

TTK Prestige LIMITED



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 5, 2015

Bombay Stock Exchange

National Stock Exchange Limited

Dear Sir,

Sub: Minutes of the Annual General Meeting

Please find enclosed Minutes of the Proceedings of the Annual General Meeting held on 23rd July, 2015.

This is for your information and records. Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

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

K. Shankaran
Director & Secretary

TTK Prestige LIMITED



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MINUTES OF THE PROCEEDINGS OF THE FIFTY NINTH ANNUAL GENERAL MEETING HELD AT 12.00 NOON, ON THURSDAY, THE 23RD JULY, 2015 AT HOTEL CLARESTA, BANGALORE-CHENNAI NH7 HOSUR – 635 109 AT 12 NOON.

Time of commencement: 12.05 p.m.
Time of Conclusion: 13.05 p.m.

No. of Members present in Person	44
No. of Members present through Proxy	13

DIRECTORS PRESENT IN PERSON:

Mr. R SRINIVASAN	- Chairman of the Meeting
Mr. CHANDRU KALRO	- Managing Director
Mr. ARUN THIAGARAJAN	- Director
Mr. DILEEP K KRISHNASWAMY	- Director
Mr. T T MUKUND	- Director
Mr. MURALI NEELAKANTAN	- Director
Mr. K SHANKARAN	- Director & Secretary

BY INVITATION:

Mr C N Srinivasan - Partner – M/s S. Viswanathan
Statutory Auditors

CHAIRMAN OF THE MEETING:

In the absence of Mr T T Jagannathan, Chairman of the Board of Directors, at the request of all the Directors present at the Meeting, Mr. R. Srinivasan chaired the meeting.

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 the meeting 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.

INTRODUCTION OF DIRECTORS:

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

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

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 Fifty Ninth Annual General Meeting. The chairman's speech was read out and printed copies were circulated.

AUDITORS' REPORT:

The Chairman informed the Members that as per Section 145 of the Companies Act, 2013, the qualifications, observations or comments, mentioned in the Auditors' Report which have any adverse effect on the functioning of the Company is required to be read at the General Meeting.

He further added that since there were no such qualifications, observations or comments in the Auditors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2015, the same was not required to be read at the Meeting.

PRESENTATION OF ANNUAL ACCOUNTS TO MEMBERS/ITEMS ON AGENDA:

The Chairman presented to the members the Annual Accounts for the financial year ended 31st March, 2015 and invited questions from the members on the Audited Accounts of the Company.

Several Members addressed the Meeting, gave their suggestions and sought clarifications on the Company's accounts and businesses. All the queries raised by the Members were answered.

Thereafter, the Chairman took up the Item Nos.2 to 5 of the Notice along with the Explanatory Statement already circulated to the Member and also invited queries from the Members on each of these items.

All the queries raised by the Members relating to Item Nos.2 to 5 were answered.

VOTING PROCEDURE:

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, 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 four days from 10.00 a.m., on 19th July, 2015 to 5.00 p.m., on 22nd July, 2015.

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 Fifty Ninth 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.

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 Fifty Ninth Annual General Meeting of the Company held on 23rd July, 2015, are declared as below:

ITEM NO.1

APPROVAL OF ACCOUNTS – ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement for the year ended on that date, together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted".

The Resolution was carried by requisite majority.

ITEM NO.2

DECLARATION OF DIVIDEND – ORDINARY RESOLUTION:

“RESOLVED THAT a dividend of Rs.22.00 per share in respect of 1,16,41,190 Equity Shares of Rs.10/- each fully paid-up as on 31st March, 2015 be paid to the holders of Equity Shares whose names appear on the Register of Members as on 17th July, 2015”.

The Resolution was carried by requisite majority.

ITEM NO.3

RE-APPOINTMENT OF MR K SHANKARAN AS A DIRECTOR – ORDINARY RESOLUTION:

“RESOLVED THAT Mr K. Shankaran (DIN – 00043205) be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

The Resolution was carried by requisite majority.

ITEM NO.4

RATIFICATION OF APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION:

“RESOLVED THAT the appointment of M/s S Viswanathan, Chartered Accountants (who were appointed by the Members 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), 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”.

The Resolution was carried by requisite majority.

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 Accountants for conducting the audit of cost records of the Company, for the financial year ending 31st March 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified and confirmed”.

The Resolution was carried by requisite majority.

DECLARATION OF VOTING RESULTS:

The complete details along with the Consolidated Report on the e-Voting and the InstaPoll conducted at the Meeting submitted by the Scrutinizer were declared by the Company on 24th July, 2015 on the website of the Company and were communicated to the Stock Exchanges on the same day.

The consolidated details of the Results both on the e-Voting and the InstaPoll conducted at the Meeting are enclosed as **Annexure-I** to the Minutes.

