TTK Prestige LIMITED

TÜVRheinland® CERT ISO 9001

Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025. INDIA
Phone: 91-80-22217438/39, Fax: 91-80-22277446, E-mail: ttkcorp@ttkprestige.com
www.ttkprestige.com CIN : L85110TZ1955PLC015049

August 10, 2016

1) Bombay Stock Exchange

2) National Stock Exchange

Dear Sir,

Sub: Annual Report for the year ending 31st March, 2016

Please find enclosed the soft copy of our Annual Report for the year ending 31st March, 2016 as per Regulation 34 (1) of SEBI LODR, Regulations 2015.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

K. Shankaran
Director & Secretary

Prestige®

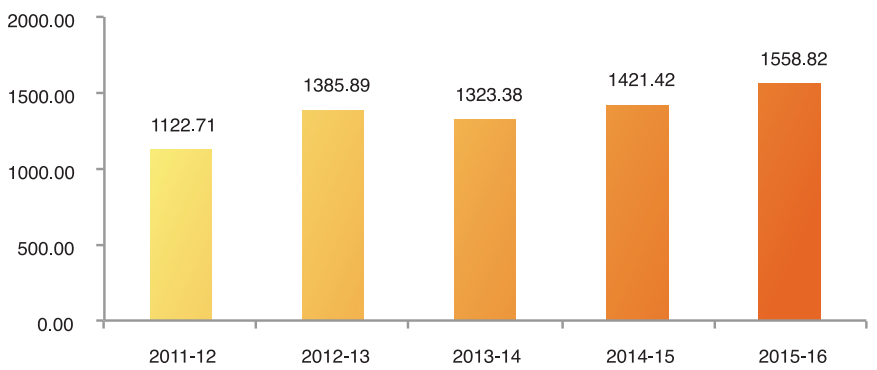
WINNING NEW FRONTIERS

ANNUAL REPORT

2015-16

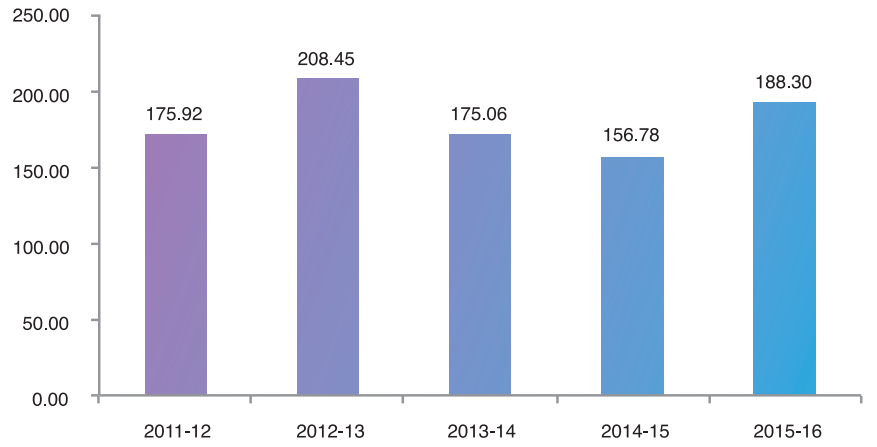
OUR GROWTH CHARTED THROUGH THE YEARS.

REVENUE FROM OPERATIONS (Rs. CRORES)



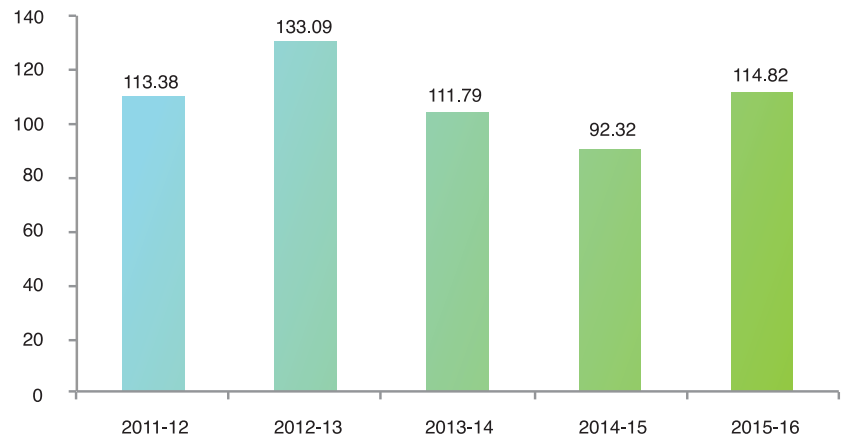
EBIDTA (Rs. CRORES)

(Earnings Before Interest, Tax,Depreciation and Amortization)



PAT (Rs. Crores)

Profit After Tax



TTK PRESTIGE LIMITED

CONTENTS

	Page		Page
Board of Directors	1	Profit & Loss Account	55
Notice	2	Cash Flow Statement	56
Director's Report including Management's Discussion and Analysis Report with Annexures	6	Notes on Accounts	57
		Segment wise Revenue Results & Capital employed	72
Business Responsibility Report	28	Historical Financial Highlights	73
Report on Corporate Governance	34	ECS Mandate Form	75
Independent Report of Auditors	49	Proxy Form	77
Balance Sheet	54	Attendance Slip	79

BOARD OF DIRECTORS

Shri. T.T. Jagannathan	Executive Chairman
Shri. T.T. Raghunathan	Vice Chairman
Shri. Chandru Kalro	Managing Director
Shri. R. Srinivasan	Director
Dr. (Mrs.) Vandana R. Walvekar	Director
Shri. Dileep Kumar Krishnaswamy	Director
Shri. Arun K. Thiagarajan	Director
Shri. Murali Neelakantan	Director
Dr. T.T. Mukund	Director
Shri. K. Shankaran	Whole-time Secretary & Director

REGISTERED OFFICE & WORKS

Plot No. 38, SIPCOT Industrial Complex,
Hosur - 635 126, Tamil Nadu.
CIN: L85110TZ1955PLC015049
website: www.ttkprestige.com
Email:Investorhelp@ttkprestige.com

CORPORATE OFFICE

11th Floor, Brigade Towers, 135, Brigade Road
Bengaluru - 560 025. Tel: 080-22217438/9

FACTORIES

- 82 & 85, Sipcot Industrial Complex
  Hosur - 635 126, Tamil Nadu.
- SF-234/1, Pollachi Road, Myleripalayam Village
  Coimbatore - 641 032. Tamil Nadu.
- Plot No. 1A & 2, Dev Bhoomi Industrial Estate
  Roorkee - 247 667, Uttarakhand.
- Vemardi Road, Juni Jithardi Village,
  Karjan Taluka, Vadodara, Gujarat.

BRANCHES

Ahmedabad, Bengaluru, Chandigarh, Chennai, Cuttack, Delhi, Dehradun, Ernakulam, Ghaziabad, Goa, Gurgaon, Guwahati, Hubli, Hyderabad, Indore, Jaipur, Jammu, Jamshedpur, Kolkatta, Lucknow, Ludhiana, Mumbai, Parwanoo(HP), Patna, Pune, Raipur, Trichy & Vijayawada

STATUTORY AUDITORS

M/s. S. Viswanathan, LLP
Chartered Accountants
27/34, II Floor, Nandi Durg Road, Jayamahal Extension, Bengaluru - 560 046.

COST AUDITOR

Sri. V. Kalyanaraman
#4, 2nd street, North Gopalapuram, Chennai-86

SECRETARIAL AUDITOR

M/s. Hegde & Hegde
Company Secretaries,
Ganesh Krupa, #34, 1st Main Road, Gandhinagar,
Bengaluru - 560 009.

REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare (P) Limited
Karvy Selenium, Tower "B", Plot 31-32, Gachibowli Financial District, Nanakramguda,
Hyderabad - 500 008.

BANKERS

1. **Canara Bank,** Prime Corporate Branch
   Shankaranarayana Building, M.G. Road
   Bengaluru - 560 001.
2. **Bank of Baroda,** CFS Branch, Brigade Road,
   Bengaluru - 560 025.
3. **HDFC Bank Ltd.**
   Richmond Road, Bengaluru - 560 025.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Sixtieth Annual General Meeting(AGM) of **TTK PRESTIGE LIMITED** will be held at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru Road, Hosur – 635109 on Wednesday, the 3rd August, 2016 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance sheet as at 31st March, 2016 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 ratify and confirm the interim dividend of Rs.27 per share paid in March 2016 as final dividend for the financial year 2015-16.

3. 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.

4. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the appointment of S. Viswanathan, LLP, (who were appointed by the Members to hold office up to the conclusion of the Annual General Meeting to be held in the year 2017 as Statutory Auditors of the Company) having Firm Registration No. 004770S/S200025, be and is hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided 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 recordsof the Company in respect of products made out of Stainless Steel for the financial year ending 31st March, 2017, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified and confirmed".

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

   "RESOLVED THAT pursuant to Sec.197 and other applicable provisions, if any of the Companies Act, 2013, and the Rules made thereunder, as amended from time to time, sanction be and is hereby accorded to enable payment of Commission to directors who are not managing or whole time directors within the ceiling of 1% of the net profits of the Company for each financial year computed in accordance with Sec.198 of the Companies Act, 2013 and that the actual quantum of such Commission be determined by the Board of Directors and divided between such directors by agreement between them or as determined by the Chairman".

   "RESOLVED FURTHER THAT the above resolution shall be effective from 1st April 2016".

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

   "RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore - 560 025. (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

   "RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

By Order of the Board
Place : Coimbatore — **K. SHANKARAN**
Dated : 23rd May, 2016 — Director & 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 holder who is higher in the order of names will be entitled to vote.

7. The dividend for the Financial Year 2015-16 has already been paid as Interim Dividend and no further dividend is payable for the Financial Year 2015-16.

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 SHALL REMAIN CLOSED FROM 1st August, 2016 to 3rd August, 2016 (BOTH DAYS INCLUSIVE).

10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and 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.

11. 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
31st March, 2009	11-08-2016
31st March, 2010	28-06-2017
31st March, 2011	13-07-2018
31st March, 2012	01-07-2019
31st March, 2013	14-07-2020
31st March, 2014	20-08-2021
31st March, 2015	22-07-2022
31st March, 2016	22-03-2023

12. 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.

13. A copy of the Annual Report 2016 along with the Notice of the Annual General Meeting, stating the process and manner of e-Voting at the 60th 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

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

Mr. T.T. Raghunathan

Mr. T.T. Raghuanthan 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, 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 and uncle of Mr. T.T. Mukund. Mr. T.T. Raghunathan, Mr T.T. Jagannathan and Mr. T.T. Mukund are deemed to be interested in this Resolution.

The resolution is commended for adoption.

By Order of the Board

Place : Coimbatore
Dated : 23rd May, 2016

K. SHANKARAN
Director & 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, 2017 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 2017, 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.

ITEM No. 6

Section 197 of the Companies Act,2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of members.

The members of the company at the 57th Annual General Meeting held on 15th July, 2013 approved the remuneration payable to Non-Executive Directors by way of commission not exceeding one percent of the net profits of the Company for each year for a period of 3 years commencing from 1 April 2013 and ending with 31st March 2016.

The Non-Executive Directors and the independent Directors of your company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems and finance. It is proposed that, remuneration not exceeding one percent of the net profits of the Company calculated in accordance with the Sec.198 of the Companies Act, 2013 be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval of the Board of Directors of the Company with effect from 1st April 2016. Such payment will be in addition to the sitting fees for attending Board/ Committee meetings.

Details of the commission and sitting fees paid to Non-Executive Directors during the Financial Year 2015-16 is provided in the annexure to the Directors Report and the Corporate Governance Report.

Except the Key Managerial Personnel and their respective relatives, all the other Directors are concerned or interested in the Resolution mentioned at Item No.6 of the notice.

The Board recommends the Special Resolution set forth in Item No.6 for the approval of the Members.

ITEM No. 7

To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Bangalore (i.e. at a place other than Registered Office).

The Registered Office of the Company is situated at Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

Out of the total number of members of as on 12.05.2016, 1121 members [being 11.13%] reside in Bangalore. The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 ("the Act") [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act at the Corporate Office at Bangalore.

The Board therefore recommends the resolution as set out at Item No.7 for approval of the members as Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

By Order of the Board
K. SHANKARAN
Director & Secretary

Place : Coimbatore
Dated : 23rdth May, 2016

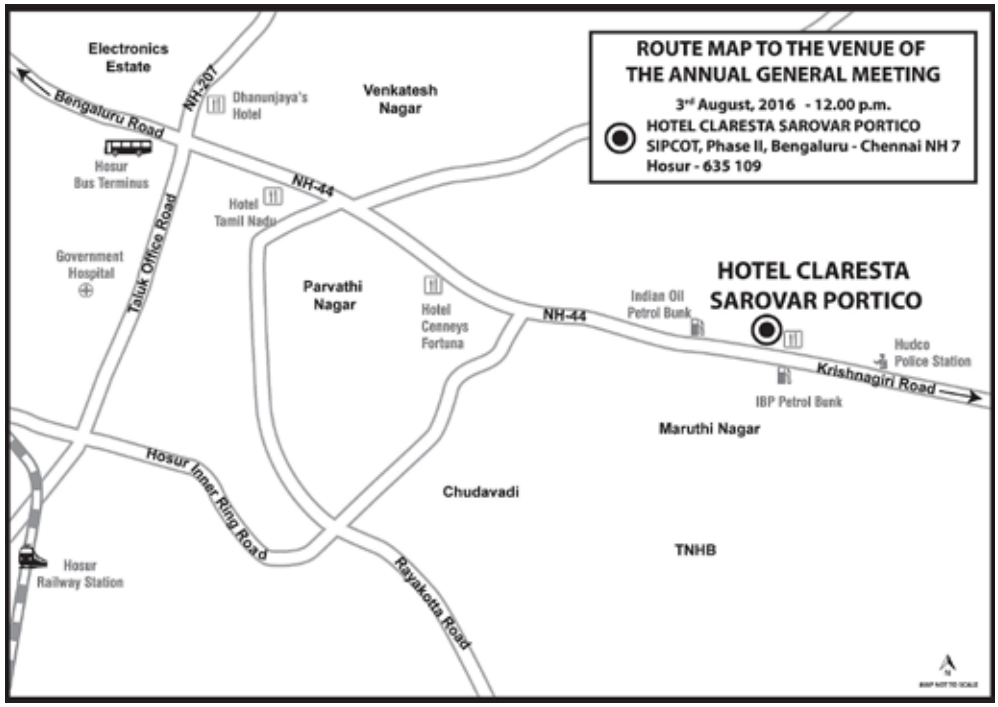
Registered Office:
Plot No. 38, SIPCOT Industrial Complex,
HOSUR - 635 126, Tamil Nadu.

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 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 30th July, 2016 to 5.00 p.m. on 2nd August, 2016 (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 27th July, 2016 **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. 27th July, 2016 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. 27th July, 2016, 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. 3rd August, 2016.

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 27 July, 2016, after which it will be difficult to accommodate your request for transfer facility.



DIRECTORS' REPORT

(Including Managements' Discussion and Analysis Report)

Your Directors have pleasure in presenting their Sixtieth Annual Report, together with the Audited Accounts of the Company, for the year ended 31st March, 2016 as follows:

FINANCIAL RESULTS

(₹ in crores)

	2015-16	2014-15
Sales (inclusive of excise duty)	1558.82	1421.42
Other income	9.60	5.10
Exceptional Income/(expense)	(3.74)	2.44
EBIDTA (before net Exceptional Income)	192.07	154.34
EBIDTA (Including net Exceptional Income)	188.33	156.78
Profit/(Loss) before tax	165.57	133.30
Tax Provision	50.75	40.98
Net Profit/(Loss) after Tax	114.82	92.32
Transfer to General Reserve	12.00	10.00
Dividend paid /Proposed Dividend (including tax)	37.83	30.83
Surplus carried to balance sheet	64.99	51.49

REVIEW OF PERFORMANCE :

a. Not withstanding the continuing general sluggishness in the economy your company witnessed a growth of around 10% in top line. While there was a decline in exports, the domestic business registered about 11% growth.

b. Aided by a combination of factors - friendly commodity prices, better utilisation of capacities and internal efficiencies EBIDTA before exceptional items registered a growth of over 24%.

c. Operating EBIDTA (before exceptional items) margin grew from 10.8% to 12.3%.

d. Your Company continued to be debt-free as at the end of 31st March, 2016 and was carrying significant net free cash.

e. As stated in the past years, your company does not follow a stand-alone margin led policy but is focussed on growth with a fair long-term return on capital employed. In spite of substantial additions to manufacturing asset base in recent years the ROCE showed marked improvement and stood at a healthy 28% (PY 24%)

f. Your Board had already paid an interim dividend of Rs.27/- per share (PY Rs.22 share),the gross pay-out ratio (including dividend distribution tax) being in excess of 33% of net profits. The said dividend is recommended to be confirmed as final dividend.

To sum up, your Board of Directors is of the view that the current year performance is commendable taking into account the general sluggish economy both domestic and global. The market share of the key product categories was maintained or improved across geographies which are key-factors to note. The e-commerce channel conflict was less disruptive as compared to FY 2014-15 and your company's share in this space is impressive.

A detailed analysis is provided under the section 'Management's Discussion and Analysis' forming part of this Director's Report

AWARDS AND RECOGNITIONS

Your Company continued to be recognized by various agencies for its high quality performance under various parameters. During the Financial Year 15-16, your Company bagged the following awards/recognitions.

1. Readers Digest Most trusted Brand award
2. D & B top 500 Companies Award
3. Selected No 1 Brand in Kitchen Appliances by IBC Infomedia Pvt. Ltd.,
4. ICON of the year by Brands academy 9th Oct 2015
5. SUPER BRAND
6. Master Brand Award in Kitchen Appliances
7. CII Design award for Clip on Pressure Cookers
8. Brand Excellence Award
9. Industrial Design Award to Hobtop
10. TPM Excellence award from the Japan Institute of Plant Maintenance for the Coimbatore Plant.
11. Best After Sales Service Company Award in the small & kitchen appliance category from "National Award for Excellence in Customer Service.

Your Company's brand Prestige continues to be recognized as the Super Brand in the Kitchen Appliances Segment

MANAGEMENTS' DISCUSSION AND ANALYSIS

A. ECONOMY /INDUSTRY SCENARIO

There was no major improvement in macroeconomic environment in the domestic markets and the global scenario continued to be dismal. Deficient monsoon in many parts of the country and unprecedented floods in certain pockets like Tamil Nadu had adverse impact on agricultural and rural economy. Though festive season in October 2015 showed a promise, the same was short lived and the consumer sentiment continued to be depressed.

While there have been may initiatives form the Central Government to accelerate investments in infrastructure projects and to ensure that subsidies reach the target population without any leak, lack of political consensus is hampering reforms like land acquisition, recodification of labour laws, GST etc., The rural thrust in the Central Budget for FY 2016-17 and expected normal monsoon can have positive impact on the rural economy especially in the second half of the current Financial Year.

Your Company operates in the kitchen appliances segment with a wide range of product categories. The product categories consist of Pressure Cookers, Cookware, Gas Stoves and Domestic Kitchen Electrical Appliances. The market for Pressure Cookers is shared amongst organized national branded players, regional players and unorganized players. Over the years, the share of the unorganized players has been gradually coming down as there has been a shift in the consumer preference to reliable branded products. The market for organized brands is estimated at about 60% of the total market. The share of unorganized players is greater for cookware as compared to pressure cookers. For the rest of the product categories, the market structure is

fragmented and the share and the role of regional brands and unorganized players continue to be significant.

Continued sluggish economic scenario is hampering spend from core middle-class giving room for down-trading by some regional brands and cropping up of some unorganised players. While there is demand for entry level models in certain categories, in other categories the demand is seen more in value added products.

The kitchen appliance category is also witnessing entry of quite a few players - regional, national as well as global players who have brand strength mostly in non-kitchen appliance business.

Going forward, proactive innovation and product differentiation will be the key to stay ahead in the market place.

B. OPPORTUNITIES, THREATS AND COMPANY'S RESPONSE

Shareholders are aware that the Company operates out of its core strengths of brand, innovation, design, manufacturing, distribution, sourcing and service capabilities and more importantly 'Customer Engagement".

a. Opportunities within the Kitchen Domain:

The core vision of the company has been 'A Prestige in every Indian Kitchen'; the core mission being 'Quality products at affordable prices'.

The above stated strengths and vision have helped your Company to broad base its product category, consumer base and geographical coverage. Continuous interaction with the ultimate user of the product has been helping your Company in identifying the pain points and offering solutions in the form of innovative products, concepts and consumer offer of bundled products for a holistic use. This focus helps your Company to create opportunities even in the face of depressed consumer sentiment.

Your Company sees sufficient headroom for growth in its traditional product categories - pressure cookers and cookware driven by introduction of several new models with value added features. Various new variants such as Clip on, Cute Range, Granite Cookware etc., introduced in FY 2015-16 received good response even in adverse market conditions. Likewise your Company sees greater opportunity in the kitchen appliances segment – both electric and non-electric.Value added gas stoves, hob-tops; new range of mixer-grinders and induction cook tops are expected to lead the growth in the Kitchen Appliances segment. As always, a whole range of innovative assorted products relevant to kitchen (roti makers, kitchen gadgets and accessories) provides scope for significant value addition to topline as well as profits.

Your Company is slated to launch around 100 new SKUs in the financial year 2016-17.

Your Company continues to see a significant opportunity to increase its share of business in the non-south markets.

b. Opportunities beyond Kitchen Domain:

Till now all the strategy for growth has been flowing out of Kitchen Domain. Your Company's strength of constant engagement with the end consumer has thrown open new avenues for occupying the mind share of the core customer – 'the home maker' – travelling beyond kitchen. Based on customer feedback, your Company believes that as a first step outside the Kitchen Domain, Cleaning Solutions offers a good platform. A wide range of Cleaning equipment– both electrical and non-electrical - is being launched from the first quarter of FY 2016-17. The number of SKUs being launched is around 30. Your Company has already tested the domain outside the kitchen by launching 'LED Lanterns' during FY 2015-16 and the response has been encouraging.

c. Opportunities outside India: -Overseas Acquisition

Till now, the opportunity outside India has been product exports in third party brands. This has been tactical and exports have been volatile and dependent on the OE Buyers' fortunes and marketing strategies. Your Company has been scouting for acquisition of brands outside India with strengths in sales, marketing and distribution and not saddled with high-cost manufacturing. Your Company identified Horwood Homewares Limited, UK, a century old business owning and trading in well-respected brands Judge and Stellar. Your Company's wholly owned subsidiary TTK British Holdings Limited, UK acquired this business in April 2016. The subsidiary is capitalized by equity infusion to the extent of 10 million GBP from your Company. This business is currently of the order of 18 million GBP with an EBIDTA of around 3 million GBP. This acquisition is expected to leverage the manufacturing capacities of your Company as well as provide a platform to tap key markets in Europe.

d. Channel Management and Service Network:

Over the last few years the method of reaching the ultimate consumer is undergoing a churn. Every channel – traditional dealers, modern format stores, own retail network or online stores – is rediscovering and re-orienting itself to maximize footfalls. This process has thrown in opportunities as well as conflicts besides disruptions. Your Company is fully seized of the situation and has put in place strategies to leverage every channel to reach the ultimate consumer.

