

TTK Prestige LIMITED



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August 29, 2017

National Stock Exchange of India Ltd. “Exchange Plaza”, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. Scrip Symbol : TTKPRESTIG	BSE Ltd. 27th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code : 517506
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Dear Sir / Madam,

Re : Minutes of the 61st Annual General Meeting

We are forwarding herewith the certified true copy of the Minutes of the 61st Annual General Meeting of our Company held on 11th August, 2017

We request you to kindly take the above document on record.

Thanking you

Yours faithfully
For TTK Prestige Limited

A handwritten signature in black ink, appearing to read 'K. Shankaran'.

(K Shankaran)
Director & Whole-time Secretary

Encl. : a/a

MINUTES

TTK PRESTIGE LIMITED

**MINUTES OF THE PROCEEDINGS OF THE SIXTY FIRST ANNUAL GENERAL MEETING
HELD AT 12.04 P.M., ON FRIDAY, THE 11TH AUGUST, 2017 AT HOTEL CLARESTA,
BANGALORE ROAD HOSUR – 635 109**

Time of commencement: 12.04 p.m.

Time of Conclusion: 12.45 p.m.

No. of Members present in Person	32
No. of Members present through Proxy	3

DIRECTORS PRESENT IN PERSON:

Mr. T T Jagannthan	- Executive Chairman
Mr. R Srinivasan	- Independent Director (Chairman of the Nomination & Remuneration Committee)
Mr. Dileep K Krishnaswamy	- Independent Director (Chairman of the Audit Committee & Stakeholder Relationship Committee)
Dr (Mrs) Vandana Walvekar	- Independent Director
Mr. Arun Thiagarajan	- Independent Director
Mr. Murali Neelakantan	- Independent Director
Mr. T T Mukund	- Non-Executive Director
Mr. Chandru Kalro	- Managing Director
Mr. K Shankaran	- Director & Whole-time Secretary (CS)

BY INVITATION:

Mr H T Rajan	- Chief Manufacturing Officer
Mr V Sundaresan	- Senior Vice President – Finance (CFO)
Mr C N Srinivasan	- Partner, M/s S Viswanathan LLP Statutory Auditors
Mrs. Seethalakshmi	- Partner, M/s. PKF Sridhar & Santhanam LLP
Mr Parameshwar Hegde	- Secretarial Auditor & Scrutinizer

INTRODUCTION OF DIRECTORS:

Mr K Shankaran – Director & Secretary introduced the Members of the Board of Directors and other invitees present at the meeting.

CHAIRMAN OF THE MEETING:

In accordance with Article 57 of the Articles of Association of the Company, Mr T T Jagannathan, Chairman of the Board of Directors took the Chair.

Having ascertained that the quorum was present and the Register of Directors and Key Managerial Personnel and their Shareholdings, the Register of Contracts or arrangements in which Directors and Key Managerial Personnel were interested was kept open for members' inspection, the Chairman called the meeting to order.

He declared the proxies received and entered in the Register of Proxies as valid.

Chairman informed that Mr. Dileep Krishnaswamy - Chairmen of the Audit Committee & Stakeholder Relationship Committee, Mr. R. Srinivasan – Chairman of the Nomination & Remuneration Committee and Mr. Parameshwara Hegde – Secretarial Auditor were present.

The Chairman further informed the meeting that Mr T T Raghunathan – Vice Chairman could not attend the meeting due to unavoidable circumstances.

Thereafter, the Chairman commenced the formal agenda of the Meeting.

**CHAIRMAN'S
INITIALS**



MINUTES**NOTICE OF THE MEETING:**

With the consent of the members present, the Notice convening the Meeting as already circulated was taken as read.

CHAIRMAN'S ADDRESS:

The Chairman welcomed the members to the Sixty First Annual General Meeting and delivered his speech.

AUDITORS' REPORT:

The Chairman informed the Members that since there were no qualifications, observations or comments in the Auditors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2017, the same was not required to be read at the Meeting, as per Section 145 of the Companies Act, 2013.

The Chairman further informed that the Cost Audit Report and the Secretarial Audit Report also do not contain any qualifications, observations or comments and hence the same were not required to be read at the Meeting.

PRESENTATION OF ANNUAL ACCOUNTS TO MEMBERS/ITEMS ON AGENDA

The Chairman took up the Item Nos.1 to 5 of the Notice along with the Explanatory Statement already circulated to the Members and briefly explained the details of each of these items.

Thereafter, he invited queries from the Members on these items but there were no queries from any of the Members.

VOTING PROCEDURE:

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had extended its Members the facility to exercise their right to vote on the businesses to be transacted at the AGM by electronic means.

Accordingly, the e-Voting facility was made available to the Members for three days from 9.00 a.m., on 8th August, 2017 to 5.00 p.m., on 10th August, 2017.

The Chairman further informed that the facility for voting through electronic voting system (i.e. Insta Poll) is made available at the Meeting in order to provide the opportunity to the Members who have not cast their votes through remote e-Voting.

