh#xudqfh/#qfrph0wd{/# vdohv0wd#dowk#wd/#xvwrpv#gxw/#h{ lv#gxw/#hv#dqg#wkhu#pdwhuldo vwdwxwruq#hv#lv#ssolfdeoh#lwkw#wkh#ssursuldwh#lxwkrulwhv#Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v/ wkhuh#uh#r#duuhduv#rxvwdqglqj#wdwxwruq#hv#lv#phqwrqhg# deryh#dv#64"#Pdufk#5339#ru#d#shulrg#ri# pruh#wkdq#h{ prqw v#iurp#wkh#gdw#wkh|#ehfr#sd|deoh1
- +e, Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#wkhuh#uh#r#gxhv#i#vdohv#d/#qfrph# wd/#xvwrpv#gxw/#h dawk wd/ #h{lvh#gxw|#dqg#hv#zklfk# kdyh#qrw#ehhq#ghsrvlwhg#q#dffrxqw#ri#dq|#glvsxwh#h{fsw#ulqj# Ehqhilw#V#dprxwqlqj# wr Uv1#135#dnkv#u#wkh#xduwhu#qglqj# 64vw#dufk#5339#suvxdqw#wr#wkh#wd|#udqwhg#|wkh#Krqxudeoh#Klj# Frxuw#i Nduqdwnd1
- +{|, Lq#xu#slqrlq# dqg#dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#wkh#rpsdq|# grhv#qrw#dyh#ffpxodwhg#orvvh#dv dw#64"#Pdufk#5339#dqg#kdv#qrw#qfxuuhg#dv#orvvh#ghxulqj# wkh#dqdfldo#|hdu#h#qghg#rq# wkdwdwh#dqg#q#wkh#pphglldwh|# suhfhglqj# ilqdqfdo#|hdu1
- +{|, Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#wkh#rpsdq|# kdv#qrw#hidxowhg#h#hsd|phqw#ri#gxhv#vr#dq|#ilqdqfdo lqvwlxwlrq#dqg#u#vr#ghqwhqxuh#roghuv#ghxulqj# wkh#hdu1
- +{|, Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#wkh#rpsdq|# kdv#qrw#udqwhg#dq|#ordqv#dqg#dgydqfhw#q#wkh#dvl#i# vhfxlw|#z|#ri# sohgh#ri# vkduhv#ghqwhqxuh#dqg#wkhu#hfxulwhv1
- +{|, Wkh#urylvlrq# ri# dq|#vshfldo#wdwxwruq#vshflhg# lq#fodxv#7+{|,#ri# wkh#rpsdq|hv# +Dxglwru6#h#srw,#Rughu#5336#duh#qrw dssolfdeoh#wr#wkh#rpsdq| 1
- +{|, Wkh#rpsdq|# lv#qrw#ghdolqj#q#u#wudglqj#q#wkduh#hfxulwhv#ghqwhqxuh#dqg#wkhu#qyhwvphqw1
- +{|, Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#wkh#rpsdq|# kdv#qrw#yhg#dq|#xdudqwhv#u#ordqv#vndh#q#h#wkhuv iurp# edqnv#u#ilqdqfdo#qvwlxwlrqv1
- +{|, Lq#xu#slqrlq# dqg#dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#wkh#wuhp#rdqv#huh#dssolhg#ru#wkh#xusrvh#iru zklfk# wkh#rdqv#huh#ewdlqhg1
- +{|, Edvhg#q#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#dqg#q#dq#yhudod#h{dplqdwlrq# ri#wkh#dodqfh#khhw## wkh#rpsdq| /#q rxu#slqrlq/# wkhuh#uh#r#ixqgv#udlvhg#q#d#kruw#wuhp#dvl#zklfk# kdyh#ehhq#xvhg#ru#orqj# whup#qyhwvphqw1
- +{|, Wkh#rpsdq|# kdv#qrw#pdgh#dq|#suhihuhqwd#orwphqw#vkduhv#r#duwhv#dqg#rpsdq|hv# fryuhg#lq#wkh#hjlwuh#dlqwdlqhg xqghu#hfwlrq#634#i#wkh#rpsdq|hv# Dfw/#<89#ghxulqj# wkh#hdu1
- +{|, Wkh#rpsdq|# kdv#qrw#vvhg#dq|#ghqwhqxuhv1
- +{|, Wkh#rpsdq|# kdv#qrw#dvlvhg#dq|#prqh|# iurp# sxeolf#vvhg#ghxulqj# wkh#hdu1
- +{|, Dffruglqj# wr#wkh#qirupdwlq# dqg#h{sodqdwlrqv#yhg# wr#v#ghxulqj# wkh#hdu#qr#iudxg#q#ru#e|#wkh#rps dq|#kdv#ehhq#qwlh#g#u uhsruwhg1

Iru#Phvvuv1#1#LVZQDWDQ
Fkduwhuhg#ffrxwdqvw

Sodfh = Edqdoruh
Gdwh = Wk#lxqh#5339

###Q1VULQLYDVDQ,
Sluwqhu
Phpehu vks#Qr14;538

TTK PRESTIGE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2006

	Schedule	As at 31st March 2006		As at 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
I	SOURCE OF FUNDS				
1.	SHAREHOLDERS' FUND				
	Capital	1	113336840	113313840	
	Reserves and surplus	2	<u>359854084</u>	<u>322878688</u>	
			473190924		436192528
2.	LOAN FUNDS				
	Secured Loans	3	461505122	531421152	
	Unsecured Loans	4	<u>110978000</u>	<u>118045000</u>	<u>649466152</u>
	TOTAL		<u>1045674046</u>		<u>1085658680</u>
II	APPLICATION OF FUNDS				
1.	FIXED ASSETS				
	Gross Block	5	567991597	556696868	
	Less: Depreciation		<u>324744295</u>	<u>307386338</u>	
	Net Block		243247302	249310530	
	Add: Capital Work-in-Progress		<u>9291248</u>	<u>1337353</u>	250647883
			252538550		
2.	INVESTMENTS	6			151279317
3.	CURRENT ASSETS				
	LOANS & ADVANCES				
	Stock-in-Trade	7	572894725	554143145	
	Sundry Debtors	8	276977640	322249819	
	Cash and Bank Balances	9	92642969	86278015	
	Loans and Advances	10	<u>88480926</u>	<u>71305591</u>	
			1030996260	1033976570	
	Less: Current Liabilities & Provisions				
	Liabilities	11	371851236	356085898	
	Provisions	12	<u>44159335</u>	<u>27680724</u>	
			<u>416010571</u>	<u>383766622</u>	
	Net Current Assets		614985689		650209948
4.	DEFERRED TAX ASSET(LIABILITY)		(5331650)		30135821
5.	MISCELLANEOUS EXPENDITURE		2257141		3385711
	TOTAL		<u>1045674046</u>		<u>1085658680</u>
	Notes on Accounts	17			

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 and on behalf of the Board

For Messrs. S. VISWANATHAN
Chartered Accountants

T T Jagannathan
Executive Chairman

S. Ravichandran
Managing Director

Ajay I. Thakore
Director

C. N. SRINIVASAN
Partner

R. Srinivasan
Director

Vandana R. Walvekar
Director

K. Shankaran
Director & Secretary

Place : Bangalore
Date : 20th June 2006

V. Sundaresan
Vice President - Finance

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2006

	Schedule	Year ended 31st March 2006		Year ended 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales	13	2318312704		1893729393	
Less: Excise duty relatable to Sales		98333097	2219979607	83250536	1810478857
Other Income	14		210901		24528317
			<u>2220190508</u>		<u>1835007174</u>
EXPENDITURE					
Material Consumption	15	1187383311		1006784094	
Expenses	16	892809164		769887178	
Depreciation (As per Schedule 5)		<u>18858995</u>	2099051470	<u>18697546</u>	1795368818
Profit\ (Loss) before VRS amortisation & tax			121139038		39638356
Amotisation of VRS payments			1128570		1128570
Profit before Tax			120010468		38509786
Provision for Tax					
- Current Tax (Min. Alternate Tax)		9795941		2055311	
- Reversal of Minimum Alternate tax pertaining to earlier year		-		(417984)	
- Fringe Benefit Tax		3600000		-	
- Deferred Tax		<u>35467471</u>	48863412	<u>(1261398)</u>	375929
Profit(Loss) after Tax			71147056		38133857
Surplus brought forward			0		0
Proposed Dividend			28334210		22663568
Tax on dividend			3973873		2961845
Transferred to General Reserve			7200000		3900000
Profit(Loss) carried to Balance sheet			31638973		8608444
Earnings per share			6.27		3.36
Notes on Accounts	17				
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 and on behalf of the Board					
For Messrs. S. VISWANATHAN <i>Chartered Accountants</i>	T T Jagannathan <i>Executive Chairman</i>	S. Ravichandran <i>Managing Director</i>	Ajay I. Thakore <i>Director</i>		
C. N. SRINIVASAN <i>Partner</i>	R. Srinivasan <i>Director</i>	Vandana R. Walvekar <i>Director</i>	K. Shankaran <i>Director & Secretary</i>		
Place : Bangalore Date : 20th June 2006	V. Sundaresan <i>Vice President - Finance</i>				