Prestige Smart Kitchen network continues to attract good traction and provides a significant contribution to the total domestic sales. Current focus is on quality of the network rather than the quantity. The network is now well consolidated after pruning unproductive stores. Due to this process the same store growth has been healthy. The current strength of the network is 539.

Your Company is continuing the process of strengthening the service network and call-centre operations so as to ensure timely service and build customer loyalty. It also provides the platform to increase sale of original spares. Current strength of the service network is 225.

Your Company sees reasonable opportunity in OE export markets based on its modern facilities established in Gujarat. The various initiatives proposed /announced by the Government in the areas of infrastructure, smart cities,' Make in India' etc., if become fruitful can open up multifold opportunities for your Company both in domestic and foreign markets.

While there are vast opportunities in the Domestic Market, threats can continue in the form of unorganized sector and irrational discounting by regional brands. As the entry barriers are low, any lag in innovation can impact growth .

C. ANALYSIS OF PERFORMANCE :

1. Kitchen Appliances :

The products include Pressure Cookers, Cookware, Kitchen Electrical Appliances and Gas Stoves. The turnover of these product categories is given in the following table:

(In ₹ Crores)

	2015-16			2014-15		
	Domestic	Export	Total	Domestic	Export	Total
Pressure Cookers(including Microwave Pressure Cookers)	522.45	34.15	556.60	478.41	50.72	529.13
Cookware	272.69	2.53	275.22	261.52	1.26	262.78
Kitchen Electrical Appliances	446.73	1.09	447.82	383.66	-	383.66
Gas Stoves	209.53	1.40	210.93	174.64	-	174.64
Others	67.43	0.82	68.25	70.39	0.82	71.21
Total	1518.83	39.99	1558.82	**1368.62**	**52.80**	**1421.42**

a. Domestic Sales grew by about 11%. Due to adverse global economic conditions exports declined by 24.3%.

b. The Pressure Cooker and cookware category registered a growth of 5.2% and 4.7% respectively. The lower growth was due to depressed market conditions in South India.

c. The sale of induction cooktop witnessed 18% growth in quantity however the value growth was in the region of 7%. Introduction of several value added models helped in improving the value realization, which was a major concern during the last year.

d. Gas stoves recorded an impressive growth of over 20%,owing to the new higher end models introduced during the fag end of the previous financial year.

e. The operating EBIDTA margin for the year was about 12.32% as compared to 11% in the previous year. This margin improvement was aided by improvement in operating efficiency through increased capacity utilization and also the softening of metal prices.

f. Not withstanding the long-term wage settlement at the Hosur Unit, the overall pay-roll cost ratio to Sales wasaround 7.1% as compared to 7.3% in the previous year.

g. The interest cost during the year was Rs.1.84 crs (PY Rs.4.47 crores). The Company was able to reduce the borrowing completely through application of free cash flows.

h. Your Company has over the last two years substantially reduced its dependence on imports which has a positive impact on margins and cash-flows. This import substitution continued during the current financial year. There was an increase in inventory at the end of the financial year to meet the plans for sale during the first quarter of FY 2016-17. However net-working capital excluding free cash was commensurate with the increased sales.

i. During the year under report your Company introduced around 125 new SKUs covering Pressure Cookers, Induction Cook Tops, Mixer Grinders, Rice Cookers, Gas Stoves and other small electric/ non-electric appliances/kitchen requisites. All these introductions received good response.

j. PSK network was consolidated and rationalized where necessary. The number of outlets as at 31.3.2016 was 539. The network now covers 26 States and 294 towns. The spread of the network is also evenly distributed between Metros, Mini-Metros, Tier 1, Tier 2 and Tier 3 cities. About 65% of the Stores are located in South and the balance in Non-South.

2. Properties & Investment :

The shareholders are aware that Your Company has handed over the development of the Dooravani Nagar, Bangalore property to Rajmata Realtors (Salarpuria) for developing an office cum residential complex. The Developers have informed that the portions of developed property allocated to your Company would be ready for marketing in the first half of the current financial year. Shareholders will be kept informed of progress made in this respect.

D. OUTLOOK

The consumer sentiment continues to be sluggish at the start of the Financial Year 2016-17 though some green shoots are visible. Depending on the progress of a normal monsoon and the impact of the Central Government's budget on rural economy and infrastructure a GDP growth of 7% is expected. Given the new business initiatives your Company expects to grow at a better rate than the economy.

E. RISKS AND CONCERNS

The various general economic risks and concerns which can impact your Company have already been outlined in the preceding sections. The concerns largely center on external factors. Your Company is continuously improving its efficiencies and is hopeful of dealing with the various challenges described in the preceding sections. Your Company will not compromise on the objective of growth and improving market share for the sake of short-term profits.

F. RISK MANAGEMENT

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a risk identification and management frame work appropriate to the size of your Company and the environment under which it operates.

Risks are being continuously identified in relation to business strategy, operations and transactions, statutory/legal compliance, financial reporting, information technology system and overall internal control framework.

Your Company has engaged the services of independent professional management auditors for advising the Company on a continuous basis on contemporary risk management framework appropriate to the size and operations of the Company. They are also carrying out risk audit on a periodical basis.

G. SHARE CAPITAL

The paid up equity share capital as on 31st March 2016 was 11.65 Crores. The Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

H. FINANCES

Your Company continues to generate substantial post-tax operating free cash flows and the same have been applied to meet capital expenditure besides other uses including retirement of debt. Your Company continued to be debt-free and at the end of the year carried cash and cash equivalents of around Rs.26 crores and short term investments of around Rs. 44 crores. This was subsequently utilized to invest in the UK Subsidiary in April 2016.

I. INVESTMENTS

There are no changes in the investments of the Company apart from changes in liquid investments in mutual funds as part of normal treasury operations.

J. INTERNAL CONTROL SYSTEMS

Your Company has necessary Internal Control Systems in place which is commensurate with the size, scale and complexity of its operations. Your Company is continuously making improvements in internal control systems commensurate with the increasing operations. Independent team of Internal Auditors/Management Auditors are carrying out internal audits and advising the management on strengthening of internal control systems. The reports are periodically discussed internally. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

K. DEVELOPMENTS IN HUMAN RESOURCES

In pursuit of the Long Range Plan, your Company has forayed into overseas markets by establishing a subsidiary in UK. Your company is also expanding its operations beyond kitchen. Having due regard to entering new frontiers your Company has implemented strategic HR initiatives covering talent management, leadership development etc. The in-house Human Resource Department is being further strengthened. A host of people development programmes are put in place on a continuous basis.

At the Hosur Plant, your Company concluded a long-term wage settlement during the year with better productivity terms. The entire process was cordial and smooth. Your Company continues to have cordial industrial relations in all its manufacturing units. A Voluntary Retirement Scheme was carried out in the Hosur Unit and about 54 employees opted for the same.

The direct employment strength stood at 1217 as compared to 1267 in the previous year.

SCHEME OF ARRANGEMENT:

During November 2012 the Board of Directors of your Company approved a Scheme of Arrangement (Demerger) whereby the Kitchen Appliances Division of Triveni Bialetti Industries Private Limited (TBI), (a subsidiary of Bialetti Industries SpA., Italy) with all its assets, rights, liabilities, obligations, benefits under tax laws etc., will be vested in your Company the Appointed Date being 1st April, 2012. The Scheme has been approved by the Stock Exchanges and further approved by the Honourable High Court of Madras.However the sanction of the Honourable High Court of Mumbai, the jurisdictional court for TBI is still awaited owing to an appeal filed by a minority shareholder of the Transferor Company before the Division Bench who has granted a stay of the order of the Single Judge sanctioning the Scheme.The Scheme can take effect only on vacation of this appeal and necessary effect will be given in the books of account thereafter.

TBI, which has its manufacturing base in Maharashtra, has arrangements with your company for contract manufacturing certain products for your Company.

DIRECTORS

Mr. T.T. Raghunathan retires by rotation and is eligible for re-appointment. The information on the retiring Director is provided in the Notice calling the Annual General Meeting.

FIXED DEPOSIT

Pursuant to the provisions of Section 74 of the Companies Act, 2013 your Company has, during the year 2014-15 repaid all the deposits accepted from public. The Company is neither inviting or accepting deposits and hence there are no deposits outstanding or remaining unpaid as at the end of 31st March, 2016.

DIVIDEND

Your directors had already approved payment of interim dividend of Rs.27/- per share for the year and the same was paid to shareholders in March 2016. Your Directors recommend treating the same as final dividend. This dividend payout is higher than the payout of Rs.22 per share for FY14-15.

FUTURISTIC STATEMENTS

This Directors' Report and the Management Discussion and Analysis included therein may contain certain statements, which are futuristic in nature. Such statements represent the intentions of the Management and the efforts being put in by

them to realize certain goals. The success in realizing these goals depends on various factors both internal and external. Therefore, the investors are requested to make their own independent judgments by taking into account all relevant factors before taking any investment decision.

CORPORATE GOVERNANCE

Report on Corporate Governance is separately presented as part of the Annual Report. Management Discussion and Analysis is included in this Directors' Report in the preceding sections.

BUSINESS RESPONSBILITY REPORT

Your Company now forms part of the Top 500 listed companies of India and is mandatorily required to provide a Business Responsibly Report as part of the Annual Report in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. This report is separately presented as part of this Annual Report.

LISTING

Your Company's shares are listed in the BSE Limited and National Stock Exchange and the applicable listing fees have been paid.

FURTHER DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

(a) Extract of Annual Return:

Extract of Annual Return (Form MGT-9) is enclosed as Annexure A

(b) Number of Meetings of the Board:

The Board of Directors met 5 (Five) times during the year 2015-16. The details of the Board Meetings and the attendance of the Directors are provided in the Report on Corporate Governance.

(c) Corporate Social Responsibility (CSR) Committee:

As per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, your Company constituted the Corporate Social Responsibility Committee which comprises of Mr. T.T. Jagannathan as Chairman and Mr. R Srinivasan, Mr. K Shankaran as Members.

The Corporate Social Responsibility (CSR) Policy enumerating the CSR activities to be undertaken by the Company, in accordance with Schedule VII to the Companies Act, 2013 was recommended to the Board and the Board adopted the same. The said policy was also made available on the website of the Company http://www.ttkprestige.com. The Annual Report under CSR Activities is annexed to this report as Annexure B.

The details relating to the meetings convened, etc. are furnished in the Report on Corporate Governance.

(d) Composition of Audit Committee:

The Audit Committee comprisesof Mr. Dileep Krishnaswamy as Chairman, and Mr. R Srinivasan and Mr. Arun K. Thiagarajan as Members. All the members are Independent Directors.

Mr. K Shankaran - Director and Secretary is the Secretary of the Committee. More details on the Committee are given in the Report on Corporate Governance.

(e) Related Party Transactions:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of unforeseen or repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. The Policy as approved by the Board is uploaded on the Company's website athttp://www.ttkprestige.com.

The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure C to this Report.

(f) Directors and Key Managerial Personnel:

None of the Directors are disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013.

(i) Appointment / Re-appointment of Directors:

Mr.T.T. Raghunathan, liable to retire by rotation at theensuing Annual General Meeting, being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

(ii) Statement on Declaration by the Independent Directors of the Company:

All the Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of appointment of the Independent Directors are posted on the website of the Company http://www.ttkprestige.com.

(iii) Key Managerial Personnel (KMP):

The following managerial personnel are Key Managerial Personnel (KMP):

- Mr.Chandru Kalro, Managing Director as Chief Executive Officer (CEO) w.e.f. 1st April, 2015
- Mr. K. Shankaran, Director & Wholetime Company Secretary as Company Secretary; and
- Mr. V. Sundaresan, Senior Vice President – Finance as Chief Financial Officer (CFO).

(iv) Performance Evaluation of the Board, its Committees and Separate meeting of Independent Directors:

In compliance with the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. During the year 2 separate meetings of Independent Directors were held to consider various aspects of Management of the Company as well as to review the performance of the Board and Non-Independent Direcotrs. More details on the same are given in the Report on Corporate Governance.

(v) Remuneration Policy:

Your Company follows a policy on remuneration of Directors and Senior Management. The policy is framed by the Nomination and Remuneration Committee and approved by the Board. More details on the same are given in the Report on Corporate Governance.

(g) Auditors:

(i) Statutory Auditors and their Report:

In accordance with the provisions Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s S. Viswanathan, LLP, Chartered Accountants, Chennai (Firm Registration No. 004770S/S200025) were appointed as Statutory Auditors, for a term of three years to hold office from the conclusion of 58th Annual General Meeting till the conclusion of 61st Annual General Meeting, subject to ratification by the members at every Annual General Meeting.

Accordingly, a Resolution seeking members' ratification for their appointment from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company is included under Item No. 4 of the Notice convening the Annual General Meeting.

The Auditors' Report to the Shareholders for the year under review does not contain any qualifications.

(ii) Cost Auditor and Cost Audit Report:

- Appointment for the year 2015-16:

  Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the Cost Records of the Company relating to "Stainless Steel Pressure Cookers and Cookware" are required to be audited.

  The Board of Directors, on the recommendation of the Audit Committee, appointed Mr. V. Kalyanaraman as Cost Auditor of the Company, for the financial year 2016-17 and fixed their remuneration.

  Mr. V.Kalyanaraman has confirmed that his appointment is within the limits of the Section 141 of the Companies Act, 2013 and has also certified that he is free from any disqualifications specified under the provisions of Section 141 of the Companies Act, 2013.

  The Audit Committee also received a Certificate from the Cost Auditor certifying the independence and arm's length relationship with the Company.

  Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the approval of the Members is sought by means of an Ordinary Resolution for the remuneration payable to Mr. V. Kalyanaraman, Cost Auditor, under Item No.5 of the Notice convening the Annual General Meeting.

  The Cost Audit Report for the year ended 31st March, 2016 would be filed on or before the due date (i.e.) 27th September, 2016.

(iii) Secretarial Auditor and Secretarial Audit Report:

The Board had appointed Mr. Parameshwar G. Hegde, Company Secretary in Whole-time Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2015-16. The Report of the Secretarial Auditor in Form MR-3 is annexed to this report as Annexure "G" The report does not contain any qualification.

(h) Transfer to Investor Education and Protection Fund:

Your Company has transferred a sum of Rs.5.18 lakhs during the financial year 2015-16 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 205C(2) of the Companies Act, 1956. The said amount represents the unclaimed dividends for the year ended 31st March, 2008, which were lying unclaimed with the Company for a period of seven years from their respective due dates of payment.

(i) Unclaimed Shares

In terms of Clause 5A of the Listing Agreement, the Company has opened a Suspense Account for holding the unclaimed share. The number of such shares at the beginning of the year was 1,400 and the number of shareholders was 10. Two shareholders approached to claim 200 shares during the financial year 2016. The voting rights on the shares in the suspense account as on 31st March, 2015 shall remain frozen till the rightful owners of such shares claim the shares.

(j) Conservation of Energy:

The prescribed particulars under Rule 8(3) of The Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are furnished in the Annexure D to this Report.

(k) Particulars of Employees:

The information required under Section 197 of the Companies Act, 2013 and the Rules made thereunder are annexed to this Report as Annexure E & Annexure F.

(l) Subsidiary Company:

Your Company has an overseas subsidiary by name TTK British Holdings Limited which was incorporated in the United Kingdom on 24th March 2016. This subsidiary was capitalized in the subsequent Financial Year i.e. in April 2016.

(m) Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013:

During the year your Company had not given any loan, provided any guarantee OR made any investment under Section 186 of the Companies Act, 2013. Your Company holds 1440 equity shares of Rs.10/- each in TTK Healthcare Limited. Your Company had in the past provided secured inter-corporate loan/deposit of Rs.18.75 crores to Triveni Bialetti Industries P Ltd, an unrelated party with whom your Company has business transactions and this amount is still carried.

(n) Significant and Material Orders passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

(o) Whistle Blower Policy:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Clause 49 of the Listing Agreement, your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Corporate Governance Officer / Chairman of the Audit Committee / Executive Chairman in exceptional cases.

The Whistle Blower Policy is made available on the website of the Company http://www.ttkprestige.com.

(p) Obligation of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to prevent sexual harassment of women at work place a new Act, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and has constituted a Committee with a NGO as one of its Members, for implementation of the said Policy. During the year 2015-16, there were no complaints.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Sec.134 (5) read with Sec.134 (3) (c) of the Companies Act, 2013 your Directors confirm

a. that in the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;

b. that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

c. that they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

d. that they have prepared the annual accounts on a going concern basis; and

e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors deeply appreciate and acknowledge the significant and continued co-operation given to your Company by the Bankers, Financial Institutions and the employees of the Company.

For and on behalf of the Board

(T.T. JAGANNATHAN)
Executive Chairman

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

Place : Coimbatore

Dated : 23rd May 2016

ANNEXURE - A

FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN
As on the Financial Year Ended 31st March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I	**REGISTRATION AND OTHER DETAILS:**		
(i)	CIN	:	L85110TZ1955PLC015049
(ii)	Registration Date	:	22nd October, 1955
(iii)	Name of the Company	:	TTK PRESTIGE LIMITED
(iv)	Category / Sub-Category of the Company	:	Company having Share Capital
(v)	Address of the Registered Office and Contact Details	:	No.38, SIPCOT Industrial Complex, Hosur 635 126 Tel: 04344 –276 655 / 755
(vi)	Whether Listed Company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 008 Phone No's: 040 6716 1500

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
(1)	Pressure Cookers	76151011, 73239310, 39241090	35.70%
(2)	Cookware	76151021, 73239420	17.66%
(3)	Gas Stove	73211110	13.53%
(4)	Induction Cooktop	85167990	10.00%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
NONE					

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding:

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**									
(1)	**Indian**									
(a)	Individual / HUF	1188869	-	1188869	10.21	1188869	-	1188869	10.21	-
(b)	Central Govt. / State Govt(s)	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
(d)	Any Other	-	-	-	-	-	-	-	-	-
	T.T. Krishnamachari& Co. represented by its Partners	6988747	-	6988747	60.03	6988747	-	6988747	60.03	-
	Bodies Corporate TTK Healthcare Limited	14800	-	14800	0.13	14800	-	14800	0.13	-
	Sub-Total (A)(1)	**8192416**		**8192416**	**70.37**	**8192416**		**8192416**	**70.37**	-
(2)	**Foreign**									
(a)	NRIs – Individuals	-	-	-	-	-	-	-	-	-
(b)	Other – Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	**8192416**	**-**	**8192416**	**70.37**	**8192416**	**-**	**8192416**	**70.37**	**-**

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B.	**Public Shareholding**									
(1)	**Institutions**									
(a)	Mutual Funds	702841	1300	704141	6.05	617645	1300	618945	5.32	0.73
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	1725750	100	1725850	14.83	1922240	100	1922340	16.51	1.68
(f)	Financial Institutions/Banks	1272	200	1472	0.01	687	200	887		
(g)	Insurance Companies	0	0	0	0	0	0	0	0	
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	
(i)	Others (specify)					75	0	75	0	
	Sub-Total (B)(1)	**2429863**	**1600**	**2431463**	**20.89**	**2540647**	**1600**	**2542247**	**21.84**	**0.95**
(2)	**Central Government/State Government(s)/President of India**	0	0	0	0	0	0	0	0	
	Sub-Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	
(3)	**Non-Institutions**									
(a)	Individuals									
a(i)	Individual Shareholders holding Nominal Share Capital upto Rs.2 lakh	445074	195583	640657	5.5	351439	186584	538023	4.62	-0.88
a(ii)	Individual Shareholders holding Nominal Share Capital in excess of Rs.2 lakh	0	20160	20160	0.17	0	20160	20160	0.17	-
(b)	NBFCs registered with RBI	0	0	0	0	12930	0	12930	0.11	0.11
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (including DRs)	0	0	0	0	0	0	0	0	0
(e)	**Others (specify)**									
	Bodies Corporate	323569	3716	327285	2.81	312762	0	312762	2.70	-0.11
	Clearing members	7945	-	7945	0.07	6329	0	6329	0.05	0.02
	Non-Resident Indians	20864	100	20964	0.18	15348	100	15448	0.13	0.05
	Trusts	300	-	300	0	875	0	875	0.01	-
	Sub-Total (B)(3)	**797752**	**219559**	**1017311**	**8.74**	**699683**	**206844**	**906527**	**7.79**	**0.95**
	Total Public Shareholding (B) = (B)(1) + (B)(2)+B(3)	**3227615**	**221159**	**3448774**	**29.63**	**3240330**	**208444**	**3448774**	**29.63**	**0**
C.	**Non_Promoter – Non Public Shareholder**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Grand Total (A+B+C)	**11420031**	**221159**	**11641190**	**100**	**11432746**	**208444**	**11641190**	**100.00**	**0**

(ii) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	
1	T.T. Krishnamachari & Co. represented by its Partners	6988747	60.03	0	6988747	60.03	0	0
2	T.T. Jagannathan	357489	3.07	0	357489	3.07	0	0
3	T.T. Mukund	284350	2.44	0	284350	2.44	0	0

4	T.T. Venkatesh	279530	2.40	0	279530	2.40	0	0
5	T.T. Lakshman	265500	2.28	0	265500	2.28	0	0
6	TTK Healthcare Limited	14800	0.13	0	14800	0.13	0	0
7	T.T. Raghunathan	2000	0.02	0	2000	0.02	0	0
	Total	**8192416**	**70.37**	**0**	**8192416**	**70.37**	**0**	**0**

(iii)	**Change in Promoters' Shareholding (please specify, if there is no change)**		
Sl. No.	**Particulars**	**Shareholding at the beginning of the year**	
	Name	**Position**	**No. of Shares**	**% of Total Shares of the Company**
1	Mr. T.T. Jagannathan	Promoter	357489	3.07
2	Mr. T.T. Raghunathan	Promoter	2000	0.02
3	Mr. T.T. Mukund	Promoter	284350	2.44
4	Mr. T.T. Lakshman	Promoter	265500	2.28
5	Mr. T.T. Venkatesh	Promoter	279530	2.40
6	TTK Healthcare Limited	Promoter Group	14800	0.13

