

NOTICE TO SHARE HOLDERS

NOTICE is hereby given that the Sixty First Annual General Meeting (AGM) of **TTK PRESTIGE LIMITED** will be held at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru-Chennai NH7, Hosur – 635109 on Friday, the 11th August, 2017 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance sheet as at 31st March, 2017 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 declare final dividend of Rs.12/- per equity share and to approve interim dividend of Rs.15/- per equity share already paid during the year ended 31st March, 2017
3. To appoint a Director in place of Dr. T.T. Mukund (DIN:07193370) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint PKF Sridhar & Santhanam LLP, Chartered Accountants (ICAI Registration No. 003990S/S200018) 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, PKF Sridhar & Santhanam (ICAI Registration No. 003990S/S200018) in place of the retiring auditors M/s. S Viswanathan LLP, Chartered Accountants, Bangalore (Firm Regn No.S200025) be and are hereby appointed as Statutory Auditors of the Company, for a term of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of 66th 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:

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, for the financial year ending 31st March, 2018, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby approved”.

By Order of the Board

Place: Bangalore

K. SHANKARAN

Dated : 30th May, 2017

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 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 holders who is higher in the order of names will be entitled to vote.
7. The dividend on Equity Shares, if declared at the AGM, will be paid to those Shareholders whose names appear in the Register of Members on 9th August, 2017.
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 will remain closed on 10th August, 2017 for the purpose of payment of final dividend for the FY ended March 31st, 2017 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 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, 2010	03.08.2017
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

13. 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.
14. A copy of the Annual Report 2017 along with the Notice of the Annual General Meeting, stating the process and manner of e-Voting at the 61st 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

15. 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.

Additional information on directors recommended for appointment re-appointment as required under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. T.T. Mukund

Dr. T.T. Mukund was appointed as Director with effect from 29th May 2015 in place of Dr.(Mrs.) Latha Jagannathan. He retires by rotation and is eligible for re-appointment.

Dr. T.T. Mukund is a Reader, National Centre for Biological Services, Bangalore. He has been on the Board of your Company since May 2015 and was co-opted in the casual vacancy created by the resignation of Dr. (Mrs.) Latha Jagannathan and retires by rotation and is eligible for re-appointment.

He holds 284374 shares in the Company.

He is the son of Mr. T.T. Jagannathan

The resolution is commended for adoption.

By Order of the Board

Place : Bangalore

Dated : 30th May, 2017

K. SHANKARAN

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. 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, 2018 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 2018, 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.

By Order of the Board

Place : Bangalore

Dated : 30th May, 2017

K. SHANKARAN

Director &

Whole-time Secretary

Registered Office:

Plot No. 38, SIPCOT Industrial Complex,

HOSUR – 635 126, Tamil Nadu.

TTK Prestige Limited

Notice to Shareholders (Contd...)

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 8th August, 2017 to 5.00 p.m. on 10th August, 2017 (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 4th August, 2017 **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. 4th August, 2017 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. 4th August, 2017, 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. 11th August, 2017.

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 2nd August 2017, after which it will be difficult to accommodate your request for transfer facility.

