

TTK PRESTIGE LIMITED
Registered Office
Plot No.38, SIPCOT Industrial Complex, Hosur 635 126
mail:investorhelp@ttkprestige.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary general meeting of the members ("**Meeting**") of TTK PRESTIGE LIMITED (the "**Company**") will be held on Saturday June 29, 2013 at 11.30 AM at the registered office of the Company viz. Plot No.38, SIPCOT Industrial Complex, Hosur 635 126, to transact the following special business:

SPECIAL BUSINESS

1. Preferential Allotment of Equity shares:

To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the "**Act**"), and in accordance with the Securities and Exchange Board (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Foreign Exchange Management Act, 1999 and the rules and regulations thereunder, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules, regulations, guidelines issued or framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchanges where the shares of the Company are listed (the "**Stock Exchanges**"), the jurisdictional Registrar of Companies, ("**ROC**") and all other appropriate authorities (hereinafter collectively referred to as the "**Appropriate Authorities**"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and /or sanction (hereinafter referred to as the "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent authority and approval of the members be and is hereby accorded to the Board to offer, issue, and allot up to an aggregate of 3,00,000 equity shares of face value Rs. 10 each (each an "**Equity Share**" and collectively the "**Issue Shares**") at an issue price of Rs. 3550 per share, representing a premium of Rs.3540 per Equity Share aggregating to Rs. 106.50 crores to Cartica Capital Ltd. , (the "**Investor**"), who may or may not be a member of the Company, on preferential allotment basis, subject to compliance with the SEBI ICDR Regulations at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection: