

NOTICE

NOTICE is hereby given that the Fifty Eighth Annual General Meeting (AGM) of **TTK PRESTIGE LIMITED** will be held at Plot No. 38, SIPCOT Industrial Estate, Hosur – 635126 **on Thursday, the 21st August, 2014 at 11 a.m.** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- To declare a dividend for the financial year 2013-14.
- 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.
- To appoint a Director in place of Dr. (Mrs) Latha Jagannathan (DIN 00176248) who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint S. Viswanathan, Chartered Accountants (ICAI Registration No. 004770S) as statutory auditors of the Company and fix their remuneration and in this regard, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, S. Viswanathan, Chartered Accountants (ICAI Registration No.004770S), be and are hereby appointed as Statutory Auditors of the Company, for a term of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of 61st Annual General Meeting, subject to ratification at every Annual General Meeting, on such remuneration, as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED that, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **R. Srinivasan** (DIN 00043658) Director of the Company who retires by rotation at the Annual General Meeting and is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for

a term of five consecutive years from the conclusion of this Annual General Meeting not liable to retire by rotation.”

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

“RESOLVED THAT, in supersession of the resolution of the shareholders passed in the Extra-Ordinary general meeting held on 15th March 1994 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to borrow from time to time, from one or more persons, banks, financial institutions, firms, bodies-corporate, mutual funds or other parties, all such sums of moneys as they may deem fit, by way of loans, debentures, deposits, overdraft, cash credit, guarantees, letters of credit or any other line of credit, whether the same be secured or unsecured, notwithstanding the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the company and its free reserves, that is, to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the aggregate of the paid-up capital and free reserves of the Company by more than the sum of ₹ 200,00,00,000/- (Rupees Two hundred Crores Only) at any one time.”

“RESOLVED FURTHER THAT, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to mortgage and/or charge all or any of the movable or immovable properties, both present and future or whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan, deposit, debentures, cash credit, overdraft, guarantee, letters of credit or any other line of credit obtained or as may be obtained from one or more persons, firms bodies corporate, banks, financial institutions or other parties, together with interest, cost, charges, expenses and any other money payable by the Company in respect of such borrowings.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extra-Ordinary General Meeting held on 27th April, 1994 and pursuant to the provisions of Sections 181 and other applicable provisions, if any, of the

TTK Prestige Limited

Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to contribute to bona fide charitable and other funds, in any financial year, any amounts the aggregate of which shall not exceed 5% of its average net profits for the three immediately preceding financial years or Rupees One Crore whichever is greater".

By Order of the Board

Place : Bangalore
Dated : 15th July, 2014

K.SHANKARAN
Director & Secretary

NOTES:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to special business is annexed hereto.
2. 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.
3. The dividend on Equity Shares, if declared at the meeting, will be paid to those shareholders whose names appear in the Register of Members on 12th August ,2014.
4. 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 immediately.
5. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS SHALL REMAIN CLOSED FROM 13th August, 2014 to 21st August, 2014(BOTH DAYS INCLUSIVE)
6. 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.
7. 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.
8. Members are requested to bring their copy of the Annual Report to the Meeting.
9. 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 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.

Financial Year Ended	Due Date of Transfer
31 st March, 2007	09-08-2014
31 st March, 2008	24-07-2015
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

10. 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, Plot No. 17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur 414, Hyderabad 500081, India.
11. A copy of the Annual Report 2014 along with the Notice of the Annual General Meeting, stating the process and manner of e-voting at the 58th 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.
12. 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 all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. In compliance of Clause 35B of Listing Agreement entered into with Stock Exchange(s) the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions through the e voting service facility of Karvy Computershare Private Ltd.

Additional information on directors recommended for appointment re-appointment as required under Clause 49 of the Listing Agreement with the Stock Exchange(s)

1. **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, 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. Mr. T T Raghunathan, Mr. T T Jagannathan and Dr. (Mrs) Latha Jagannathan are deemed to be interested in this Resolution.

2. Dr. (Mrs.) Latha Jagannathan

Dr. (Mrs.) Latha Jagannathan is a Medical Practitioner. She has been on the Board of the Company since 1988.

She is a Director on the Board of TTK Protective Devices Limited.

She chairs the Shareholders'/Investor Grievance Committee of the Company.

She does not hold any shares in the Company.

Dr. (Mrs.) Latha Jagannathan is the wife of Mr. T T Jagannathan, Dr. (Mrs.) Latha Jagannathan, Mr. T T Jagannathan and Mr. T T Raghunathan are deemed to be interested in this Resolution.

3. Mr. R. Srinivasan

Mr. R. Srinivasan is B.E. (Hons.) and is an independent professional having vast industrial experience and is also a Management Consultant. He has been on the Board of the Company since 2000.

He is a Director of ACE Designers Ltd., Kirloskar Oil Engines Ltd, Murugappa Morgan Thermal Ceramics Ltd, Nettur Technical Training Foundation, TTK Healthcare Limited, Sundram Fasteners Ltd, Yuken India Ltd, Sterling Abrasives Limited, TaeguTec India Pvt. Ltd, Edutech NTTF India Ltd, NTTF Industries Private Ltd, Bangalore International Exhibition Services Pvt. Ltd. And IMTMA Machine Tool Park.

He is the Member of Audit Committee and Remuneration Committee of the Company.

He is the Chairman of Audit Committee of Sundram Fasteners Ltd, ACE Designers Ltd., Member of Audit Committee of Yuken India Ltd, Kirloskar Oil Engines Limited, member of Remuneration Committee of Yuken India Ltd.

