

12. The resolution, if approved by requisite majority shall be deemed to have been passed on May 20, 2017, the last date specified for receipt of duly completed postal ballot forms or e-voting.
13. All material documents referred to in the explanatory statement will be available for inspection at the registered Office of the Company.

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

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act,

Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the Act") which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles"), in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the company by special resolution is required for the adoption of the New Articles to replace the existing AOA and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the proposed New Articles to be adopted are available for inspection by the members at the registered office of the Company during business hours on all working days from the date of despatch of the notice, up to the last date of voting i.e. May 20, 2017 and is also available on the website of the Company at <http://www.ttkprestige.com/investor-relations/investor-information>

No director, key managerial personnel or their relatives are interested in or concerned with the Resolution. The Board recommends the Resolution set forth for approval of the members.

By order of the Board
For TTK Prestige Limited

K Shankaran
Director & Wholetime Secretary

Bengaluru
April 12, 2017



TTK PRESTIGE LIMITED

(CIN: L85110TZ1955PLC015049)

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

www: ttkprestige.com, Email: investorhelp@ttkprestige.com

Telephone : 91-80-22217438/39 Fax:91-80-22277446

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("Board") has appointed Parameshwar G. Hegde, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Envelope so as to reach the Company not later than 17:00 hours IST May 20, 2017. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17: 00 hours IST on May 20, 2017 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through Electronic Means". References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorised person of the Company on or before on May 25, 2017 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.ttkprestige.com/invesor-relations/investor-information.

Registered Office:
Plot No.38, SIPCOT Industrial Complex
Hosur, Tamil Nadu

By the Order of the Board of Directors
for TTK Prestige Limited,

Bengaluru
April 12, 2017

K Shankaran
Director & Wholetime Secretary

SPECIAL BUSINESS

To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, a copy of which is for inspection at the registered office of the Company and also available on the website of the Company <http://www.ttkprestige.com/investor-relations/investor-information> be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By Order of the Board
For TTK Prestige Limited

K Shankaran
Director & Wholetime Secretary

Bengaluru
April 12, 2017

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice is being sent to all the members whose names appear in the Register of members/list of beneficial owners as on April 14, 2017.
3. Notice of Postal Ballot is being sent to those Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode and to others the Notice is being sent by post along with Postal Ballot Form. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link www.ttkprestige.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on April 14, 2017.
5. In compliance of section 108/110 of the Companies Act, 2013 and the Rules made there under and Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 (the “Listing Regulations”), the company has provided facility to the members to exercise their votes electronically and the members may vote on resolutions through the e-voting facility provided by M/s. Karvy Computershare Private Limited in the following manner:

Procedure & Instructions for E-Voting

The instructions for E-Voting are as under:

- i. To use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/DP ID Client ID will be your user ID.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the EVENT i.e. TTK Prestige Limited.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click “FOR” / “AGAINST” as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above. If the shareholders do not want to cast their vote, they may choose the option 'ABSTAIN'.
- viii. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizerttkprestige@gmail.com
- xi. Once you have cast your vote on a resolution by e voting mode you will not be allowed to withdraw or modify it subsequently.
- xii. The Portal will remain open for voting from: 9.00 a.m. on April 21, 2017 to 17.00 p.m. on May 20, 2017 (both days inclusive).
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Ms. Shobha Ananad of Karvy Computershare Private Limited at 040 67161559 or at 1800 345 4001 (toll free)
- xiv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

6. A Member cannot appoint Proxy to exercise his vote through postal ballot.
7. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case a Shareholder casts his votes by both Physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
8. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17.00 Hours) on May 20, 2017. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Postal Ballot received after 17.00Hours on May 20, 2017 will be strictly treated as if reply from the shareholder has not been received.
9. The voting period ends on the close of working hours (i.e. 17.00 hours) on May 20, 2017. The e-voting module shall also be disabled by KCPL immediately thereafter.
10. The Company has appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before May 25, 2017 at the Corporate office of the Company at Bangalore and will also be displayed at the Registered Office of the Company and on the website of the company <http://www.ttkprestige.com/investor-relations/investor-information>, besides being communicated to BSE Limited and National Stock Exchange of India Limited on the said date.