Sl. No.	**Name**	**Position**	**Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)**
1	Mr. T.T. Jagannathan	Chairman	No change
2	Mr. T.T. Raghunathan	Promoter	No change
3	Mr. T.T. Mukund	Promoter	No change
4	Mr. T.T. Lakshman	Promoter	No change
5	Mr. T.T. Venkatesh	Promoter	No change
6	TTK Healthcare Limited	Promoter Group	No change

Sl. No.	**Name**	**Position**	**Shareholding at the end of the year**	
1	Mr. T.T. Jagannathan	Promoter	357489	3.07
2	Mr. T.T. Raghunathan	Promoter	2000	0.02
3	Mr. T.T. Mukund	Promoter	284350	2.44
4	Mr. T.T. Lakshman	Promoter	265500	2.28
5	Mr. T.T. Venkatesh	Promoter	279530	2.40
6	TTK Healthcare Limited	Promoter Group	14800	0.13

T.T. Krishnamachari & Co.			
	At the beginning of the year	6988747	60.03
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	No change during the year	
	At the end of the year	6988747	60.03

(iv)	**Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**						
Sl. No.	**For each of the Top 10 Shareholders**	**Shareholding at the beginning of the year**		**Shareholding at the end of the year**		**Change in shareholding**	
		No. of Shares	**% of Total Shares of the Company**	**No. of Shares**	**% of Total Shares of the Company**	**No. of Shares**	**% of Total Shares of the Company**
1	Axis Mutual Fund Trustee Limited	531930	4.57	590226	5.07	58296	0.5
2	Nalanda India Equity Fund Limited	403465	3.47	403465	3.47	0	0
3	Copthall Mauritius Investment Limited	289445	2.49	60668	0.52	-228777	-1.97
4	Wellington Trust Company, National Association	62743	0.54	280672	2.41	217929	1.87

5	T. Rowe Price International Discovery Fund	0	0	275688	2.37	275688	2.37
6	Genesis Asset Managers LLP A/c	142382	1.22	82656	0.71	-59726	-0.51
7	Napean Trading and Investments Co. Pvt. Ltd	0	0	133264	1.14	133264	1.14
8	Catamaran Management Services (P) Ltd	100000	0.86	100000	0.86	0	0
9	EMBLEM FII	88640	0.76	79121	0.68	-9519	-0.08
10	HDFC Trustee Company Ltd	84700	0.73	0	0	-84700	-0.73

(v)	**Shareholding of Directors and Key Managerial Personnel (KMP):**			
Sl. No.	**For each of the Directors and KMP**		**Shareholders at the beginning of the year**	
	Name	**Position**	**No. of Shares**	**% of Total shares of the Company**
1	Mr. T.T. Jagannathan	Chairman	357489	3.07
2	Mr. T.T. Raghunathan	Vice Chairman	2000	0.02
3	Mr. Chandru Kalro	Managing Director	100	
4	Mr. K. Shankaran	Director & Secretary	1100	0.01
5	Dr. (Mrs) Vandana Walvekar	Director	672	0.005
6	Dr T T Mukund	Director	284350	2.44
7	Mr. V. Sundaresan	CFO	0	0

	Name	**Position**	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	
1	Mr. T.T. Jagannathan	Chairman	No change during the year	
2	Mr. T.T. Raghunathan	Vice Chairman		
3	Mr. Chandru Kalro	Managing Director		
4	Mr. K. Shankaran	Director & Secretary		
5	Dr. (Mrs) Vandana Walvekar	Director		
6	Dr T.T. Mukund	Director		
7	Mr. V. Sundaresan	CFO		
			At the end of the year	
1	Mr. T.T. Jagannathan	Chairman	357489	3.07
2	Mr. T.T. Raghunathan	Vice Chairman	2000	0.02
3	Mr. Chandru Kalro	Managing Director	100	
4	Mr. K. Shankaran	Director & Secretary	1100	0.01
5	Dr. (Mrs) Vandana Walvekar	Director	672	0.005
6	Dr T.T. Mukund	Director	284350	2.44
7	Mr. V. Sundaresan	CFO	0	0

V.	**INDEBTEDNESS**				**(**Rs. **In lakhs)**
Indebtedness of the Company including interest outstanding / accrued but not due for payment:					
Particulars		**Secured Loans excluding Deposits**	**Unsecured Loans**	**Deposits**	**Total Indebted-ness**
Indebtedness at the beginning of the financial year:					
(i)	Principal Amount	0	0	0	0
(ii)	Interest due but not paid	0	0	0	0
(iii)	Interest accrued but not due	0	0	0	0
Total (i)+(ii)+(iii)		**0**	0	0	0
Change in Indebtedness during the financial year:					
•	Addition	80	0	0	0
•	Reduction	80	0	0	0

Net Change		**0**	0	0	0
Indebtedness at the end of the financial year					
(i)	Principal Amount	0	0	0	0
(ii)	Interest due but not paid	0	0	0	0
(iii)	Interest accrued but not due	0	0	0	0
Total (i)+(ii)+(iii)		**0**	**0**	**0**	**0**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. **In lakhs)**

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr. T.T. Jagannathan (Executive Vice Chairman)	Mr. Chandu Kalro (Managing Director & CEO)	
(1)	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	106.14	42.49	148.63
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	11.74	11.48	23.22
(c)	Profits in lieu of Salary u/s 17(3) of Income-tax Act, 1961			
(2)	Stock Option			
(3)	Sweat Equity			
(4)	Commission			
●	As % of Profit	719.95	143.99	863.94
●	Others, specify			
(5)	Others, please specify			
	Total	**837.83**	**197.96**	**1035.79**

B. Remuneration to Other Directors: Rs. i**n lakhs**

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
(1)	**Independent Directors**	**Mr. RS**	**Dr VW**	**Mr. Arun**	**Mr. MN**	**Mr. DKK**	
●	Fee for attending Board, Committee Meetings	2.40	0.60	2.20	1.40	2.00	8.60
●	Commission	12.00	12.00	12.00	12.00	12.00	60.00
●	Others, please specify				-		
	Total (1)	**14.40**	**12.60**	**14.20**	**13.40**	**14.00**	**68.60**
(2)	**Other Non-Executive Directors**	**Mr. TTR**	**Dr. LJ**	**Dr. TTM**			
●	Fee for attending Board, Committee Meetings	0.20	0.20	0.80			1.20
●	Commission	12.00	2.00	10.00			**24.00**
●	Others, please specify						
	Total (2)	**12.20**	**2.20**	**10.80**			**25.20**
	Total (B) = (1) + (2)	**26.60**	**14.80**	**25.00**	**13.40**	**14.00**	**93.80**
	Total Managerial Remuneration						**1129.59**
	Overall ceiling as per the Act						**1989.96**

Dr. VW - Dr. (Mrs.) Vandana R. Walvekar
Mr. Arun - Mr. Arun K. Thiagarajan
Mr. RS - Mr. R. Srinivasan
Mr. DK - Mr. Dileep K. Krishnaswamy
Mr. TTR - Mr. T.T. Raghunathan
Dr. LJ - Dr. (Mrs.) Latha Jagannathan
Mr. MN - Mr. Murali Neelakantan
Dr. TTM - Dr T.T. Mukund

C.	Remuneration to Key Managerial Personnel (KMP) other than MD / WTD / Manager:			Rs. In lakhs
1	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. K. Shankaran Company Secretary	Mr. V. Sundaresan Chief Financial Officer	
(1)	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	31.88	71.51	**103.39**
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	9.83	5.81	**15.64**
(c)	Profits in lieu of Salary u/s 17(3) of Income-tax Act, 1961			
(2)	Stock Option			
(3)	Sweat Equity			
(4)	Commission			
●	As % of Profit	136.42	0	**136.42**
●	Others, specify			
(5)	Others, please specify			
	Total	**178.13**	**77.32**	**255.45**

VII.	PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:				
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

ANNEXURE - B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1.	**A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:**		
	CSR PHILOSOPHY AND POLICY: The Company considers society as an important stake-holder and shall discharge its responsibilities to the society proactively. The activities or projects that will be undertaken by the Company shall include one or more of the following as may be recommended by the CSR Committee and approved by the Board of Directors: • Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare and sanitation and making available safe drinking water; • Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects; • Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward Groups; • Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water; • Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts; • Measures for the benefit of armed forces veterans, war widows and their dependents;Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports; • Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; • Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government; • Rural development projects. • Slum area development. • Such other projects as may be notified by the Government from time to time. The Company shall give preference to various local areas and areas around which the Company is carrying out its activities. Weblink: http://www.ttkprestige.com/investor-relations/corporate-governance/corporate-social-responsibility		
2.	**The Composition of the CSR Committee:**		
	Mr. T.T. Jagannathan	Chairman	Executive Chairman
	Mr. R Srinivasan	Member	Independent Director
	Mr. K Shankaran	Member	Non-Independent Director
3.	**Average Net Profit of the Company for the last three financial years:**		
	Average Net Profit for the last three financial years 2012-13, 2013-14 and 2014-15 – Rs.157.21 Crores		
4.	**Prescribed CSR Expenditure (2% of the amount as in Item 3 above)**		
	The Company is required to spend Rs.3.14 Crores towards CSR.		

5.	**Details of CSR spent during the financial year**		
	(a)	Total amount to be spent for the financial year	Rs.3.14Crores
	(b)	Amount unspent, if any	NIL
	(c)	**Manner in which the amount spent during the financial year is detailed below:**	

Sl. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local Area or other (2) specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Rs.in Crs)	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads (Rs.in Crs)	Cumulative expenditure up to the reporting period (Rs.in Crs)	Amount spent: Direct or through implementing agency (Rs.in Crs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Rehabilitation Research and Device Development	Healthcare	Chennai, TamilNadu	3.68	0.40	1.65	0.40
2.	Providing Toilets and other facilities at Manjakkudi school	Sanitation	Thanjavur TamilNadu	0.74	0.74	0.74	0.74
3.	Providing nutrition support to 600 children from Rural areas	Nutrition	Karnataka	0.09	0.09	0.09	0.09
4	Public Library with facilities for blind	Education	Pondicherry	0.54	0.24	0.54	0.24
5	Treating the most complex of skull and facial deformities for children	Healthcare	Bengaluru Karnataka	0.05	0.05	0.05	0.05
5	Vocational Training	Education	TamilNadu	0.60	0.30	0.30	0.30
7	Providing safe drinking water and Flood Victims	Sanitaton	TamilNadu	1.21	1.21	1.21	1.21
8	Relief to disabled	Healthcare	Karnataka	0.10	0.10	0.10	0.10
9	Community Project for Rural Children	Sanitation	Karjan, Gujarat	0.05	0.05	0.05	0.05
10	Literate India GOI programme	Education	Uttarakhand	0.03	0.03	0.03	0.03
11	Support for disabled(United Orphanage)	Healthcare		0.01	0.01	0.01	0.01
	Total			**7.10**	**3.22**	**4.77**	**3.22**

	Details of Implementing Agency:
i.	Indian Institute of Technology, Chennai
ii.	Swamy Dayananda Saraswathi Education Trust, Manjakkudi
iii.	Nandalala Seva Samithi Trust, Chennai
iv.	Karnataka State Council for Child welfare, Karnataka
v.	Maaya Foundation, Bengaluru
vi.	Bangalore Hospice Trust, Bangalore
vii.	District Education Centre, Hardwar
viii.	Guajarat Rajya Kanya Kelavani Nidhi Fund
ix.	United Orphanage, Bangalore
6.	**In case the Company has failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount:**
	NOT APPLICABLE
7.	**A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:**
	Responsibility Statement of the CSR Committee It is hereby confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company. **T.T. Jagannathan** **Chairman** **CSR Committee**

ANNEXURE - C

FORM NO.AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of Contract / Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

S. No.	Particulars	Details
(a)	Name(s) of the Related Party and nature of relationship	NIL
(b)	Nature of contracts / arrangements / transactions	NIL
(c)	Duration of the contracts / arrangements / transactions	NIL
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any.	NIL
(f)	Date(s) of approval by the Board	NIL
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the special resolution was passed in General Meeting as required under first provision to Section 188	NIL

2. Details of contracts or arrangements or transactions at arm's length basis:

S. No.	Particulars	Details								
(a)	Name(s) of the Related Party and nature of relationship	TTK Healthcare Limited			TTK Protective Devices Limited	T.T. Krishnamachari & Co.			Mr T.T. Mukund Retainer	Mr T.T. Venkatesh
		Three of the Directors as Directors			Two of the Directors as Directors	Two of the Directors as Partners			Son of Mr T.T. Jagannathan, Chairman of the Company	Son of Mr T.T. Jagannathan, Chairman of the Company
(b)	Nature of contracts/ arrangements / transactions	Sale of Goods	Purchase of Goods	Receipt of Lease Rent	Others	#Payment of License fee	#Payment of c&f Charges	Cost sharing	Payment of Retainer Fee	Payment of Salary
(c)	Duration of the contracts / arrangements / transactions	As and when need arises, from time to time		Till termination of lease	01.04.2015 to 31.03.2016	01.11.2013 to 31.10.2018	01.06.2014 to 1.05.2019	Not applicable	1.4.2015 to 28.5.2016	1.4.2015 to 15.5.2015
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As mutually agreed based on prevailing trade practices		Rs.112/- p.m.		½% of Sales for using their registered monogram 'ttk'	2% of Sales for availing their services as Clearing & Forwarding Agents	Sharing of cost	As per the terms for product development consultation	
	Value (Rs. lacs)	6503692	322194	1369	256866	79478765	139220021	758316	50000	490734
(e)	Date(s) of approval by the Board, if any									
(f)	Amount paid as advance, if any (₹)	-	-	-	-	-	-	-		
# Central Government approval in place.										

3. Mr. Murali Neelakantan – Independent Director was paid professional charges of Rs. 21.87 lakhs as legal advisor pursuant to Provison of Section 197(4) of Companies Act, 2013.

For and on behalf of the Board

Place : Coimbatore
Dated : 23rd May, 2016

(T.T. JAGANNATHAN)
Executive Chairman

ANNEXURE - D

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO, ETC.

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 for the financial year ended 31st March, 2016:

(A)	**Conservation of Energy:**		
	(i)	Steps taken or impact on conservation of energy:	The Company has several manufacturing locations and we are continuously taking steps to conserve energy. Over the several years, the Company has installed Solar Panels in many of its manufacturing units for supplementing energy requirements and has also installed 2 wind mills. During the Year the company has incurred a capital expenditure of ₹.70 lakhs for installing CPC Solar Thermal Technology (German Technology) for water heating system at Roorkee. This saves substantial amount of fuel annually and involves a lower carbon foot print.
	(ii)	Steps taken by the Company for utilizing alternate sources of energy:	
	(iii)	Capital Investment on energy conservation equipments:	
(B)	**Technology Absorption:**		
	(i)	Efforts made towards technology absorption:	The Company has imported plant and machinery for manufacture of Non-stick/Impact bonded cookware. The Technology with respect of operation of plant has been fully absorbed. The Company has substituted import of such kitchenware by operating this plant.
	(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution:	
	(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
		(a) Details of technology imported	
		(b) Year of import	
		(c) Whether the technology been fully absorbed	
		(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof	
	(iv)	Expenditure incurred on Research and Development	

		2015 – 16	2014 – 15
		₹. Crores	₹. Crores
(a)	Capital	0.24	0.26
(b)	Recurring	2.66	1.88
(c)	Total	2.90	2.14
(d)	% of R&D expenses to sales	0.19%	0.15%

(C) Foreign Exchange Earnings and Outgo:

(i) Actual Inflows:

(ii) Actual Outflows:

	2015-16	2014-15
Foreign Exchange Earnings		
Exports	40.02	52.80
Total	40.02	**52.80**
Foreign Exchange Outgo		
Imports		
- Raw Materials etc.	173.24	186.47
- Capital Goods	0.55	0.30
- Spares		
Royalty, Consultancy, Product Registration/ Promotion Expenses, Travelling, etc.	1.89	3.03
Total	175.68	**189.80**

ANNEXURE - E

Disclosure as per Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:				
	Mr T T Jagannathan Executive Chairman			**Mr. Chandru Kalro Managing Director**	
	1:202			1:48	
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:				
	Name	**Designation**	**CTC (31.03.2016) ₹. In lakhs**	**CTC (31.03.2015) ₹. In lakhs**	**% increase/ Decrease in CTC**
	Mr. TT Jagannathan	Executive Chairman	837.83	707.01	18.50%
	Mr Chandru Kalro	Managing Director	197.96	217.32*	NA
	Mr K Shankaran	Whole time Secretary and Director	178.13	154.76	15.10%
	Mr. V. Sundaresan	Chief Financial Officer	77.32	68.46	12.94%
	* Mr. S. Ravichandran was the Managing Director for the year 2014-15. Directors who are not in the employment of the company received sitting fees of ₹.20,000 for attending Board/Committee meetings. There has been no increase in sitting fees for the year 2014-15 and 2015-16. For the Financial Year 2014-15, such directors were paid a commission of ₹.10 lakhs each and the same has been increased to ₹.12 lakhs for the year 2015-16.				
(iii)	The percentage increase in the median remuneration of employees in the financial year:				
	Around 8%				
(iv)	The number of permanent employees on the rolls of the Company:				
	1217 employees				
(v)	The explanation on the relationship between average increase in remuneration and Company performance: **and**				
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:				
	The Company registered an increase of 9.7% in sales. The post-tax profit increasedby 24.37% from ₹.92.32 Crores to ₹.114.82 crores. The average remuneration to the Key Managerial Personnel increased by 12.4%, while the average increase for the other employees was around 10%. This is in line with the Company's policy of linking managerial remuneration with the performance of the company as well as the individual employee. The compensation package of the managerial personnel is commensurate with the qualification, experience and is in line with the industry practices.				
(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:				
	Date	**Issued Capital No. of Shares**	**Closing Market Price per Share (₹.)**	**EPS (₹.)**	**PE Ratio**	**Market Capitalization (₹. In Crores)**
	31.03.2015	11641190	3444.40	79.30	43.44	4009
	31.03.2016	11641190	4341.40	98.63	44.01	5054
	Increase/Decrease	-	897.00	19.33	0.57	1045
	% of Increase/ Decrease	-	26.04%	24.37%	1.31%	26.06%
	Issue price of the share as per the last Public Offer(IPO)	-	90.00	-	-	-
	Increase in Market Price as on 31.3.2016 as compared to Issue Price of IPO	-	4251.40	-	-	-
	Increase in %		4723.78%	-	-	-

(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;			
	The average percentile increase was of the order of 10% for employees other than managerial personnel. In comparison, there was a decline in the aggregate managerial remuneration for the year 2015-16.			
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:			
	Name	Designation	CTC (31.03.2016) ₹. In lakhs	% increase/ Decrease in CTC
	Mr. TT Jagannathan	Executive Chairman	837.83	18.50%
	Mr Chandru Kalro	Managing Director	197.96	N.A
	Mr K Shankaran	Whole time Secretary and Director	178.13	15.10%
	Mr. V. Sundaresan	Chief Financial Officer	77.32	12.94%
	The Company registered an increase of 9.7% in sales. The post-tax profit increased by 24.37% from ₹.92.32 Crores to ₹.114.82 crores. The average remuneration to the Key Managerial Personnel increased by 12.4%, while the average increase for the other employees was around 10%. This is in line with the Company's policy of linking managerial remuneration with the performance of the company as well as the individual employee. The compensation package of the managerial personnel is commensurate with the qualification, experience and is in line with the industry practices.			
(x)	Key parameters for any variable component of remuneration availed by the directors:			
	The variable component of the remuneration drawn by Chairman, CEO and Whole time Secretary & Director is linked to the profits of the Company as computed under Sec. 198 of the Companies Act, 2013. The variable component is determined on the basis of terms of appointment and is determined by the Nomination and Remuneration Committee. As regards other directors, they draw sitting fees for attending every meeting of Board and committee thereof. They are paid annual commission as determined by the Board of Directors which commission is generally linked to the profits of the company and is within the ceiling of 1% prescribed under the Companies Act, 2013.			
(xi)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:			
	None.			
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company:			
	It is affirmed that the remuneration of the managerial personnel is in accordance with the remuneration policy of the company.			

ANNEXURE - F

Statement showing the details of Employees of the Company as per Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name of the employee	Designation of the employee	Remuneration received ₹	Nature of employment	Qualification	Experience in years	Date of commencement of employment	Age	Last employment held by the employee	% of equity shares held
T.T. Jagannathan *	Chairman	83783073	Contractual	B.Tech (IIT, Chennai M.S.(Operations Research) Cornell University New York	45	01/01/1975	67	G.M., TT Maps & Publications Ltd.,	3.07 (in his personal capacity)
K.Shankaran	Director & Whole-time Secretary	17813234		B.Com., AICWA, FCS, MAC	41	09/10/1990	62	Secretary, Spencer & Co.,Ltd.,Chennai	-
M.Chandru Kalro	Managing Director	19795692	Contractual	B.E	30	29/03/1993	52	Asst. Manager(Marketing), BPL India Ltd.,	-
H.T.Rajan	Chief Manufacturing Officer	9925476		B.Tech., MBA	34	16/07/2010	57	Managing Director TTK -LIG Limited	-
Dinesh Garg	Senior Vice President - Appliances	8466086		BE (Agricultural Engg), PGDM (Marketing) - IIM Ahmedabad	28	10/07/1997	51	Regional Sales Manager- Band Street Perfumes & Cosmetics	-
V. Sundaresan	Senior Vice President - Finance & CFO	7731712		B.Com, FCA	35	16/06/1997	61	GM- Finance, Gain Well Medi Mart Ltd, Bangalore	-
K.G. George	Senior Vice President- Retail	7592522		BE (Mech), PGDM -IIM, Bangalore	31	01/04/1992	52	Sales Executive- TVS Suzuki	-

Notes: Remuneration includes P.F., Gratuity, Contribution to Superannuation Scheme, Housing, etc., wherever applicable

None of the employees excepting Mr. T.T. Jagannathan, is a relative of any of the Directors.Mr.T.T. Jagannathan is the brother of Mr.T.T. Raghunathan, Director and father of Dr. T.T. Mukund, Director

ANNEXURE – G

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **MARCH 31 2016**

(Pursuant to section 204 (1) of Companies Act 2013 and rule No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
TTK Prestige Limited,
Plot Nos. 82 & 85, SIPCOT Industrial
Complex, Hosur – 635 12
Tamilnadu

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TTK Prestige Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **March 31, 2016** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

vi. Other laws applicable specifically to the company namely:

a) Copy Rights Act

b) The Patents Act, 1970

c) The Trade Marks Act, 1999.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges in India.