TTK PRESTIGE LIMITED

SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2006

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
1. CAPITAL				
Authorised Share Capital 1,50,00,000 Equity Shares of Rs.10/- each		<u>150000000</u>		<u>150000000</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	
<i>Less</i> : Calls unpaid	<u>147000</u>	<u>113336840</u>	<u>170000</u>	<u>113313840</u>
2. RESERVES & SURPLUS :				
Revaluation Reserve :				
As per last Balance Sheet	33941938		33941938	
<i>Less</i> : Deduction	<u>2047577</u>	31894361	<u>0</u>	33941938
Share Premium Account	61410959		61410959	
<i>Less</i> : Calls unpaid	<u>1176500</u>	60234459	<u>1360500</u>	60050459
General Reserve:				
As per last Balance Sheet	228886291		216377847	
<i>Add</i> : Amount transferred from Profit & Loss Account	<u>7200000</u>		<u>3900000</u>	
	236086291		220277847	
<i>Add</i> : Surplus in Profit & Loss Account	<u>31638973</u>		<u>8608444</u>	
		267725264		228886291
		<u>359854084</u>		<u>322878688</u>

SCHEDULES (Contd.)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
3. SECURED LOANS				
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.		59000000		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		0		92464368
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.		0		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.		0		21617511
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.				
1. Cash Credit	122991372		22121623	
2. Demand Loan	95250000		4250000	
3. ECB Loan	184263750	402505122	240872500	267244123
		<u>461505122</u>		<u>531421152</u>
4. UNSECURED LOANS				
- Fixed Deposits from Directors		4200000		10200000
- Fixed Deposits from Others		26778000		31845000
- Inter corporate Deposits		80000000		76000000
		<u>110978000</u>		<u>118045000</u>

TTK PRESTIGE LIMITED

SCHEDULES (Contd.)

5. FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31st March, 2005	Additions during the Year	Deductions during the Year	Cost as at 31st March, 2006	As at 31st March, 2005	Deductions during the Year	Charged during the Year	As at 31st March, 2006	Net Book Value as at 31st March, 2006	Net Book Value as at 31st March, 2005
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Land	85114966	0	2056095 *	83058871	0	0	0	0	83058871	85114966
Buildings	126927738	486344	0	127414082	86901301	0	2627535	89528836	37885246	40026437
Plant & Machinery	261979409	6457944	1146422	267290931	169153590	1103039	10129865	178180416	89110515	92825819
Electrical Installations	16759780	26321	0	16786101	10056578	0	505276	10561854	6224247	6703202
Tools, Moulds & Dies	24189851	983486	0	25173337	15071004	0	2189573	17260577	7912760	9118847
Furniture, Fixtures & Fittings	19787736	237218	0	20024954	14811994	0	804612	15616606	4408348	4975742
Office Equipment	15565536	636193	0	16201729	10214285	0	1122881	11337166	4864563	5351251
Vehicles	1283088	38038	560800	760326	648878	397998	92165	343045	417281	634210
Total	551608104	8865544	3763317	556710331	306857630	1501037	17471907	322828500	233881831	244750474
Capital Work-in-progress	1337353	8087391	133496	9291248	0	0	0	0	9291248	1337353
Total	552945457	16952935	3896813	566001579	306857630	1501037	17471907	322828500	243173079	246087827
Motor Cars under lease	5088764	6192502	0	11281266	528708	0	1387087	1915795	9365471	4560056
Grand Total	558034221	23145437	3896813	577282845	307386338	1501037	18858994	324744295	252538550	250647883

NOTE: * The deduction of Rs. 20,56,095 in respect of land represents original cost of Rs. 8518 and revaluation reserve of Rs. 2047577 on account of acquisition by Government.

SCHEDULES (Contd.)

	31st March 2006		31st March 2005	
	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. 87.80 Ps.)		165000		165000
Shares (Unquoted):				
2) 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% - 5000 Optionally Convertible Preference Shares of Rs.100/- each, fully paid up.	500000		500000	
Less: Provision for Diminution in value (130000 shares have been sold in the year 2004-05)	<u>500000</u>	0	<u>500000</u>	0
b. 10% - 1100 optionally Convertible Bonds of Rs.1,000/- each, fully paid up.	1100000		1100000	
Less: Sold during the year	<u>1100000</u>	0	<u>-</u>	1100000
c. Preference shares allotted on demerger of TTK Tantex Limited	5500			
Less: Sold during the year	<u>5500</u>	0	<u>-</u>	0
4) 3,73,805 Equity Shares of Rs. 10/- each, fully paid-up in Prestige Housewares (India) Ltd.		3738050		3738050
5) 12,500 Equity shares of Rs.10/- each, fully paid-up of M/s. Ind-Global Financial Trust.		500000		500000
6) 98000 shares of Common Stock of Mantra Inc. USA, wholly owned subsidiary of the Company.	115771267			115771267
Add: 33333 shares of No par value subscribed to during the year	<u>44050000</u>	159821266		
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			
Less: Sold during the year	<u>13000000</u>	0		13000000

TTK PRESTIGE LIMITED

SCHEDULES (Contd.)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
Non Trade Investments (at cost) :				
1) 6 Years National Savings Certificates (Unquoted)	5000			
Less: Encashed during the year	<u>5000</u>	0		5000
		<u>181224316</u>		<u>151279317</u>
Notes :				
1) Aggregate value of quoted Investments		165000		165000
2) Aggregate value of unquoted Investments		181059316		151114317
3) Market value of quoted Investments		126432		67104
4) TTK Health care Limited and TTK Tantex Limited are group companies				
7. STOCK-IN-TRADE: (Valued at cost)				
Raw Materials		157972166		140344598
Stores and Spareparts		8723131		9820679
Work-in-Progress		55807901		61400115
Finished Goods (As Certified by Management)		350391527		342577753
		<u>572894725</u>		<u>554143145</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 (includes due from subsidiary Rs. 2202355 P.Y. 7633425)		20443101		24085156
Other Debts (includes Due from subsidiary : Rs.17192937) P.Y. 54353463)		256534539		298164663
		<u>276977640</u>		<u>322249819</u>
9. CASH & BANK BALANCES:				
Cash on Hand		457557		425527
Balances with Scheduled Banks:				
In Current Account	63259719		65270220	
In Deposit Account	<u>28925693</u>	92185412	<u>20582268</u>	85852488
		<u>92642969</u>		<u>86278015</u>
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.3.12 crores (Prev. Yr. Rs 3.06Crores). Maximum amount outstanding during the year Rs. 3.12 Crores (Previous year Rs. 3.06 Crores).				
Balances with Excise Authorities		64394159		57477282
Advance Income Tax		12888629		10988208
		11198138		2840101
		<u>88480926</u>		<u>71305591</u>

SCHEDULES (Contd.)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
11. CURRENT LIABILITIES:				
Acceptances	84305168		60683991	
Sundry Creditors for goods supplied	147908444		125891300	
Unclaimed Dividend	1302528		1317280	
For Other Liabilities	136158706		163854422	
Interest accrued but not due on loans	2176390	371851236	4338905	356085898
12. PROVISIONS:				
(a) Proposed Dividends		28334210		22663568
(b) Provision for Income tax Opening Balance	2055311		417984	
<i>Add:</i> Provision Made During the year	9795941	11851252	1637327	2055311
(c) Provision for Dividend Tax		3973873		2961845
		44159335		27680724
13. SALES:				
Pressure Cookers & Pressure Pans		1372954910		1218011682
Cookware		357423015		246671378
Spares & Components		110409992		108172856
Weighing Scale		16861		24337
Wheel Skin		8505401		5243932
Idli Stand		54653		7966
Flasks		17652		391047
Knives		1416453		1609762
Gas Stoves		225371094		176650697
Kitchen Tools		0		231870
Kitchen Electrical Appliances		216325422		113582340
Barbecues		173176		0
Modular Kitchen		3512561		519244
Scrap Disposal		22131514		22612282
		2318312704		1893729393
14. OTHER INCOME:				
Interest on Fixed Deposit with Banks and others		1447650		4422919
Income from Investments :				
Dividend				0
Govt. Compensation accrued on Land acquisition		3656739		0
Profit/Loss on sale of Assets		817626		3570631
Profit/Loss on sale of Shares		(964800)		1661075
Rent Receipts		0		704516
Exchange gain/(loss)		(6366651)		(7379604)
Others		1620337		1548780
Income recognised on property development Agreement		0		20000000
		210901		24528317
15. MATERIAL CONSUMPTION:				
	Tonnes		Tonnes	
Aluminium	2396	335625587	2146	275989771
Stainless Steel	447	61256817	616	69436318
Others	Various Units	791704930	Various Units	673527201
		1188587334		1018953290
<i>Add:</i> Opening Stock of Finished Goods & Work-in-Progress		403977868		388480568
		1592565202		1407433858
<i>Less:</i> Closing Stock of Finished Goods & Work-in-Progress		406199428		403977868
		1186365774		1003455990
Excise duty differential in Increase (Decrease) in Inventory		1017537		3328104
CONSUMPTION		1187383311		1006784094

TTK PRESTIGE LIMITED

SCHEDULES (Contd.)

