

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 62nd Annual General Meeting (AGM) of the members of **TTK PRESTIGE LIMITED** will be held at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru-Chennai NH7, Hosur-635109 **on Wednesday, the 25th July, 2018** at 11.45 a.m. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of audited financial statements

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend

To declare dividend of ₹ 30/- (Rupees Thirty Only) per equity share for the financial year 2017-18.

3. Appointment of Director

To appoint a Director in place of Mr. K. Shankaran (DIN: 00043205) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditor

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 ₹3,00,000/- (Rupees Three lakhs only) plus taxes and levies 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, for the financial year ending 31st March, 2019, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby approved”.

5. Appointment of Mr. T. T. Jagannathan as Director

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 Sections 149,152 and applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 as amended from time to time, Mr. T.T. Jagannathan (DIN: 00191522), in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company”.

6. Re-appointment of Mr. T.T. Jagannathan as Executive Chairman

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

“RESOLVED THAT pursuant to the provisions of Sec.196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and the Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of the Company be and is hereby accorded to the re-appointment of Mr. T.T. Jagannathan as Whole-time Director (in the designation of Executive Chairman) of the Company for a further period of 5 (five) years from July 01, 2018 to June 30, 2023 on the remuneration and other terms and conditions of appointment as set out in the Statement attached to the Notice convening the AGM.”

“RESOLVED FURTHER THAT, in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. T.T. Jagannathan the above remuneration as a minimum remuneration by way of salary, perquisites and allowances, in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time”.

7. Approval for continuation of current term of Mr. R. Srinivasan, Independent Director

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Mr. R. Srinivasan (DIN: 00043658)** Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 20th August, 2019 notwithstanding that he has attained the age of 75 years on 10th September, 2016.”

8. Approval for continuation of current term of Dr.(Mrs.) Vandana Walvekar, Independent Director

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Dr.(Mrs.) Vandana Walvekar (DIN: 00059160)** Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 24th March, 2020 notwithstanding that she has attained the age of 75 years on 10th April, 2018”.

By Order of the Board

Place: Bengaluru

K. SHANKARAN

Dated: 21st May, 2018 Director & Whole-time 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 AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD 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 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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. Statement pursuant to Section 102(1) of the Companies Act, 2013, ("The Act") relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time the Company is providing facility for voting by electronic means. The facility for voting through Ballot (Instapoll) 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. 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.
4. 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.
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 holders who is higher in the order of names will be entitled to vote.
7. The dividend on Equity Shares, if approved at the AGM, will be paid to those Shareholders whose names appear in the Register of Members on 23rd July 2018.
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 including dividend matters immediately to the Company/ Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, India.

Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication as a mark of your commitment to green initiative.

9. **The Register of Members and Share Transfer Books will remain closed on 24th July, 2018 for the purpose of payment of dividend for the FY ended March 31, 2018 and the AGM.**
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. 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.
12. 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 Form 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. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

Financial Year Ended	Due Date of Transfer
31 st March, 2011	19.08.2018
31 st March, 2012	07.08.2019
31 st March, 2013	19.08.2020
31 st March, 2014	25.09.2021
31 st March, 2015	27.08.2022
31 st March, 2016 - Interim	16.04.2023
31 st March, 2017 - Interim	29.05.2024
31 st March, 2017 – Final	15.09.2024



TTK Prestige Limited

Members may note that shares as well as unclaimed dividends transferred to IEPF authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF authority.

13. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.
14. SEBI has decided that Securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
15. A copy of the Annual Report 2018 along with the Notice of the Annual General Meeting, stating the process and manner of e-Voting at the 62ndAGM 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.

The Annual Report 2017-18 along with the Notice of 62nd AGM is available on the Company's **website www.ttkprestige.com**

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on working days, up to and including the date of the Annual General Meeting of the Company.

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

(a) Mr. K. Shankaran

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

Mr. K. Shankaran is a qualified Cost & Management Accountant and Company Secretary. He has been the Whole-time Secretary of the Company since 1990. He was inducted as a Director on the Board in the year 1993. Mr. K Shankaran has industry experience of 37 years.

Age: 64 years

Nature of experience in specific areas:

Finance, Taxation, Corporate laws/Legal, Corporate Governance, Human Resource and General Business Management.

Disclosure of inter-se relationships between directors and Key Managerial Personnel: Nil

Directorships and committee memberships in listed companies:

Mr. K. Shankaran is on the Board of TTK Healthcare Limited.

He is also the Chairman of Stakeholder Relationship Committee and a member of Nomination & Remuneration Committee, Audit Committee and CSR Committee of TTK Healthcare Limited.

Shareholding: 1092 equity shares in the Company.

