

**TTK PRESTIGE LIMITED**

**TRANSCRIPT OF THE 62<sup>nd</sup> ANNUAL GENERAL MEETING HELD AT 10.15 A.M., ON FRIDAY, THE  
21<sup>st</sup> AUGUST 2020 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS  
(VC / OAVM)**

<b>Time of Commencement</b>	-	<b>10.15 a.m.</b>
<b>Time of Conclusion</b>	-	<b>11.41 a.m.</b>

<b>No. of Members present in Person</b>	-	<b>67</b>
<b>No. of Members present through Proxy</b>	-	<b>Since this AGM is held through VC / OAVM proxy was not facilitated</b>

**PANELISTS (DIRECTORS / AUDITORS / KMPs):**

<b>Name</b>	<b>Position</b>	<b>Mode of Attendance</b>	<b>Place</b>
Mr T T Jagannathan	Chairman	Video Conference	Bengaluru
Mr T T Raghunathan	Executive Vice Chairman (CEO)	Video Conference	Chennai
Mr R Srinivasan	Independent Director & Chairman of Nomination & Remuneration Committee	Video Conference	Bengaluru
Mr. Dileep K Krishnaswamy	Independent Director (Chairman of the Audit Committee & Stakeholder Relationship Committee)	Video Conference	Bengaluru
Dr (Mrs) Vandana R Walvekar	Independent Director	Video Conference	Mumbai
Mr Arun Thiagarajan	Independent Director	Video Conference	Bengaluru
Mr Murali Neelakantan	Independent Director	Video Conference	Mumbai
Mr Dhruv Moondhra	Independent Director	Video Conference	Mumbai
Mr. T T Mukund	Non-Executive Director	Video Conference	Bengaluru
Mr. Chandru Kalro	Managing Director	Video Conference	Bengaluru
Mr. K Shankaran	Whole time Director & Secretary (CS)	Video Conference	Bengaluru
Mr V.Sundaresan	Senior Vice President – Finance (CFO)	Video Conference	Chennai
Ms M Seethalakshmi	Statutory Auditors Partner, M/s PKF Sridhar & Santhanam LLP	Video Conference	Chennai

**ATTENDEES:**

<b>Name</b>	<b>Designation</b>	<b>Mode of Attendance</b>	<b>Place</b>
Mr C N Srinivasan	Internal Auditor Partner, M/s S Viswanathan LLP	Video Conference	Bengaluru
Mr Parameshwar G Hegde	Secretarial Auditor Partner, M/s Hegde & Hegde, Practising Company Secretaries	Video Conference	Bengaluru

**WELCOME & INTRODUCTION**

**Mr K Shankaran said:  
(At 10.15 a.m.)**

Good Morning.

I am K Shankaran, Wholetime Director & Secretary of TTK Prestige Limited attending this meeting from the Corporate Office of the Company at Bengaluru

I have great pleasure in welcoming you all to the 64<sup>th</sup> Annual General Meeting of your Company being held through Video Conferencing / Other Audio Visual Means, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs and SEBI, in this regard.

On behalf of the Board of Directors of the Company, I want to thank you all for understanding the current tough situation posed by the CoVID-19 pandemic and yet, taking out your valuable time to join this meeting today.

I have great pleasure in introducing the other members of the Board, Key Management Personnel and the Auditors of the Company.

Due to CoVID-19 pandemic related lockdown restrictions and to maintain social distancing, the Board Members are participating from different locations.

<b>Mr T T Jagannathan</b>	Promoter and Non-executive Chairman of the Board is attending this meeting from Bengaluru.
<b>Mr T T Raghunathan</b>	Promoter, Non-Executive Vice Chairman is attending this meeting from Chennai.
Mr R Srinivasan	Independent Director and Chairman of the Nomination and Remuneration Committee is attending this meeting from Bengaluru.
Mr. Dileep K Krishnaswamy	Independent Director and Chairmen of the Audit Committee and Stakeholder Relationship Committee is attending this meeting from Bengaluru.
Dr (Mrs) Vandana R Walvekar	Independent Director is attending this meeting from Mumbai
Mr Arun Thiagarajan	Independent Director is attending this meeting from Bengaluru.
Mr Murali Neelakantan	Independent Director is attending this meeting from Mumbai.
Mr Dhruv Moondhra	Independent Director is attending this meeting from Mumbai.
Mr. T T Mukund	Promoter and Non-executive Director of the Board is attending this meeting from Bengaluru.

