TTK Prestige LIMITED

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August 16, 2016

Bombay Stock Exchange

National Stock Exchange Limited

Dear Sir,

Sub: Minutes of the Annual General Meeting

Please find enclosed the Minutes of the Proceedings of the Annual General Meeting held on 3rd August, 2016.

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

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

K. Shankaran
Director & Secretary

Encl: as above

MINUTES

TTK PRESTIGE LIMITED

MINUTES OF THE PROCEEDINGS OF THE SIXTIETH ANNUAL GENERAL MEETING HELD AT 12.00 NOON, ON WEDNESDAY, THE 3RD AUGUST, 2016 AT HOTEL CLARESTA, BANGALORE ROAD HOSUR – 635 109
AT 12 NOON

Time of commencement: 12.00 p.m.
Time of Conclusion: 12.45 p.m.

No. of Members present in Person	49
No. of Members present through Proxy	2

DIRECTORS PRESENT IN PERSON:

Mr. T T Jagannthan	- 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. K Shankaran	- Director & Wholetime 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
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 on the Dias.

CHAIRMAN OF THE MEETING:

In accordance with Article 83 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 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.

The Chairman further informed the meeting that Mr T T Raghunathan – Vice Chairman AND Mr. Chandru Kalro – Managing Director & CEO 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 Sixtieth 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, 2016, 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 7 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.

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 relating to Item Nos.1 to 7 were answered.

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 four days from 9.00 a.m., on 30th July, 2016 to 5.00 p.m., on 2nd August, 2016.

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 7 of the Notice of the Sixtieth Annual General Meeting and requested all the Members to cast their votes.

CHAIRMAN'S INITIALS

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.

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 Sixtieth Annual General Meeting of the Company held on 3rd August, 2016, are declared as below:

ITEM NO.1

APPROVAL OF ACCOUNTS – ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2016 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

RATIFICATION OF DIVIDEND – ORDINARY RESOLUTION:

"RESOLVED THAT the interim dividend of Rs.27.00 per share in respect of 1,16,41,190 Equity Shares of Rs.10/- each fully paid-up already paid on March 23, 2016 to the holders of Equity Shares whose names appeared on the Register of Members as on 19th March, 2016 be confirmed as the final dividend"

The Resolution was carried by requisite majority.

ITEM NO.3

RE-APPOINTMENT OF MR T T RAGHUNATHAN AS A DIRECTOR – ORDINARY RESOLUTION:

"RESOLVED THAT Mr T T Raghunathan(DIN–00043455) 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.

CHAIRMAN'S INITIALS

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 2017, 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.

ITEM NO.6

APPROVAL OF COMMISSION TO NON EXECUTIVE DIRECTORS– 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".

ITEM NO.7

APPROVAL TO KEEP REGISTERS AT BANGALORE – 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."

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 4th August, 2016 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: August 12, 2016

CHAIRMAN'S INITIALS