The Chairman informed that the Board of Directors have engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-Voting facility and have appointed Mr Parameshwar Hegde as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting and Insta Poll process and submit his Report.

The Chairman then ordered the Insta Poll on all the resolutions set out at Item Nos. 1 to 5 of the Notice of the Sixty First Annual General Meeting and requested all the Members to cast their votes.

The Chairman requested the Members to take the help of the volunteers for any help relating to Insta Poll process. Members were requested to make use of the Tablets and enter the One Time Password given to them to cast their votes.

The Chairman announced that the e-Voting results along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company and the website of Karvy within 48 hours.

**CHAIRMAN'S
INITIALS**

DECLARATION OF VOTING RESULTS

On the basis of the Report submitted by the Scrutinizer Mr Parameshwar Hegde of Hegde & Hegde, the results of the voting on the various businesses transacted at the Sixty First Annual General Meeting of the Company held on 11th August, 2017, are declared as below:

ITEM NO.1
AOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017 – ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2017 and the Profit & Loss Statement for the year ended (Stand alone and Consolidated), together with the Board's Report with Annexures and Auditors' Report thereon be and are hereby received and adopted.”

The Resolution was carried unanimously.

ITEM NO.2
DECLARATION OF DIVIDEND 2016-17 – ORDINARY RESOLUTION:

“RESOLVED THAT the Shareholders do and hereby declare a final dividend of Rs. 12/- (120%) for the year 2016-17 on the Equity Shares of the Company whose names appears on the Register of Members as on 9th August, 2017 and also approve the interim dividend of Rs.15/- (150%) per equity share paid during May 2017 for the financial year ended 31st March, 2017.”

The Resolution was carried unanimously.

ITEM NO.3
RE-APPOINTMENT OF MR T T MUKUND AS A DIRECTOR – ORDINARY RESOLUTION:

“RESOLVED THAT in terms of provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and in terms of the Articles of Association of the Company, Mr. T T Mukund (DIN-07193370) be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

The Resolution was carried by requisite majority.

ITEM NO.4
APPOINTMENT OF STATUTORY AUDITORS – ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. PKF Sridhar & Santhanam (ICAI Registration No. 003990S/S200018) in place of the retiring auditors M/s. S Viswanathan LLP, Chartered Accountants, Bangalore (Firm Regn No.S200025) be and are hereby appointed as Statutory Auditors of the Company, for a term of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of 66th Annual General Meeting, subject to ratification at every Annual General Meeting, on such remuneration, as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company”.

The Resolution was carried unanimously.

CHAIRMAN'S
INITIALS

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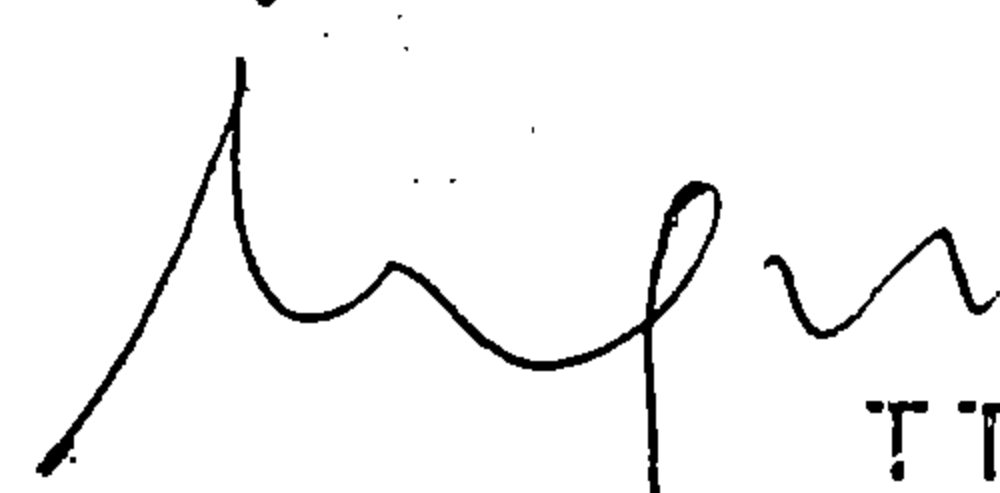
MINUTES**ITEM NO.5****APPROVAL OF REMUNERATION TO COST AUDITORS – ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of Rs.3,00,000/- (Rupees Three lakhs only) plus service tax as applicable and reimbursement of travel and out-of-pocket expenses, payable to Mr. V. Kalyanaraman, Cost Accountant for conducting the audit of cost records of the Company, for the financial year ending 31st March, 2018, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby approved".

The Resolution was carried unanimously.

DECLARATION OF VOTING RESULTS:

The complete details along with the Consolidated Report on the e-Voting and the Insta Poll conducted at the Meeting submitted by the Scrutinizer were declared by the Company on 11th August, 2017 on the website of the Company and were communicated to the Stock Exchanges on the same day.



T T Jagannathan
Chairman of the Meeting

Date: 28th August, 2017



CHAIRMAN'S
INITIALS