

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Sixtieth Annual General Meeting (AGM) of **TTK PRESTIGE LIMITED** will be held at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru Road, Hosur – 635109 on Wednesday, the 3rd August, 2016 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance sheet as at 31st March, 2016 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To ratify and confirm the interim dividend of Rs.27 per share paid in March 2016 as final dividend for the financial year 2015-16.
3. To appoint a Director in place of Mr. T.T. Raghunathan (DIN:00043455) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the appointment of S. Viswanathan, LLP, (who were appointed by the Members to hold office up to the conclusion of the Annual General Meeting to be held in the year 2017 as Statutory Auditors of the Company) having Firm Registration No. 004770S/S200025, be and is hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company”.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of Rs.3,00,000/- (Rupees Three lakhs only) plus service tax as applicable and reimbursement of travel and out-of-pocket expenses, payable to Mr. V. Kalyanaraman, Cost Accountant for conducting the audit of cost records of the Company in respect of products made out of Stainless Steel for the financial year ending 31st March, 2017, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified and confirmed”.

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

“RESOLVED THAT pursuant to Sec.197 and other applicable provisions, if any of the Companies Act, 2013, and the Rules made thereunder, as amended from time to time, sanction be and is hereby accorded to enable payment of Commission

to directors who are not managing or whole time directors within the ceiling of 1% of the net profits of the Company for each financial year computed in accordance with Sec.198 of the Companies Act, 2013 and that the actual quantum of such Commission be determined by the Board of Directors and divided between such directors by agreement between them or as determined by the Chairman”.

“RESOLVED FURTHER THAT the above resolution shall be effective from 1st April 2016”.

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

“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore - 560 025. (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

Place : Coimbatore
Dated : 23rd May, 2016

By Order of the Board
K. SHANKARAN
Director & Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. However, the facility for voting through Ballot Paper will also be made available at the AGM and the members attending the AGM

who have not already cast their votes by e-Voting shall be able to exercise their right at the AGM through Ballot Paper. Instructions and other information relating to e-Voting are given in this Notice separately. The Company will also send communication relating to e-Voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The dividend for the Financial Year 2015-16 has already been paid as Interim Dividend and no further dividend is payable for the Financial Year 2015-16.
8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of their bank account details to their respective Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/karvy.
9. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS SHALL REMAIN CLOSED FROM 1st August, 2016 to 3rd August, 2016 (BOTH DAYS INCLUSIVE).
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has provided / hosted the required details of unclaimed amounts referred to under Section 124 of the Companies Act, 2013 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant from every year.

The members who have not claimed their dividends for the following financial years, may approach the Company's share transfer agents and claim the same. Members may note that dividends which remain unclaimed for a period of seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

Financial Year Ended	Due Date of Transfer
31 st March, 2009	11-08-2016
31 st March, 2010	28-06-2017
31 st March, 2011	13-07-2018
31 st March, 2012	01-07-2019
31 st March, 2013	14-07-2020
31 st March, 2014	20-08-2021
31 st March, 2015	22-07-2022
31 st March, 2016	22-03-2023

12. Members are requested to intimate the changes in their address, if any, and address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 008, India.
13. A copy of the Annual Report 2016 along with the Notice of the Annual General Meeting, stating the process and manner of e-Voting at the 60th AGM has been sent by electronic mode to those members who have provided their e-mail ID and posted physical copies to those who have not provided e-mail ID at their registered address and also posted on the website of the Company.

Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication

Additional information on directors recommended for appointment re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. T.T. Raghunathan

Mr. T.T. Raghunathan is a Commerce Graduate. He has been on the Board of the Company since 1995. He has vast industrial experience and has been actively involved in the management of various companies of the TTK Group.

Mr. T.T. Raghunathan is the Executive Vice Chairman of TTK Healthcare Limited, Managing Director of TTK Protective Devices Limited, Director of TTK Tantex Limited, Limited, TTK Services (P) Limited, CignaTTK Health Insurance Company Limited and TTK Property Services (P) Ltd.

He holds 2000 shares in the Company.

Mr. T.T. Raghunathan is the brother of Mr. T.T. Jagannathan and uncle of Mr. T.T. Mukund. Mr. T.T. Raghunathan, Mr T.T. Jagannathan and Mr. T.T. Mukund are deemed to be interested in this Resolution.

The resolution is commended for adoption.

By Order of the Board
K. SHANKARAN
 Director & Secretary

Place : Coimbatore
 Dated : 23rd May, 2016
 Registered Office:
 Plot No. 38, SIPCOT Industrial Complex,
 HOSUR - 635 126, Tamil Nadu.

TTK Prestige Limited

Notice to Shareholders (Contd...)

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM No. 5

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. V. Kalyanaraman, Cost Accountant as the Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2017 for products of the Company made out of Stainless Steel.

In accordance with the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of Rs. 3,00,000/- (Rupees Three lakhs only) plus service tax as applicable and reimbursement of travel and out of pocket expenses, payable to the said Cost Auditors for the financial year ending 31st March 2017, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Shareholders of the Company.

The Board recommends the Ordinary Resolution at Item No.5 for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM No. 6

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of members.

The members of the company at the 57th Annual General Meeting held on 15th July, 2013 approved the remuneration payable to Non-Executive Directors by way of commission not exceeding one percent of the net profits of the Company for each year for a period of 3 years commencing from 1 April 2013 and ending with 31st March 2016.

The Non-Executive Directors and the independent Directors of your company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems and finance. It is proposed that, remuneration not exceeding one percent of the net profits of the Company calculated in accordance with the Sec.198 of the Companies Act, 2013 be continued to be paid and distributed amongst the

Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval of the Board of Directors of the Company with effect from 1st April 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of the commission and sitting fees paid to Non-Executive Directors during the Financial Year 2015-16 is provided in the annexure to the Directors Report and the Corporate Governance Report.

Except the Key Managerial Personnel and their respective relatives, all the other Directors are concerned or interested in the Resolution mentioned at Item No.6 of the notice.

The Board recommends the Special Resolution set forth in Item No.6 for the approval of the Members.

ITEM No. 7

To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Bangalore (i.e. at a place other than Registered Office).

The Registered Office of the Company is situated at Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

Out of the total number of members of as on 12.05.2016, 1121 members [being 11.13%] reside in Bangalore. The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 ("the Act") [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act at the Corporate Office at Bangalore.

The Board therefore recommends the resolution as set out at Item No.7 for approval of the members as Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

By Order of the Board

Place : Coimbatore

Dated : 23rdth May, 2016

K. SHANKARAN

Director & Secretary

Registered Office:

Plot No. 38, SIPCOT Industrial Complex,
HOSUR - 635 126, Tamil Nadu.

Information and other Instructions relating to e-Voting (voting through electronic means) and at the meeting are as under:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide e-Voting facility to its members through Karvy Computershare Private Limited to enable them to cast their votes electronically on the items mentioned in the Notice.
2. The Portal will remain open from 9.00 a.m. on 30th July, 2016 to 5.00 p.m. on 2nd August, 2016 (both days inclusive). The e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by Karvy upon expiry of aforesaid period.
3. The facility for voting through Ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-Voting shall be able to vote at the Meeting through Ballot paper.
4. The Company has appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary as the Scrutinizer for conducting the e-Voting and Ballot paper process in a fair and transparent manner and he has communicated his willingness for the same.
5. The members who have cast their vote by e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The e-Voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 27th July, 2016 **being the Cut-off date for the purpose**. Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.
7. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 27th July, 2016 only shall be entitled to avail the facility of e-Voting.
8. In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 27th July, 2016, may write to Karvy on the e-mail ID: varghese1@karvy.com or Karvy Computershare Private Limited, (Unit: TTK Prestige Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or contact Mr P A Varghese at contact No.040-33215424, requesting for the User ID and Password. After receipt of the above credentials, please follow the instructions for e-Voting to cast the vote.
9. If the member is already registered with Karvy e-Voting platform then he can use his existing User ID and password for casting the vote through e-Voting.
10. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and e-Voting will not later than two days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. **The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.ttkprestige.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.**
11. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 3rd August, 2016.

Information to Members:

For the convenience of Members, the Company will provide a coach service from Bengaluru on the day of the Meeting. The coaches will leave for Hosur at 10.00 a.m. from Brigade Towers, 135, Brigade Road, Bengaluru - 560 025. Members who want to use this facility may kindly inform the Secretarial Department (Ph: 22218817) and e-mail to manju@ttkprestige.com giving their Name and Folio Number/D.P. ID on or before 27 July, 2016, after which it will be difficult to accommodate your request for transfer facility.