I report that, during the year under review the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

I further report that, there were no actions/events in pursuance of:

a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

b. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014

c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring compliance thereof by the company during the financial year

I further report that, based on the information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports taken on record by the Board of Directors of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws like labour laws, competition law and environmental laws.

I further report that, the compliance by the company of applicable financial laws like direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period,

The Company has incorporated a wholly owned foreign subsidiary in U.K. and the Board of Directors of the Company have passed a resolution pursuant to Section 186 of the Companies Act, 2013, for an investment in the capital of the subsidiary up to GBP 15 million and provide loan or furnish security up to GBP 20 million (Rs. 3,395 million approx. in aggregate),

and there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the company's affairs during the financial year.

P.G.HEGDE
Hegde & Hegde
Company Secretaries
FCS:1325 / C.P.No: 640

Place: Bangalore
Date: 23rd May, 2016

BUSINESS RESPONSIBILITY REPORT– AS REQUIRED UNDER REGULATION 34(2)(F) OF SEBI (LISTING OBLIGATION AND DISCLOSURE) REGULATIONS

Section A: General Information about the Company

1.	Corporate Identity Number(CIN)of the Company	L85110TZ1955PLC015049
2	Name of the Company	TTK Prestige Limited
3	Registered office address	Plot No. 38, SIPCOT INDUSTRIAL COMPLEX, HOSUR, 635126
4	Website	www.ttkprestige.com
5	E mail ID	ttkcorp@ttkprestige.com
6	Financial Year reported	31/03/2016
7	Sector(s)that the Company is engaged in (industrial activity code-wise)	3463 and 3469
8	List three key products/ services that the Company manufactures/ provides(as in balance sheet)	Pressure cookers, Cookware, Gas stoves and Induction cook tops
9	Total number of locations where business activity is undertaken by the Company	
	Number of International Locations(Provide details of major 5)	NIL
	Number of National Locations Factories Corporate Office Branches	 4 1 28
10	Markets served by the Company–Local/State/National/ International/	Serves National and International markets

Section B: Financial Details of the Company

(₹ in Crores)

1	Paid Up Capital (INR)	11.65
2	Total Turnover (INR)	1558.82
3	Total profit after taxes(INR)	114.82
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2%
5	List of activities in which expenditure in 4 above has been incurred	Education, infrastructure and sanitation facilities for Rural Schools, provision of clean water, calamity relief, healthcare and research for rehabilitation equipment for the disabled

Section C: Other Details

Does the Company have any Subsidiary Company/Companies?	No
Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
Do any other entity/entities(e.g.suppliers, distributors etc.)that the Company does business with, participate in the BR initiatives of the Company?If yes, then indicate the percentage of such entity/entities?[Lessthan30%,30-60%,Morethan60%]	Less than 30%

Section D: BR Information

1. Details of Director/Directors responsible for BR

a. Details of the Director/Director responsible for implementation of the BR policy/policies	Committee consisting of Managing Director and Director & Secretary
DIN Number Name: Designation:	03474813 CHANDRU KALRO MANAGING DIRECTOR
DIN Number Name: Designation:	00043205 K.SHANKARAN DIRECTOR & SECRETARY

Details of the BR head

S.No.	**Particulars**	Details
1.	DIN Number (if applicable)	00043205
2.	Name	K.SHANKARAN
3.	Designation	DIRECTOR & SECRETARY
4.	Telephonenumber	91- 80- 22218817
5.	e-mail id	ks@ttkprestige.com

2. Principle-wise(as per NVGs) BR Policy/policies(Reply in Y/N)

S.No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/international standards? If yes, specify?(50 words) The various policies are captured in the current document of Code of Conduct & Governance Philosophy of the Company. The principles contained in various Laws and Conventions are incorporated into the policies . These policies also take into account the Standards like ISO 9001,BS OHSAS 18001, ISO 14001 AND PED 97/23/EC, SA8000.	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to beviewed online? www: ttkprestige.com	Y	Y	Y	Y	Y	Y	Y	Y	Y
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders 'grievances relate to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

2a. If answer to S.No. 1 against any principle,is'No', please explain why: (Tick up to2 options)-
NOT APPLICABLE

S. No.	**Questions**	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
1.	The company has not understood the Principles									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason(please specify)									

3. **Governance related to BR**

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company-Within 3 months, 3-6months, Annually, Morethan 1 year-

  Annual Review

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

  No such report is furnished as this is the first year of application of the regulation.

Section E: Principle-wise performance

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/Others?

   Largely applies to the Company.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so,provide details thereof, in about 50 words or so.

   The company received 44 complaints from shareholders and all have been resolved. The company has not received any complaints from other stakeholders. As regards after sales service, the same is being handled through a wide net work of service centres and on line customer service.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

   MICROWAVE PRESSURE COOKERS – This product is a Pressure cooker using disposable composites moving away from traditional metal. This also helps in the environmental impact as it consumes less energy in a microwave cooking as compared to the conventional induction /gas cooking.

   We have designed smart products taking into consideration the current life styles of open kitchens and the contribution of the male members in the cooking activities.

   INDUCTION COOK TOP

   A whistle counter Induction cook top has been developed, This will reduce the heat as soon as the preset number of cooker whistles (during cooking) is reached.

   The EMS (Environmental Management systems) ISO 14001 has enabled us to identify and assess potential environmental risks. This has been audited by Ms. TUV Rhienland , A German Notified Body.

   The BS OSHAS 18001 (Occupational Health and safety management systems) has ensured that we identify the risks with respect to Health and safety (working environment) . This has been audited by Ms. TUV Rhienland , A German Notified Body.

   Initiatives to reduce environmental impact:

   1.2 Kgs of muck per day from polishing is used as fuel for melting of soap. This will reduce impact on the environment(Soil), This is a substitute for diesel (Fossil Fuel)

   For cooker polishing we are using 10 Litre of Diesel Fuel (fossil fuel), this will be substituted by Bio degradable Liquid, Aqua Blue.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.)per unit of product (optional):

   i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

      Reduction of approximately 1.66% of input material (aluminium and stainless steel) achieved during the year.

   ii. Reduction during usage by consumers (energy, water)has been achieved since the previous year?

      In the case of metallic cookers, reduction in input material as aforesaid enables conservation of precious metal resource for the society at large

      In the case of Microwave cookers, faster, healthier cooking compared to conventional Gas Stove/Induction Hob cooking.

3. Does the company have procedures in place for sustainable sourcing(including transportation)?

   i. If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so.

   About 70% of our inputs are sourced sustainably. We have established vendors both within and outside India. We also have back up list of vendors in case of inability of any of the existing suppliers. A sustainable procurement policy is under implementation in all our plants.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, 18-20% of total procurement spends including goods and services are from local SMEs, traders, service providers, Procurement Division has multiple supplier engagement programmes for improving the capacity and capability of strategic suppliers including local.

TTK Prestige Ltd. shares technical cum operational knowledge for improvements in the vendor value chain and safety standards. Opportunities are available during trials at the pilot scale to Plant level. Year on year targets for business to be given to local and small vendors are enhanced

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste(separately as<5%,5-10%,>10%). Also, provide details thereof, in about 50wordsorso.

The company has a policy of product exchange under which products that have outlived their warranty period are taken back and replaced with a new product. Such returned products find their ways for recycling.

Our experience shows that about 20% of the products are exchanged in the above manner.

Principle 3

1. Please indicate the Total number of employees: *1217 permanent*
2. Please indicate the Total number of employees hired on temporary/ contractual/ casual basis: *1760*
3. Please indicate the Number of permanent women employees: 16
4. Please indicate the Number of permanent employees with disabilities : 10
5. Do you have an employee association that is recognized by management.

The company has recognized Trade Union in one of its manufacturing units and all the permanent workmen are members.

6. What percentage of your permanent employees is members of this recognized employee association?

All our permanent workers in our Hosur Plant are members of Recognized union.

Other factories are relatively new. However a formal grievance redressal mechanism is in place across all units and offices.

7. Please indicate the number of complaints relating to child labour, forced labour involuntary labour, sexual harassment in the last financial year and pending,as on the end of the financial year.

S. No.	Category	No of complaints filed during the financialyear	No of complaints pending as at the end of the financial year
1.	Child labour/forced labour/involuntary labour	NIL	NIL
2.	Sexual harassment	NIL	NIL
3.	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Permanent Employees: 100%

Permanent Women Employees: 100%

Casual/Temporary/Contractual Employees: 100%

Employees with Disabilities: 100

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No: *Yes*
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stake holders.:

The Company is an Equal Opportunity employer, none of the categories is marginalised

As regards other stakeholders, the company has a policy of non-discrimination

3. Are there any special initiative taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so*: Not Applicable.*

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/Others?

   The policy covers only the Company

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

   There have been no major complaints other than normal shareholders complaints and complaints regarding minor product handling issues.

   The company has a policy of not keeping a complaint unattended for more than 48 hours.

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures /Suppliers/Contractors/ NGOs/others.

   Largely covers the company only.

2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for web page etc.

   Being developed

3. Does the company identify and assess potential environmental risks? Y/N

   Yes

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

   Being developed

5. Has the company undertaken any other initiatives on–clean technology, energy efficiency, renewable energy, etc .Y/N .If yes, please give hyper link for web page etc.

   The company constantly is endeavouring to engage in energy savings projects.

   Wherever feasible we have installed solar power generators.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

   YES

7. Number of show cause/legal notices received from CPCB/SPCB which are pending(i.e. not resolved to satisfaction) as on end of Financial Year.

   NIL

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

   a. FICCI

   b. CMA

   c. CII

   d. Pressure cooker Manufacturers Association

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (dropbox: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

   Other than expressing our views on various policy matters, we have not lobbied for any matter.

Principle 8

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

   The Company has a well defined CSR Policy and spends on various projects/activities as listed in the CSR report forming part of the Corporate Governance Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

   The projects which we fund are undertaken by NGOs, Reputed Educational/Research Institutions, and Public charitable Trusts having track record. Some projects are implemented with in-house support.

3. Have you done any impact assessment of your initiative? *Yes*

4. What is your company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken?

   All the CSR projects undertaken by the company either directly or through other agencies are for the benefit of the community at large

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words ,or so.

   The Company's operations have not displaced any community. However the Company is supporting causes like provision of sanitary facilities in schools in reral areas and institutions that provide vocational training in rural areas. A sum of Rs. 1.14 Crores has been spent on these activities.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

   Insignificant

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks(additional information)

   Yes

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

   Nil

4. Did your company carry out any consumer survey/consumer satisfaction trends?

   The Company carries out formal and informal surveys through its service camps, its exclusive retail network -Prestige Smart Kitchens and external research agencies

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V (C) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR)}]

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE.

In line with the tradition of the TTK Group, the Board of Directors of TTK Prestige Limited view their role as trustees of the various stakeholders and the society at large and it is their endeavour to observe best corporate governance practices which inter-alia include transparency, accountability and fairness in all dealings and pursuing a policy of appropriate disclosures and communication.

It is the philosophy of the Board that the Company continues to follow fair business and organizational practices to fulfil the mission of Quality Consumer Products at Affordable prices and in the process deliver long term sustainable shareholder value. It is also the Philosophy of the Board that practice of Corporate Governance should travel beyond Statutory Requirements and further encompass social responsibilities.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

2. BOARD OF DIRECTORS

(a) Composition and Category of Directors:

The Board consists of 10 Directors. The composition of the Board conforms to the Listing Agreement as per the details given below:

Category	Name of the Director
Promoter /Executive Director	Mr. T.T. Jagannathan Executive Chairman
Promoter/Non-Executive Directors	Mr. T.T. Raghunathan Dr. (Mrs.) Latha Jagannathan / Dr. T.T. Mukund*
Non-Promoter/ Executive Directors	Mr. Chandru Kalro (Managing Director)
Non-Promoter/ Non-Executive Director	Mr. K. Shankaran (whole-time Secretary & Director)
Non-Executive Independent Directors	Mr. R. Srinivasan Dr. (Mrs.) Vandana Walvekar Mr. Dileep Kumar Krishnaswamy Mr. Arun K. Thiagarajan Mr. Murali Neelakantan

Mr. T.T. Jagannathan is the brother of Mr. T.T. Raghunathan

Dr. (Mrs.) Latha Jagannathan is the wife of Mr. T.T. Jagannathan.

Dr.T.T. Mukund is the son of Mr. T.T. Jagannathan

* Dr. (Mrs.) Latha Jagannathan held office upto the date of 27th May, 2015 & Dr. T.T. Mukund was co-opted in her place w.e.f. 29th May, 2015.

(b) Attendance particulars of each Director at the Board Meetings & the Annual General Meeting:

Name of the Director	Date of the Board Meetings and Attendance					Date of the last AGM & Attendance
	27.05.2015	23.07.2015	14.10.2015	18.01.2016	11.3.2016	23.07.2015
Mr. T.T. Jagannathan	✓	LOA	✓	✓	✓	LOA
Mr. T.T. Raghunathan	LOA	LOA	LOA	✓	LOA	LOA
Mr. Chandru Kalro	✓	✓	✓	✓	✓	✓
Dr. (Mrs.) Latha Jagannathan*	✓	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. R. Srinivasan	✓	✓	✓	✓	✓	✓
Dr. (Mrs.) Vandana Walvekar	LOA	LOA	✓	✓	✓	LOA
Mr. K. Shankaran	✓	✓	✓	✓	✓	✓
Mr. Dileep K Krishnaswamy	✓	✓	✓	✓	✓	✓
Mr. Arun K Thiagarajan	✓	✓	✓	✓	✓	✓
Mr. Murali Neelakantan	✓	✓	✓	✓	✓	✓
Mr. T.T Mukund**	N.A	✓	✓	✓	✓	✓
LOA - Leave of absence N.A. - Not applicable						

* Dr.Mrs. Latha Jagannathan resigned w.e.f. 27th May 2015

**Dr. T TMukund was appointed w.e.f. 29th May, 2015

(c) No. of other Board of Directors or committees in which the Company Directors are members/Chairman.

Name of the Director	No. of Other Directorships & Committee Member/Chairmanships		
	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. T.T. Jagannathan	4	-	-
Mr. T.T. Raghunathan	4	-	-
Mr. Chandru Kalro	1	-	
Mr. R. Srinivasan	6	1	4
Dr. (Mrs) Vandana Walvekar	1	1	-
Mr. K. Shankaran	1	1	1
Mr. Dileep K Krishnaswamy	-	-	-
Mr. Arun K Thiagarajan	5	5	3
Mr. Murali Neelakantan	-	-	-
Dr. T.T. Mukund	-	-	-

- Other Directorships do not include Private Companies.
- Chairmanship/Membership of the Audit Committee and the Stakeholders Relationship Committee alone was considered for the purpose of reckoning the limit of Chairmanship/Membership of the Board level Committees.
- None of the Directors is a member of more than 10 Board-level Committees of Public Companies or is a Chairman of more than 5 such Committees.

(d) Board Meetings held during the year 2015-16 and its dates:

During the year under review, the meetings of the Board of Directors were held five(5) times on the following dates and confirm to the Regulation 17(2) of the SEBI(LODR)

27th May, 2015

23rd July, 2015

14th October 2015

18th January, 2016

11th March, 2016

The Company placed before the Board the Annual Plans and Budget, Capital Budget, Performance of the various Divisions, Unaudited Quarterly Financial Results, Audited Annual Financial Results and various other information / details, as specified under Schedule II Part A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 from time to time.

(e) Separate Meetings of Independent Directors:

As stipulated under Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on 27th April, 2015 and on 11th March 2016. Amongst other matters, they reviewed the performance of Non-Independent Directors and the Board as a whole; reviewed the performance of the Chairperson of the Company taking into account the views of Executive Director and Non-Executive Directors; and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

(f) No. of shares and Convertible Instruments held by Non-Executive Directors.

Names of the Non-Executive Directors	No. of Equity Shares held
Mr T.T. Raghunathan	2000
Dr. T.T. Mukund	2,84,350
Dr.(Mrs) Vandana Walvekar	672
Mr R. Srinivasan	0
Mr Arun K. Thiagarajan	0
Mr Dileep Krishnaswamy	0
Mr Murali Neelakatan	0
Mr. K. Shankaran – Whole time Secretary and Director	1100

(g) Familiarization Programmes imparted to Independent Directors:

Pursuant to Regulation 25(7) of the SEBI (LODR) Regulations, 2015, familiarisation programmes were imparted to Independent Directors of the Company, periodically, on the nature of the industry and the business model of the Company, roles, rights and responsibilities of the Independent Directors and other relevant information.

Your Company has the following process for induction and training of Board Members:

- Discussing with Independent Directors and ascertaining their further training / updating needs and arranging programmes outside the Company and arranging presentation by experts in the field. For instance, one of the Directors has attended the Directors Training Programme conducted by the Institute of Company Secretaries of India.
- A detailed induction programme is in place to familiarize the new directors of the entire operations of the Company. The programme includes presentations by various business / functional heads.
- Vist to the manufacturing units of the Company is also arranged based on developments in factories.

Details regarding familiarisation programme are provided in Company's Corporate Governance Guidelines which is available in www.ttkprestige.com.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The terms and conditions of the appointment of Independent Director is available on our website – www.ttkprestige.com.

3. AUDIT COMMITTEE:

(a) Terms of Reference:

As per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18(3) & Schedule II – Part C to the SEBI (LODR), the brief terms of reference of the Audit Committee of the Company, *inter alia* include-

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.

(b) Composition, Name of the Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 177 of the Companies Act, 2013 and Section 18(3) of the SEBI (LODR), as detailed below:

Name of Director	Position	Category
Mr. Dileep K. Krishnaswamy	Chairman	Non-Promoter / Non-Executive / Independent
Mr. R. Srinivasan	Member	Non-Promoter / Non-Executive / Independent
Mr. Arun K. Thiagarajan	Member	Non-Promoter / Non-Executive / Independent
Mr. K. Shankaran	Secretary	-

(c) Meetings and Attendance during the year 2015-16

Name of Director	Date of the Meetings and Attendance			
	27.5.2015	23.7.2015	14.10.2015	18.1.2016
Mr. R. Srinivasan	✓	✓	✓	✓
Mr. Dileep K. Krishnaswamy	✓	✓	✓	✓
Mr. Arun K. Thiagarajan	✓	✓	✓	✓

The Audit Committee Meetings were also attended by the Statutory / Cost / Internal Auditors, wherever necessary.

4. NOMINATION AND REMUNERATION COMMITTEE:

(a) Terms of reference:

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) of the & Schedule II – Part D to the SEBI (LODR), inter alia include-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Whether to extend or continue the terms of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors.

(b) Composition, Name of Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(1) of the SEBI (LODR), as detailed below:

Name of Director	Position	Category
Mr. R. Srinivasan	Chairman	Non-Promoter / Non-Executive / Independent
Mr. Arun K. Thiagarajan	Member	Non-Promoter / Non-Executive / Independent
Mr. Murali Neelakantan	Member	Non-Promoter / Non-Executive / Independent
Mr. K. Shankaran	Secretary	-

(c) Meeting and Attendance:

During the year under review, the Committee met twice, as detailed below:

Name of Director	Date of the Meeting and Attendance	
	24.4.2015	27.5.2015
Mr. R. Srinivasan	✓	✓
Mr. Arun K. Thiagarajan	✓	✓
Mr. Murali Neelakantan	✓	✓

(d) Performance Evaluation criteria for Independent Directors:

During the year under review, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance at Board Meetings and General Meetings; participation in Board proceedings; independence and candidness shown at meetings; clarity and objectiveness in expressing views at meetings; awareness of governance code, compliance requirements, risk framework, etc.; interactions with other Directors / Senior Management during and outside meetings; keenness to continuously familiarize with the industry and the Company; etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the outcome of the evaluation, which reflected the overall engagement of the Board and its Committees with the Company.

Your Company adopted a Policy relating to selection, remuneration and evaluation of Directors and Senior Management. The said Policy was made available on the website of the Company http://www.ttkprestige.com.

(5) REMUERATION OF DIRECTORS:

(a) Pursuant to proviso to Section 194(4) of Companies Act, 2013, a Non-Executive Director which in the opinion of Nomination

Committee holds necessary professional qualification can be compensated for services rendering to the Company in his professional capacity. Accordingly Mr. Murali Neelakantan who possesses necessary qualifications as a Lawyer been paid a sum of Rs.19.36 lakhs for services rendered by him in his professional capacity as a legal consultant.

(b) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are paid Sitting Fees of Rs.20,000/- per meeting attended by them for the Board Meetings and the Committee Meetings and also provided for commission pursuant to the special resolution already passed by the shareholders, the details of This information has been posted in the website of the company www.ttkprestige.com

Director	Sitting fees	Commission	Total
Mr. T.T. Raghunathan	20000	1200000	1220000
Dr. (Mrs) Latha Jagannathan	20000	200000	220000
Dr. (Mrs)Vandana Walvekar	60000	1200000	1260000
Mr. R. Srinivasan	240000	1200000	1440000
Dr. Dileep Krishnaswamy	200000	1200000	1400000
Mr. Arun K. Thiagarajan	224000	1200000	1424000
Mr. Murali Neelakantan	140000	1200000	1340000
Mr T.T. Mukund	80000	1000000	1080000

The above sitting fees and commission are within the ceiling prescribed under the provisions of the Companies Act, 2013.

The Policy of fixing the remuneration to Non-Executive Directors amongst others is contained in the Company's policy relating to Selection, Remuneration and Evaluation of Directors and Senior Management and the same is available on the website of the Company.

(c) Disclosure with respect to remuneration paid to the Whole time Directors for the year 2015-16 are as follows:

Rs. lacs

Particulars of Remuneration	Mr. T.T. Jagannathan Executive Chairman	Mr. Chandru Kalro Managing Director
Salary	60.00	24.00
Benefits:		
HRA & Other Allowances	40.68	23.09
Contribution to PF & Other Funds	17.20	6.88
Bonus	-	-
Fixed Component Performance Linked Incentives	-	-
Performance Linked Incentives	719.95	143.99
Performance Criteria	Profit Linked	Profit Linked
Service Contracts	5 years w.e.f. 01.7.2013	01.04.2015 – 31.03.2020
Notice Period	-	-
Severances Fees	NIL	NIL
Stock Options	NIL	NIL
Pension	-	-
Total	837.83	197.96

The Managerial remuneration paid to the Whole time Directors is within the ceiling prescribed under Schedule V of Section 197 of the Companies Act, 2013.