		31st March 2006		31st March 2005	
		Rs.	Rs.	Rs.	Rs.
16.	EXPENSES:				
	Salaries, Wages & Bonus		150061387		130573147
	Contribution to Gratuity Fund		4325968		3344056
	Contribution to P.F. and other Funds		10124199		9867009
	Employees Welfare Expenses		9880307		12044211
	Power & Fuel		29030536		25808333
	Sundry Manufacturing Expenses		6852131		2871793
	Repairs & Maintenance:				
	Buildings	4634171		3120218	
	Machinery	6734134		5003443	
	Other Assets	1597871		5221763	
			12966176		13345424
	Consumption of Stores and Spare parts		9383513		7638264
	Rent		3874968		4087924
	Insurance		5805466		4531238
	Travelling & Conveyance		26050445		24364164
	Motor Vehicle Expenses		3267824		3198765
	Additional Sales Tax / TOT		14132475		19169258
	Rates & Taxes		1501352		3031934
	Interest & Bank Charges:				
	Interest	55049392		63632677	
	Bank Charges	11114184		9228971	
			66163576		72861648
	Lease Rental		149237		0
	Carriage Outwards:				
	Freight	88767556		70079770	
	Insurance	1862808		1861073	
			90630364		71940843
	Directors Sitting Fees		200000		205000
	Audit Fees		444988		603042
	Legal & Professional Charges		3379366		3629200
	Postage & Communication Expenses		8596776		8246786
	Printing & Stationery		4176290		3679665
	Entertainment Expenses		181384		80278
	Advertisement & Selling Expenses		191041535		132576026
	Distribution Expenses		52144634		34500813
	Commission to Selling agents		12950243		13769857
	Miscellaneous Expenses		25687564		20640762
	Refurbishing/Warranty claims of subsidiary company		0		26120735
	Discount		146104695		105003738
	Donations		1658434		0
	Bad Debts		2043331		12153265
			892809164		769887178
Per our Report Attached.		For and on behalf of the Board			
For Messrs. S. VISWANATHAN Chartered Accountants		T T Jagannathan Executive Chairman	S. Ravichandran Managing Director	Ajay I. Thakore Director	
C.N.SRINIVASAN Partner		R. Srinivasan Director	Vandana R. Walvekar Director	K. Shankaran Director & Secretary	
Place : Bangalore Date : 20th June 2006		V. Sundaresan Vice President - Finance			

17. NOTES FORMING PART OF ACCOUNTS

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 31.03.2006.
- 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 11

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

3 (a) Quantitative particulars - Manufactured Products

Particulars	Installed Capacity	Opening Stock	Production/ Purchases	Sales	Closing Stock
Pressure Cookers & Pans	2000000	328156 (320842)	1630920 (1496919)	1621380 (1489605)	337696 (328156)
Cookware	500000	241560 (227242)	1116994* (905028)	1123070 (890710)	235484 (241560)
Wheel skin	NA	Nil Nil	3355 (2118)	3355 (2118)	Nil Nil

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

* Includes purchases 355253 Units (previous year 215946)

TTK PRESTIGE LIMITED

3. (b) Quantitative particulars - Traded Products

	Weighing Scale	Idli Stand	Flask	Knives	Stoves	Electrical Mixie, Juicer etc.
Opening Stock	1218 (2807)	13198 13543)	51437 (58547)	19673 (49775)	25480 (16336)	37448 (21957)
Purchases	0 (0)	0 (0)	0 (0)	0 (0)	171772 (166821)	180596 (77113)
Sales	31 (1589)	6165 (345)	2627 (7110)	9877 (30102)	172606 (157677)	167522 (61622)
Closing Stock	1187 (1218)	7033 (13198)	48810 (51437)	9796 (19673)	24646 (25480)	50522 (37448)

4. Value of Opening/Closing stocks

Particulars	Opening Stock Value (Rupees)	Closing Stock Value (Rupees)
Pressure Cookers	184842942 (184018746)	189257307 (184842942)
Cookware	54689588 (53097128)	53700569 (54689588)
Weighing Scales	152539 (193473)	116958 (152539)
Idli Stand	81645 (186322)	316746 (81645)
Flasks	7878468 (6551922)	6058825 (7878468)
Knives	642834 (2325221)	735221 (642834)
Stoves	25063189 (15382923)	26389657 (25063189)
Mixie	20088490 (13734503)	22471255 (20088490)
Iron Box	3212426 (0)	5263643 (3212426)
Others	45925632 (36624822)	44276770 (45925632)
Total	342577753 (312115060)	350391528 (342577753)

5) 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 and considering the improvement in operational efficiency and future potential, no provision for diminution in the value of investments is considered necessary.

- 6) The previous year's figures have been regrouped and reclassified wherever necessary to make them comparable with the figures of the current year.
- 7) Salaries and Wages includes provision for current year accrual of Rs.1984899 determined on the basis of actuarial valuation and the cumulative figure is Rs.8899035. This is as per AS 15 of ICAI

8) Remuneration to Whole time Directors :

	2005-2006 Rs.	2004-2005 Rs.
1. Salary	2700000	2430000
2. Contribution to Provident & Other Funds	976500	878850
3. Performance Bonus Commission	708484	379600
4. Other Allowances	3664277	1643010
	8049261	5331460

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.

9) Audit Fee Includes

	2005-2006 Rs.	2004-2005 Rs.
For Audit (including Tax Audit)	246739	192850
Certification Fee incl. taxation matters	96976	189704
Other matters	21275	148833
Out of Pocket Expenses	79998	71655

10) Earnings in Foreign Exchange:
On account of Export Sale
less returns calculated

a) at FOB basis	158040854	246373072
b) at CIF Basis	159993667	255781172

TTK PRESTIGE LIMITED

11) Expenditure in Foreign Currency :

	2005-2006 Rs.	2004-2005 Rs.
1. Travelling Expenses	334523	355735
2. Other Expenses	3407983	2693165
A. Equity in Mantra Inc. (WOS)	44050000	
B. Warranty claims of Mantra Inc. (WOS)	27319700	
C. Reimbursement of Exhibition expenses to Mantra Inc. (WOS)	5336065	
3. CIF Value of Imports:		
Imports (on payment basis) of Raw Materials	78285071	95117812

12) Interests includes Rs.12612100/- towards interest on fixed loan (previous year Rs. 21070500) and Rs. 962858/- (previous year Rs.- 994562) being interest on fixed deposit placed by Directors

13) Contingent Liabilities :

	2005-2006 Rs.	2004-2005 Rs.
a) Bank Guarantees / LC	56772919	33140830
b) Guarantees/Legal Undertakings for export Obligation	0	3078609
c) Estimated amount of contract remaining to be executed on Capital A/c. not provided for	10512928	5063153
d) Securitisation of Accounts Receivables	61179114	0
e) Tax matters under appeal(IT/ST/ED)	31914349	31914349
f) * Fringe Benefit tax not provided for pending stay obtained from Honorable High Court of Karnataka	902000	0

* In the event of the Company's writ petition challenging the levy of Fringe Benefit Tax, is decided in favour of the Company, the Company would be entitled for a refund of Rs. 36,00,000 paid till 31st December 2005.

14 Sundry Creditors include an amount of Rs. 110695787.47 due to SSI Units. The parties to whom Amount is due beyond 30 days but within the contract period are:

Amrapali Industries, Amarapali Plastic Industries, Arundati Colour Cartons, Amulet Industries Ltd., Bhuvanewari Engineering Enterprises, Classic Packaging, Classic Welding Products Pvt. Ltd., Consolidated Mops, Delite Plastics Moulding Industries, Daxso Prints, EssEss Mould Co., Japstech, Engineers Pvt. Ltd., Kundgol Cottage Industries, Kaviraj Appliances, Mahablee Uttam, Appliance, Mohan Industrial Suppliers, Peenya Packaging Products, Prestige Bakelite Moulders, Publicity Products, Rubber General Industries, Shree Momai Engineering Works, Sri Guru Automatics, Taylor Rubber, Shree Momai Products, 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, Gautams, Chethan Automac, Deccan Engineering Works, D.S.Engineering, D.S. Precision Industrial, Gaurang Home Appliances, Maruthi Packaging Industries, Micro Metal Coats, Evershine Industires, P.S. Industries, Ramya Poly, Udyog, Raga Precisions, Sky Products, Sri Balaji Enterprises, Sri Raghu Industries, Thiru Automats, TVR Engineering Works, Shivananda Home Appliances, Welflex Polymer Pvt Ltd, Shree Pla Industries, Sri lakshmi packagings, Precision Screws, Alfa Fluid Piping System Pvt. Ltd, Bangalore, Cosmic Industrial Laboratories, Darpan Distributors, Fareed Aluminium Pvt. Ltd, Fortune Plastech, Image Labels, Leo Metal Private Ltd, MSK Products Private Ltd, Perfect Powercontrol, Pack N Fab industries, Pride Uttam Metal Appliances, Santosh Industries, Sree Ragava Metal Works, Sumuka Industries, Sri Raghavendra Industries, Viswam India

(Steels), Vijayalakshmi Mettaloids, Aavkar Industries, Acharya Industries, Agathya Ameen Enterprises, Asian Springs, Century Extrusions, Contax, Dara Industries, Darshan Enterprises, Els Enterprises, Gokul Metal & Engineering Co, Hi Fabs, Innova printing & Packaging, Kavitha fabs, Manjunatha Auto Products, Navoday Rotographs, Nikunj Eximp Enterprises, Prd Enterprises, Radhika Engineering Corporation, Smarj Enterprises, Soham Precimek (India) Ltd, Sri Venkateswara printers, Aarudhra Enterprises, Amman Power Printing Press, Brahad Elastomers, Cast Fab engineers, Indian Rubbers, Jayshree Cartons, J.R.Packages Pvt Ltd, Kraftpack Cartons, Sidharth Industries, South Field Powders Limited, Star plastics, SV Rubber Industries, Amplas Polymer Pvt Ltd, Vikram Industries, Mas Weltech, Maa Sales, Marpol Pvt Ltd, Shree Momai Fasteners Pvt Ltd, Paramount Powders Pvt Ltd, Royal Packaging, Fortune Palstech, Delta Enterprises, Innovations, Vikram moulding industries, Mount Engineering Works, Fine Coats, Alcoats, Dhanalakshmi Engg. Enterprises Sri Usha & S.B.industries, Volex interconnect Pvt Ltd, Santhosh foundry.

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

- 16) a) Disclosure as per Accounting Standard 19
Interest includes Rs. NIL (P.Y. Rs.14308/-) paid towards the interest amount on assets purchased on Hire Purchase. The value of Hire Purchase assets as on 31-03-2006 is Rs. NIL. There is no Hire Purchase installment due as on 31.03.2006 (P.Y. NIL)
- b) The company has acquired certain items of Vehicles on Financial Lease on or after April 1, 2001 amounting to Rs. 11281266 (Previous year – 5088764)

The Minimum lease rental outstanding as of 31st March 2006 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	
	31.03.2006	31.03.2005	31.03.2006	31.03.2005	31.03.2006	31.03.2005
Within One year	3032400	1367700	1092463	529718	1939937	837982
Later than one year and not later than 5 Years	9513680	4742685	1704248	898254	7809432	3844431
Later than 5 years	0	0	0	0	0	0

17) 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, Padma Packaging, 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 and their relatives :- Mr. T T Jagannathan, Mr. S. Ravichandran, Mr. K. Shankaran, Dr. (Mrs.) Latha Jagannathan, Dr. (Mr.) T T Mukund, Ms. Aditya and Ms. Bhanu Raghunathan.

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

	(All in Rupees)
Sales	27872140
Purchases	33963430
Investments in Mantra Inc (Wholly Owned Subsidiary)	44050000
Salary to Key Management Personnel	11528857
Interest Payments	8270635
Others	49810926

TTK PRESTIGE LIMITED

(c) Balances outstanding as on 31.3.2006

Particulars	Subsidiary	Others	Key Management Personnel & Relatives
Fixed Deposits (due by the Company)			14000000 (25200000)
Loans given (due to the Company)	31206000 (30590000)		
Amount due to the company against supplies	19395292 (61986888)		
Inter Corporate Deposit (due by the Company)		80000000 (76000000)	
Rental Deposit		0 (720000)	
Amount owed by the Company against purchases		5733041 (8775767)	
Investments	159821266 (115771267)	20903050 (35003050)	
Other current liabilities	2126557 (26120735)	2477518 (5977744)	3410816 (379600)

18) Deferred tax Break-up	<u>31.3.06</u>	<u>31.3.05</u>
i) Deferred tax liability on account of		
(1) Depreciation	5298116	6817469
(2) Others (Difference between book & IT value of assets as of 1.4.01)	22900637	25331813
	28198753	32149282
ii) Deferred tax asset on account of Accumulated losses as per IT Act, 1961	22867103	62285103
Deferred tax (net)	(5331650)	30135821
19) Earnings per share as per Accounting Standard 20		(Rs. In Lakhs)
	<u>31.3.06</u>	<u>31.3.05</u>
Profit after tax as per Profit and Loss A/c before extra-ordinary items	722.76	392.63
Weighted Average number of Equity Shares used as Denominator for calculating EPS (in lakhs shares)	113.48	113.48
Earnings per share of Rs. 10/- each:-		
Before Extra-ordinary items (Rs.)	6.37	3.46
After Extra-ordinary items (Rs.)	6.27	3.36

Annexure to our Report of date

For and on behalf of the Board

For Messrs. S. VISWANATHAN
Chartered Accountants

T T Jagannathan
Executive Chairman

S. Ravichandran
Managing Director

Ajay I. Thakore
Director

C.N.SRINIVASAN
Partner

R. Srinivasan
Director

Vandana R. Walvekar
Director

K. Shankaran
Director & Secretary

Place : Bangalore
Date : 20th June 2006

V. Sundaresan
Vice President - Finance

TTK PRESTIGE LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS		(Rupees in Thousands)	
Registration Number		1750	
State Code		08	
Balance Sheet Date		31.03.2006	
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		1461685	
Total Assets		1461685	
Sources Of Funds			
Paid Up Capital		113337	
Reserves & Surplus		359854	
Secured Loans		461505	
Unsecured Loans		110978	
Application of Funds			
Net Fixed Assets		252539	
Investments		181224	
Net Current Assets		614986	
Miscellaneous Expenditure		2257	
Deferred Tax Asset (Liabilities)		(5332)	
IV PERFORMANCE OF THE COMPANY			
Turnover(incl Other Income)		2220190	
Total Expenditure		2099051	
Profit/(Loss) Before Tax		121139	
Profit/(Loss) After Tax		71147	
Earnings Per Share(in Rs)		6.27	
Dividend Rate %		25	
V GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF THE COMPANY (AS PER MONETARY TERMS)			
<u>Item Code No. (ITC Code)</u>		<u>Product Description</u>	
761510 And 732300		Pressure Cookers	
761510		Non-stick Cookware	
Annexure to our Report of Date		For and on behalf of the Board	
For Messrs. S. VISWANATHAN <i>Chartered Accountants</i>	T T Jagannathan <i>Executive Chairman</i>	S. Ravichandran <i>Managing Director</i>	Ajay I. Thakore <i>Director</i>
C.N.SRINIVASAN <i>Partner</i>	R. Srinivasan <i>Director</i>	Vandana R. Walvekar <i>Director</i>	K. Shankaran <i>Director & Secretary</i>
Place : Bangalore Date : 20th June 2006		V. Sundaresan <i>Vice President - Finance</i>	

TTK PRESTIGE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2006
(as per Accounting Standards AS (3) Issued by the Institute of Chartered Accountants of India)

		(Rupees in lakhs)			
		As at 31st March 2006		As at 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
A.	CASH FLOW FROM OPERATING ACTIVITIES :				
	Net profit (Loss) Before Taxation		1200.10		385.10
	Adjustments for :				
	Depreciation	188.59		186.98	
	Profit/Loss on Sale of Assets	1.46		(52.32)	
	Interest/Dividend Received	(14.48)		(44.23)	
	Interest Expense	550.49		636.33	
	Voluntary Retirement Debit	11.29	737.35	11.29	738.05
	Operating Profit before Working Capital Changes		1937.45		1123.15
	Adjustments for :				
	Decrease in Debtors	452.72		170.95	
	Increase in Inventories	(187.52)		(131.00)	
	Increase in Creditors	157.66		169.80	
	Increase in other Receivables	(88.76)	334.10	(1.18)	208.57
	Cash Generated from Operations		2271.55		1331.72
	Income Tax (Paid) Refund		(119.00)		127.72
	Net Cash from Operating Activities		2152.55		1459.44
B.	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of Fixed Assets	(231.45)		(191.31)	
	Sale/Purchase of Investments	(309.09)		16.61	
	Sale Proceeds of Fixed Assets	11.66		721.53	
	Interest Received	14.48	(514.40)	44.23	591.06
	Net Cash used in Investing Activities		1638.15		2050.50
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Proceeds from issue of Share Capital		2.07		0.00
	Redemption of Term Loans	(2051.77)		(2360.13)	
	Bank Borrowings	1392.61		1625.59	
	Refund/Acceptance of Deposits	(110.67)		10.05	
	Dividend Paid	(256.25)		0.00	
	Interest Paid	(550.49)		(636.33)	
	Short term loan from banks	0.00		(426.26)	
	Net cash used in financing activities		(1574.50)		(1787.08)
	Net increase in cash and cash equivalents		63.65		263.42
	Cash and cash equivalent at the beginning	862.78		599.36	
	Cash and cash equivalent at the end	926.43	63.65	862.78	263.42

We have verified the above Cash Flow of M/s. TTK Prestige Limited from the Audited Annual Accounts for the Year 31st March 2006 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreement entered with Bangalore Stock Exchange Limited.