(b) Mr. T.T. Jagannathan

Mr. T.T. Jagannathan is a Gold Medalist from the Indian Institute of Technology, Madras and did his Masters in Operations Research in Cornell University, USA. He is the Chairman of the TTK Group of Companies. He has over four decades of Industrial experience. He has been on the Board of your company since 1975.

Age 70 years

Nature of experience in specific areas:

Innovation, Technology, Manufacturing, Marketing & Distribution, Business Promotion & Management.

Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Mr. T.T. Raghunathan, Vice Chairman (Brother), and Dr. T.T. Mukund, Director (Son).

Directorships and committee memberships in listed companies:

He is a Director on the Board of TTK Healthcare Limited

He does not hold any Committee Chairmanship/ Membership in other company.

Shareholding:

He holds 354787 equity shares in the Company (in his individual capacity).

By Order of the Board

Place: Bengaluru

K. SHANKARAN

Dated: 21st May, 2018 Director & Whole-time Secretary

Registered Office:

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

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. 4

Pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder the Board of Directors of the Company have, on the recommendation of the Audit Committee, appointed 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, 2019, on a remuneration of ₹ 3,00,000/- (Rupees Three lakhs only) plus taxes and levies as applicable and reimbursement of travel and out of pocket expenses, payable to the said Cost Auditor. In accordance with the provisions of the said section, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the shareholders at a general meeting.

The Board recommends the Ordinary Resolution at Item No.4 for approval by the Members.

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

ITEM Nos 5 & 6

Re-Appointment of Mr. T.T. Jagannathan as Executive Chairman

Mr. T.T. Jagannathan, who was appointed as Whole-time Director (Executive Chairman) for a period of 5 years with effect from 1st July 2013 holds office up to 30th June 2018.

The Board of Directors, in their meeting held on 12th April 2018, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders by special resolution, have re-appointed Mr. T.T. Jagannathan as a Whole-time Director (in the designation of Executive Chairman) for a further period of 5 years with effect from 1st July 2018 to 30th June 2023.

The Company has received a Notice pursuant Sec.160 of the Companies Act, 2013 in writing from a Member proposing his candidature for the office of a Director of the Company,

The terms of appointment of Mr. T.T. Jagannathan as fixed by the Nomination and Remuneration Committee and approved by the Board of Directors are as follows:

A	Salary	₹5,00,000 per month in the pay scale of ₹5,00,000 – ₹10,00,000
B	1 Housing	House Rent Allowance of 60% of the salary over and above 10% payable by the appointee

	2	Gas, Water & Electricity	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary
	3	Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependents
	4	Leave Travel Assistance	For self and family, to and fro Airfare to any place in India or abroad once a year.
	5	Club Fees	Fees for two clubs not including admission and life membership fee
	6	Personal Accident Insurance	Personal accident cover, as per the rules of the company
C	Other Benefits		
	1	Provident Fund contribution	As per rules of the company
	2	Superannuation contribution	As per rules of the company
	3	Leave and Leave encashment benefits	As per rules of the company
	4	Gratuity	As per rules of the company
	5	Hospitalization	As per rules of the company
D	1	Car	Free use of Company maintained Car with Driver
	2	Telephone	Telephone at residence
E	Performance Bonus/ Commission		The Appointee will be entitled to Annual Performance Bonus/ Commission up to a maximum of 4% of the net profits of the Company computed in accordance with Sec.198 of the Companies Act, 2013 as fixed by the Remuneration Committee and approved by the Board of Directors. However the Performance Bonus/Commission so paid plus his substantive salary as referred to above from A to C shall not exceed the ceiling prescribed under the Act which is currently at 5% of net profits.

The above remuneration exclusive of commission, shall be paid to Mr. T.T. Jagannathan as minimum remuneration in the event of the Company incurring loss or inadequacy of profits in any financial year during his tenure in accordance with the provisions of Schedule V of

the Companies Act, 2013, or any statutory modifications thereof.

The appointment is on contractual basis and is terminable with 3 months notice on either side.

Mr. T T Jagannathan having attained the age of 70 years, his appointment requires approval of the shareholders by Special Resolution in terms of Section 196 (3) of Companies Act, 2013 and Rules made thereunder.

As required under provisions of (3) of Section 196 of Companies Act, 2013 the following are the justifications for re-appointment of Mr. T.T. Jagannathan notwithstanding his having attained the age of 70:

1. The company has drawn up a Long Range Plan with enhanced vision and has an ambitious target of doubling the revenue of the company over the next 5 years.
2. Mr. T.T. Jagannathan having been serving the Company for past over 4 decades now, has rich experience in various areas of operation of the business and specialized skills in innovation, product development and promoting and nurturing green field operations and therefore the Company requires his active involvement going forward.
3. The aforesaid Long Range Strategy Plan requires the involvement of Mr. T.T. Jagannathan on a Whole-time basis to continue to play a strategic leadership role and guide the management team of the Company and motivate them to realise the long-term objectives.
4. Therefore his continued services are considered not only necessary but also is in the interest of the Company.