	Mr. Chandru Kalro	Managing Director of the Company is attending this meeting from Bengaluru
	Mr. V. Sundaresan	Senior Vice President attending this meeting from Bengaluru
	PKF Sridhar & Santhanam LLP	Statutory Auditors of the Company, represented by Mrs Seethalakshmi M, Partner is attending this meeting from Bengaluru.
	<b>S. Viswanathan LLP</b>	Internal Auditors of the Company, represented by Mr C N Srinivasan, Partner is attending this meeting from Bengaluru.
	<b>M/s Hegde &amp; Hegde</b>	Secretarial Auditors of the Company, represented by Mr Parameshwar G Hegde is attending this meeting from Bengaluru.
	<b>M/s KFintech Private Limited</b>	Registrar and Transfer Agent (RTA) of the Company, represented by Mrs Shobha Anand is attending this meeting from Hyderabad
	I now request the Chairman to call the meeting to order and conduct the proceedings.	
<b>Chairman said:</b>	<p>Dear Members,</p> <p>I have ascertained that we have the requisite quorum present through video conferencing to conduct the proceedings of this meeting and all the members attending this meeting through video conference are counted for the purpose of quorum, in accordance with the Act and therefore, I call this meeting to order.</p> <p>The Annual Report for the year 2019-20, Register of Directors and KMPs and their Shareholding and Register of Contracts or Arrangements in which Directors are interested, are available electronically for inspection upon request by the members.</p> <p>Proxy Register is not available for inspection since there is no proxy facility for virtual meeting of members.</p>	
	<p>Before I take up the agenda items for discussion, I wish to state that this year only the electronic copies of the Notice of the AGM and the Annual Report for the year 2019-20 were circulated to the Shareholders and no physical copies were sent. The Notice and the Annual Report are also available on the websites of the Company and the Stock Exchanges – BSE &amp; NSE. With the consent of the Members, I shall take the Notice convening the meeting as read.</p>	
<b>Chairman said:</b>	I now request Mr K Shankaran, Wholetime Director & Secretary, to provide general guidance to the members regarding participation in this meeting.	
<b>Mr K Shankaran said:</b>	Thank you, Chairman.	

	<p>Dear Members,</p> <p>The facility to attend the AGM through VC / OAVM is provided by Kfintech Private Limited.</p> <p>Since this meeting is held virtually, the proceedings of this meeting are being recorded. Facility for joining this meeting through VC / OAVM is made available for the members on a first come-first-served basis. All members who have joined this meeting are by default will be placed on mute by the host to avoid any disturbance arising from background noise and to ensure smooth and seamless conduct of the meeting.</p> <p>Since e-Voting process is followed, there will be no voting by show of hands or by poll. The Company has received requests from a few members to register them as Speakers at the meeting. Audio and Video of such Speakers will be enabled by the Moderator one by one once the Chairman opens the floor for questions and answers.</p> <p>For other shareholders, "Q&amp;A option" will also be enabled through Chat Box at that time.</p> <p>It may please be noted that the Chairman of this Meeting reserves the right to limit the number of members asking questions, number of questions and the time allotted for each such member, to enable smooth conduct of this AGM.</p> <p>Further, the Company had provided the facility to cast the votes electronically on the resolutions set out in the Notice and remote e-Voting facility was open from 9.30 a.m., on 18<sup>th</sup> August, 2020 till 5.00 p.m., on 20<sup>th</sup> August, 2020.</p> <p>Members who have not yet cast their votes electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-Voting system provided by Kfintech.</p> <p>The Board of Directors has appointed Mr Parameshwar G Hegde, Practising Company Secretaries as Scrutinizer to conduct the e-Voting process in a fair and transparent manner.</p> <p>I now request the Chairman to deliver his speech and conduct further proceedings.</p>
<b>CHAIRMAN'S SPEECH</b>	
	<p>Chairman delivered the speech. The link of the speech delivered by the Chairman is given below:  <a href="https://www.ttkprestige.com/media/pdf/Chairmans_speech_2020.pdf">https://www.ttkprestige.com/media/pdf/Chairmans_speech_2020.pdf</a></p>
<b>AUDITOR'S REPORT</b>	
<b>Chairman said:</b>	<p>Since there are no qualifications, observations or comments on the financial transactions or matters, which have adverse effect on the functioning of the Company in the Auditor's Report on the Financial Statements for the year ended 31<sup>st</sup> March 2020, the same is not required to be read at this meeting, in terms of the provisions of Section 145 of the Companies Act, 2013.</p> <p>Similarly, the Cost Audit Report and the Secretarial Audit Report also do not contain any such qualifications, observations, or comments and hence the same are not required to be read at this meeting.</p>