The Company currently does not have Stock Options Scheme.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

(a) Composition, Name of Members and Chairperson:

In The composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR), as detailed below:

Name of Director	Position	Category
Mr. Dileep Krishnaswamy/ Dr. (Mrs) Latha Jagannathan*	Chairman	Promoter / Non-Executive
Mr. K. Shankaran	Member	Non-Promoter / Non-Executive
Mr. Chandru Kalro	Member	Non-Promoter / Executive

- Dr. Mrs. Latha Jagannathan resigned on 27th May 2015

(b) Name and Designation of Compliance Officer:

Name of the Compliance Officer	Designation
Mr. K Shankaran	Director & Secretary

(c) The total number of complaints received during the year was 148. No complaints were pending as on 31st March, 2016. No request for Dematerialisation was pending as on 31st March, 2016.

Details of Shareholders' Complaints received during the year 2015-16:

Nature of Complaints	Complaints received during the year 2015-16	Solved to the satisfaction of the Shareholders	Pending Complaints
Non-receipt of Dividends	83	83	0
Non-receipt of Shares sent for transfer/transmission	45	45	0
Non-receipt of Annual Report	16	16	0
Others	4	4	0
Total	148	148	0

7. GENERAL BODY MEETINGS:

(a) Location and Time of the last three Annual General Meetings held; and

(b) No. of Special Resolutions passed at that meetings:

The location and time of the Annual General Meetings held during the last 3 years are as follows:

Year	Location	Date	Time	No. of special resolutions passed
2013	Rennaaissancce Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109	15.7.2013	10.15 a.m.	1
2014	Plot No: 38, SIPCOT Industrial Estate, Hosur-635126	21.08.2014	11.00 a.m.	2
2015	Hotel Claresta Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109	23.7.2015	12Noon	-

(c) Special Resolutions passed through Postal Ballot and details of Voting Pattern:

The Company did not pass any special resolutions during the year.

(d) Passing of Special Resolutions through Postal Ballot, during the year 2016-17:

There is no such proposal as of now. In case, any Special Resolution needs to be passed through Postal Ballot, during the year 2016-17, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules made thereunder will be complied with.

8. MEANS OF COMMUNICATION

(a) The Unaudited Financial Results for every Quarter and the Annual Audited Financial Results of the Company, in the prescribed proforma, are taken on record by the Board and are submitted to the Stock Exchanges.

(b) The same are published, within 48 hours, in "Economic Times – South and Mumbai, Financial Express, Business Standard" and "Dina Thanti".

(c) The Quarterly / Annual Results are also posted on the Company's website at http://www.ttkprestige.com and also on the website of the BSE Limited and National Stock Exchange of India Limited.

(d) All the Official news releases are disseminated on the website of the Company.

(e) The presentations made to institutional investors or to the analysts are posted on the website of the Company.

9. GENERAL SHAREHOLDERS INFORMATION:

(a) Date, Time and Venue of the Annual General Meeting:

Date : August 3, 2016
Day : Wednesday
Time : 12 Noon
Venue : Hotel Claresta Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109

(b) Particulars of Financial Calendar:

Financial Year	:	April – March
Unaudited First Quarter Results	:	Before 15th August 2016
Unaudited Second Quarter Results	:	Before 15th November 2016
Unaudited Third Quarter Results	:	Before 15th February 2016
Audited Annual Results	:	Before 30th May 2017

(c) Dividend Payment Date:

The Dividend for the Financial Year 2015-16 has already been paid as an Interim Dividend (Rs.27 per share) during March 2016 and no further dividend is payable for the FY 2015-16.

(d) Name and Address of Stock Exchanges where the Company's shares are listed and confirmation of payment of Annual Listing Fees:

(i)	BSE Limited (BSE)	Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street, Mumbai 400 001
(ii)	National Stock Exchange of India Limited (NSE)	Exchange Plaza BandraKurla Complex, Bandra East, Mumbai 400 051

(e) Stock Code:

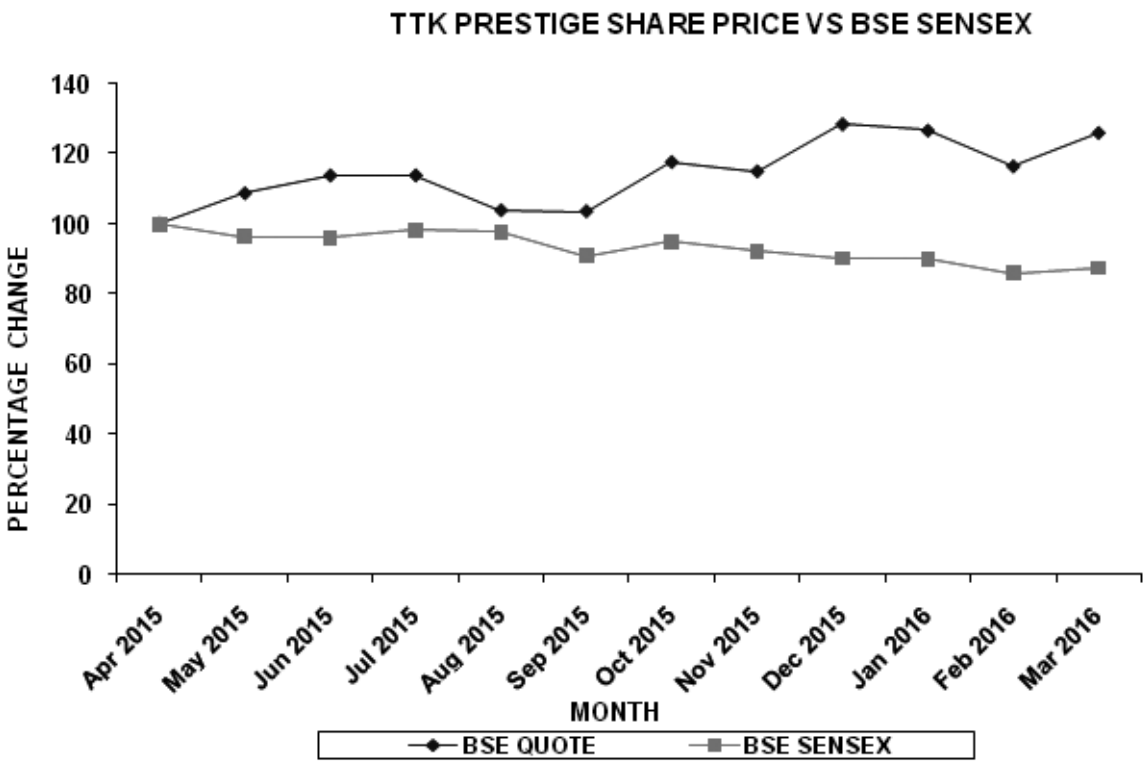
BSE	517506
NSE	TTKPRESTIG
ISIN	INE690A01010

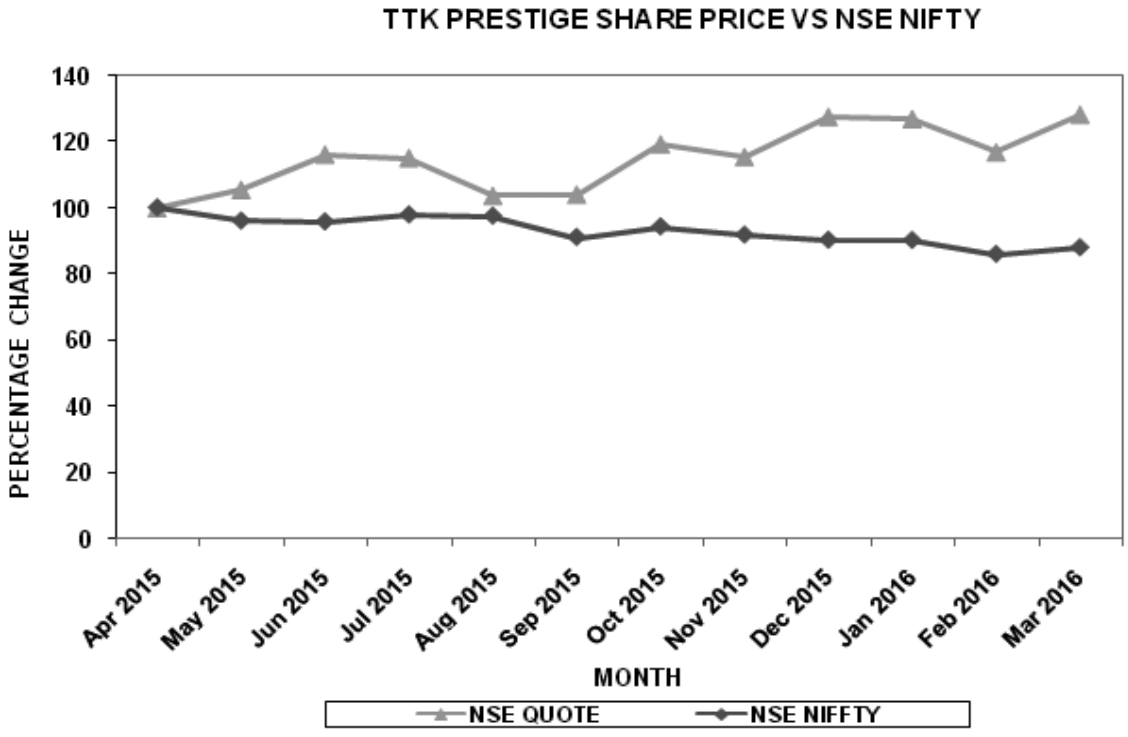
(f) Market Price Data

Month	NATIONAL STOCK EXCHANGE			BSE LIMITED		
	High	Low	Volume	High	Low	Volume
Apr 2015	3865.00	3435.60	412407	3864.85	3450.00	46883
May 2015	4080.00	3571.00	430505	4200.00	3565.65	137686
Jun 2015	4489.00	3560.00	167285	4400.20	3567.50	32286
Jul 2015	4448.00	3754.05	285525	4401.00	3760.00	76667
Aug 2015	4010.00	3442.00	96044	4011.40	3520.70	51471
Sept 2015	4024.00	3737.00	99104	4000.00	3700.00	6260
Oct 2015	4608.00	3582.00	506946	4549.35	3584.45	297580
Nov 2015	4460.00	3980.00	107994	4445.15	3980.00	14171
Dec 2015	4925.00	3950.00	126432	4970.95	3900.00	17467
Jan 2016	4900.00	4020.00	185530	4900.00	4010.30	19939
Feb 2016	4515.00	4000.00	36550	4500.00	4040.40	8208
Mar 2016	4950.00	4087.35	113693	4875.00	4102.50	15063

g. Performance comparison to BSE Sensex and Nifty

Month	TTK Share Price	% Change to Base	BSE Sensex	% Change to Base	TTK Share Price	% Change to Base	NSE Nifty	% Change to Base
	High		High		High		High	
Apr 2015	3864.85	-	29094.61	-	3865.00		8844.80	-
May 2015	4200.00	9	28071.16	-4	4080.00	6	8489.55	4
Jun 2015	4400.20	14	27968.75	-4	4489.00	16	8467.15	4
Jul 2015	4401.00	14	28578.33	-2	4448.00	15	8654.75	2
Aug 2015	4011.40	4	28417.59	-2	4010.00	4	8621.55	3
Sept 2015	4000.00	4	26471.82	-9	4024.00	4	8055.00	9
Oct 2015	4549.35	18	27618.14	-5	4608.00	19	8336.30	6
Nov 2015	4445.15	15	26824.30	-8	4460.00	15	8116.10	8
Dec 2015	4970.95	29	26256.42	-10	4925.00	27	7979.30	10
Jan 2016	4900.00	27	26197.27	-10	4900.00	27	7972.55	10
Feb 2016	4500.00	16	25002.32	-14	4515.00	17	7600.45	14
Mar 2016	4875.00	26	25479.62	-13	4950.00	28	7777.60	12


TTK PRESTIGE SHARE PRICE VS BSE SENSEX
PERCENTAGE CHANGE
140
120
100
80
60
40
20
0
Apr 2015
May 2015
Jun 2015
Jul 2015
Aug 2015
Sep 2015
Oct 2015
Nov 2015
Dec 2015
Jan 2016
Feb 2016
Mar 2016
MONTH
BSE QUOTE
BSE SENSEX


TTK PRESTIGE SHARE PRICE VS NSE NIFTY
PERCENTAGE CHANGE
140
120
100
80
60
40
20
0
Apr 2015
May 2015
Jun 2015
Jul 2015
Aug 2015
Sep 2015
Oct 2015
Nov 2015
Dec 2015
Jan 2016
Feb 2016
Mar 2016
MONTH
NSE QUOTE
NSE NIFFTY

h. Suspension of Securities from trading by Directors – Not applicable

i. Registrars & Transfer Agents: Karvy Computershare (P) Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District
Nanakramguda, Hyderabad – 500 008
Phone No: 040 6716 1500

j. Share Transfer system

In compliance of SEBI requirement, Share transfers are entertained, both under Demat Form and Physical Form. Share Transfers in respect of physical shares are normally ff ffeffffected within 10-15 days from the date of receipt, if all the required documentation is complete in all respects.

Also the Company has made arrangements for simultaneous dematerialization of Share Certificate(s) lodged for transfer, subject to the regulations specified by SEBI in this regard.

As at 31st March, 2016, no Equity Shares were pending for transfer.

k. Distribution of Shareholding as on 31st March, 2016

Category (Amount)	Shareholders			Shares	
	Nos.	%	Total shares	Rs.	%
1 - 5000	9538	98.61	467351	4673510	4.01
5001 - 10000	58	0.60	44960	449600	0.39
10001 - 20000	37	0.38	56287	562870	0.48
20001 - 30000	11	0.11	28617	286170	0.25
30001 - 40000	5	0.05	17894	178940	0.15
40001 - 50000	5	0.07	22971	229710	0.20
50001 - 100000	7	0.07	48787	487870	0.42
100001 & Above	11	0.11	10954323	109543230	94.10
Total	9672	**100.00**	**11641190**	**116411900**	**100.00**

Categories of Equity Shareholders as on 31st March, 2016:

Category	Category of Shareholder	No. of Share-holders	No. of Shares held	Shareholding as a % of total no. of shares	No. of Equity Shares held in Dematerialized Form
(A)	**Promoter & Promoter Group**				
(1)	**Indian**				
(a)	Individuals / Hindu Undivided Family	5	1188869	10.21	1188869
(b)	Central Government / State Government(s)				
(c)	Financial Institutions / Banks				
(d)	Any other (specify)				
	(i) Partnership Firms	1	6988747	60.03	6988747
	(ii) Bodies Corporate	1	14800	0.13	14800
	Sub-Total (A)(1)	**7**	**8192416**	**70.37**	**8192416**
(2)	**Foreign**				
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0
(b)	Government	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0
(e)	Any other (specify)	0	0	0	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**7**	**8192416**	**70.37**	**8192416**
(B)	**Public**				
(1)	**Institutions**				
(a)	Mutual Funds	10	618945	5.32	617645
(b)	Venture Capital Funds	0	0	0.00	0
(c)	Alternate Investment Funds	0	0	0.00	0
(d)	Foreign Venture Capital Investors	0	0	0.00	0

Category	Category of Shareholder	No. of Share-holders	No. of Shares held	Shareholding as a % of total no. of shares	No. of Equity Shares held in Dematerialized Form
(e)	Foreign Portfolio Investors	75	1922340	16.51	1922240
(f)	Financial Institutions / Banks	4	887	0.01	687
(g)	Insurance Companies	0	0	0.00	0
(h)	Provident Funds / Pension Funds	0	0	0.00	0
(i)	Any other (please specify)				
	(i) Foreign Institutional Investors	1	75	0	75
	Sub Total (B)(1)	**90**	**2542247**	**21.84**	**2540647**
(2)	**Central Government / State Government(s) / President of India**	0	0	0.00	**0**
	Sub Total (B)(2)	**0**	**0**	**0.00**	**0**
(3)	**Non-Institutions**	0	0	0.00	**0**
(a)	Individuals -	0	0	0.00	0
(i)	Individual Shareholders holding nominal share capital upto Rs.2 lakhs.	8990	538023	4.62	351439
(ii)	Individual Shareholders holding nominal share capital in excess of Rs.2 lakhs	1	20160	0.17	0
(b)	NBFCs registered with RBI	4	12930	0.11	12930
(c)	Employee Trusts	0	0	0.00	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00	0
(e)	Any other (specify)	0	0	0.00	0
	Bodies Corporate	234	312762	1.14	312762
	Non-Resident Indians	240	15448	0.13	15348
	Clearing Members	104	6329	0.05	6329
	Trsuts	2	875	0.01	875
	Sub-Total (B)(3)	**9575**	**906527**	**7.79**	**699683**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**9665**	**3448774**	**29.63**	**3240330**
	Total (A+B)	**9672**	**11641190**	**100.00**	**11432746**

Note:

Promoters include T.T. Krishnamachari& Co. represented by its partners and constituents of TTK Group. The constituents of TTK Group include TTK Healthcare Limited, and relatives of the partners of T.T. Krishnamachari& Co.

The Company has not issued any GDRs/ADRs, Warrants & Convertible Instruments

The issued capital of the company is 11668490. We have forfeited 28600 shares in December 2008. We have annulled 1300 shares so far. 3,00,000 Equity shares of Rs.10 each allotted on Preferential basis to M/s Cartica Capital Limited during the Financial Year 2013-14.

I. Dematerialisation of Shares and Liquidity as on 31st March, 2016

	No. of Shareholders	No. of Shares	% of Shares
No. of Shareholders in Physical Mode	1695	208444	1.79
No. of Shareholders in Electronic Mode	7977	11432746	98.21
Total	9672	11641190	100.00

Days taken for Dematerialisation	No. of Requests	No. of Shares	% of Shares
15 days	NIL	NIL	NIL

	National Securities Depository Limited (NSDL)		Central Depository Services (I) Limited (CDSL)	
	2015-16	**2014-15**	**2015-16**	**2014-15**
Number of Shares Dematerialised	8300	8050	4100	5900
Number of Shares Rematerialised	NIL	NIL	NIL	11

m.	**Outstanding GDRs / ADRs/ Warrants or any convertible Instruments**	The Company has not issued anyGDRs/ADRs/ Warrants & Convertible Instruments.
n	**Commodity price risk or foreign exchange risk and hedging activities**	Not Applicable
o.	**Plant Locations**	1. Plot Nos. 82 & 85, Sipcot Industrial Complex, Hosur – 635 126, Tamilnadu.
		2. Plot No. 38, Sipcot Industrial Complex, Hosur – 635 126, TamilNadu
		3. Myleripalayam Village, Kovai Terku Coimbatore, Tamilnadu – 641 032.
		4. Plot No.1A & 2, Dev Bhoomi Industrial Estate, Roorkee, Uttarakhand – 247 667.
		5. Vemardi Road, Juni Jithardi Village, KarjanTaluka, Vadodara, Gujarat

p.	**Address for Correspondence**	**Registered Office:** Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, Tamilnadu (During March 2009 the Registered Office was shifted from Bengaluru, Karnataka to Hosur, Tamilnadu)
		Administrative Office & Investor Correspondence Address: Secretarial Department 11th Floor, Brigade Towers, 135, Brigade Road, Bengaluru 560 025 Tel: 080-22217438, 22217439 Fax: 080-22277446 E-mail: investorhelp@ttkprestige.com

10. OTHER DISCLOSURES:

(a) Related Party Disclosure:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen or repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (LORD), Regulations, 2015. The Policy as approved by the Board is uploaded on the Company's website at http://www.ttkprestige.com.

The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure "C" (Page No. 21) to this Report.

The particulars of transactions between the Company and its related parties as per Accounting Standard 18 (AS-18) are set out on Page No. 69 of this Annual Report.

(b) Non-Compliances by the Company:

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three financial years and hence no penalties or strictures were imposed by SEBI, the Stock Exchanges or any statutory authorities

(c) Establishment of Vigil Mechanism/ Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee.

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Regulation 22 of the SEBI (LODR), your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of

the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower mechanism is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Whistle Blower Policy is made available on the website of the Company http://www.ttkprestige.com.

(d) Compliance with Mandatory Requirements and adoption of non-mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the SEBI (LODR) and the disclosure relating to adoption of Non-mandatory / Discretionary requirements are detailed under S.No.12 of this Report.

(e) Subsidiary Company:

TTK British Holdings Limited was incorporated on 24th March 2016 and became a subsidiary of TTK Prestige Limited after 31st March 2016 subsequent to capitalisation of the Company.

(f) Policy on Related Party Transactions, as approved by the Board of Directors, is uploaded on the Company's website at

www.ttkprestige.com

(g) Disclosure of commodity price risks and commodity hedging activities: Not Applicable

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT:

The Company has complied with all the mandatory requirement of Corporate Governance Report.

12. DISCLOSURE RELATING TO ADOPTION OF DISCRETIONARY REQUIREMENTS:

(a) The Board:

The Company does not have Non-Executive Chairman.

(b) Shareholders Right:

The Company does not mail the Unaudited Half-yearly Financial Results individually to its shareholders. However, these are published in "Economic Times, South and Mumbai editions, Financial Express, Business Standard" & "Dina Thanti" and are also posted on the website of the Company http://www.ttkprestige.com.

(c) Modified Opinion(s) in Audit Report: NIL

(d) Separate Posts of Chairperson and Chief Executive Officer (CEO):

The Chairman of the Board is an Executive Chairman and his position is separate from that of the CEO since Managing Director is the CEO.

(e) Reporting of Internal Auditor:

The Internal Auditor reports to the Audit Committee.

13. DISCLOSURE OF COMPLIANCE:

(a) Regulation 17 – Board of Directors:

(i) Complied with the composition of Board of Directors and meetings of the Board of Directors.

(ii) Periodical review of Statutory Compliance Report, Quarterly / Half-year / Annual Corporate Governance Report, Quarterly Investor Grievance Report, etc. are carried out by the Board of Directors.

(iii) **Code of Conduct for the Directors (incorporating the duties of Independent Directors) and Senior Management of the Company:** The Board of Directors had laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. The said Code of Conduct had also been posted on the website of the Company http://www.ttkprestige.com. A report on the compliance aspect of the Code of Conduct given by the Executive Chairman has been given at Page No. 48 of this Annual Report.

Code of Conduct for prevention of Insider Trading: Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of your Company has adopted a Code of Conduct for prevention of Insider Trading. This Code of Conduct is applicable to all designated persons as defined in the said policy who are expected to have access to unpublished price sensitive information relating to the Company. The said Code of Conduct has also been posted on the website of the Company http://www.ttkprestige.com. Further, the Board of Directors of your Company also formulated and published on its website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and formulated Code of conduct to Regulate, Monitor and Report Trading by Insiders and administered by the Compliance Officer.

(iv) Board Disclosure – Risk Management: Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a risk identification and management framework appropriate to the size of your Company and the environment under which it operates.

(v) Compliance to Regulation 17(10) of the SEBI (LODR) is given in Page No.37 to this Report.

(a) Regulation 18 – Audit Committee:
Compliance to this Regulation is given in Page No.36 to this Report.

(b) Regulation 19 – Nomination & Remuneration Committee:
Compliance to this Regulation is given in Page No.37 to this Report.

(c) Regulation 20 – Stakeholders Relationship Committee:
Compliance to this Regulation is given in Page No.38 to this Report.

(d) Regulation 21 – Risk Management Committee:
Not applicable to your Company. However, your Company has formulated a Risk Management Policy and a reference to this is given in Page No.9 to this Report.

(e) Regulation 22 – Vigil Mechanism:
Compliance to this Regulation is given in Page No.44 to this Report.

(f) Regulation 23 – Related Party Transactions:
Compliance to this Regulation is given in Page No.21 to this Report.

(g) Regulation 24 – Corporate Governance Requirements with respect to subsidiary:
Not applicable to your Company.

(h) Regulation 25 – Obligations with respect to Independent Directors:
Compliance to this Regulation is given in Page No.10 to this Report.

(i) Regulation 26 – Obligations with respect to Directors & Senior Management:
Disclosures relating to compliance to the directorships in other listed entities, Board level Committee Memberships and Chairmanships are annually provided by the Board of Directors of your Company. Further, notification of the changes in the other directorships, Committee Memberships and Chairmanships are also provided by the Directors. Compliance to this Regulation is given in Page No.35 to this Report.

All the Directors and Senior Management had affirmed compliance to the Code of Conduct of Board of Directors and Senior Management as on 31st March, 2016.

(k) Regulation 27 – Other Corporate Governance Requirements:
Information relating to this Regulation is given in Page No.44 to this Report.

14. OTHER ADDITIONAL DISCLOSURES [As per Schedule V to the SEBI (LODR)]:

(1) Related Party Disclosure: Please refer Page 44 to this Report.

(2) Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is furnished in Pages 6-9 to this Annual Report.

(3) Disclosure on Accounting Treatment:

In the preparation of financial statements, Generally Accepted Accounting Principles and policies were followed. The mandatory Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 were followed in the preparation of financial statements.

(4) Declaration by the Chief Executive Officer relating to the affirmation of compliance with the Code of Conduct by the Board of Directors and Senior Management: Please refer Page No.48 to this Report.

(5) Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance: Please refer Page 48 to this Report.

(6) Disclosure with respect to demat suspense account / unclaimed suspense account:

Your Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue / Rights Issue.

(7) Other constituents of the TTK Group within the meaning of "Group" under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 include:

- T.T. Krishnamachari& Co. and its partners & relatives of the partners
- TTK Healthcare Limited
- TTK Protective Devices Limited
- TTK Services (P) Limited
- TTK Property Services (P) Ltd.
- TTK Tantex Limited
- Cable & Wireless Networks India (P) Limited
- CignaTTK Health Insurance Company Limited
- Packwell Packaging Products Limited
- Pharma Research & Analytical Laboratories
- Peenya Packaging Products
- TTK Partners LLP
- Immidart Technologies LLP

(8) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

(a) **Terms of reference:**

The brief terms of reference are as per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, include-

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- Recommendation of the amount of expenditure to be incurred on the activities referred to the above
- Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

(b) Composition, Name of Members and Chairperson:

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, the Corporate Social Responsibility Committee was constituted with the following Directors:

Name of Director	Position	Category
Mr. T.T. Jagannathan	Chairman	Promoter / Executive / Non-Independent
Mr. R. Srinivasan	Member	Non-Promoter / Non-Executive / Independent
Mr. K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent

(c) Meeting and Attendance:

During the year under review, the Committee met once on 18th January 2016 and all the members attended the same. The Committee placed before the Board the status of various projects already approved and the projects undertaken as per the policy approved by the Board and the amounts that are being spent towards CSR activities.

(d) Corporate Social Responsibility (CSR) Policy:

Your Company adopted a Policy relating to Corporate Social Responsibility in accordance with the provisions of Section 135 of and Schedule VII to the Companies Act, 2013 and the Rules made thereunder. The said Policy was made available on the website of the Company www.ttkprestige.com.

(9) Particulars of Directors Seeking Appointment / Re-Appointment:

Mr. T.T. Raghunathan

Mr. T.T. Raghunathan retires by rotation and is eligible for re-appointment.

Mr. T.T. Raghuanthan is a Commerce Graduate. He has been on the Board of your 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 also on the Board of TTK Healthcare Limited, TTK Protective Devices Limited, 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.

He is the brother of Mr. T.T. Jagananthan and uncle of Mr. T.T. Mukund

(10) Reconciliation of Share Capital Audit

A quarterly audit was conducted by Mr. Parameshwar G. Hegde, Bangalore, Practising Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the Depositories and the said certificates were submitted to BSE and NSE within the prescribed time limit. As on 31st March 2016, there was a difference of 27,300 shares between the issued and listed capital being the partly paid up shares of Rs.10/- each forfeited. 1,14,32,746 Equity Shares representing 98.21% of the Paid-up Equity Capital have been dematerialized as on 31st March, 2016.

(11) CEO/CFO Certification:

As required under Schedule II – Part B to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Managing Director and Chief Financial Officer have furnished the necessary Certificate to the Board of Directors with respect to financial statements and Cash flow statements for the year ended 31st March, 2016.

(12) Adoption Of Various Policies:

Your Company formulated, adopted and disseminated in its website www.ttkprestige.com, the following policies, as required under the SEBI (LODR):

- **Policy for Preservation of Documents** pursuant to the provisions of Regulation 9 Chapter III;
- **Policy for Disclosure of Events or Information** pursuant to the provisions of Regulation 30 Chapter IV;
- **Policy on dealing with Related Party Transactions** pursuant to the provisions of Regulation 46(2)(g) Chapter IV; and
- **Policy for determining material subsidiaries** pursuant to the provisions of Regulation 46(2)(g) Chapter IV.

DECLARATION ON CODE OF CONDUCT

As required under Schedule V(D) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the website of the Company.

Place : Coimbatore
Date : 23rd May 2016

CHANDRU KALRO
Managing Director

Auditors' Certificate on Compliance of Conditions ofCorporate Governance under Schedule V(E) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To the Members of TTK Prestige Limited

We have examined the compliance of conditions of Corporate Governance by TTK Prestige Limited, for the year ended 31st March, 2016 as stipulated in under Schedule V(E) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s S VISWANATHAN, LLP
Chartered Accountants
REG NO.004770S/S200025

C N SRINIVASAN
Partner
Membership No.18205

Place: Coimbatore
Date : 23rd May, 2016

Independent Auditor's Report

TO THE MEMBERS OF TTK PRESTIGE LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of **TTK PRESTIGE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

5. Emphasis of Matters

We draw attention to Note No.2.41 of Notes forming part of Financial Statement regarding Scheme of Demerger between TTK Prestige Limited and Triveni Bialetti Industries Private Limited. Pursuant to the approval of Shareholders to the proposed Scheme of Demerger between TTK Prestige Limited (TTKPL) and Triveni Bialetti Industries Private Limited (TBI) for the purpose of transferring the Kitchen Appliances division of TBI to TTKPL. The Scheme has been approved by Hon'ble High Court of Madras. Approval of Hon'ble High Court of Bombay is awaited. On the final sanction of the Scheme by the Hon'ble High Court of Bombay, books of accounts will be updated in accordance with applicable practices and for allotting of equity shares to the shareholders of TBI. Our opinion is not qualified in respect of this matter

6. Report on Other Legal and Regulatory Requirements

I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

II. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

b. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements, comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the Directors is disqualified, as on 31st March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.40 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Eduction and Protection Fund by the Company.

For M/s S VISWANATHAN LLP
Chartered Accountants
Firm Registration No.004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Place: Coimbatore
Date:23rd May 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS of TTK PRESTIGE LIMITED

(Referred to in paragraph 6 (I) of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to information and explanation given to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) According to information and explanation given to us, the title deeds of all the immovable properties of the Company shown under the Fixed Assets schedule are held in the name of Company.

(ii) According to information and explanation given to us, the inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable and no discrepancies were noticed at the time of verification.

(iii) According to information and explanation given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanation given to us, in respect of loans, investments and guarantees, the provisions of Section 185 and 186 of the Act have been complied with.

(v) The Company has not accepted any deposit to which provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under and the directions issued by RBI are applicable. Hence paragraph 3(5) of CARO is not applicable to the company.

(vi) On the basis of records produced to us, we are of the opinion that, prima facie, the cost records prescribed by Central Government under sub-section (1) of section 148 of the Act, have been made and maintained. However we are not required to and have not carried out any detailed examination of such records.

(vii) a) According to information and explanation given to us and according to the books and records produced and examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess to the extent applicable and other material statutory dues, with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as mentioned above as at 31st of March, 2016 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, details of statutory dues which have not been deposited as on 31st March 2016, on account of any dispute are given below:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ In Lakhs)	Forum where the dispute is pending
Central Sales Tax Act and Local Sales Tax Act	Sales Tax	220.14	VAT Assessing Officer
Central Sales Tax Act and Local Sales Tax Act	Sales tax	121.44	Various authorities up to the level of Appellate Tribunal
Income Tax Act	Income Tax	442.13	CIT (Appeals)
Income Tax Act	Income Tax	67.63	Karnataka High Court

(viii) The Company has not raised any monies from Government, Financial Institutions and Banks and does not have any outstanding debentures. Therefore, reporting under clause (8) of paragraph 3 of the Order is not applicable.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (9) of paragraph 3 of the Order is not applicable.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to information and explanation given to us and based on our examination of the records of the Company, the Company has paid / provided for Managerial Remuneration in accordance with the requisite approvals mandated by section 197 read with Schedule V of the Companies of the Act.

(xii) The Company is not a Nidhi Company and hence reporting under clause (12) of paragraph 3 of the Order is not applicable.

(xiii) To the best of our knowledge and belief and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

Place: Coimbatore
Date: 23rd May 2016

(xiv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause (14) of paragraph 3 of the Order is not applicable.

(xv) To the best of our knowledge and belief and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Act are not applicable.

(xvi) To the best of our knowledge and belief, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. S. VISWANATHAN LLP
Chartered Accountants
Firm Registration No.004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Place: Coimbatore
Date: 23rd May 2016

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS of TTK PRESTIGE LIMITED

(Referred to in paragraph 6 (II) (f) of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of TTK PRESTIGE LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For M/s. S VISWANATHAN LLP
Chartered Accountants
Firm Registration No.004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Place: Coimbatore
Date: 23rd May 2016

Balance Sheet as at 31st March, 2016

(₹ IN CRORES)

Particulars	Note No	As at the end 31st March 2016	As at the end 31st March 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	**2.1**	11.65	11.65
(b) Reserves and surplus	**2.2**	711.30	634.31
		722.95	**645.96**
Non-current liabilities			
(b) Deferred tax liabilities (Net)	**2.3**	29.15	25.99
(c) Other Long term liabilities	**2.4**	5.00	5.00
(d) Long-term provisions	**2.5**	3.93	3.53
		38.08	**34.52**
Current liabilities			
(b) Trade payables	**2.6**	132.16	105.54
(c) Other current liabilities	**2.7**	91.72	76.37
(d) Short-term provisions	**2.8**	11.80	33.50
		235.68	**215.41**
TOTAL		**996.71**	**895.89**
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	**2.9**	330.91	335.41
(ii) Intangible assets	**2.10**	1.38	1.13
(iii) Capital work-in-progress	**2.11**	3.09	2.63
(b) Non-current investments	**2.12**	23.77	23.77
(c) Long-term loans and advances	**2.13**	10.00	7.86
		369.15	**370.80**
Current assets			
(a) Current investments	**2.14**	44.25	3.51
(b) Inventories	**2.15**	324.73	274.68
(c) Trade receivables	**2.16**	175.26	159.31
(d) Cash and cash equivalents	**2.17**	31.23	29.54
(e) Short-term loans and advances	**2.18**	44.51	52.28
(f) Other current assets	**2.19**	7.58	5.77
		627.56	**525.09**
TOTAL		**996.71**	**895.89**
Significant Accounting Policies and Notes on Accounts	**1 & 2**		

As per our report attached
For **Messrs. S. VISWANATHAN LLP**
Chartered Accountants
Firm's Registration Number : 004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Coimbatore
23rd May 2016

For and on behalf of the Board

T. T. Jagannathan
Executive Chairman
DIN No.: 00191522

Chandru Kalro
Managing Director
DIN No.: 03474813

Dileep K. Krishnaswamy
Director
DIN No.: 00176595

K. Shankaran
Director & Secretary
DIN No.: 00043205

V. Sundaresan
Chief Financial Officer
PAN No.: AKEPS1782M

Profit and loss statement for the year ended 31st March, 2016

(₹ IN CRORES)

Particulars	Note No.	For the year ended 31.03.2016		For the year ended 31.03.2015	
1. Revenue from operations					
(a) Sale of Products;		1,549.86		1,410.67	
(b) Other Operating Revenues;					
Sale of Scrap;		8.96	1,558.82	10.75	1,421.42
Less:					
(c) Excise Duty			33.70		33.13
			1,525.12		**1,388.29**
2. Other Income	**2.20**		**9.60**		**5.10**
3. Total Revenue (1 + 2)			**1,534.72**		**1,393.39**
4. Expenses:					
a) Cost of Materials Consumed		459.38		441.83	
b) Purchase of Stock - in - Trade		432.16		364.59	
c) Changes in Inventory of:					
(i) Work in Progress		(2.76)		3.06	
(ii) Finished Goods		(19.60)		(10.91)	
(iii) Stock in Trade		(15.64)		(2.86)	
		(38.00)	853.54	(10.71)	795.71
d) Employee Benefits Expense	**2.21**		111.39		103.58
e) Finance Costs	**2.22**		1.84		4.47
f) Depreciation and Amortization Expense	**2.9 & 2.10**		20.92		19.01
g) Other Expenses	**2.23**		377.72		339.76
Total Expenses			**1,365.41**		**1,262.53**
5. Profit before Exceptional and Extraordinary Items and Tax (3-4)			**169.31**		**130.86**
6. Exceptional Items			**(3.74)**		**2.44**
7. Profit before Extraordinary Items and Tax (5-6)			**165.57**		**133.30**
8. Extraordinary Items	**2.24**		**-**		**-**
9. Profit Before Tax (7-8)			**165.57**		**133.30**
10. Tax Expense:					
(1) Current Tax		47.59		35.07	
(2) Deferred Tax		3.16	50.75	5.91	40.98
11. Profit After Tax (9-10)			**114.82**		**92.32**
12. Earnings Per Equity Share:(in Rupees)					
(1) Basic			98.63		79.30
(2) Diluted			98.63		79.30
Significant Accounting Policies and Notes on Accounts	**1 & 2**				

As per our report attached
For **Messrs. S. VISWANATHAN LLP**
Chartered Accountants
Firm's Registration Number : 004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Coimbatore
23rd May 2016

For and on behalf of the Board

T. T. Jagannathan
Executive Chairman
DIN No.: 00191522

Chandru Kalro
Managing Director
DIN No.: 03474813

Dileep K. Krishnaswamy
Director
DIN No.: 00176595

K. Shankaran
Director & Secretary
DIN No.: 00043205

V. Sundaresan
Chief Financial Officer
PAN No.: AKEPS1782M

Cash flow Statement for the year ended 31st March, 2016

(As per Accounting Standard AS(3) issued by the Institute of Chartered Accountants of India) (₹ IN CRORES)

Particulars		As at 31st March 2016	As at 31st March 2015
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before taxation and extraordinary items:		165.57	133.30
Additions			
	Depreciation	20.92	19.01
	(Profit)/Loss on Sale of Assets	0.04	0.01
	Finance Cost	1.84	4.47
	Interest, Dividend & Commission Received	(7.82)	(4.68)
Cash generated from Operations before Working Capital Changes		**180.55**	**152.11**
Adjustments for:			
	(Increase)/Decrease in Debtors	(15.95)	(10.20)
	(Increase)/Decrease in Inventories	(50.05)	(7.87)
	Increase/(Decrease) in Creditors	42.57	(17.40)
	(Increase)/Decrease in Other Receivables	0.81	(11.88)
Cash generated from Operations		**157.93**	**104.76**
	Direct Taxes paid	**(35.59)**	**(37.28)**
Net Cash Flow from Operation before extra ordinary item		**122.34**	**67.48**
B. CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES			
	(Purchase)/Sale of Fixed Assets	(17.18)	(19.32)
	(Purchase)/Sale of Investments	(40.74)	5.52
	Deposits (Capital Gain Account Scheme)	-	(3.40)
	Interest, Dividend & Commission Received	7.82	4.68
Net Cash from / (used in) Investing Activities		**(50.10)**	**(12.52)**
C. CASH FLOW FROM FINANCING ACTIVITIES			
	(Refund)/Acceptance of Deposit	-	(1.90)
	Increase/(Decrease) in Bank Borrowings	-	(25.00)
	Finance Cost paid	(1.84)	(4.47)
	Dividend Paid (including dividend distribution tax)	(68.66)	(27.24)
Net Cash from / (used in) Financing Activities		**(70.50)**	**(58.61)**
Net increase / (decrease) in Cash and Cash Equivalents		**1.74**	**(3.65)**
Cash and Cash Equivalents at the beginning of the year		**25.13**	**28.78**
Cash and Cash Equivalents at the end of the year*		**26.87**	**25.13**

***Cash and cash equivalents comprise of balances in current accounts, Margin money for LC's and Cash Balances.**

As per our report attached
For **Messrs. S. VISWANATHAN LLP**
Chartered Accountants
Firm's Registration Number : 004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Coimbatore
23rd May 2016

For and on behalf of the Board

T.T. Jagannathan
Executive Chairman
DIN No.: 00191522

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Director
DIN No.: 00176595

K. Shankaran
Director & Secretary
DIN No.: 00043205

V. Sundaresan
Chief Financial Officer
PAN No.: AKEPS1782M

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

1. Significant Accounting Policies and Notes on Accounts:

1.1. Basis for Preparation of Accounts:

The Accounts have been prepared to comply in all material aspects with applicable Accounting Principles in India, the applicable Accounting Standards notified under Section 2, Clause (2) of The Companies Act, 2013 and the relevant provisions thereof. Financial Statements are prepared based on historical cost and on the basis of a going concern. The Company follows the mercantile system of Accounting and recognizes income and expenditure on an accrual basis.

1.2. Fixed Assets:

Fixed Assets are stated at cost of acquisition inclusive of freight, taxes, insurance etc. relating to the acquisition including installation/erection charges up to the date the asset is put to use, as applicable.

Borrowing costs attributable to acquisition /construction or production of a qualifying asset is capitalized as a part of cost of the asset.

Depreciation:

The Company is providing depreciation on Written Down Value (WDV) method in respect of all Fixed Assets capitalized up to 31st March, 1997.

In respect of additions from 1st April 1997, the Company is providing depreciation by adopting Straight Line method.

Software, being intangible asset is depreciated at 20% on straight line basis in line with AS 26.

Leasehold land is amortized over the period of the Lease.

Depreciation on additions during the year is provided on pro-rata basis.

The company has adopted useful lives in accordance with Part C of Schedule II of the Companies Act, 2013 for all tangible fixed assets and accordingly the company has revised the remaining useful life of all existing tangible assets (other than Plant and Machinery and Electrical Installation) as on 01.04.2014.

For Plant and Machinery and Electrical Installation based on internal assessment and independent technical evaluation carried out by Chartered Engineer the company has adopted useful life as stated below which is different from the Useful Life specified under Schedule II of the Companies Act, 2013.

Asset Class	Life Adopted	Life Specified under Part C of Schedule II of the Companies Act 2013
Plant & Machinery	5 to 20 Years	15 Years
Electrical Installation	20 Years	10 Years

In terms of Para 4 of Schedule II of the Companies Act 2013, Major components of machineries have been identified and their useful lives have been technically assessed.

Wherever the useful life of an identified component is assessed to be different from the main asset, depreciation has been worked out on the basis of the assessed useful life.

The useful lives of all the assets have been reviewed and revised wherever necessary.

1.3. Revenue Recognition:

Sales are stated at net of returns and sales tax. The Excise Duty relatable to sales is separately disclosed and deducted from Sales. Sales Revenue is recognized when significant risks and rewards of ownership of the goods have passed to the buyer.

Dividend income from investments is accounted for when the right to receive the payment is established.

Interest Income is recognized on a time proportion basis taking in to account the amount outstanding and the rate applicable.

1.4. Investments:

Investments are classified into Current and Non Current investments. Current investments are stated at the lower of cost and fair value. Non Current investments are stated at cost.

1.5. Impairment of Assets:

Impairment loss, if any is provided to the extent, the carrying amount of the assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

1.6. Trade Receivables and Loans and Advances:
Sundry Debtors and Loans and advances are stated after making adequate provisions for doubtful balances.

1.7. Provisions:
A Provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the yearenddate. These are reviewed at each year end date and adjusted to reflect the best current estimate.

1.8. Retirement /Post Retirement Benefits:
The Company also provides for retirement/post retirement benefits in the form of Gratuity, Pension, and Leave Encashment. Such benefits are provided for based on the valuations, as at the Balance Sheet date, made by independent actuaries. Termination benefits are recognized as an expense as and when incurred.

1.9. Taxes on Income:
Current Tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

1.10. Foreign Currency Transactions:
Transactions in foreign currency are recorded at exchange rates prevailing at the time of the transactions and exchange difference arising from foreign currency transaction are dealt with in the profit and loss account and capitalized where they relate to the Fixed Assets. Current Assets and Liabilities at year end are being converted at closing rates and exchange gains /losses are dealt with in the profit and loss account, as per AS 11.

1.11 Grant / Subsidies
Grant / subsidy received under "Central Investment Subsidy Scheme "is directly credited to capital reserve.

1.12 Inventories
Inventories are valued at lower of cost, computed on a weighted average basis and estimated net realizable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and work in Progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

1.13 Borrowing Costs
Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such asset. As per AS-16 "Borrowing costs", a qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All the other borrowing costs are expensed as and when incurred.

1.14 Earnings Per Share
Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holders by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity share holders and weighted average number of shares outstanding during the year are adjusted for the effects of dilutive part of equity shares, if any.

