



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the members of **TTK PRESTIGE LIMITED** will be held on **Monday, the 12th August, 2019** at 12 Noon at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru-Chennai NH7, Hosur-635109 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements.

To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend.

To declare a dividend of ₹ 30/- (Rupees Thirty Only) per equity share for the financial year 2018-19.

3. Appointment of Director.

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.

SPECIAL BUSINESS:

4. Ratification of Remuneration Payable to Cost Auditor

To consider and if thought fit, to pass 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 ₹4,00,000/- (Rupees Four lakhs only) plus taxes and levies 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, 2020, as approved by the Board of Directors of the Company, be and is hereby ratified."

5. Re-appointment of Dr.(Mrs.) Vandana Walvekar (DIN: 00059160), as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force)

Dr.(Mrs.) Vandana Walvekar (DIN: 00059160) who was appointed as an Independent Director of the Company for a first term up to March 24, 2020 and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a member signifying his intent to propose her as a candidate for the office of a director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years from March 25, 2020 up to March 24, 2025 not liable to retire by rotation, notwithstanding her having attained 75 (seventy five) years of age."

6. Re-appointment of Mr. Dileep Krishnaswamy (DIN: 00176595), as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force). **Mr. Dileep Krishnaswamy (DIN: 00176595)**, who was appointed as an Independent Director of the Company for a first term up to March 24, 2020 and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a member signifying his intent to propose him as a candidate for the office of a director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years from March 25, 2020 up to March 24, 2025 not liable to retire by rotation, notwithstanding his having attained 75 (seventy five) years of age."

7. Approval for continuation of appointment of Mr. Arun Thiagarajan (DIN: 00292757), an Independent Director.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof, for the time being in force) sanction of the Company be and is hereby accorded to **Mr. Arun Thiagarajan (DIN: 00292757)** Independent Director of the Company to continue to hold his office as such until the end of his current tenure upto March

24, 2020 notwithstanding he is attaining the age of 75 years on September 7, 2019.”

8. Re-appointment of Mr. Arun Thiagarajan (DIN: 00292757), as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) **Mr. Arun Thiagarajan (DIN: 00292757)**, who was appointed as an Independent Director of the Company for a first term up to March 24, 2020 and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a member signifying his intent to propose him as a candidate for the office of a director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years from March 25, 2020 up to March 24, 2025 not liable to retire by rotation, notwithstanding his having attained 75 (seventy five) years of age.”

9. Re-appointment of Mr. Murali Neelakantan (DIN: 02453014), as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) **Mr. Murali Neelakantan (DIN: 02453014)**, who was appointed as an Independent Director of the Company for a first term up to March 24, 2020 and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a member signifying his intent to propose him as a candidate for the office of a director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years from March 25, 2020 up to March 24, 2025 not liable to retire by rotation.”

10. Appointment of Mr. Chandru Kalro (DIN: 03474813) as Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, **Mr. Chandru Kalro (DIN No.03474813)** in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member intending to propose him as Director of the Company, be and is hereby re-appointed as a Director of the company not liable to retire by rotation.”

11. Re-appointment of Mr. Chandru Kalro (DIN: 03474813) as Managing Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 203 read with Schedule V of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of **Mr. Chandru Kalro (DIN No.03474813)** as Managing Director of the Company for a further period of 5 years with effect from April 1, 2020 on such remuneration and terms and conditions of appointment as set out in the Statement annexed to this Notice.”

“RESOLVED FURTHER THAT in the event of the Company incurring loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. Chandru Kalro, the above remuneration as Minimum Remuneration by way of Salary, perquisites and allowances in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise the terms of appointment and remuneration of Mr. Chandru Kalro from time to time as they may deem fit within the applicable limits for the time being in force in accordance with the provisions of Section 197 of Companies Act, 2013 as amended from time to time.”

Place: Bengaluru
Dated: 29th May, 2019

By Order of the Board
K. SHANKARAN
Director & Secretary
DIN: 00043205

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORMS SHOULD 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 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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. Statement pursuant to Section 102(1) of the Companies Act, 2013, ("The Act") relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time the Company is providing facility for voting by electronic means. The facility for voting through Ballot (Instapoll) 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. 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.
4. 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.
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
7. The dividend on Equity Shares, if approved at the AGM, will be paid to those Shareholders whose names appear in the Register of Members on August 9, 2019.
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 including dividend matters immediately to the Company/ Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, India.

Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication as a mark of their commitment to green initiative.

9. **The Register of Members and Share Transfer Books will remain closed on August 9, 2019 for the purpose of payment of dividend for the FY ended March 31, 2019 and the AGM.**
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has provided/hosted the required details of unclaimed amounts referred to under Section 124 of the Companies Act, 2013 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant Form 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. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

Financial Year Ended	Due Date of Transfer
31 st March, 2012	07.08.2019
31 st March, 2013	19.08.2020
31 st March, 2014	25.09.2021
31 st March, 2015	27.08.2022
31 st March, 2016 - Interim	16.04.2023
31 st March, 2017 - Interim	29.05.2024
31 st March, 2017 – Final	15.09.2024
31 st March, 2018	29.08.2025

Members may note that shares as well as unclaimed dividends transferred to IEPF authority can be claimed

back from them. Concerned members/investors are advised to visit the weblink:<http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF authority.

13. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.
14. SEBI has decided that Securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

15. A copy of the Annual Report 2019 along with the Notice of the Annual General Meeting, stating the process and manner of e-Voting at the 63rd 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.

The Annual Report 2018-19 along with the Notice of 63rd AGM is available on the Company's website www.ttkprestige.com.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on working days, up to and including the date of the Annual General Meeting of the Company.

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

Item No.3

Name of the Director	Mr. T. T. Raghunathan
Director Identification Number (DIN)	00043455
Date of Birth and Age	8.7.1952, 66 years
Date of First Appointment on the Board	3.8.1995
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. T.T. Raghunathan is a commerce graduate. He has vast industrial experience and has been actively involved in the management of the various companies of TTK Group
No. of Board Meetings attended during the year as a Director	Three (as on March 31, 2019)
Directorships held in other Companies	Public Companies (all listed) - TTK Healthcare Limited
Memberships / Chairmanships of Committees of other Boards	TTK Healthcare Limited - CSR Committee (Chairman)
Remuneration last drawn (FY 2018-19)	₹23.30 lakhs (sitting fees and commission)
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.
Shareholding in the Company	2000 shares
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. T. T. Raghunathan is the brother of Mr. T.T. Jagannathan and uncle of Mr. T.T. Mukund.

Item No.5

Name of the Director	Dr.(Mrs) Vandana Walvekar
Director Identification Number (DIN)	00059160
Date of Birth and Age	10.4.1943, 76 years
Date of First Appointment on the Board	26.3.1975
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Dr.(Mrs) Vandana Walvekar is a gynaecologist and has more than four decades of experience to her credit. She has been on the Board of the Company since 1975 and is an Independent Director of our Company. She is the member of Stakeholders Relationship Committee.
No. of Board Meetings attended during the year as a Director	Six

Directorships held in other Companies	Public Companies (all listed) - TTK Healthcare Limited
Memberships / Chairmanships of Committees of other Boards	TTK Healthcare Limited - Nomination & Remuneration Committee (Member) - CSR Committee (Member)
Remuneration last drawn (FY 2018-19)	₹25.05 lakhs (sitting fees and commission)
Remuneration sought to be paid	Sitting fees for attending the meetings of Board/Committee and commission as percentage of net profit as may be decided by the Board within the limits prescribed under the Act.
Shareholding in the Company	1172 equity shares
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Item No.6

Name of the Director	Mr. Dileep Krishnaswamy
Director Identification Number (DIN)	00176595
Date of Birth and Age	12.9.1946, 72 years
Date of First Appointment on the Board	9.12.2005
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Dileep Krishnaswamy is a well-known Management Consultant with an academic background in Mechanical Engineering and Post Graduate Diploma in Management Studies from Newport, U.K. and is the Independent Director of our Company. He was inducted into your Board in 2005. Mr. Dileep Krishnaswamy has been a management consultant to leading organizations in India and abroad for several decades and is the Chairman of the Audit Committee and Stakeholders Relationship Committee of the Company.
No. of Board Meetings attended during the year as a Director	Five
Directorships held in other Companies	Public Companies (all listed) - Nil
Memberships / Chairmanships of Committees of other Boards	- Nil
Remuneration last drawn (FY 2018-19)	₹27.30 lakhs (sitting fees and commission)
Remuneration sought to be paid	Sitting fees for attending the meetings of Board/Committee and commission as percentage of net profit as may be decided by the Board within the limits prescribed under the Act.
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Item No.7 & 8