The additional information on Mr. T.T. Jagannathan, pursuant to Listing Regulations and Secretarial Standard (SS-2) is annexed.

The Company has received from Mr. T.T. Jagannathan(i) consent in writing to act as a Director/Whole-time Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013 and Notice of Interest in Form MBP 1 in terms of Rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014.

Except Mr. T.T. Jagannathan and his relatives viz. Mr. T.T. Raghunathan and Dr. T. T. Mukund Directors, who may considered to be interested or concerned, no other Director or Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the resolution.

The draft agreement to be entered into between the Company and Mr. T.T. Jagannathan is available for inspection by the members at the Registered Office of the Company during office hours 9 am and 5.00 pm on any working day until the date of AGM.

Your Directors commend the resolutions set forth in items 5 & 6 for approval of the members.

ITEM NO. 7

Mr. R. Srinivasan - Independent Director was appointed on 21st August 2014 in terms of Companies Act, 2013. At the time of the appointment his age was 73 years.

SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Though Mr. R. Srinivasan can hold office under the erstwhile resolution, he has attained the age of 75 years during the term of his appointment. Hence this Special Resolution is placed before the shareholders by way of abundant caution for adoption.

No Director, Key Managerial Personnel or their relatives except Mr. R. Srinivasan to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution for approval of the members.

ITEM NO. 8

Dr.(Mrs.) Vandana Walvekar - Independent Director was appointed on 24th March 2015 in terms of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. At the time of the appointment her age was 71 years.

SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Though Dr.(Mrs.) Vandana Walvekar can hold office under the erstwhile resolution, she has attained the age of 75 years during the term of her appointment. Hence this Special Resolution is placed before the shareholders for adoption.

No Director, Key Managerial Personnel or their relatives except Dr.(Mrs.) Vandana Walvekar to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution for approval of the members.

By Order of the Board

Place: Bengaluru

K. SHANKARAN

Dated: 21st May, 2018 Director & Whole-time 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 Regulation 44 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, 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.

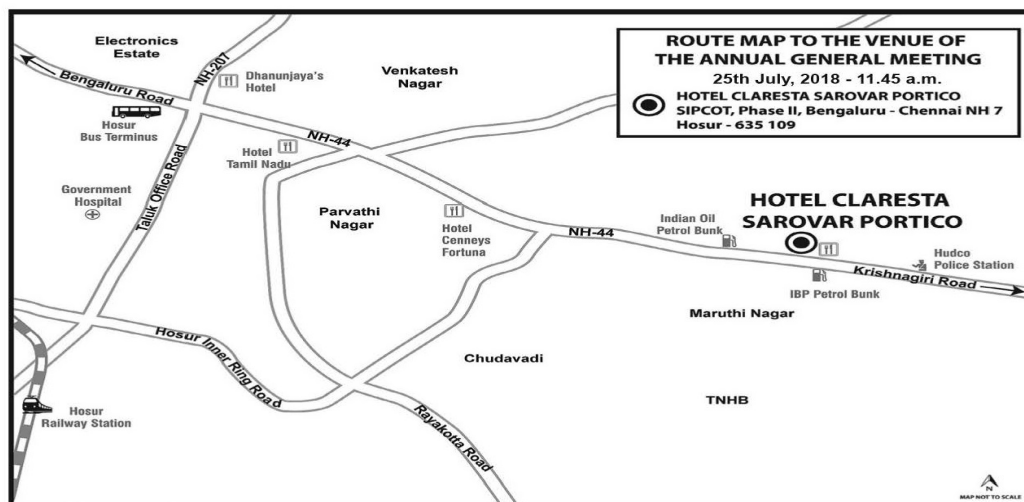
2. The Portal will remain open from 9.00 a.m. on 22nd July, 2018 to 5.00 p.m. on 24th July, 2018 (both days inclusive). The e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by Karvy upon expiry of aforesaid period.
3. The facility for voting through Ballot (Instapoll) 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 process/Instapoll 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 20th July, 2018 **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. 20th July 2018 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. 20th July, 2018, may write to Karvy on the e-mail ID: shivakumar.n@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. N. Shivakumar at Contact No. 040-67162222, 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 have been passed on the date of the Meeting i.e. 25th July, 2018.

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 16th July, 2018, after which it will be difficult to accommodate your request for transfer facility.