<b>Chairman said:</b>	<p>We now come to Item Nos.1 to 4 relating to adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020, declaration of Dividend, reappointment of Director and ratification for the remuneration payable to the Cost Auditors.</p> <p>Item Nos.1 to 4 are required to be passed as Ordinary Resolutions.</p> <p>I now request the Moderator to enable the speakers one by one and also enable Q&amp;A option.</p> <p>Please mention your Name, Folio Number or DP &amp; Client ID and the location from where you have joined.</p> <p>In the interest of time and smooth conduct of the meeting, please keep your observations and questions brief and to the point and not exceed the time limit of 3 minutes.</p> <p>Please avoid repeating the same questions already asked by the previous speakers.</p> <p>The Company has already received some queries through mails and may be receiving some queries through the Chat Box.</p> <p>All the questions will be classified under appropriate heads and the same will be responded to the extent appropriate.</p>	
<b>Q &amp; A SESSION</b>		
<b>Mr K Shankaran said:</b>	<p>We shall now start the Q&amp;A session.</p> <p>Moderator, please enable the video and audio of the respective Speaker as soon as I read out the names.</p>	
Thereafter, the Moderator enable the Speakers one by one as below:		
<b>Speaker No.1:</b>	Name:	Mr Sireesha Kadiyala
	DP & Client ID:	IN30290247240276
	Location:	Kolkatta
	Status:	Spoke at the meeting.
<b>Speaker No.2:</b>	Name:	Ms. Nameeta Redhu Mohanka
	DP & Client ID:	IN30154937977426
	Location:	Kolkatta
	Status:	Spoke at the meeting.
<b>Speaker No.3:</b>	Name:	Ms. Sonali Sonpal
	DP & Client ID:	IN30371910504068
	Location:	Kolkatta
	Status:	Spoke at the meeting.
<b>Speaker No.4:</b>	Name:	Ms. Hutokshi Sam Patel
	DP & Client ID:	1203710000018446
	Location:	Mumbau
	Status:	Spoke at the meeting.
<b>Speaker No.5:</b>	Name:	Mr. Rajat Setiya
	DP & Client ID:	IN30021415928691
	Location:	Delhi
	Status:	Moderator informed that he has not joined the meeting as Speaker.
<b>Speaker No.6:</b>	Name:	Mr. Dipankar Purkayastha

	DP & Client ID:	1204720009417188
	Location:	Delhi
	Status:	Spoke at the meeting.
<b>Speaker No.7:</b>	Name:	Mr. Santhosh Kumar Saraf
	DP & Client ID:	1206780000018019
	Location:	Kolkatta
	Status:	Spoke at the meeting.
<b>Speaker No.8:</b>	Name:	Mr. Aspi Bamanshaw Bhesania
	DP & Client ID:	IN30365510213155
	Location:	Mumbai
	Status:	Spoke at the meeting.
<b>Speaker No.9:</b>	Name:	Mr. K Sadananda Shastry
	DP & Client ID:	IN30611411702201
	Location:	Bengaluru
	Status:	Spoke at the meeting.
<b>Speaker No.10</b>	Name:	Ms. Bal Kishan Sarda
	DP & Client ID:	1201092600183991
	Location:	Kolkatta
	Status:	Spoke at the meeting.
<b>Queries raised by the Speakers:</b>	(i)	Sir, the company's sales from e-commerce is currently 20-25% from 10%. Do you see this trend and growth prospects due to e-commerce continuing in the similar fashion in future as well?
	(ii)	Sir, Your company has huge scope for the export market and a market leader in many of the product segments. Why are we not using the expertise in the export market exponentially? And do you have any aggressive plans for the same. Kindly share.
	(iii)	Company has wide range of premium products. what is the current break up of premium products? How do we see the profile of premium products growing in revenue contribution? Do we see new premium products coming this year
	(iv)	CFO and Senior Management names to be included in the 1st sheet of the Annual Report. Product list needs to be provided in the Annual Report. Product availability in Mumbai to improve
	(v)	(i)(a) What is the market share of the Company's UK subsidiary in the UK kitchen appliances market as on 31/3/20? (b) What has been the movement in this market share during FY 19-20? (c) What was the market share targeted when the UK subsidiary was established? (ii) (a) What was the Company's market share in the domestic pressure cooker market as on 31/3/20? (b) What was the Company's market share in the domestic pressure cooker market as 31/3/19?