For Messrs. S. VISWANATHAN
Chartered Accountants

C.N.SRINIVASAN
Partner

Place : Bangalore
Date : 20th June 2006

T T Jagannathan
Executive Chairman

R. Srinivasan
Director

S. Ravichandran
Managing Director

Vandana R. Walvekar
Director

V. Sundaresan
Vice President - Finance

Ajay I. Thakore
Director

K. Shankaran
Director & Secretary

TTK PRESTIGE LIMITED

STATEMENT PURSUANT TO SECTION 212(1)(e) OF THE COMPANIES ACT, 1956

1.	Name of the Subsidiary	MANTTRA INC.		
2.	Financial year of the company ended on	31.3.2006		
3.	(i) Common stock in subsidiary company	131333 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			
	(a) For the Subsidiary's financial year	Profit 166024		
	(b) For the previous financial years of the Subsidiary since it became subsidiary of TTK Prestige Limited	Loss 95865030		
	For Messrs. S. VISWANATHAN <i>Chartered Accountants</i>	T T Jagannathan <i>Executive Chairman</i>	S. Ravichandran <i>Managing Director</i>	Ajay I. Thakore <i>Director</i>
	C.N.SRINIVASAN <i>Partner</i>	R. Srinivasan <i>Director</i>	Vandana R. Walvekar <i>Director</i>	K. Shankaran <i>Director & Secretary</i>
	Place : Bangalore Date : 20th June 2006		V. Sundaresan <i>Vice President - Finance</i>	

TTK PRESTIGE LIMITED

HISTORICAL FINANCIAL HIGHLIGHTS

(Rupees in Lakhs)											
HISTORICAL DATA	2005-2006	2004-2005	2003-2004	2002-2003	2001-2002	2000-2001	1999-2000	1998-1999	1997-1998	1996-1997	1995-1996
PERFORMANCE											
1 Total Income	23185.24	19182.58	15246.28	11330.62	14124.15	13850.73	13957.2	14715.39	11634.62	12610.00	11795.17
2 Profit before Interest, Depreciation, Extra ordinary items & tax	1950.47	1201.75	1170.75	-611.48	1074.06	954.07	1124.92	1832.70	1103.98	1741.20	1715.14
3 Interest	550.49	618.38	921.18	953.58	772.27	578.04	557.94	518.21	346.29	371.00	282.04
4 Depreciation	188.59	186.98	183.37	177.18	180.72	188.77	192.56	171.22	164.76	131.66	124.33
5 Extra - ordinary items	11.29	11.29	11.29	0	19.70	19.70	0	0	0	0	0
6 Profit before tax	1200.10	385.10	54.91	-1742.24	101.37	167.56	374.42	1143.27	592.93	1238.54	1308.77
7 Taxation Provision	488.63	3.76	33.60	-595.00	31.27	12.44	10.00	210.00	85.00	400.00	405.00
8 Profit After tax	711.47	381.34	21.31	-1147.24	70.10	155.12	364.42	933.27	507.93	838.54	903.77
9 Dividend provision	283.34	226.64	0	0	0	169.97	283.71	340.45	283.71	283.71	283.71
10 Dividend Tax	39.74	29.62	0	0	0	17.34	31.21	37.45	28.37	28.37	0
11 Dividend Declared %	25	20	0	0	0	15	25	30	25	25	25
Sources & Application of Funds											
Sources											
1 Share Capital	1133.37	1133.18	1133.18	1133.18	1133.18	1133.13	1133.13	1133.13	1133.05	1133.05	1132.11
2 Reserves & surplus	3598.54	3228.75	3103.67	3444.10	6595.54	6819.07	6891.57	6887.38	6376.69	6226.16	5802.06
3 Loan Funds	5724.83	6494.66	7645.40	8086.27	6659.85	4978.46	3389.25	3118.06	3871.99	3164.15	1808.41
Total	10456.74	10856.59	11882.25	12663.55	14388.57	12930.66	11413.95	11138.57	11381.73	10523.36	8742.58
Application											
4 Fixed Assets WDV incl assets kept for disposal	2525.39	2506.48	3187.97	3074.25	3367.05	3480.04	2889.71	2749.61	2368.67	2100.54	1756.80
5 Investments	1812.24	1512.79	1512.79	1701.05	1937.67	1521.35	468.16	402.87	502.88	497.22	462.44
6 Net Current Assets	6149.86	6502.10	6824.09	7512.87	8141.75	7850.47	8056.08	7986.09	8510.18	7925.60	6523.34
7 Miscellaneous Expenditure	22.57	33.86	45.14	33.70	942.10	78.80	0	0	0	0	0
8 Deferred Tax Asset	-53.32	301.36	312.26	341.68	0	0	0	0	0	0	0
Total	10456.74	10856.59	11882.25	12663.55	14388.57	12930.66	11413.95	11138.57	11381.73	10523.36	8742.58

**TEXACO CENTRE, 400 POYDRAS STREET
NEW ORLEANS, LOUISIANA - 70130 - 3245**

DIRECTORS' REPORT

Your Directors have pleasure in presenting their report together with the audited accounts of the company for the year ended 31st March 2006.

FINANCIAL RESULTS

Particulars	(Rupees in lakhs)	
	2005-06	2004-05
Sales	562.51	1667.48
Other Income	152.31	234.88
Profit	1.66	20.89

REVIEW OF PERFORMANCE

There is a drop in sales as compared to the previous year owing to the continuous reorganization in major retail chains. However, there was more focus on rationalization of overheads to ensure lower break-even volumes to run the operations at lower turnover. In the US market, pressure cookers form insignificant part of the total kitchen appliances market. Therefore it is necessary to enter into cookware segment which will enable a larger size market as well as offer an extended distribution for the pressure cooker range. In order to make an entry into the cookware market, the Company has entered into an agreement with a leading celebrity chef, Mr. Rocco Dispirito to market the Company's products under the brand Rocco. These measures are expected to improve the Company's performance in the coming years.

Finance:

Your Company has repaid a loan of Rs. 437.90 lakhs. Your Company is working on various cost cutting methods and the results of this should be seen in the coming year. The Company's equity capital has gone up by Rs. 440.90 Lakhs.

General

Your company's accounts has 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.

Signed on behalf of the Board

Place : Bangalore
Date : 17th June 2006

T T JAGANNATHAN
Chairman

MANTTRA INC.

AUDITORS' REPORT To TTK Prestige Limited

We have audited the attached Balance Sheet of MANTTRA INC, USA wholly owned subsidiary company of TTK Prestige Limited as at 31st March 2006, 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. Manttra 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 2006; 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

(C.N.SRINIVASAN)
Partner
Membership No.18205

Place : Bangalore
Date : 17th June 2006

Annexure to 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.
- (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, 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

(C.N.SRINIVASAN)
Partner
Membership No.18205

Place : Bangalore
Date : 17th June 2006

MANTTRA INC.

BALANCE SHEET AS AT 31ST MARCH 2006

	Schedule	As at 31st March 2006		As at 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
I SOURCE OF FUNDS					
1. SHAREHOLDERS' FUND					
Capital	1	159821266		115771267	
Reserves and surplus		-	159821266	-	115771267
2. LOAN FUNDS					
Secured Loans		-		-	
Unsecured Loans	2	31206000	31206000	74380000	74380000
TOTAL			<u>191027266</u>		<u>190151267</u>
II APPLICATION OF FUNDS					
1. FIXED ASSETS	3				
Gross Block		1806966		1806966	
Less : Depreciation		<u>357928</u>	1449038	<u>260193</u>	1546773
2. CURRENT ASSETS LOANS & ADVANCES					
Stock-in-Trade	4	57175169		69014380	
Sundry Debtors	5	23676675		36574995	
Cash and Bank Balances	6	3257752		2494740	
Loans and Advances	7	7822103		28236433	
		<u>91931699</u>		<u>136320548</u>	
Less : Current Liabilities & Provisions Liabilities	8	<u>20779501</u>		<u>66308109</u>	
Net Current Assets			71152198	<u>66308109</u>	70012439
3. Profit and Loss Account			118426031		118592054
TOTAL			<u>191027266</u>		<u>190151267</u>

Notes on Accounts

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 : Bangalore
Date : 17th June 2006

For and on behalf of the Board

T T Jagannathan
Chairman

K. Shankaran
Director

S. Ravichandran
Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2006

	Schedule	Year ended 31st March 2006		Year ended 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales	9	56251085		166748086	
Other Income	10	<u>15213148</u>	71464233	<u>23488137</u>	190236223
EXPENDITURE					
Material Consumption	11	39711351		129918454	
Expenses	12	31489123		58130438	
Depreciation (As per Schedule 3)		<u>97735</u>	71298209	<u>97735</u>	188146627
Profit after Tax			166024		2089596
Balance transferred to Surplus Account			166024		2089596

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

For and on behalf of the Board

C.N.SRINIVASAN
Partner

T T Jagannathan
Chairman

S. Ravichandran
Director

Place : Bangalore
Date : 17th June 2006

K. Shankaran
Director

MANTTRA INC.

SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2006

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
1. CAPITAL				
Authorised Share Capital (1,00,000 Equity Shares of No PAR Value)		-		-
Subscribed, Issued and Paid-up : 131333 Equity Shares of of No PAR Value		<u>159821266</u>		<u>115771267</u>
		<u>159821266</u>		<u>115771267</u>
2 UNSECURED LOANS				
From Holding Company		31206000		30590000
Others		<u>0</u>		<u>43790000</u>
		<u>31206000</u>		<u>74380000</u>
3 FIXED ASSETS				
Gross Block		1806966		1806966
Less : Depreciation		<u>357928</u>		<u>260193</u>
Nett Block		<u>1449038</u>		<u>1546773</u>
4 STOCK-IN-TRADE				
Finished Goods (As Certified by Management)		57175169		69014380
5 SUNDRY DEBTORS: (Considered good for which the Company holds no Security other than the Debtors' Personal Security)				
Less than 6 months	4156495		17894888	
More than 6 months considered good	<u>19520180</u>	23676675	<u>18680089</u>	36574995
Considered doubtful	6724180		6591446	
Less : Provision	<u>6724180</u>	<u>0</u>	<u>6591446</u>	<u>0</u>
		<u>23676675</u>		<u>36574995</u>
6 CASH & BANK BALANCES:				
Cash on Hand				
Balances with Scheduled Banks:				
Bank of Baroda		1306454		-6972
Bank of America		<u>1951298</u>		<u>2501713</u>
		<u>3257752</u>		<u>2494740</u>
7 LOANS & ADVANCES:				
Recoverable in cash or kind or for value to be received				
Exhibition Charges/Marketing Expenses recoverable	2126560		0	
Other Claims receivable	0		1529500	
Refurbishing/Warranty & Claim Recv. (from holding Company)	0		26120735	
Other Advances	<u>5695543</u>	<u>7822103</u>	<u>586198</u>	<u>28236433</u>
		<u>7822103</u>		<u>28236433</u>

SCHEDULES (Contd.)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
8 CURRENT LIABILITIES:				
Sundry Creditors :				
For goods supplied	19395292		62181370	
Interest Payable	0		2316080	
Expenses Payable	0		427693	
Royalty Payable	1384209	20779501	1382967	66308109
9 SALES:				
Pressure Cookers & Pressure Pans		56251085		166748086
		<u>56251085</u>		<u>166748086</u>
10 OTHER INCOME:				
Exchange gain / (Loss)		331555		(3130842)
Refurbishing/Warranty Claim		0		26120735
Others		14881593		498244
		<u>15213148</u>		<u>23488137</u>
11 MATERIAL CONSUMPTION :				
Opening Stock of Finished Goods		69014380		68023570
Add : Purchases		27872140		130909264
		<u>96886520</u>		<u>198932834</u>
Less : Closing Stock of Finished Goods		57175169		69014380
CONSUMPTION		<u>39711351</u>		<u>129918454</u>

MANTTRA INC.