Name of the Director	Mr. Arun Thiagarajan
Director Identification Number (DIN)	00292757
Date of Birth and Age	7.9.1944, 74 years
Date of First Appointment on the Board	25.5.2006
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Arun Thiagarajan holds a Master's degree in Electrical Engineering and a degree in Business Administration. He has held senior positions in ABB, Wipro and Hewlett-Packard. He was inducted to the Board in 2006. He is the member of Audit Committee and Nomination & Remuneration Committee

No. of Board Meetings attended during the year as a Director	Six
Directorships held in other Companies	Public Companies (all listed) - Grasim Industries Limited - Gokaldas Exports Limited - Aditya Birla Fashion and Retail Limited - Vodafone Idea Limited - GE Power India Limited
Memberships / Chairmanships of Committees of other Boards	1. Grasim Industries Limited - Audit Committee (Chairman) - Risk Management Committee (Member) 2. Gokaldas Exports Limited - Audit Committee (Member) - Stakeholder Relationship Committee (Chairman) - Nomination & Remuneration Committee (Member) 3. Aditya Birla Fashion and Retail Limited - Audit Committee (Chairman) - Nomination & Remuneration Committee (Member) 4. Vodafone Idea Limited - Audit Committee (Member) 5. GE Power India Limited - Audit Committee (Member) - Nomination & Remuneration Committee (Member)
Remuneration last drawn (FY 2018-19)	₹28.3 lakhs (sitting fees and commission)
Remuneration sought to be paid	Sitting fees for attending meetings of the Board/Committee and commission as may be decided by the Board within the limits prescribed under the Act.
Shareholding in the Company	490 equity shares
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Item No.9

Name of the Director	Mr. Murali Neelakantan
Director Identification Number (DIN)	02453014
Date of Birth and Age	4.10.1972, 46 years
Date of First Appointment on the Board	25.3.2015
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Murali Neelakantan is a dual qualified (Indian and England & Wales) Lawyer with broad based experience of advising on cross border deals governed by English law and domestic Indian deals governed by Indian law and is the Independent Director of our Company. Mr. Murali Neelakantan has advised a broad spectrum of clients ranging from financial institutions and pharma to information technology and hospitality. He is the member of Nomination & Remuneration Committee and Risk Management Committee.
No. of Board Meetings attended during the year as a Director	Six
Directorships held in other Companies	Nil
Memberships / Chairmanships of Committees of other Boards	Nil
Remuneration last drawn (FY 2018-19)	₹25.55 lakhs (sitting fees and commission)

Remuneration sought to be paid	Sitting fees for attending the meetings of Board/Committee and commission as percentage of net profit as may be decided by the Board within the limits prescribed under the Act.
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Item No.10 & 11

Name of the Director	Mr. Chandru Kalro
Director Identification Number (DIN)	03474813
Date of Birth and Age	10.5.1964, 55 years
Date of First Appointment on the Board	1.4.2015
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Chandru Kalro is having an Engineering degree in Electronics & Communication. He joined the Company in 1993 and was serving as Chief Operating Officer of the Company till March 2015. He is the Member of Stakeholder Relationship Committee and Risk Management Committee.
No. of Board Meetings attended during the year as a Director	Six
Directorships held in other Companies	Nil
Memberships / Chairmanships of Committees of other Boards	Nil
Remuneration last drawn (FY 2018-19)	₹ 389.55 lakhs
Remuneration sought to be paid	Rs 1.12 Crore p.a. (approx) by way of salary and perquisites plus commission as per the terms of employment as stated in the explanatory statement.
Shareholding in the Company	100 equity shares
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Place: Bengaluru

Dated: 29th May, 2019

By Order of the Board

K. SHANKARAN

Director & Secretary

DIN: 00043205

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. 4

Pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder the Board of Directors of the Company have, on the recommendation of the Audit Committee, appointed 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, 2020, on a remuneration of ₹4,00,000/- (Rupees Four lakhs only) plus taxes and levies as applicable and reimbursement of travel and out of pocket expenses, payable to the said Cost Auditor. In accordance with the provisions of the said section, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the shareholders at a general meeting.