R. SRINIVASAN
CHAIRMAN OF THE MEETING

//Certified True//

Date: 24th July, 2015

For TTK PRESTIGE LIMITED


K. SHANKARAN
Director & Secretary

Annexure 1

23rd July 2015

Resolution	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Approval of Accounts	Mode of Voting : E - Voting							
	Promoter and Promoter group	8192416	0	0.00	0	0	0.00	0.00
	Public – Institutional Holders	2509750	1855961	73.95	1855961	0	100.00	0.00
	Public-Others	939024	118	0.01	118	0	100.00	0.00
	Total	11641190	1856079	15.94	1856079	0	100.00	0.00
	Mode of Voting : InstaPoll							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	46081	1.84	46081	0	100.00	0.00
	Public-Others	939024	105398	11.22	105398	0	100.00	0.00
	Total	11641190	8006195	68.77	8006195	0	100.00	0.00
	Mode of Voting : E - Voting & InstaPoll (Consolidated)							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	1902042	75.79	1902042	0	100.00	0.00
	Public-Others	939024	105516	11.24	105516	0	100.00	0.00
	Total	11641190	9862274	84.72	9862274	0	100.00	0.00
Declaration of Dividend	Mode of Voting : E - Voting							
	Promoter and Promoter group	8192416	0	0.00	0	0	0.00	0.00
	Public – Institutional Holders	2509750	1855961	73.95	1855961	0	100.00	0.00
	Public-Others	939024	119	0.01	119	0	100.00	0.00
	Total	11641190	1856080	15.94	1856080	0	100.00	0.00
	Mode of Voting : InstaPoll							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	46081	1.84	46081	0	100.00	0.00
	Public-Others	939024	105398	11.22	105398	0	100.00	0.00
	Total	11641190	8006195	68.77	8006195	0	100.00	0.00
	Mode of Voting : E - Voting & InstaPoll (Consolidated)							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	1902042	75.79	1902042	0	100.00	0.00
	Public-Others	939024	105517	11.24	105517	0	100.00	0.00
	Total	11641190	9862275	84.72	9862275	0	100.00	0.00

Re-appointment of Mr. K Shankaran as a Director	Mode of Voting : E - Voting							
	Promoter and Promoter group	8192416	0	0.00	0	0	0.00	0.00
	Public – Institutional Holders	2509750	1855961	73.95	1810008	45953	97.52	2.48
	Public-Others	939024	119	0.01	115	4	96.64	3.36
	Total	11641190	1856080	15.94	1810123	45957	97.52	2.48
	Mode of Voting : InstaPoll							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	46081	1.84	0	0	0.00	99.29
	Public-Others	939024	104298	11.11	104298	0	100.00	0.17
	Total	11641190	8005095	68.77	7959014	0	99.42	0.00
	Mode of Voting : E - Voting & InstaPoll (Consolidated)							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	1902042	75.79	1856089	45953	97.58	2.42
	Public-Others	939024	104417	11.12	104413	4	100.00	0.00
	Total	11641190	9861175	84.71	9815218	45957	99.53	0.47
Ratification of Appointment of Auditors	Mode of Voting : E - Voting							
	Promoter and Promoter group	8192416	0	0.00	0	0	0.00	0.00
	Public – Institutional Holders	2509750	1855961	73.95	1855036	925	99.95	0.05
	Public-Others	939024	119	0.01	114	5	95.80	4.20
	Total	11641190	1856080	15.94	1855150	930	99.95	0.05
	Mode of Voting : InstaPoll							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	46081	1.84	0	46081	0.00	0.28
	Public-Others	939024	105398	11.22	105398	0	100.00	0.19
	Total	11641190	8006195	68.77	7960114	46081	99.42	0.58
	Mode of Voting : E - Voting & InstaPoll (Consolidated)							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	1902042	75.79	1855036	47006	97.53	2.47
	Public-Others	939024	105517	11.24	105512	5	100.00	0.00
	Total	11641190	9862275	84.72	9815264	47011	99.52	0.48

Approval of Remuneration to Cost Auditors	Mode of Voting : E - Voting							
	Promoter and Promoter group	8192416	0	0.00	0	0	0.00	0.00
	Public – Institutional Holders	2509750	1855961	73.95	1855036	925	99.95	0.05
	Public-Others	939024	119	0.01	119	0	100.00	0.00
	Total	11641190	1856080	15.94	1855155	925	99.95	0.05
	Mode of Voting : InstaPoll							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	46081	1.84	46081	0	100.00	0.90
	Public-Others	939024	105398	11.22	105398	0	100.00	0.17
	Total	11641190	8006195	68.77	8006195	0	100.00	0.00
	Mode of Voting : E - Voting &							
	Promoter and Promoter group	8192416	7854716	95.88	7854716	0	100.00	0.00
	Public – Institutional Holders	2509750	1902042	75.79	1901117	925	99.95	0.05
	Public-Others	939024	105517	11.24	105517	0	100.00	0.00
	Total	11641190	9862275	84.72	9861350	925	99.99	0.01

For TTK PRESTIGE LIMITED


K. SHANKARAN
 Director & Secretary