SCHEDULES (Contd.)

	31st March, 2006	31st March, 2005
	Rs.	Rs.
12 EXPENSES:		
Salary	2845499	2672212
Travelling	327299	471223
Warehousing Expenses	11409079	14356745
Repairs	12622	56291
Insurance	151025	162927
Rates & Taxes	173200	75952
Selling Expenses	11596834	29683826
Communication Expenses	1716799	3110767
Legal & Professional Charges	431374	718517
Freight & Clearing Expenses	1657345	3571798
Bank Charges	1168048	179612
Interest	0	2316080
	<u>31489123</u>	<u>57375948</u>
Bad Debts	0	754489
	<u>31489123</u>	<u>58130438</u>

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 : Bangalore
Date : 17th June 2006

For and on behalf of the Board

T T Jagannathan
Chairman

K. Shankaran
Director

S. Ravichandran
Director

SCHEDULES (Contd.)

3. FIXED ASSETS											
	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Cost as at 31st March, 2005	Additions during the Year	Deductions during the Year	Cost as at 31st March, 2006	As at 31st March, 2005	Deductions during the Year	Charged during the Year	As at 31st March, 2006	Net Book Value as at 31st March, 2006	Net Book Value as at 31st March, 2005	
Forklift	Rs. 1676357	0	0	Rs. 1676357	Rs. 205863	0	79627	Rs. 285490	Rs. 1390867	Rs. 1470494	
Office Equipments	26730	0	0	26730	3810	0	1270	5080	21650	22920	
Computer	103879	0	0	103879	50520	0	16839	67359	36520	53359	
Total	1806966	0	0	1806966	260193	0	97735	357928	1449038	1546773	

MANTTRA INC.

13. NOTES FORMING PART OF ACCOUNTS

- 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 stated 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	2005-06	72161
	2004-05	79419
Purchases	2005-06	38332
	2004-05	167410
Sales	2005-06	55411
	2004-05	174668
Closing Stock	2005-06	55082
	2004-05	72161

OPENING/CLOSING STOCK VALUE - FINISHED GOODS :

Particulars	Year	Opening Stock		Closing Stock	
		Quantity	Value	Quantity	Value
Pressure Cookers & Pans	2005-06	72161	67974969	55082	56372273
	2004-05	79419	66494977	72161	67974969
Others	2005-06		1039411		802896
	2004-05		1528593		1039411
Total	2005-06		69014380		57175169
	2004-05		68023570		69014380

- d) Sundry Creditors represent the Holding Company.
- e) The entire Share Capital of the Company 131333 shares of common stock aggregating to Rs.15.98 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. The Company paid Rs. 28,45,499 as salary to Mr. T T Lakshman, who is related to Mr. T T Jagannathan, a Director of the Company.
- i) Cash Flow Statement : (Rs. In Lakhs)

Cash Flow Statement for the year ended 31st March 2006				
	2005-06		2004-05	
A) Cash Flow from Operating Activities				
Net Profit/Loss	1.66		20.96	
Adjustment for Depreciation/Amortization	0.98		21.45	
Operating Profit before Working Capital Changes		2.64		42.41
Adjustment for :-				
(Increase)/Decrease in Debtors	128.98		175.36	
(Increase)/Decrease in Inventories	118.39		(9.91)	
Increase/(Decrease) in Creditors	(455.29)		(393.92)	
(Increase)/Decrease in Other Receivables	204.15		(258.37)	
Total		(3.77)		(486.84)
Net Cash Flow from Operating Activities		(1.13)		(444.43)
B) Cash Flow from Investing Activities :				
Purchase/Sale of Fixed Assets		0		(1.77)
C) Cash Flow from Financing Activities :				
Increase/(Decrease) in Loan		(431.74)		439.51
Increase/(Decrease) in Share Capital		440.50		0.00
NET CASH FLOW		7.63		(6.69)
Cash and Cash Equivalent at beginning		24.95		31.64
Cash and Cash Equivalent at the end		32.58		24.95
Net		7.63		(6.69)

T T Jagannathan
Chairman

S. Ravichandran
Director

Place : Bangalore
Date : 17th June 2006

K. Shankaran
Director

We have verified the above Cash Flow Statement of M/s. Mantra, Inc. from the Audited Annual Accounts for the Year 31st March 2006 and found the same to be drawn in accordance therewith

For **M/s. S. Viswanathan**
Chartered Accountants

C. N. SRINIVASAN
Partner

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2006

	Schedule	As at 31st March 2006		As at 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
I	SOURCE OF FUNDS				
1.	SHAREHOLDERS' FUND				
	Capital	1	113336840	113313840	
	Reserves and surplus	2	<u>350917133</u>	<u>310996699</u>	424310539
2.	LOAN FUNDS				
	Secured Loans	3	461505122	531421152	
	Unsecured Loans	4	<u>110978000</u>	<u>161835000</u>	693256152
	TOTAL		<u>1036737095</u>		<u>1117566691</u>
II	APPLICATION OF FUNDS				
1.	FIXED ASSETS				
	Gross Block	5	569798563	558503835	
	Less: Depreciation		325102223	307646531	
	Net Block		244696340	250857304	
	Add: Capital Work-in-Progress		<u>9291248</u>	<u>1337353</u>	252194657
2.	INVESTMENTS	6	21403050		35508050
3.	CURRENT ASSETS				
	LOANS & ADVANCES				
	Stock-in-Trade	7	620398714	610707331	
	Sundry Debtors	8	281259023	296643440	
	Cash and Bank Balances	9	95900721	88772755	
	Loans and Advances	10	<u>62970469</u>	<u>42831289</u>	
			<u>1060528927</u>	<u>1038954815</u>	
	Less: Current Liabilities & Provisions				
	Current Liabilities	11	371108890	334091903	
	Provisions	12	<u>44159335</u>	<u>27680724</u>	
			<u>415268225</u>	<u>361772627</u>	
	Net Current Assets		645260702		677182188
	Deferred tax Asset(Liability)		(5331650)		30135821
	Miscellaneous Expenditure		<u>121417405</u>		<u>122545975</u>
	TOTAL		<u>1036737095</u>		<u>1117566691</u>

Notes on Accounts 17

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 : Bangalore
Date:20th June 2006

For and on behalf of the Board

T T Jagannathan
Chairman

K. Shankaran
Director & Secretary

S. Ravichandran
Managing Director

V. Sundaresan
Vice President - Finance

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2006

	Schedule	31st March 2006		31st March 2005	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales	13	2346691649		1930066459	
Less: Excise duty relatable to Sales		<u>98333097</u>	2248358552	<u>83250536</u>	1846815923
Other Income	14		<u>15424049</u>		<u>21397475</u>
			<u>2263782601</u>		<u>1868213398</u>
EXPENDITURE					
Material Consumption	15	1196443508		1005489059	
Expenses	16	924298287		801896882	
Depreciation		<u>18956730</u>	2139698525	<u>18795281</u>	1826181222
Profit\ (Loss)before VRS amortisation & tax			124084076		42032176
Amotisation of VRS payments			1128570		1128570
Profit before Tax			122955506		40903606
Provision for Tax					
- Current Tax (Min. Alternate Tax)		9795941		2055311	
- Reversal of Minimum Alternate tax pertaining to earlier year		0	0	(417984)	0
- Fringe Benefit Tax		3600000		0	
- Deferred Tax		<u>35467471</u>	48863412	<u>(1261398)</u>	375929
Profit\ (Loss)after Tax			74092094		40527677
Surplus brought forward			0		0
Proposed Dividend			28334210		22663568
Tax on dividend			3973873		2961845
Transferred to General Reserve			7200000		3900000
Profit\ (Loss)carried to Balance sheet			34584011		11002264
Earnings per share			6.53		3.57
Notes on Accounts	17				
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 <i>Chartered Accountants</i>		For and on behalf of the Board			
C. N. SRINIVASAN <i>Partner</i>		T T Jagannathan <i>Chairman</i>		S. Ravichandran <i>Managing Director</i>	
Place : Bangalore Date : 20th June 2006		K. Shankaran <i>Director & Secretary</i>		V. Sundaresan <i>Vice President - Finance</i>	