1.15 Segment Reporting

Identification of Segments
The Company has complied with AS 17 "Segment Reporting" with the business as its primary segment. The risk and awards are very similar in different geographical areas and hence there is no reportable secondary segment as defined in AS-17.

Segment Policies
(i)Revenues have been identified to segments on the basis of their relationship to the operative activities of the segment. Revenues and expenses that relate to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under " Un-allocable expenses ".

ii)Inter segment revenue and expense are eliminated.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

2.1 SHARE CAPITAL

(A) Authorised, Issued, Subscribed and Paid Up Share Capital

Particulars	As at 31st March 2016	As at 31st March 2015
Authorised Share Capital		
1,50,00,000 Equity Shares of Rs 10/- each (Previous Year 1,50,00,000 Equity Shares of Rs 10/- each)	15.00	15.00
Issued and Subscribed Share Capital:		
1,16,68,490 Equity Shares of Rs.10/- each (Previous Year 1,16,68,490 Equity Shares of Rs 10/- each)	11.67	11.67
Paid up share capital:-		
1,16,41,190 Equity Shares of Rs 10 each (Previous Year 1,16,41,190 Equity Shares of Rs 10/- each)	11.64	11.64
Add : 27,300 Equity Shares Forfeited (Rs. 5/- paid-up)	0.01	0.01
	11.65	**11.65**

1. Paid Up Share Capital of 1,16,41,190 shares (Previous Year : 1,16,41,190 shares) includes 78,69,064 shares of Rs. 10 each alloted as Bonus Shares fully paid-up by capitalisation of reserves and 20106 shares issued to shareholders of M/s.Prestige Housewares India Limited(PHIL) consquent to merger of PHIL with TTK Prestige Limited. This also includes 3,00,000 Equity shares of Rs.10 each alloted on preferential basis to M/s. Cartica Capital Limited during previous financial year.
2. There was no issue/buy back of shares of the nature mentioned in clause (i) of note 6A of general instructions to Schedule III of the Companies Act 2013, in the last five years.

(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March 2016	As at 31st March 2015
Number of shares outstanding as at the beginning of the year	**11641190**	**11641190**
Add : Number of shares issued during the year	-	-
Number of shares outstanding as at the end of the year	**11641190**	**11641190**

(C) Shares in the company held by each shareholder holding more than 5% shares

Sl. No.	Name of the Share Holder	Number of shares held in the company	Percentage of shares held
1	T.T. Krishnamachari & Co. represented by its partners	6988747	60.03%
2	AXIS Asset Management Compnay Limited,	590226	5.07%

2.2 RESERVES AND SURPLUS

Particulars	As at 31st March 2015	Additions/ Created during the year	Deduction during the year	As at 31st March 2016
(a) Capital Reserve (Amount received under Central Investment scheme)	0.74	-	-	0.74
(b) Securities Premium Reserve	110.92	-	-	110.92
Add : Premium on Forfeited shares	0.11			0.11
	111.03	-	-	111.03
(c) Revaluation Reserve	2.15			2.15
(d) General Reserve:	127.10	12.00	-	139.10
(e) Surplus in Profit & Loss Account:	393.29	64.99	-	458.28
	634.31	76.99	-	711.30
Notes	**2016**		**2015**	
f) Profit for the year		114.82		92.32
Less: Dividend on Equity Shares*	31.43		25.61	
Tax on Distributed Profits on Equity Shares	6.40		5.22	
Transfer to General Reserve	12.00	49.83	10.00	40.83
Balance carried to balance sheet		**64.99**		**51.49**
g)	**In terms of Note No. 7 of the Schedule II to The Companies Act 2013, an amount of Rs.Nil(P/y:Rs. 1.29 Crores (amount net of deferred tax Rs. 0.84 Crores) representing the carrying amount (after retaining the residual value) of assets for which the remaining useful life is 'NIL ', has been adjsuted against the Opening balance of Surplus in Profit & Loss Account.**			

* Represents interim dividend of Rs.27 per share paid in terms of Board Resolution dated 11th March 2016.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

2.3 DEFERRED TAX LIABILITY (NET)

Particulars	As at 31st March 2016	As at 31st March 2015
Deferred Tax Liabilities	30.47	26.72
Deferred Tax Assets	(1.32)	(0.73)
Deferred Tax Liabilities (Net)	**29.15**	**25.99**

2.4 OTHER LONG TERM LIABILITY

Particulars	As at 31st March 2016	As at31st March 2015
Property Development	5.00	5.00
Total	**5.00**	**5.00**

2.5 LONG-TERM PROVISIONS

Particulars	As at 31st March 2016	As at 31st March 2015
Provision for Employee benefits - Gratuity/Leave Encashment	1.22	1.34
Others-Warranties	2.71	2.19
Total	**3.93**	**3.53**

2.6 TRADE PAYABLES

Particulars	As at 31st March 2016	As at 31st March 2015
(i) Acceptances	53.16	40.88
(ii) Sundry Creditors for goods supplied / services rendered	79.00	64.66
Total	**132.16**	**105.54**

2.7 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2016	As at 31st March 2015
Current Maturities of Long- Term Debt		
Unpaid dividends / unclaimed dividends	0.95	0.81
Other Payables		
Payables for Capital Expenditure	2.38	1.39
Accrued Salaries and Incentives		
Salaries and Benefits	1.87	1.80
Bonus and Incentives	16.28	15.02
Taxes Payable	5.60	6.07
Trade Deposits and Advances	10.14	9.29
Provision for Expenses	54.50	41.99
Total	**91.72**	**76.37**

2.8 SHORT-TERM PROVISIONS

Particulars	As at 31st March 2016	As at 31st March 2015
Provision for Employee Benefits	1.00	0.78
Provision for Wealth Tax	-	0.03
Provision for Fringe Benefit Tax	1.87	1.87
Proposed Dividends	-	25.61
Provision for Dividend Tax	-	5.21
Provision for Income Tax	8.93	-
Total	**11.80**	**33.50**

2.9 FIXED ASSETS-TANGIBLE (₹ IN CRORES)

Description	GROSS BLOCK-COST/BOOK VALUE					DEPRECIATION/AMORTISATION				NET BLOCK	
	Total as at 31st March 2015	Additions/ adjustments during the year	Deductions/ adjustments during the year	Impairment/ (reversal) during the year	Total as at 31st March 2016	Total as at 31st March 2015	Provided during the year	Deductions/ adjustments during the year	Total as at 31st March 2016	As at 31st March 2016	As at 31st March 2015
Land:											
(a) Freehold	36.31	-	-	-	36.31	-	-	-	-	36.31	36.31
(b) Leasehold	2.63	-	-	-	2.63	0.25	0.03	-	0.28	2.35	2.38
Buildings:	151.89	4.90	0.15	-	156.64	21.63	5.04	0.02	26.65	129.99	130.26
Plant & Machinery	170.62	6.57	0.01	-	177.18	48.22	10.51	0.01	58.72	118.46	122.40
Electrical Installations	28.84	0.44	-	-	29.28	4.32	1.35	-	5.67	23.61	24.52
Tools,Moulds & Dies	10.03	1.76	-	-	11.79	4.45	0.43	-	4.88	6.91	5.58
Furniture and Fixtures	12.46	1.17	-	-	13.63	5.00	1.04	-	6.04	7.59	7.46
Office Equipment	8.37	0.58	0.05	-	8.90	4.87	0.84	0.02	5.69	3.21	3.50
Vehicles											
- Owned	4.55	0.19	0.24	-	4.50	1.55	0.58	0.11	2.02	2.48	3.00
- Leased	-	-	-	-	-	-	-	-	-	-	-
TOTAL	**425.70**	**15.61**	**0.45**	**-**	**440.86**	**90.29**	**19.82**	**0.16**	**109.95**	**330.91**	**335.41**

Note :
Depreciation provided during the year as provided above includes an amount of Rs. Nil (P/Y:Rs. 1.29 Crores) representing the carrying amount (after retaining the residual value) of assets for which the remaining useful life is 'NIL ', which has been adjusted against the Opening Reserves of Surplus in Profit & Loss Account, in terms of Note No. 7 of the Schedule II to The Companies Act 2013.

2.10 FIXED ASSETS-INTANGIBLE

Description	GROSS BLOCK-COST/BOOK VALUE					DEPREICATION/AMORTISATION				NET BLOCK	
	Total as at 31st March 2015	Additions/ adjustments during the year	Deductions/ adjustments during the year	Impairment/ (reversal) during the year	Total as at 31st March 2016	Total as at 31st March 2015	Provided during the year	Deductions/ adjustments during the year	Total as at 31st March 2016	As at 31st March 2016	As at 31st March 2015
ERP - SOFTWARE ETC.	3.98	1.35	-	-	5.33	2.85	1.10	-	3.95	1.38	1.13

2.11 Capital Work in Progress

Description	GROSS BLOCK-COST/BOOK VALUE					DEPREICATION/AMORTISATION				NET BLOCK	
	Total as at 31st March 2015	Additions/ adjustments during the year	Deductions/ adjustments during the year	Impairment/ (reversal) during the year	Total as at 31st March 2016	Total as at 31st March 2015	Provided during the year	Deductions/ adjustments during the year	Total as at 31st March 2016	As at 31st March 2016	As at 31st March 2015
Capital Work in Progress	2.63	5.01	4.55	-	3.09	-	-	-	-	3.09	2.63

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

2.12 NON-CURRENT INVESTMENTS

Particulars	As at 31st March 2016	As at 31st March 2015
NON-TRADE INVESTMENTS		
(i) Investment in Equity Instruments		
TTK Healthcare Limited, (Group Company)		
(1440 shares fully paid up, Face Value of Rs 10/- per share)	0.02	0.02
(i) Investment in Property Joint Development	23.75	23.75
Total	**23.77**	**23.77**
Notes:-		
1. All Non Trade investments are valued at cost		
2. Quoted Investments:		
Aggregate Amount	0.02	0.02
Market Value	0.14	0.13

2.13 LONG-TERM LOANS AND ADVANCES:

Particulars	As at 31st March 2016	As at 31st March 2015
(A) Capital Advances		
- Unsecured, Considered good	3.27	1.32
(B) Security Deposits:		
- Unsecured, Considered good	6.73	6.54
Total	**10.00**	**7.86**

2.14 CURRENT INVESTMENTS

Particulars	As at 31st March 2016	As at 31st March 2015
Quoted		
Investment in Mutual Funds :		
Baroda Pioneer Treasury Advantage Fund - 191,081.561 units (P.Y. - 19,553.249 units)	19.63	2.01
Baroda Pioneer Liquid Fund - 50,009.995 units (P.Y. NIL units)	5.01	-
Reliance Liquid Fund - NIL units (P.Y. - 9,823.654 units)	-	1.50
Taurus Liquid Fund - 90,021.466 units (P.Y. - NIL units)	9.00	-
Kotak Low Duration Fund - 47,244.581 units (P.Y. - NIL units)	8.61	-
Canara Robeco Liquid Fund - 19,905.66 units (P.Y. - NIL units)	2.00	-
Total	**44.25**	**3.51**
Notes:-		
1. All Current investments are valued at cost or market value, whichever is less		
2. Quoted Investments:		
Aggregate Amount	44.26	3.51
Market Value	44.26	3.51

2.15 INVENTORIES:

Particulars	As at 31st March 2016	As at 31st March 2015
(a) Raw-materials	69.95	58.82
(b) Work in Progress	12.00	9.24
(c) Finished Goods	116.17	96.57
(d) Stock in trade	120.07	104.43
(e) Stores and spares	6.54	5.62
Total	**324.73**	**274.68**

Mode of Valuation:
Inventories are valued at lower of cost,computed on a weighted average basis and estimated net realisable value,after providing for cost of obsolescene and other anticipated losses,wherever considered necessary. Finished Goods and Work in progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

2.16 TRADE RECEIVABLES:

Particulars	As at 31st March 2016		As at 31st March 2015	
(A) Trade receivables outstanding for a period less than six months from the date they are due for payment				
(i) Secured, considered good	-		-	
(ii) Unsecured, considered good	169.87		155.70	
(iii) Doubtful	-		-	
Less:- Allowance for Bad and Doubtful Debts	-	169.87	-	155.70
(B) Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
(i) Secured, considered good	-		-	
(ii) Unsecured, considered good	5.39		3.61	
(iii) Doubtful	3.89		3.07	
Less:- Allowance for Bad and Doubtful Debts	3.89	5.39	3.07	3.61
Total		**175.26**		**159.31**

2.17 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2016	As at 31st March 2015
(A) Balances with Banks:		
(I) **Earmarked Bank Balances:**		
(i) Unpaid Dividend Bank Account	0.96	0.81
(ii) Balance in Capital Gain Account Scheme	3.40	3.40
(II) **Bank Balances held as margin money or as security against:**		
(i) Letter of Credit	0.93	0.80
(ii) Other Commitments	-	0.20
(III) **Other Bank Balances** (including balances in current account)	25.89	24.25
(B) **Cash on hand**	0.05	0.08
Total	**31.23**	**29.54**

2.18 SHORT-TERM LOANS AND ADVANCES:

Particulars	As at 31st March 2016	As at 31st March 2015
Secured, considered good-Loan to Contract Manufacturer	18.75	18.75
Unsecured, considered good:		
- Advance Income Tax (Net)	-	3.07
- Advance Fringe Benefits Tax	1.97	1.97
- Balances with Excise and Sales Tax Authorities	3.37	4.05
- Advances to Employees	0.15	0.16
- Others (Advance for goods purchased, prepaid expenses & other trade advances)	20.27	24.28
Total	**44.51**	**52.28**

2.19 OTHER CURRENT ASSETS

Particulars	As at 31st March 2016	As at 31st March 2015
Interest accrued on Investments/Deposits	7.58	5.77
Total	**7.58**	**5.77**

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

Particulars		For the year ended 31.03.2016		For the year ended 31.03.2015	
2.20	**Other income**				
(a)	Interest Income	2.75		2.34	
(b)	Dividend Income	3.44		0.66	
(c)	Commission Receipts	1.63		1.68	
(d)	Bad Debts Recovered	0.23		0.16	
(e)	Other Non-Operating Income	1.03		0.26	
(f)	Net Gain on Foreign currency transactions and translations (Other than considered as finance cost)	0.52	**9.60**	-	**5.10**
2.21	**Expenses:**				
	Employee Benefits Expense				
(i)	Salaries and Wages	97.54		91.01	
(ii)	Contribution to Provident and Other Funds	5.38		3.94	
(iii)	Staff Welfare Expenses.	8.47	**111.39**	8.63	**103.58**
2.22	**Finance costs**				
(i)	Interest Expense [includes ₹ Nil paid to Directors (P.Y. ₹ 1.95 Crores)]	1.73		3.84	
(ii)	Other Borrowing Costs	0.11		0.26	
(iii)	Net gain/loss on Foreign currency transactions and translations	-	**1.84**	0.37	**4.47**
2.23	**Other Expenses**				
(a)	Consumption of Stores and Spare Parts	7.93		5.95	
(b)	Power and Fuel	19.04		16.35	
(c)	Rent	5.31		4.73	
(d)	Repairs to Buildings	1.96		2.13	
(e)	Repairs to Machinery	2.43		2.42	
(f)	Contribution to CSR Projects/Donations	3.22		3.38	
(g)	Service Centre Expenses	6.46		5.81	
(h)	Insurance	1.00		1.12	
(i)	Rates and Taxes, excluding, taxes on income	0.95		0.93	
(j)	Miscellaneous Expense	15.61		15.40	
(k)	Sundry Manufacturing Expenses	7.58		17.79	
(l)	Repairs & Maintenance to other Assets	4.89		3.76	
(m)	Travelling & Conveyance	11.54		12.68	
(n)	Motor Vehicle Expenses	0.90		0.94	
(o)	Bank Charges	4.05		3.44	
(p)	Carriage Outwards	63.48		54.65	
(q)	Directors Sitting Fees	0.10		0.13	
(r)	Non Executive Directors' Commission	0.84		0.70	
(s)	Legal & Professional Charges	3.12		2.32	
(t)	Postage & Communication Expenses	2.67		2.28	
(u)	Printing & Stationery	1.01		1.31	
(v)	Advertisement & Selling Expense	94.19		77.71	
(w)	Distribution Expenses	29.43		24.19	
(x)	Discounts and Schemes	88.03		78.21	
(y)	Loss on Demolition of Buildings	0.13		-	
(z)	Loss on Sale of Assets	0.04		0.01	
(aa)	Provision for Bad Debts	1.05	376.96	0.80	339.14
(ab)	Payments to the Auditor as:				
	(a) Auditor				
	(i) for Statutory Audit Fees	0.32		0.26	
	(ii) for Taxation Matters	0.11		0.11	
	(iii) for Other Services	0.05		0.04	
	(iv) for Reimbursement of Expenses	0.01		0.01	
	(b) Cost Audit Fees	0.03		0.03	
	(c) Internal Audit Fees	0.24	0.76	0.17	0.62
	Other Expenses Total		**377.72**		**339.76**

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

Particulars	As at 31st March 2016		As at 31st March 2015	
2.24 EXTRAORDINARY ITEMS:				
(i) Liability/Provision Written back on extinguishment of Distribution line(Net)	-			**2.44**
(ii) Amount Paid under Voluntary Retirement Scheme		**(3.74)**		

2.25. Previous year figures are given in brackets.

2.26. Break-up of Major Raw Materials Consumed-Manufactured Goods

Particulars	Amount
Raw Materials Consumption	
Aluminum	157.85
	(151.40)
Stainless Steel	19.88
	(18.94)
Components, Packing Material etc	281.65
	(271.49)
Total	**459.38**
	(441.83)

2.27. Break-up of Purchases of Stock-in-Trade

Particulars	Amount
Goods Purchased	
Cookware	9.50
	(15.39)
Gas Stoves	135.46
	(110.42)
Kitchen Electrical Appliances	245.13
	(195.00)
Others	42.07
	(43.78)
Total	**432.16**
	(364.59)

2.28. Break-up of Sales, Closing and Opening Value of Inventories

Particulars	Sales Values	Closing Inventory	Opening Inventory
Manufactured Goods			
Pressure Cookers	556.60	56.93	47.23
	(529.14)	(47.23)	(50.64)
Cookware	257.71	43.84	28.15
	(224.64)	(28.15)	(18.37)
Gas Stoves	-	0.02	0.03
	-	(0.03)	(0.04)
Kitchen Electrical Appliances	94.77	15.38	21.16
	(102.79)	(21.16)	(16.61)
Total	**909.08**	**116.17**	**96.57**
	(856.57)	**(96.57)**	**(85.66)**

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

Particulars	Sales Values	Closing Inventory	Opening Inventory
Traded Goods			
Cookware	17.51	9.84	10.12
	(38.14)	(10.12)	(9.59)
Gas Stoves	210.94	18.43	12.67
	(174.63)	(12.67)	(15.21)
Kitchen Electrical Appliances	353.05	59.01	50.50
	(280.87)	(50.50)	(50.43)
Others	59.28	32.79	31.14
	(60.46)	(31.14)	(26.33)
Total	**640.78**	**120.07**	**104.43**
	(554.09)	**(104.43)**	**(101.56)**
Grand Total	**1549.86**	**236.24**	**201.00**
	(1410.67)	**(201.00)**	**(187.22)**

2.29. Imported & Indigenous Raw Materials, Components & Spares Consumed:

Particulars	2015-16		2014-15	
Imported & Indigenous Raw Materials, Components & Spares Consumed	Value	%	Value	%
Imported	38.77	8.44	64.90	14.69
Indigenous	420.61	91.56	376.93	85.31
Total	**459.38**	**100.00**	**441.83**	**100.00**

2.30. The previous year's figures have been regrouped and reclassified wherever necessary to make them comparable with the figures of the current year.

2.31. a) The company has created a Trust which has taken a Group Gratuity Policy with the Life Insurance Corporation of India for future payment of gratuity to retired / resigned employees. Based on the actuarial valuation, provision has been made for the full value of the gratuity benefits as per the requirements of Accounting Standard (AS-15) (Revised) issued by The Institute of Chartered Accountants of India.

b) The Company contributes to a Superannuation Fund covering specified employees. The Contributions are by way of annual premia payable in respect of a superannuation policy issued by the Life Insurance Corporation of India, which confers benefits to retired / resigned employees based on policy norms. No other liabilities are incurred by the Company in this regard.

c) Leave encashment benefit has been charged to Profit & Loss account on the basis of actuarial valuation as at the yearend in line with the Accounting Standard (AS -15) (Revised) issued by the Institute of Chartered Accountants of India.

d) **As per Accounting Standard AS -15 (Revised) Employee Benefits, the disclosures as defined in the Accounting Standard are given below**:

DEFINED CONTRIBUTION PLAN:

Particulars	2015-16	2014-15
Employers Contribution to Provident Fund	2.73	2.63
Employers Contribution to Superannuation Fund	0.29	0.28

DEFINED BENEFIT PLAN:

The Employees' Gratuity Fund Scheme managed by a Trust is defined benefit plan

The present value of obligation is determined based on actuarial valuation using Projected Unit Credit method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation as per Para 65 of the Accounting Standard AS – 15(Revised), issued by the Institute of Chartered Accountants of India.