**STATEMENT SHOWING THE DETAILS AS REQUIRED UNDER SCHEDULE V
TO THE COMPANIES ACT, 2013**

(In connection with Item no. 6 of the Notice/Explanatory Statement)

I. GENERAL INFORMATION	
1. Nature of Industry	Manufacture and Marketing of Pressure Cookers, Non-stick Cookware, Gas Stoves & Domestic Kitchen/Home Appliances.
2. Date or expected date of commencement of commercial production	An existing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	N.A.
4. Financial performance based on given indicators	N.A.
5. Foreign Investments or collaborators, if any.	None
II INFORMATION ABOUT THE APPOINTEE:	
1. Background details	Mr. T.T. Jagannathan
	Mr. T.T. Jagannathan is a Gold Medalist from the Indian Institute of Technology, Madras and did his Masters in Operations Research in Cornell University, USA. He has been on the Board of the Company for the last 43 years
2. Past remuneration	As per Annexure 1
3. Recognition or awards	Gold Medalist from IIT, Chennai
4. Job profile and his suitability	He is the Executive Chairman in charge of overall management of the Company including Long Term Strategy and Innovation. He has the requisite qualification and experience to hold this post.
5. Remuneration proposed	Refer Annexure 1
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration package is in line with the nature of the industry, size of the Company, profile of the person and the responsibilities entrusted
7. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	Related to Mr. T.T. Raghunathan (Brother) and Dr. T.T. Mukund (Son)
III. OTHER INFORMATION	
1. Reasons for loss or inadequate profits	The company has got adequate profits. However, by way of abundant caution, this resolution is placed before the shareholders to ensure Minimum Remuneration under unforeseen circumstances.
2. Steps taken or proposed to be taken for improvement	Not Applicable
3. Expected increase in productivity and profits in measurable terms	The company has made a profit of ₹ 221.66 Crores and ₹ 171.22 Crores before exceptional items and tax during the year 2017-18 and 2016-17 respectively. The Company expects to improve upon this performance in the coming years.
IV DISCLOSURES	The details of the remuneration package of Mr. T.T. Jagannathan are furnished in Annexure 1. The other disclosures required are furnished under the Column "Disclosures" in our Report on Corporate Governance.

Annexure 1

REMUNERATION DETAILS OF MR. T.T. JAGANNATHAN

Details	Past Remuneration	Proposed Remuneration
A. Salary	₹5,00,000 per month in the pay scale of ₹5,00,000– ₹10,00,000	₹5,00,000 per month in the pay scale of ₹5,00,000 – ₹10,00,000
B. 1) Housing	House Rent Allowance of 60% of the salary over and above 10% payable by the appointee.	House Rent Allowance of 60% of the salary over and above 10% payable by the appointee.
2) Gas, Electricity & Water	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary.	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary.
3) Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependents.	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependents.
4) Leave Travel Assistance	For self and family, to and fro Airfare and other related expenses to any place in India or abroad once a year.	For self and family, to and fro Airfare and other related expenses to any place in India or abroad once a year.
5) Club Fees	Fees for two clubs not including admission and life membership fee.	Fees for two clubs not including admission and life membership fee.
6) Personal Accident Insurance	Personal accident cover, as per the rules of the company.	Personal accident cover, as per the rules of the company.
C. Other Benefit		
1. Provident Fund Contribution	- As per Rules of the company	- As per Rules of the company
2. Superannuation Contribution	- As per Rules of the company	- As per Rules of the company
3. Leave and Leave encashment benefits	- As per Rules of the company	- As per Rules of the company
4. Gratuity	- As per Rules of the company	- As per Rules of the company
D. 1. Car	Free use of the Company maintained Car with Driver	Free use of the Company maintained Car with Driver
2. Telephone	Telephone at residence	Telephone at residence
E. Commission	The Appointee will be entitled to Annual Performance Bonus/Commission up to a maximum of 4% of the net profits of the Company computed in accordance with Sec.198 of the Companies Act, 2013 as fixed by the Remuneration Committee and approved by the Board of Directors. However the Performance Bonus/ Commission so paid plus his substantive salary as referred to above from A to C shall not exceed the ceiling prescribed under the Act which is currently at 5% of net profits.	The Appointee will be entitled to Annual Performance Bonus/Commission up to a maximum of 4% of the net profits of the Company computed in accordance with Sec.198 of the Companies Act, 2013 as fixed by the Remuneration Committee and approved by the Board of Directors. However the Performance Bonus/ Commission so paid plus his substantive salary as referred to above from A to C shall not exceed the ceiling prescribed under the Act which is currently at 5% of net profits.

The above remuneration exclusive of Commission shall be paid as minimum remuneration in the year of loss or inadequacy of profits as per the limits prescribed under Schedule V of the Companies Act, 2013, or any statutory modifications thereof.