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES FORMING PART OF CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2006

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
1. CAPITAL				
Authorised Share Capital 1,50,00,000				
Equity Shares of Rs.10/- each		<u>150000000</u>		<u>150000000</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>147000</u>	<u>113336840</u>	<u>170000</u>	<u>113313840</u>
2. RESERVES & SURPLUS :				
Revaluation Reserve :				
As per last Balance Sheet	33941938		33941938	
Less: Deduction	<u>2047577</u>	31894361	<u>0</u>	33941938
Share Premium Account	61410959		61410959	
Less: Calls unpaid	<u>1176500</u>	60234459	<u>1360500</u>	60050459
General Reserve :				
As per last Balance Sheet	217004302		194551054	
Add : Amount transferred from Profit & Loss Account	7200000		3900000	
	<u>224204302</u>		<u>198451054</u>	
Add : Surplus in Profit & Loss Account	<u>34584011</u>	<u>258788313</u>	<u>18553248</u>	<u>217004302</u>
		<u>350917133</u>		<u>310996699</u>

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES (Contd...)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
3. SECURED LOANS				
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.		59000000		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		0		92464368
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.		0		70095150
Packing credit secured by equitable Mortgage of Land & Buildings & hypothecation of Plant & Machinery and current assets of the Company on paripassu with BOB.		0		21617511
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.				
1. Cash Credit	122991372		22121623	
2. Demand Loan	95250000		4250000	
3. ECB Loan	184263750	402505122	240872500	267244123
		<u>461505122</u>		<u>531421152</u>
4. UNSECURED LOANS				
- Fixed Deposits from Directors		4200000		10200000
- Fixed Deposits from Others		26778000		31845000
- Intercompany Deposits		80000000		76000000
- Loans from others to subsidiary		0		43790000
		<u>110978000</u>		<u>161835000</u>

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES (Contd...)

5. FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31st March, 2005	Additions during the Year	Deductions during the Year	Cost as at 31st March, 2006	As at 31st March, 2005	Deductions during the Year	Charged during the Year	As at 31st March, 2006	Net Book Value as at 31st March, 2006	Net Book Balue as at 31st March, 2005
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Land	85114966	0	2056095*	83058871	0	0	0	0	83058871	85114966
Buildings	126927738	486344	0	127414082	86901301	0	2627535	89528836	37885246	40026437
Plant & Machinery	263655766	6457944	1146422	268967288	169359453	1103039	10209492	178465905	90501383	94296313
Electrical Installions	16759780	26321	0	16786101	10056578	0	505276	10561854	6224247	6703202
Tools, Moulds & Dies	24189851	983486	0	25173337	15071004	0	2189573	17260577	7912760	9118847
Furniture, Fixtures & Fittings	19787736	237218	0	20024954	14811994	0	804612	15616606	4408348	4975742
Office Equipments	15696145	636193	0	16332338	10268615	0	1140990	11409605	4922733	5427530
Vehicles	1283088	38038	560800	760326	648878	397998	92165	343045	417281	634210
Total	553415070	8865544	3763317	558517297	307117823	1501037	17569643	323186428	235330869	246297247
Capital Work-in-progress	1337353	8087391	133496	9291248	0	0	0	0	9291248	1337353
Total	554752423	16952935	3896813	567808545	307117823	1501037	17569643	323186428	244622117	247634600
Motor Cars under lease	5088764	6192502	0	11281266	528708	0	1387087	1915795	9365471	4560056
Grand Total	559841187	23145437	3896813	579089811	307646531	1501037	18956730	325102223	253987588	252194656

NOTE: * The Deduction of Rs.20,56,095 in respect of Land represents Original cost of Rs.8518 and Revaluation reserve of Rs.2047577, on account of acquisition by Government.

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES (Contd...)

	31st March 2006		31st March 2005	
	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. 87.80 Ps)		165000		165000
Shares (Unquoted) :				
2. 391350 Equity Shares of Rs. 10/- each, fully paid-up in TTK Tantex Ltd	3959894		3959894	
<i>Less</i> : Reduction in share value Rs.1 per Share	<u>391350</u>		<u>391350</u>	
	3568544		3568544	
<i>Less</i> : Provision for Dimution in value	<u>3568544</u>	0	<u>3568544</u>	0
3 a) 5% - 5000 optionally Convertible Preference Shares of Rs.100/- each, fully paid up.	500000		500000	
<i>Less</i> : Provision for Dimution in value (130000 shares have been sold during the year 2004-05)	<u>500000</u>	0	<u>500000</u>	0
b) 10% - 1100 optionally Convertible Bonds of Rs.1,000/- each, fully paid up.	1100000		1100000	
<i>Less</i> : Sold	<u>1100000</u>	0	<u>0</u>	1100000
c) Preference shares allotted on demerger of TTK Tantex Limited	5500		0	0
<i>Less</i> : Sold during the year	<u>5500</u>	0	<u>0</u>	0
4. 3,73,805 Equity Shares of Rs. 10/- each, fully paid-up in Prestige Housewares (India) Ltd		3738050		3738050
5. 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 (Contd...)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
6. 3,24,860 Equity Shares of Rs.10/- each, fully paid up of M/S. Softel Machines Limited.		17000000		17000000
7. 1,09,296 Equity shares of Rs.10 each of TTK Services Private Limited	13000000		13000000	
<i>Less</i> : Sold during the year	<u>13000000</u>	0	<u>0</u>	13000000
Non Trade Investments (at cost):				
1. 6 Years National Savings Certificates (Unquoted)	5000			5000
<i>Less</i> : Encashed during the year	<u>5000</u>	0		<u>0</u>
		<u>21403050</u>		<u>35508050</u>
Notes :				
1) Aggregate value of quoted Investments	165000		165000	
2) Aggregate value of unquoted Investments	21238050		35343050	
3) Market value of quoted Investments	126432		67104	
4) TTK Health care Limited and TTK Tantex Limited are group companies				
7. STOCK-IN-TRADE :				
(Valued at cost)				
Raw Materials		157972166		140344598
Stores and Spare parts		8723131		9820679
Work-in-Progress		55729405		61400115
Finished Goods		397974012		399141939
(As Certified by Management)		<u>620398714</u>		<u>610707331</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		22397241		33834788
More than 6 months-Considered doubtful	6724180		6591446	
<i>Less</i> : Provision	<u>6724180</u>	0	<u>6591446</u>	<u>0</u>
Other Debts		<u>258861782</u>		<u>262808652</u>
		<u>281259023</u>		<u>296643440</u>

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES (Contd...)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
9. CASH & BANK BALANCES:				
Cash on Hand		457557		425527
Balances with Scheduled Banks:				
In Current Account	66517471		67764960	
In Deposit Account	<u>28925693</u>	95443164	<u>20582268</u>	88347228
		<u>95900721</u>		<u>88772755</u>
10. LOANS & ADVANCES:				
Recoverable in cash or kind or for Value to be received considered good		38883702		29002980
Balances with Excise Authorities		12888629		10988208
Advance Income Tax		11198138		2840101
		<u>62970469</u>		<u>42831289</u>
11. CURRENT LIABILITIES :				
Acceptances	84305169		60683991	
Sundry Creditors for goods supplied	147908444		125891300	
Unclaimed Dividend	1302528		1317280	
For Other Liabilities	135416358		141860427	
Interest accrued but not due on loans	<u>2176391</u>	371108890	<u>4338905</u>	334091903
12. PROVISIONS:				
(a) Proposed Dividends		28334210		22663568
(b) Provision for Income tax				
Opening Balance	2055311		417984	
Add : Provision Made During the year	<u>9795941</u>	11851252	<u>1637327</u>	2055311
(c) Provision for Dividend Tax		<u>3973873</u>		<u>2961845</u>
		<u>44159335</u>		<u>27680724</u>
13. SALES:				
Pressure Cookers & Pressure Pans		1401333855		1253850504
Cookware		357423015		246671378
Spares & Components		110409992		108172856
Weighing Scale		16861		24337
Wheel Skin		8505401		5243932
Idli Stand		54653		7966
Flasks		17652		391047
Knives		1416453		1609762
Gas Stoves		225371094		176650697
Kitchen Tools		0		231870
Kitchen Electrical Appliances		216325422		113582340
Barbecues		173176		0
Modular Kitchen		3512561		519244
Scrap Disposal		<u>22131514</u>		<u>23110526</u>
		<u>2346691649</u>		<u>1930066459</u>

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES (Contd...)

	31st March 2006		31st March 2005	
	Rs.		Rs.	
14. OTHER INCOME :				
Interest on Fixed Deposit with Banks and others		1447650		4422919
INCOME FROM INVESTMENTS:				
Govt. Compensation accrued on Land acquisition		3656739		0
Profit/Loss on sale of Assets		817626		3570631
Profit/Loss on sale of Shares		(964800)		1661075
Rent Receipts		0		704516
Exchange gain/(loss)		(6035096)		(10510446)
Others		16501930		1548780
Income recognised on property devolopment Agreement		0		20000000
		<u>15424049</u>		<u>21397475</u>
15. MATERIAL CONSUMPTION :				
	Tonnes		Tonnes	
Aluminium	2396	335625587	2146	275989771
Stainless Steel	447	61256817	616	69436318
Others	Various Units	791704930	Various Units	673527201
		<u>1188587334</u>		<u>1018953290</u>
<i>Add:</i> Opening Stock of Finished Goods & Work-in-Progress		460542054		443749719
		<u>1649129388</u>		<u>1462703009</u>
<i>Less:</i> Closing Stock of Finished Goods & Work-in-Progress		453703417		460542054
		<u>1195425971</u>		<u>1002160955</u>
Excise duty differential in Increase (Decrease) in Inventory		1017537		3328104
CONSUMPTION		<u>1196443508</u>		<u>1005489059</u>

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

SCHEDULES (Contd...)

