

# TTK Prestige LIMITED



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**CERT**  
ISO 9001

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](mailto:ttkcorp@ttkprestige.com)  
[www.ttkprestige.com](http://www.ttkprestige.com) CIN : L85110TZ1955PLC015049

September 18, 2020

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

Dear Sirs,

**Sub : Minutes of the 64th Annual General Meeting**

We are forwarding herewith the copy of the Minutes of the 64th Annual General Meeting of our Company held on 21st August, 2020.

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

Thanking you

Yours faithfully  
For TTK Prestige Limited

*K. Shankaran*

(K Shankaran)  
Director & Secretary

Encl. : a/a

A **Group Company**

(Registered Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, Tamil Nadu. INDIA)

# MINUTES

## TTK PRESTIGE LIMITED

**MINUTES OF THE PROCEEDINGS OF THE SIXTY FOURTH ANNUAL GENERAL MEETING  
HELD AT 10.15 A.M., ON FRIDAY, THE 21<sup>ST</sup> AUGUST, 2020 THROUGH VIDEO  
CONFERENCING**

Time of commencement: 10.15 a.m.  
Time of Conclusion: 11.41 a.m.

No. of Members present through Audio/Visual means	67
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**DIRECTORS PRESENT THROUGH VIDEO CONFERENCING:**

Mr. T T Jagannthan Mr. T T Raghunathan Mr. R Srinivasan  Mr. Dileep K Krishnaswamy  Dr (Mrs) Vandana Walvekar Mr. Arun Thiagarajan Mr. Murali Neelakantan Mr. Dhruv Moondhra Mr. T T Mukund Mr. Chandru Kalro Mr. K Shankaran	<ul style="list-style-type: none"> <li>- Chairman</li> <li>- Vice Chairman</li> <li>- Independent Director (Chairman of the Nomination &amp; Remuneration Committee)</li> <li>- Independent Director (Chairman of the Audit Committee &amp; Stakeholder Relationship Committee)</li> <li>- Independent Director</li> <li>- Independent Director</li> <li>- Independent Director</li> <li>- Independent Director</li> <li>- Non-Executive Director</li> <li>- Managing Director</li> <li>- Whole-time Director &amp; Secretary</li> </ul>
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**BY INVITATION:**

Mr V Sundaresan Mrs. Seethalakshmi  Mr C N Srinivasan  Mr Parameshwar Hegde	<ul style="list-style-type: none"> <li>- Senior Vice President – Finance (CFO)</li> <li>- Partner, M/s. PKF Sridhar &amp; Santhanam LLP Statutory Auditors</li> <li>- Partner, M/s S Viswanathan LLP Internal Auditors</li> <li>- Secretarial Auditor &amp; Scrutinizer</li> </ul>
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**INTRODUCTION OF DIRECTORS:**

Mr K Shankaran – Whole-time 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.

He informed that the 64th Annual General Meeting of the Company is being held through video conference in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI and the meeting proceedings are being recorded also. The Chairman ascertained from the AGM Video Conference facility provider- KFinTech, that the quorum was present, and the Statutory Registers are available electronically for inspection upon request by the members. Proxy register is not available for inspection since there is no proxy facility for virtual meeting of members. and called the Meeting to order.

Chairman informed that Mr. Dileep Krishnaswamy – Chairmen of the Audit Committee & Stakeholder Relationship Committee, Mr. R. Srinivasan – Chairman of the Nomination & Remuneration Committee, Mrs. Seenthalakshmi, M/s. Parter PKF Sridhar & Santhanam, Statutory Auditors and Mr. Parameshwar Hegde – Secretarial Auditor were present.

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

CHAIRMAN'S  
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**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 fourth 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 31<sup>st</sup> March, 2020, 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 did not contain any qualifications, observations or comments and hence the same were not required to be read at the Meeting.

**TRANSACTING ITEMS ON AGENDA:**

The Chairman took up the Item Nos 1 to 4 along with the Explanatory Statements already circulated to the Members and briefly explained the details of each of these items:

1. Adoption of the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020 together with the Reports of Directors and Auditors thereon.
2. Declaration of Dividend of Rs.20.00 per share (200%) on the Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2020.
3. Re-appointment of Mr. T T Mukund as a Director of the Company.
4. Ratification of remuneration payable to Cost Auditor

Thereafter, he invited queries from the Members on these items. There were some queries by the Members (Registered Speakers) and the same was answered by Mr. Chandru Kalro Managing Director and Mr. K Shankaran – Whole-time Director

**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 18<sup>th</sup> August, 2020, to 5.00 p.m., on 20<sup>th</sup> August, 2020

The Chairman further informed that the facility for voting through electronic voting system is made available during 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 KFintech 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 e-Voting process and submit his Report.

The Chairman informed that the e-voting on the KFintech platform would continue to be available for the next 15 minutes and members who are present in this meeting and those who are yet to cast vote are requested to do so and thereafter ordered e-voting at the AGM on all the resolutions set out at Item Nos. 1 to 4 of the Notice of Sixty Fourth Annual General Meeting. Mr Parameshwar Hegde, Scrutinizer was requested to supervise the e-voting in a fair and transparent manner.

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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 KFintech 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 Sixty Fourth Annual General Meeting of the Company held on 21<sup>st</sup> August, 2020, were declared as below:

**ITEM NO.1****ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020 – ORDINARY RESOLUTION.**

**“RESOLVED THAT** the Audited Financial Statements (Stand alone and Consolidated), for the financial year 2019-20 together with the Board's Report with Annexures and Auditors' Report thereon be and are hereby received and adopted.”

**The Resolution was carried by requisite majority**

**ITEM NO.2****DECLARATION OF DIVIDEND 2019-20 – ORDINARY RESOLUTION.**

**“RESOLVED THAT** the Shareholders do and hereby declare a dividend of Rs. 20/- per share for the financial year 2019-20 on the Equity Shares of the Company payable to those members whose names appear on the Register of Members as on 14<sup>th</sup> August, 2020.”

**The Resolution was carried by requisite majority**

**ITEM NO.3****RE-APPOINTMENT OF MR. T T MUKUND – ORDINARY RESOLUTION.**

**“RESOLVED THAT** pursuant to the section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. T T Mukund, (DIN: 07193370) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**The Resolution was carried by requisite majority.**

**ITEM NO.4****RATIFICATION OF REMUNERATION PAYABLE FOR COST AUDITOR – 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.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, 2021, as approved by the Board of Directors of the Company, be and is hereby ratified.”


**The Resolution was carried by requisite majority**

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**DECLARATION OF VOTING RESULTS:**

The complete details along with the Consolidated Report on the remote e-Voting and the e-voting conducted during the Meeting submitted by the Scrutinizer were declared by the Company on 21<sup>st</sup> August, 2020 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: September 18, 2020

CHAIRMAN'S  
INITIALS