	<p>(iii) (a) When will dependence on imports from China become 0 as stated in Para D (L) of Management Discussion &amp; Analysis?</p> <p>(b) Will this be cost neutral i.e. there will be no impact on margins?</p>
(vi)	<p>Please continue with video conferencing at AGM along with physical meeting.</p> <p>Mr. Saraf praised the company and the management for declaring dividend in spite of the current COVID situation.</p> <p>The export sales are down by 20%. Please take measures to improve the same.</p> <p>Investments in Mutual funds</p> <p>Unpaid and unclaimed dividend is not good, and even unclaimed shares</p> <p>Bonus shares should have been issued only in demat.</p> <p>Please give discount coupon to shareholders.</p> <p>Why are you not employing more women employees?</p>
(vii)	<p>Mr. Aspi thanked the company for declaring dividend and said that the same could have been skipped keeping the current situation in mind.</p>
(viii)	<p>Induction cook top is not freely available like other brands. Please explain?</p> <p>No sales in April 20 due to lockdown. 2019-20 sales are not affected, why there is shortfall in growth.</p> <p>The factory roof at Karjan can be used to extract solar energy by installing solar panels. Is it done? Please explain.</p> <p>Almost Rs.50 Crores less provision for tax. Please explain</p> <p>Mr. Sastry praised that even during COVID the company has declared lesser dividend, this stimulates confidence of the shareholders.</p> <p>Even though the company has paid salaries to all employees without any cut through free cash reserves. How is this raised.</p> <p>The share prices have drastically come down. Dividend is also meagre. Minority shareholders are much affected in both the ends.</p> <p>TTK British Holdings and Horwood Homewares have become 100% subsidiary. What is its results and contribution to the parent company?</p> <p>Rs. 15.48 crores is shown as Right of Use Assets in the current year, but the same was nil last year. Please explain.</p> <p>There is increase of Rs.40 cores in plant and machinery (standalone) but why there is increase of Rs. 8 Crores in depreciation.</p> <p>Though there is reduction in Trade Receivables, the unsecured portion is very high, how do your company keep these away from making provisions.</p> <p>There is decrease in borrowings, but the finance cost is very high, Why</p> <p>While showing equity, bonus shares are shown only in foot note.</p> <p>Are there any related parties in the doubtful and bad debts (other expenses)</p> <p>TTK British Holdings and Horwood Life are running under loss. How do you make good?</p>

	(x)	I would like to know how the company is planning to penetrate the rural market? UJJWALA SCHEME would open up a huge opportunity how do we plan to tap it. last year the rural penetration was disturbed due to NBFC crisis etc, how do you see it this year
		The question session ends.
<b>Chairman said:</b>		Having received various queries, I now request Mr Shankaran, Whole time Director and Mr Chandru Kalro, Managing Director & CEO to provide the answers / clarifications.
<b>Answers / Clarification given to the Queries raised by the Speakers by Mr Shankaran and Mr Chandru Kalro:</b>	(i)	Online space has seen an increase in business due to change in shopping habits of the consumers. Many of the channels like Malls have not opened yet. This will give rise to sales through e-commerce and will continue to grow even under post covid era.
	(ii)	Export market – We have added capacity in the last few years and are tapping more markets especially Europe and we are looking at expanding export markets. We have developed some very good clients abroad.
	(iii)	All products have several price points. Value added items are doing better post covid.
	(iv)	We will ensure that the name of CFO is included in the first page. Location of Registered Office is least important, but performance is most important for impact on share price. We have opened a flagship store in Goregaon in Mumbai., largest exclusive store in the country in Mumbai., including a full-fledged service centre. Our distribution in Mumbai is good. However, during Covid times stock movements were difficult.
	(v)	UK subsidiary deals in many categories in kitchen and home segment and the brand salience is significant. Performing better than its peers in UK.
	(vi)	We have been taking steps for educating every shareholder to demat their shares. Decision is not in our hands.
	(vii)	Company wants to keep the shareholders rewarded even in tough times.
	(viii)	Our distribution network is good in the markets referred to. Will look into the location referred to.



	<p>There is increase in duty over the last 6 months. Actually domestic sourcing is going to stand as a good stay.</p> <p>On account of Accounting Standard 116 many lease items have been classified as Fixed Assets during the year. This has resulted in classification of costs under depreciation as well as finance costs. This is a statutory accounting treatment and has no reflection on financial performance.</p>
	<p>(x) Rural markets – Rural market is an opportunity, not just because of Ujwala scheme because rural economy by itself is quite good. And hopefully with the bountiful monsoons, we expect that to be better. The way we are looking at this opportunity is to expand our distribution in Tier III towns and smaller towns so that they become good feeder towns to the rural markets.</p>
<b>CONCLUSION</b>	
<p><b>After the response to queries, Chairman said:</b></p>	<p>I place on record my appreciation to all of you for your valid observations and participation.</p> <p>You may please note that the voting on the KFintech platform will continue to be available for the next 15 minutes.</p> <p>Therefore, members who are present in this meeting and those who are yet to cast their vote are requested to do so.</p> <p>The Scrutinizer will supervise the e-Voting process.</p> <p>Further, we shall declare e-Voting results within the timeline prescribed by SEBI and will inform the Stock Exchanges and also will place the same on the Company's website.</p> <p>The resolutions, as set out in the Notice, will be deemed to have been passed at the AGM subject to receipt of requisite number of votes.</p> <p>I once again thank all the members for attending the meeting. Thank you.</p>