	31st March 2006		31st March 2005	
	Rs.	Rs.	Rs.	Rs.
16. EXPENSES :				
Salaries, Wages & Bonus		152906885		133245359
Contribution to Gratuity Fund		4325968		3344056
Contribution to P.F. and other Funds		10124199		9867009
Employees Welfare Expenses		9880307		12044211
Power & Fuel		29030536		25808333
Sundry Manufacturing Expenses		6852131		2871793
Repairs & Maintenance:				
Buildings	4634171		3120218	
Machinery	6734134		5003443	
Other Assets	1610493	12978798	5278054	13401715
Consumption of Stores and Spare parts		9383513		7638264
Rent		3874968		4087924
Insurance on Assets		5956491		4694165
Travelling & Conveyance		26377744		24835387
Motor Vehicle Expenses		3267824		3198765
Additional Sales Tax		14132475		19169258
Rates & Taxes		1674552		3107886
Interest & Bank Charges :				
Interest	55049392		65948757	
Bank Charges	12282232	67331624	9408583	75357340
Lease Rental		149237		0
Carriage Outwards:				
Freight	90424901		73651568	
Transit Insurance	1862808	92287709	1861073	75512641
Directors Sitting Fees		200000		205000
Audit Fees		444988		603042
Legal & Professional Charges		3810740		4347717
Postage & Communication Expenses		10313575		11357553
Printing & Stationery		4176290		3679665
Entertainment Expenses		181384		80278
Advertisement & Selling Expenses		202638369		150789956
Distribution Expenses		63553713		53837141
Commission to Selling agents		12950243		20260170
Miscellaneous Expenses		25687564		20640762
Discount		146104695		105003738
Donations		1658434		0
Bad Debts		2043331		12907754
		<u>924298287</u>		<u>801896882</u>
Per our Report Attached.				
For Messrs. S. VISWANATHAN Chartered Accountants		For and on behalf of the Board		
C. N. SRINIVASAN Partner		T T Jagannathan Chairman	S. Ravichandran Managing Director	
Place : Bangalore Date : 20th June 2006		K. Shankaran Director & Secretary	V. Sundaresan Vice President - Finance	

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

17. NOTES TO CONSOLIDATED ACCOUNTS

(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 :

	2005-06	2004-05
a) Bank Guarantees / LC	56772919	33140830
b) Guarantees/Legal Undertakings for export Obligation	0	3078609
c) Estimated amount of contract remaining to be executed on Capital A/c. not provided for	10512928	5063153
d) Securitisation of Accounts Receivables	61179114	0
e) Tax matters under appeal(IT/ST/ED)	31914349	31914349
f) * Fringe Benefit Tax not provided for pending stay obtained from Honorable High court of Karnataka	902000	0

* In the event of the Company's writ petition challenging the levy of Fringe Benefit Tax, is decided in favour of the Company, the Company would be entitled for a refund of Rs.36,00,000 paid till 31st December 2005.

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

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

(5) a) Disclosure as per Accounting Standard 19

Interest includes Rs.Nil (PY Rs.14308/-) paid towards the interest amount on assets purchased on Hire Purchase. The value of Hire Purchase assets as on 31-03-2006 is Rs. Nil. There is no Hire Purchase instalment due as on 31.03.2006 (P.Y. : NIL)

b) The company has acquired certain items of Vehicles on Financial Lease on or after April 1, 2001 amounting to Rs.11281266 (Previous year –Rs. 5088764)

The Minimum lease rental outstanding as of 31st March 2006 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	
	31.03.2006	31.03.2005	31.03.2006	31.03.2005	31.03.2006	31.03.2005
Within One year	3032400	1367700	1092463	529718	1939937	837982
Later than one year and not later than 5 Years	9513680	4742685	1704248	898254	7809432	3844431
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, Padma Packaging, 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 and their relatives : Mr. T T Jagannathan, Mr. S. Ravichandran, Mr. K. Shankaran, Dr. (Mrs.) Latha Jagannathan, Dr. (Mr.) T T Mukund, Mr. T T Lakshman, Ms. Aditya and Ms. Bhanu Raghunathan.

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

(All in Rupees)

Purchases	33963430
Salary to Key Management Personnel	14374356
Interest payments	8270635
Others	49810926

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

(c) Balances outstanding as on 31.3.2006

Particulars	Associates	Key Management Personnel & Relatives
Fixed Deposits (due by the company)		14000000 (25200000)
Inter Corporate Deposit (due by the company)	80000000 (76000000)	
Rental Deposit	0 (720000)	
Amount owed by the Company against Purchases	5733041 (8775767)	
Investments	20903050 (35003050)	
Other current liabilities	2477518 (5977744)	3410816 379600

7) Deferred tax Break-up	<u>31.3.06</u>	<u>31.3.05</u>
i) Deferred tax liability on account of		
(1) Depreciation	5298116	6817469
(2) Others (Difference between book & IT value of assets as of 1.4.01)	22900637 28198753	25331813 32149282
ii) Deferred tax asset on account of		
Accumulated losses as per IT Act, 1961	22867103	62285103
Deferred tax (net)	(5331650)	30135821
8) Earnings per share as per Accounting Standard 20	<u>31.3.06</u>	<u>(Rs. In Lakhs)</u> <u>31.3.05</u>
Profit after tax as per Profit and Loss A/c before extra-ordinary items	752.21	413.53
Weighted Average number of Equity Shares used as Denominator for calculating EPS (in lakhs shares)	113.48	113.48
Earnings per share of Rs.10/- each:		
Before Extra-ordinary items (Rs.)	6.62	3.67
After Extra-ordinary items (Rs.)	6.53	3.57

For Messrs. S. VISWANATHAN
Chartered Accountants

C. N. SRINIVASAN
Partner

T T Jagannathan
Chairman

S. Ravichandran
Managing Director

Place : Bangalore
Date : 20th June 2006

K. Shankaran
Director & Secretary

V. Sundaresan
Vice President - Finance

TTK PRESTIGE LIMITED - CONSOLIDATED ACCOUNTS

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2006

(as per Accounting Standards AS (3) Issued by the Institute of Chartered Accountants of India)

		(Rupees in lakhs)			
		As at 31st March 2006		As at 31st March 2005	
		Rs.	Rs.	Rs.	Rs.
A.	CASH FLOW FROM OPERATING ACTIVITIES :				
	Net profit (Loss) Before Taxation		1229.52		406.16
	Adjustments for :				
	Depreciation	189.57		208.43	
	Profit/Loss on Sale of Assets	1.46		(52.32)	
	Interest / Dividend Received	(14.48)		(44.23)	
	Interest Expense	550.49		636.33	
	Voluntary Retirement Debit	11.29	738.38	11.29	759.50
	Operating Profit before Working Capital Changes		1967.85		1165.56
	Adjustments for :				
	Decrease in Debtors	153.84		346.31	
	Increase in Inventories	(96.92)		(140.91)	
	Increase in Creditors	370.17		(224.12)	
	Increase in other Receivables	(118.36)	308.73	(259.55)	(278.27)
	Cash Generated from Operations		2276.58		887.29
	Income Tax (Paid) / Refund		(119.00)		127.72
	Net Cash from Operating Activities		2157.58		1015.01
B.	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of Fixed Assets	(231.45)		(193.08)	
	Sale/Purchase of Investments	131.41		16.61	
	Sale Proceeds of Fixed Assets	11.66		721.53	
	Interest Received	14.48	(73.90)	44.23	589.29
	Net Cash used in Investing Activities		2083.68		1604.30
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Proceeds from issue of Share Capital	2.07		0.00	
	Redemption of Term Loans	(2489.67)		(2360.13)	
	Proceeds of Long Term Borrowings	0.00		439.51	
	Bank Borrowings	1392.61		1625.59	
	Refund/Acceptance of Deposits	(110.67)		10.05	
	Dividend Paid	(256.25)		0.00	
	Interest Paid	(550.49)		(636.33)	
	Short Term Loan from Banks	0.00		(426.26)	
	Net Cash used in Financing Activities		(2012.40)		(1347.57)
	Net Increase in Cash and Cash Equivalents		71.28		256.73
	Cash and Cash Equivalent at the Beginning	887.73		631.00	
	Cash and Cash Equivalent at the End	959.01	71.28	887.73	256.73
<p>We have verified the above Cash Flow of M/s. TTK Prestige Limited from the Audited Annual Accounts for the Year 31st March 2006 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreement entered with Bangalore Stock Exchange Limited.</p>					
<p>For Messrs. S. VISWANATHAN Chartered Accountants</p>					
<p>C.N.SRINIVASAN Partner</p>		<p>T T Jagannathan Chairman</p>		<p>S. Ravichandran Managing Director</p>	
<p>Place : Bangalore Date:20th June 2006</p>		<p>K. Shankaran Director & Secretary</p>		<p>V. Sundaresan Vice President - Finance</p>	