He does not hold any shares in the Company.

By Order of the Board

K.SHANKARAN

Director & Secretary

Place : Bangalore

Dated : 15th July, 2014

Registered Office:

Plot No. 38,

SIPCOT Industrial Complex,

HOSUR – 635 126

Tamil Nadu.

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

ITEM No. 6

R. Srinivasan is a non-executive independent director of the Company. R. Srinivasan retires by rotation at the ensuing AGM under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013, R. Srinivasan

being eligible, is proposed to be appointed as an Independent Director for a term of 5 years.

The resolution seeks the approval of the shareholders for appointment of R. Srinivasan as an Independent Director of the Company for a term of five years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder. He will not be liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member along with a deposit of 1,00,000/- proposing the candidature of R. Srinivasan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from R. Srinivasan (i) consent in writing to act as 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, confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, R. Srinivasan fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. A copy of the draft letter of appointment of R. Srinivasan as an Independent Director setting out the terms and conditions will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and accordingly the Board recommends the resolution for appointment of R. Srinivasan as an Independent Director, for the approval by the shareholders of the Company. This resolution is proposed as a Special Resolution by way of abundant caution.

No director, key managerial personnel or their relatives except R. Srinivasan to whom the resolution relates, is interested or concerned in the resolution.

ITEM No. 7

Under Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the shareholders in general meeting by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company.

The Shareholders vide resolution passed at their Extra-Ordinary General Meeting held on 15th March 1994, had accorded their consent to the Board of Directors to borrow up to ₹ 15 Crores

TTK Prestige Limited

(Rupees Fifteen Crores Only) in excess of the aggregate of the paid up capital of the Company and its free reserves.

Taking into consideration, the long term requirements of additional funds to meet expansion programmes, and additional long term working capital requirements of the Company, it is expected that the limit of ₹ 15 Crores (Rupees Fifteen Crores only) will not be adequate.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 180(1) (c) of the Act, to enable the Directors to borrow monies upto ₹ 200 crores over and above the aggregate of paid up capital and free reserves of the Company. The aforesaid borrowing will require furnishing of security over company's properties as may be required.

The Board recommend the special resolution at Item No. 7 of the Notice 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 No. 8

At the Extra-Ordinary General Meeting held on 27th April, 1994, the members, by means of an Ordinary Resolution, accorded

their approval, in terms of Section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company, to contribute and/or to subscribe to charitable and other funds, not directly relating to the business of the Company or the welfare of its employees in any financial year, any amounts the aggregate of which will not exceed 5% of the profits of the Company or ₹ 25 lakhs, whichever is greater.

Pursuant to the provisions of Section 181 of the Companies Act, 2013, consent of the members is sought by means of an Ordinary Resolution, to contribute to bona fide charitable and other funds in any financial year, any amounts the aggregate of which shall not exceed 5% of the net profits of the Company or ₹ 1(One) crore, whichever is greater.

The Board recommend the Ordinary Resolution at Item No. 8 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.

By Order of the Board

Place : Bangalore
Dated : 15th July, 2014

K.SHANKARAN
Director & Secretary

Information to Members:

For the convenience of Members, the Company will provide a coach service from Bangalore on the day of the Meeting. The coaches will leave for Hosur at 9 a.m. from Brigade Towers, 135, Brigade Road, Bangalore – 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 18th August, 2014, after which it will be difficult to accommodate any request for transport facility.

TTK PRESTIGE LIMITED

PROXY FORM

(CIN: L85110TZ1955PLC015049)

Regd Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu

Name of the member(s)
Registered address:
Email ID:
Folio/DP ID- Client ID No

I/We, being member(s) of _____ shares of the above named Company hereby appoint:

- 1) Name:
Address:
Email ID _____ Signature _____ or failing him;
- 2) Name:
Address:
Email ID _____ Signature _____ or failing him;
- 3) Name:
Address:
Email ID _____ Signature _____

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held on Thursday, 21st August, 2014 at 11.00 a.m. at Plot No. 38, SIPCOT Industrial Complex, Hosur- 635 126 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial statements for the year ended 31 st March 2014		
2.	Declaration of dividend for the financial year 2013-14		
3.	Re-appointment of Mr. TT Raghunathan who retires by rotation		
4.	Re-appointment of Dr. (Mrs). Latha Jagannathan who retires by rotation		
5.	Appointment of M/s. S. Viswanathan, Chartered Accountants, as Auditors and fixing their remuneration		
Special Business			
6.	Appointment of Mr. R. Srinivasan as an Independent Director		
7.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto ₹ 200 Crores over and above the aggregate of the paid up share capital and free reserves of the Company and to furnish security for the same		
8.	Ordinary Resolution under Section 181 of the Companies Act, 2013 to contribute to charitable and other funds/purposes		

Signed this _____ day of _____ 2014

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 58th Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

TTK PRESTIGE LIMITED**ATTENDANCE SLIP**

(CIN: L85110TZ1955PLC015049)

Regd Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu

58TH ANNUAL GENERAL MEETING – 21ST AUGUST 2014

Member's Folio/DP ID Client ID No.	
Member's/Proxy's name in Block Letter	
No. of shares held	

I/We hereby record my/our presence at the 58th Annual General Meeting of the Company at Plot No. 38, SIPCOT Industrial Complex, Hosur – 635 126 on Thursday, 21st August, 2014 at 11.00 a.m.

Member's/Proxy's signature

Note:

1. Please complete the Folio/DP ID- Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2013 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2013 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent in.