The obligation for Leave Encashment is recognized in the same manner as gratuity.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

Reconciliation of the Opening and Closing Balances Defined Benefit Obligation

	Gratuity (Funded)		Leave Encashment (Funded)	
	2015-16	2014-15	2015-16	2014-15
Defined Benefit Obligation at the beginning of the year	12.54	11.81	2.80	2.63
Current Service Cost	0.74	0.71	0.19	0.14
Interest Cost	1.00	0.94	0.22	0.21
Actuarial (gains) and losses on Obligation	1.16	(0.08)	0.06	(0.02)
Benefits Paid	(1.94)	(0.84)	(0.08)	(0.17)
Rounding off	0.01	0.00	0.00	0.01
Defined Benefit Obligation at the end of the year	13.51	12.54	3.19	2.80

Reconciliation of the Opening and Closing Balances of Fair Value of Plan Assets:

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2015-16	2014-15	2015-16	2014-15
Fair value of plan assets at the beginning of the year	10.93	10.05	2.29	2.05
Expected return on plan assets	0.99	0.95	0.24	0.19
Actuarial loss on plan assets	0.00	0.00	0.00	0.00
Contribution by the employer	1.55	0.77	0.51	0.21
Benefits paid	(1.94)	(0.84)	(0.08)	0.17
Rounding off	0.00	0.00	0.00	0.01
Fair value of plan assets at the end of the year	11.53	10.93	2.96	2.29

Reconciliation of the Fair Value of Assets and Obligations

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2015-16	2014-15	2015-16	2014-15
Fair Value of Plan Assets	11.53	10.93	2.96	2.29
Present Value of Obligation	13.51	12.54	3.19	2.80
Amount recognized in Balance Sheet	1.98	1.61	0.23	0.51

Expenses Recognized during the year:

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2015-16	2014-15	2015-16	2014-15
Current Service Cost	0.74	0.71	0.19	0.14
Interest Cost	1.00	0.94	0.22	0.21
Expected Return on Plan Assets	0.99	0.95	0.24	0.19
Actuarial loss (gain)	1.16	(0.08)	0.06	(0.02)
Rounding off	0.01	0.01	0.00	0.00
Net Cost	1.92	0.63	0.23	0.14

Actuarial Assumptions:

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2015-16	2014-15	2015-16	2014-15
	1994-96	1994-96	1994-96	1994-96
Mortality Table (LIC)	Ultimate	Ultimate	Ultimate	Ultimate
Discount Rate (p.a.)	8.00%	8.00%	8.00%	8.00%
Expected Return on Plan Assets (p.a.)	10.00%	10.00%	10.00%	10.00%
Rate of Escalation in Salary (p.a.)	6.00%	6.00%	6.00%	6.00%

The estimate of rate of escalation in salary considered in actuarial valuation, take in to account inflation, Seniority, promotion and other relevant factors including supply and demand in the employment market.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

e) Amounts for the Current and previous periods are as follows :-

(A) Gratuity

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Defined Benefit Obligations	13.51	12.54	11.81	10.90	9.86
Plant Assets	11.53	10.93	10.05	9.34	7.97
Surplus /(Deficit)	(1.98)	(1.61)	(1.76)	(1.56)	(1.89)
Experience adjustments on Plan Liabilities(Gains)/Losses	-	-	-	-	-
Experience adjustments on Plan Assets	-	-	-	-	-

(B) Leave Encashment

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Defined Benefit Obligations	3.19	2.80	2.63	2.20	2.05
Plant Assets	2.96	2.29	2.05	1.74	1.38
Surplus /(Deficit)	(0.23)	(0.51)	(0.58)	(0.46)	(0.67)
Experience adjustments on Plan Liabilities(Gains)/Losses	-	-	-	-	-
Experience adjustments on Plan Assets	-	-	-	-	-

2.32. Fringe Benefit Tax (till the time of abolition) was paid under protest, since the matter is pending before The Hon'ble Supreme Court of India. In case of a favorable decision, the company would be entitled to seek refund of the same. Amount: Rs. 1.97 Crores (P/Y: Rs. 1.97 Crores)

2.33. Earnings in Foreign Exchange:

Particulars	2015-16	2014-15
On account of Export Sale less Returns calculated:		
a) at FOB Basis	39.99	52.76
b) at CIF Basis	40.02	52.80

2.34. Expenditure in Foreign Currency:

Particulars	2015-16	2014-15
1. Travelling Expenses	0.12	0.14
2. Other Expenses	1.77	2.90
3. CIF Value of Imports (on Payment Basis)	173.24	186.47
4. Import of Capital Goods	0.55	0.30

2.35. Based on data received from Vendors, the amount due to MSMED is ascertained as Rs. 30.38 Crores . There are no over dues.

2.36. The company has two segments namely Kitchen Appliances and Property & Investment for reporting purposes.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

2.37. Related Party transactions as per Accounting Standard-18:

(a) The Company has transactions with the following entities

Related Party - Enterprises over which Key Management personnel have significant control

TTK Health Care Limited, TTK Protective Devices Limited, TT Krishnamachari & Co., TTK Services (P) Limited.

Key Management Personnel and their relatives:

Mr. T.T. Jagannathan, Mr. T.T. Raghunathan, Mr. Chandru Kalro, Mr. K. Shankaran, Dr. (Mrs.) Latha Jagannathan, Dr. T T Mukund, Mr. T.T. Venkatesh, Mr. V Sundaresan

(b) Summary of the transactions with the above Related Parties is as follows:

Particulars	Enterprises with which the Key Management Personnel have significant control	Key Management Personnel & Relatives	Total
Sales	0.65	-	0.65
Purchases	0.03	-	0.03
Commission and Sitting fees to Non-Executives Directors	-	0.39	0.39
Salary	-	12.96	12.96
Others	21.39	0.22	21.61

(C) Balances Outstanding as on 31.3.2016

Particulars	Associates/Others	Key Management Personnel & Relatives
Amount due to the Company against supplies	0.28 (0.07)	-
Amount Owed by Company against purchases	0.01 (0.02)	-
Other Current Liabilities	1.16 (1.09)	10.36 (8.89

2.38. Earnings per share as per Accounting Standard (AS-20)

Particulars	31.03.2016	31.03.2015
Profit after tax as per Profit & Loss a/c before extra-ordinary items (net of tax)	114.82	92.32
Weighted Average number of Equity Shares used as Denominator for calculating EPS	1.16	1.16
Earnings Per Share of Rs 10/- each :		
Before Extra –Ordinary items (Rs)	98.63	79.30
After Extra – Ordinary items (Rs)	98.63	79.30

(₹ IN CRORES)

2.39. Disclosure required by AS 29 'Provisions, Contingent Liabilities and Contingent Assets.

a) Movement in Provisions (figures in brackets are in respect of the previous year)

Particulars	As at 01.04.2015	Additions	Amount used	As at 31.03.2016
Income Tax	-3.07 (1.30)	47.59 (35.07)	35.59 (39.44)	8.93 (-3.07)
Fringe Benefit Tax	1.87 (1.87)	Nil (Nil)	Nil (Nil)	1.87 (1.87)
Gratuity/Leave Encashment	2.12 (2.34)	1.44 (0.10)	1.35 (0.32)	2.21 (2.12)
Warranties	2.19 (2.65)	4.21 (3.40)	3.69 (3.86)	2.71 (2.19)

2.40. CONTINGENT LIABILITIES AND COMMITMENTS:

Particulars	As at 31st March 2016	As at 31st March 2015
A) Contingent Liabilities		
(a) Guarantees/LC	12.29	12.44
(b) Tax matters under appeal (IT/ST/ED etc)	8.41	7.10
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	11.40	4.66

2.41. Pursuant to the Approval of shareholders to the proposed scheme of Demerger between TTK Prestige Limited (TTKPL) and Triveni Bialeti Industries Private Limited (TBI) for the purpose of transferring the Kitchen Appliances Division of TBI to TTKPL, The Honourable High Court of Madras has approved the scheme. However, the approval of The Honourable High Court of Bombay is awaited.

The Appointed Date being 01.04.2012, appropriate effect will be given in the Books of Accounts for the Assets /Liabilities including adjustments for taxes paid in accordance with the sanction of the Courts.

2.42. Exceptional items represents Compensation paid in respect of Voluntary Retirement scheme done at Hosur facilities.

2.43. The R & D facility of the Company has been recognized by the Ministry of Science & Technology, Government of India, U/s 35(2AB) of the Income Tax Act, dated 18th February, 2014 As required under this approval, expenditure in connection with R & D centre is disclosed as follows :

S.No.	Nature of Expenditure	2015-16	2014-15
i.	Capital Expenditure	0.25	0.26
ii.	Revenue Expenditure	2.66	1.88

2.44. Pursuant to Section 135 of the Companies Act, 2013 and rules made there under, the company has spent an amount of Rs. 3.22 Crores towards contribution to Corpus of CSR Projects as below :

Amount to be Contributed as prescribed under Section 135 of the Companies Act 2013	Amount actually Contributed	Deficit (if any)
Rs. 3.14	Rs. 3.22	NIL

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ IN CRORES)

2.45. Forward Exchange Contract

As at the year end, the Company has not entered into any Forward Exchange Contract (or other derivative instruments). The year end foreign currency exposures, which are only in respect of Export receivables, that have not been hedged by a derivative instrument or otherwise amount to Rs.3.71 crores (USD 559807.71) and Rs. 2.56 crores (EURO 3,41,293.76).

As per our report attached
For **Messrs. S. VISWANATHAN LLP**
Chartered Accountants
Firm's Registration Number : 004770S/S200025

C.N. SRINIVASAN
Partner
Membership No. 18205

Coimbatore
23rd May 2016

For and on behalf of the Board

T.T. Jagannathan
Executive Chairman
DIN No.: 00191522

Chandru Kalro
Managing Director
DIN No.: 03474813

Dileep K. Krishnaswamy
Director
DIN No.: 00176595

K. Shankaran
Director & Secretary
DIN No.: 00043205

V. Sundaresan
Chief Financial Officer
PAN No.: AKEPS1782M

SEGMENT WISE REVENUE RESULTS & CAPITAL EMPLOYED

(₹ IN CRORES)

Particulars	2015-16	2014-15
SEGMENT REVENUE		
Kitchen Appliances		
Gross sales	1,558.82	1,421.42
Less : Excise Duty	33.70	33.13
Net Sales / Income from Operations	1,525.12	1,388.29
Property & Investment	1.46	1.31
Total Segmental Revenue	1,526.58	1,389.59
Less : Inter-Segment Revenue	(1.46)	(1.31)
Net Sales / Income from Operations	1,525.12	1,388.28
SEGMENT RESULTS		
{Profit(loss) before Interest & Tax}		
Kitchen Appliances	173.19	137.64
Property&Investment	1.18	1.07
Total Segment Results	174.37	138.71
Less : Interest Expenses	1.84	4.47
Less : Unallocable Expenses (Net of unallocable income)	3.22	3.38
Total Profit (+) / Loss (-) from ordinary activities before tax and Exceptional items	169.31	130.86
Add : Exceptional Items (Net of Expenses)	(3.74)	2.44
Total Profit (+) / Loss (-) from ordinary activities before tax and after exceptional items	165.57	133.30
Extra-ordinary income (Net of Tax Expense)	-	-
Total Profit (+) / Loss (-) from ordinary activities before tax and after extraordinary items	165.57	133.30

RECONCILIATION OF TOTAL CAPITAL EMPLOYED VS.CAPITAL EMPLOYED IN SEGMENTS

	2015-2016	2014-2015
Total Non Current Assets	369.13	370.78
Total Current Assets	627.56	525.09
Sub-Total	996.69	895.87
Less : Total Current Liabilities (excluding Provision for Dividend)	235.68	184.58
Sub-Total	761.01	711.29
Less : Total Non Current Liabilities	38.08	34.52
Total Capital Employed in the Company	**722.93**	**676.77**
SEGMENTWISE CAPITAL EMPLOYED		
Kitchen Appliances	689.21	646.21
Property & Investment	33.72	30.56
Unallocated	-	-
	722.93	**676.77**

Notes :

Segments have been identified in line with Accounting standard on Segment Reporting (AS-17), considering the organisation structure and differential risks and returns.

The different Business segments identified are :(a) Kitchen Appliances (b) Property & Investment.

The Segmentwise Revenue,Results and capital employed figures relate to respective amounts directly identifiable to each of the segments.

HISTORICAL FINANCIAL HIGHLIGHTS

Prepared as per conventional method to facilitate comparison

(₹ IN CRORES)

	HISTORICAL DATA	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010	2008-2009	2007-2008	2006-2007
PERFORMANCE											
1	Total Income	**1568.42**	1426.52	1331.25	1390.62	1127.19	779.88	517.94	416.71	341.35	293.91
2	Profit before Interest, Depreciation,Extra ordinary items & tax	**192.07**	154.34	168.10	208.46	175.92	125.95	76.16	38.13	32.79	25.79
3	Interest	**1.84**	4.47	8.54	14.26	6.41	0.75	1.14	5.65	7.68	6.88
4	Depreciation	**20.92**	19.01	14.77	8.99	6.25	4.26	3.59	3.48	3.84	2.20
5	Profit / (Loss) before extra ordinary items	**169.31**	130.86	144.79	185.21	163.26	120.94	71.43	29.00	21.27	16.71
6	Extra - ordinary \ Exceptional Items	**-3.74**	2.44	6.96	0.00	0.00	-0.59	3.97	0.00	3.20	-0.11
7	Profit before tax	**165.57**	133.30	151.75	185.20	163.26	120.35	75.40	0.29	24.46	16.59
8	Taxation Provision	**50.75**	40.98	39.96	52.11	49.88	36.60	22.97	6.62	3.80	4.83
9	Profit After tax	**114.82**	92.32	111.79	133.09	113.38	83.75	52.44	22.38	20.67	11.77
10	Dividend	**31.43**	25.61	23.28	19.85	16.98	14.15	11.32	5.66	3.97	3.40
11	Dividend Tax	**6.40**	5.22	3.96	3.37	2.75	2.30	1.88	0.96	0.68	0.58
12	Dividend Declared %	**270.00**	220.00	200.00	175.00	150.00	125.00	100.00	50.00	35.00	30.00
Sources & Application of Funds											
Sources											
1	Share Capital	**11.65**	11.65	11.65	11.35	11.33	11.33	11.33	11.33	11.33	11.33
2	Reserves & surplus	**711.30**	634.31	573.66	384.11	273.94	180.15	112.84	73.31	57.55	43.77
3	Loan Funds	**0.00**	0.00	26.90	115.11	79.41	2.25	2.80	20.69	46.87	73.53
Total		**722.95**	645.96	612.21	510.57	364.68	193.73	126.97	105.33	115.75	128.63
Application											
4	Fixed Assets WDV incl assets kept for disposal	**359.13**	362.92	363.92	321.02	237.61	91.43	64.00	59.57	56.61	35.83
5	Investments	**0.02**	0.02	0.02	0.02	0.02	22.58	0.39	0.39	0.39	18.12
6	Net Current Assets	**392.95**	309.01	268.80	199.65	133.86	82.98	65.69	48.51	61.83	77.63
7	Miscellaneous Expenses	**0.00**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.11
8	Deferred Tax Asset(Liability)	**-29.15**	-25.99	-20.53	-10.12	-6.81	-3.26	-3.11	-3.14	-3.08	-3.06
	Total	**722.95**	645.96	612.21	510.57	364.68	193.73	126.97	105.33	115.75	128.63

Date :
Mail this form to
Karvy Computershare (P) Limited
(Unit : TTK Prestige Limited)
Karvy Selenium, Tower "B", Plot 31-32, Gachibowli
Financial District, Nanakramguda,
Hyderabad - 560 008.

Dear Sirs,

MANDATE FORM - ELECTRONIC CLEARING SERVICE (ECS)

I hereby consent to have the amount of dividend on my equity shares credited through the Electronic Clearing Service (Credit Clearing) - (ECS). The particulars are :

1. Shareholder's Name
2. Client ID / Folio No.
3. D.P. ID
4. Address

5. Particulars of Bank Account
   a) Bank Name
   b) Branch Name & Address
   c) 9-Digit Code Number of the Bank appearing on the MICR Cheque issued by the Bank
   d) Account No. (as appearing in the Cheque Book)
   e) Account Type (SB / CA / CC)
6. Date from which the mandate should be effective

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I/We shall not hold the Company responsible. I also undertake to advise changes, if any in the particular of my account to facilitate updation of records for purposes of credit of dividend amount through ECS.

Signature of the shareholder(s)

Note :
1. Please complete this form and send it to Karvy Computershare (P) Limited
2. In case of more than one client Id / Folio please complete the details on separate sheets.
3. ECS facility, at present may be availed by Members for a dividend amount upto ₹ 5,00,000, subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.
4. Please inform your Depository Participant (DP) of any changes in Bank Account details.

Bank's Stamp
Date :

Signature of the Authorised Official of the Bank

TTK PRESTIGE LIMITED

Regd. Office: Plot No. 38, SIPCOT Industrial Complex, Hosur -635 126, Tamil Nadu

CIN:L85110TZ1955PLC015049, Web: www.ttkprestige.com, Email: investorhelp@ttkprestige.com

FORM NO. MGT 11

PROXY FORM

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

I/We, being memeber(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 or failing him;

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company, to be held on Wednesday, 3rd August 2016, at 12 noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru Road, Hosur-635 109 and at any adjuournment thereof in respect of such resolutions as are indicated below:

Resloution No.	RESOLUTIONS	Type of Resolution	Optional*		
Ordinary Business			**For**	**Against**	**Abstain**
1.	Adoption of Financial statements for the year ended 31st March 2016	Ordinary			
2.	Ratification of interim dividend paid as final dividend for the Finacial year 2015-16	Ordinary			
3.	Re-appointment of Mr T.T. Raghunathan who retires by rotation.	Ordinary			
4.	Ratification of Appointment of M/s. S. Viswanathan, Chartered Accountants, as Auditors and fixing their remuneration.	Ordinary			
Special Business					
5.	Approval of Remuneration to Cost Auditors	Ordinary			
6.	Approval of Commission to Non-Exeuctive Directors	Special			
7.	Approval to Keep Registers at Bangalore.	Special			

Signed this _____ day of _____2016

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

P.T.O.

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company act, not less than 48 hours before the commencement of the meeting.
2. For the Resoultions, Explanatory Statement and Notes, please refer to the Notice of the 60th Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resoultions indicated in the Box. If you do not fill any column, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of memeber(s) in above box before submission.

TTK PRESTIGE LIMITED

(CIN:L85110TZ1955PLC015049)

Regd. Office: Plot No. 38, SIPCOT Industrial Complex, Hosur -635 126, Tamil Nadu

60th ANNUAL GENERAL MEETING - 3RD AUGUST, 2016

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 60th Annual General Meeting of the Company Claresta Sarvovar Portico, SIPCOT Phase II, Bangalore Road, Hosur - 635109 on Wednesday 3rd August 2016 12.00 noon

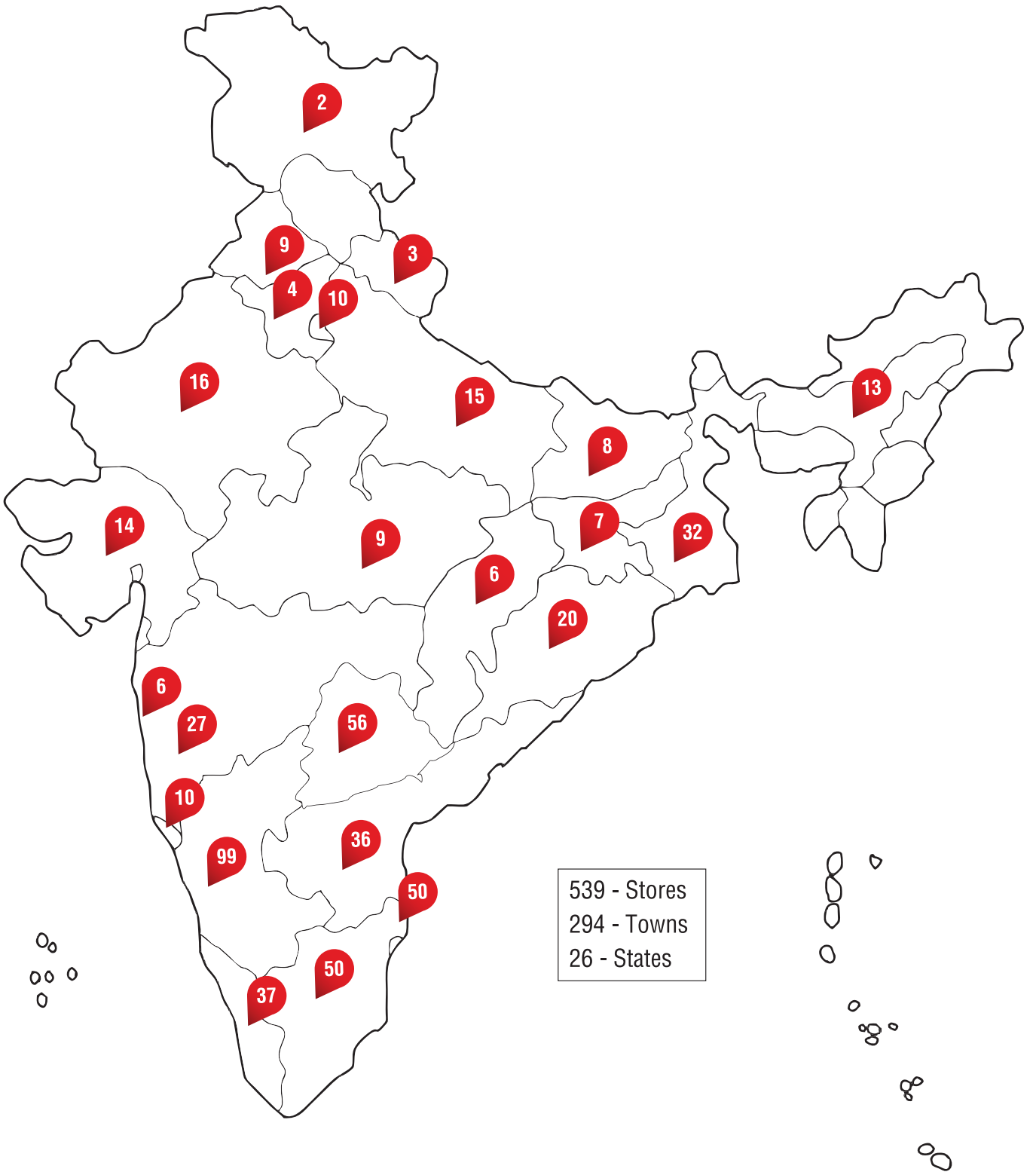
_____

Member's/Proxy's Signature

Note:

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.

INDIA'S BIGGEST SINGLE-BRANDED KITCHEN APPLIANCES AND COOKWARE NETWORK.



Covering the entire map, the red markers indicate the number of Prestige Smart Kitchen stores in every region of the country. We have a total of 539 Prestige Smart Kitchen covering 294 towns across 26 states.

INDIA'S ONLY DOMESTIC ELECTRIC MOP


POWERFUL MOTOR


WATER CONTAINER FOR SPRAYING


ULTIMATE PORTABILITY


CONVENIENT DRIP TRAY

The Domestic Electric Mop is designed to be the one solution for all kinds of floor cleaning. Engineered for Indian homes, it sweeps, scrubs and mops the floor too. Fitted with a healthy spray mechanism, it saves water while also avoiding you the trouble of carrying a bucket.







DOMESTIC ELECTRIC MOP

Dry and Wet Cleaning

Prestige®

CIN:L85110TZ1955PLC015049

Corporate Office: TTK Prestige Limited, 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore - 560 025.
Phone: 080-2221 7438/39 I Email: customercare@ttkprestige.com
Registered Office: Plot No.38, SIPCOT Industrial Complex, Hosur - 635 126, Tamilnadu, India.
Email: investorhelp@ttkprestige.com
www.ttkprestige.com