The Board recommends the Ordinary Resolution at Item No.4 for approval by the Members.

None of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM No. 5

Dr. (Mrs.) Vandana Walvekar (DIN: 00059160) was appointed as an Independent Director for a first term of 5 years from March 25, 2015 and holds office up to March 24, 2020.

Based on evaluation of her performance, the Nomination and Remuneration Committee of the Board at its meeting held on May 29, 2019, has recommended re-appointment of Dr.(Mrs.) Vandana Walvekar for a second term of 5(five) years as an Independent Director of the Company. The Board of Directors considering that her continued services would be beneficial to the Company, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders, have proposed the re-appointment of Dr.(Mrs.) Vandana Walvekar for a second term of five years commencing from March 25, 2020 and until March 24, 2025 notwithstanding that she has attained the age of 75 years.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment for a further term of 5 years on passing of a Special Resolution by the company and that such appointment shall be disclosed in the Board's report.

Further, as per regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI LODR) which is applicable effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a Special Resolution is passed to that effect, in which

case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Dr. (Mrs.) Vandana Walvekar is proposed to be appointed for second term and also she has attained the age of 75 years her re-appointment as a Non-Executive Independent Director in the Company w.e.f. March 25, 2020 requires the approval of the shareholders through a Special Resolution.

The Company has received notice in writing pursuant to section 160 of the Companies Act, 2013 from a member proposing the re-appointment of Dr. (Mrs.) Vandana Walvekar as an Independent Director of the Company.

The Company has received (i) consent in writing from Dr.(Mrs.) Vandana Walvekar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Dr.(Mrs.) Vandana Walvekar to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in subsection (6) of Section 149 of the Companies Act, 2013 and as per the SEBI LODR.

In the opinion of the Board, Dr.(Mrs.) Vandana Walvekar fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

The Board recommends the resolution for re-appointment of Dr. (Mrs.) Vandana Walvekar as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

The disclosures pursuant to Regulation 36(3) of SEBI LODR and Secretarial Standards SS-2 of ICSI are appended.

No director, key managerial personnel and their relatives, except Dr.(Mrs.) Vandana Walvekar to whom the resolution relates is concerned or interested in the resolution.

ITEM No. 6

Mr. Dileep Krishnaswamy (DIN: 00176595) was appointed as an Independent Director for a first term of 5 years from March 25, 2015 and holds office up to March 24, 2020.

Based on evaluation of his performance the Nomination and Remuneration Committee of the Board at its meeting held on May 29, 2019, has recommended re-appointment of Mr. Dileep Krishnaswamy for a second term of 5(five) years as an Independent Director of the Company. The Board of Directors considering that his continued services would be beneficial to the Company, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders, have proposed the re-appointment of Mr. Dileep Krishnaswamy for a second term of five years commencing from March 25, 2020 and until March 24, 2025 notwithstanding that he has attained the age of 75 years.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be

eligible for re-appointment for a further term of 5 years on passing of a Special Resolution by the company and that such appointment shall be disclosed in the Board's report.

Further, as per the new regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI LODR) which is applicable effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a Special Resolution is passed to that effect, in which case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Mr. Dileep Krishnaswamy will be attaining the age of 75 years on September 12, 2021, his continuation as Non-Executive Independent Director in the Company w.e.f. September 12, 2021 also requires the approval of the shareholders through a Special Resolution.

The Company has received notice in writing pursuant to section 160 of the Companies Act, 2013, from a member proposing the re-appointment of Mr. Dileep Krishnaswamy as an Independent Director of the Company.

The Company has received (i) consent in writing from Mr. Dileep Krishnaswamy to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Dileep Krishnaswamy to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Companies Act, 2013 and as per the SEBI LODR.

In the opinion of the Board, Mr. Dileep Krishnaswamy fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

The Board recommends the resolution for re-appointment of Mr. Dileep Krishnaswamy as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

The disclosures under Regulation 36(3) of SEBI LODR and Secretarial Standards SS-2 of ICSI are appended.

No Director, Key Managerial Personnel and their relatives other than Mr. Dileep Krishnaswamy to whom the resolution relates is concerned or interested in the resolution.

ITEM No. 7

Mr. Arun Thiagarajan (DIN: 00292757) was appointed as an Independent Director w.e.f March 25, 2015 in accordance with the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI LODR) holds office up to March 24, 2020.

Pursuant to Regulation 17(1A) of the SEBI LODR which is applicable effective from April 01, 2019, no listed entity shall

appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a Special Resolution is passed to that effect, in which case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Given the vast experience of Mr. Arun Thiagarajan, the Board considers that it is beneficial to continue his services as Independent Director of the Company.

Since Mr. Arun Thiagarajan will attain the age of 75 (seventy five) years on September 7, 2019, the approval of the shareholders by special resolution is sought to continue his appointment till March 24, 2020 in compliance of the Regulation 17(1A) of SEBI LODR.

No director, key managerial personnel or their relatives except Mr. Arun Thiagarajan to whom the resolution relates, is interested or concerned in the resolution.

The Board commends the resolution for approval of the members.

ITEM No. 8

Mr. Arun Thiagarajan (DIN: 00292757) was appointed as an Independent Director for a first term of 5 years from March 25, 2015 to March 24, 2020.

Based on evaluation of his performance the Nomination and Remuneration Committee of the Board at its meeting held on May 29, 2019, has recommended re-appointment of Mr. Arun Thiagarajan for a second term of 5(five) years as an Independent Director of the Company. The Board of Directors considering that his continued services would be beneficial to the Company, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders, have proposed the re-appointment of Mr. Arun Thiagarajan for a second term of five years commencing from March 25, 2020 and until March 24, 2025 notwithstanding that he has attained the age of 75 years.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment for a further term of 5 years on passing of a Special Resolution by the company and that such appointment shall be disclosed in the Board's report.

Further, as per the regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as SEBI LODR) which is applicable effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-executive director who has attained the age of 75 (seventy five) years unless a Special Resolution is passed to that effect, in which case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Mr. Arun Thiagarajan will be attaining the age of 75 (seventy five) years on September 7, 2019, his re-appointment as the Non-Executive Independent Director in the Company requires the approval of the shareholders through a Special Resolution.

The Company has received notice in writing pursuant to section 160 of the Companies Act, 2013, from a member proposing the re-appointment of Mr. Arun Thiagarajan as an Independent Director of the Company.

The Company has received (i) consent in writing from Mr. Arun Thiagarajan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Arun Thiagarajan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Companies Act, 2013 and as per the SEBI LODR.

In the opinion of the Board Mr. Arun Thiagarajan fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

The Board recommends the resolution for re-appointment of Mr. Arun Thiagarajan as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

The disclosures under Regulation 36(3) of SEBI LODR and Secretarial Standards SS-2 of ICSI are appended.

No Director, Key Managerial Personnel and their relatives other than Mr. Arun Thiagarajan to whom the resolution relates is concerned or interested in the resolution.

ITEM No. 9

Mr. Murali Neelakantan (DIN: 02453014) was appointed as an Independent Director for a first term of 5 years from March 25, 2015 to March 24, 2020.

Based on evaluation of his performance the Nomination and Remuneration Committee of the Board at its meeting held on May 29, 2019, has recommended re-appointment of Mr. Murali Neelakantan for a second term of 5(five) years as an Independent Director of the Company. The Board of Directors considering that his continued services would be beneficial to the Company, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders, have proposed the re-appointment of Mr. Murali Neelakantan for a second term of 5(five) years commencing from March 25, 2020 and until March 24, 2025.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment for a further term of 5(five) years on passing of a Special Resolution by the company and that such appointment shall be disclosed in the Board's report.

The Company has received notice in writing pursuant to section 160 of the Companies Act, 2013 from a member proposing the re-appointment of Mr. Murali Neelakantan as an Independent Director of the Company.

The Company has received (i) consent in writing from Mr. Murali Neelakantan to act as Director in Form DIR 2

pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Murali Neelakantan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI LODR).

In the opinion of the Board Mr. Murali Neelakantan fulfills the conditions for appointment as an Independent Director as specified in the Act and is independent of the management.

The Board recommends the resolution for re-appointment of Mr. Murali Neelakantan as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

The disclosures under Regulation 36(3) of SEBI LODR and Secretarial Standards SS-2 of ICSI are appended.

No Director, Key Managerial Personnel and their relatives other than Mr. Murali Neelakantan to whom the resolution relates is concerned or interested in the resolution.

ITEM No. 10 & 11

Mr. Chandru Kalro was appointed as Managing Director of the Company for a period of 5 years with effect from April 01, 2015 and hold office up to March 31, 2020.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and also based on evaluation of his performance, at their meeting held on 29th May 2019 have re-appointed Mr. Chandru Kalro as Managing Director of the Company for a further period of 5 (five) years from 1st April 2020 to 31st March 2025.

The terms and conditions of his appointment as fixed by the Nomination and Remuneration Committee and approved by the Board of Directors are as follows:

A. Salary	₹5,00,000 per month
B. 1) Housing	House Rent Allowance of 60% of the salary.
2) Gas, Electricity & Water	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary.
3) Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependents.
4) Leave Travel Assistance	For self and family, to and fro Airfare to any place in India once a year.
5) Club Fees	Fees for one club not including admission and life membership fee.
6) Personal Accident Insurance	Personal accident cover, as per the rules of the company.

C. Other Benefits	
1. Provident Fund contribution	As per rules of the company.
2. Superannuation contribution	As per rules of the company.
3. Leave and Leave encashment benefits	As per rules of the company
4. Gratuity	As per rules of the company
5. Hospitalization expenses	As per rules of the company
D. Provisions of;	
i. Car	Free use of Company maintained car with reimbursement of driver salary as per Company's Rules
ii. Telephone/Mobile	Telephone at residence/Mobile
E. Performance Bonus/Commission	A minimum of 0.8% on the net profits of the company as computed under Sec.198 of the Companies Act, 2013. The rate of Commission will stand increased within the ceiling of 1.2% of the net profits as may be decided by the Nomination & Remuneration Committee based on performance.

The above remuneration exclusive of commission shall be paid to Mr. Chandru Kalro as Minimum Remuneration in the event of the Company incurring loss or inadequacy of profits in any financial year during his tenure in accordance with the provisions of Schedule V of Companies Act, 2013 or any statutory modifications thereof.

The appointment is on contract basis and is terminable with three months' notice in writing. Mr Chandru Kalro is not liable to retire by rotation as a director of the Company.

The appointment of Mr. Chandru Kalro as Director/Managing Director and payment of remuneration to him requires approval of the shareholders in terms of Section 196, 197, 203 and other applicable provisions of and read with Schedule V to Companies Act, 2013, and the Rules made thereunder and the resolution seeks such approval.

The Board recommends the adoption of the resolutions at Item No.10 & 11 for approval of the shareholders.

The disclosures under Regulation 36(3) of SEBI LODR and Secretarial Standards SS-2 are appended.

No director, key managerial personnel or their relatives except Mr. Chandru Kalro to whom the resolution relates, is interested or concerned in the resolution.

Place: Bengaluru
Dated: 29th May, 2019

By Order of the Board
K. SHANKARAN
Director & Secretary
DIN: 00043205

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:

- 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-Voting facility to its members through Karvy Fintech Private Limited to enable them to cast their votes electronically on the items mentioned in the Notice.
- The Portal will remain open from 9.00 a.m. on 9th August, 2019 to 5.00 p.m. on 11th August, 2019 (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.
- The facility for voting through Ballot (Instapoll) 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.
- The Company has appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary as the Scrutinizer for conducting the e-Voting and Ballot process/Instapoll in a fair and transparent manner and he has communicated his willingness for the same.
- 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.
- The e-Voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on **6th August, 2019 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.
- 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. 6th August 2019 only shall be entitled to avail the facility of e-Voting.
- 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. 6th August 2019, may write to Karvy on the e-mail ID: shivakumar.n@karvy.com or Karvy Fintech Private Limited, (Unit: TTK Prestige Limited), Karvy Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or contact Mr. N. Shivakumar at Contact No. 040-67162222, 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 have been passed on the date of the Meeting i.e. 12th August, 2019.

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 – 560025. Members who want to use this facility may kindly inform the Secretarial Department (Ph: 080-22217438/39) and e-mail to manju@ttkprestige.com giving their Name and Folio Number/D.P. ID on or before 5th August, 2019, after which it will be difficult to accommodate your request for transfer facility.

