

TTK Prestige LIMITED



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www.ttkprestige.com CIN : L85110TZ1955PLC015049

August 23, 2018

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

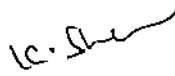
Re : Minutes of the 62nd Annual General Meeting

We are forwarding herewith the certified true copy of the Minutes of the 62nd Annual General Meeting of our Company held on 25th July, 2018

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

Thanking you

Yours faithfully
For TTK Prestige Limited


(K Shankaran)
Director & Whole-time Secretary

Encl. : a/a

A  Group Company

(Registered Office: Plot No. 38, SIPCOT Industrial Complex, Thiruvananthapuram - 695 024, Kerala)

MINUTES

TTK PRESTIGE LIMITED

MINUTES OF THE PROCEEDINGS OF THE SIXTY SECOND ANNUAL GENERAL MEETING HELD AT 11.45 A.M., ON WEDNESDAY, THE 25TH JULY, 2018 AT HOTEL CLARESTA, BANGALORE ROAD HOSUR – 635 109

Time of commencement: 11.45 p.m.
Time of Conclusion: 12.45 p.m.

No. of Members present in Person	37
No. of Members present through Proxy	5

DIRECTORS PRESENT IN PERSON:

- | | |
|---------------------------|---|
| Mr. T T Jagannathan | - Executive 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. Chandru Kalro | - Managing Director |
| Mr. K Shankaran | - Director & Whole-time Secretary (CS) |

BY INVITATION:

- | | |
|----------------------|---|
| Mr H T Rajan | - Chief Manufacturing Officer |
| Mr V Sundaresan | - Senior Vice President – Finance (CFO) |
| Mrs. Seethalakshmi | - Partner, M/s. PKF Sridhar & Santhanam LLP
Statutory Auditors |
| Mr C N Srinivasan | - Partner, M/s S Viswanathan LLP
Internal 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 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 (Except for item no. 5 & 6 of the Notice). Mr. R Srinivasan chaired the meeting for item no. 5 & 6 of the Notice)

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 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 could not attend the meeting due to unavoidable circumstances.



MINUTES

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 Sixty Second 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, 2018, 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 No 1 of the Agenda of the Notice regarding the adoption of Audited Financial Statements for the Financial Year 2017-18 and invited queries.

After answering queries he proceeded to items 2, 3 & 4 of the Agenda along with the Explanatory Statements 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 but there were no queries from any of the Members.

Mr. Srinivasan took the chair to take up the Agenda No. 5 and No.6 relating to the appointment of Mr. T T Jagannathan and explained the salient features and put the same to the shareholders for any queries. As there were questions, Mr.R.Srinivasan vacated the chair and Mr. T T Jagannathan resumed the chair.

Mr. T T Jagannathan then took up the items 7 & 8 of the Agenda and explained the same to the members. There were no queries on these Agenda items and the Chairman proceeded to explain the voting process.

VOTING PROCEDURE:

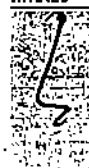
The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had extended its Members the facility to exercise their right to vote on the businesses to be transacted at the AGM by electronic means.

Accordingly, the e-Voting facility was made available to the Members for three days from 9.00 a.m., on 20th July, 2018, to 5.00 p.m., on 22nd July, 2018.

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.

CHAIRMAN'S
INITIALS



The Chairman then ordered the Insta Poll on all the resolutions set out at Item Nos.1 to 8 of the Notice of the Sixty Second 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 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 Second Annual General Meeting of the Company held on 25th July, 2018, were declared as below:

ITEM NO.1 - ORDINARY RESOLUTION

AOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018 – ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Financial Statements(Stand alone and Consolidated), for the financial year 2017-18 together with the Board's Report with Annexures and Auditors' Report thereon be and are hereby received and adopted."

The Resolution was carried unanimously.

ITEM NO.2

DECLARATION OF DIVIDEND 2017-18 – ORDINARY RESOLUTION:

"RESOLVED THAT the Shareholders do and hereby declare a dividend of Rs. 30/- per share for the financial year 2017-18 on the Equity Shares of the Company payable to those members whose names appear on the Register of Members as on 20th July, 2018"

The Resolution was carried unanimously.

ITEM NO.3 - ORDINARY RESOLUTION

APPOINTMENT OF DIRECTOR IN THE PLACE OF MR. K SHANKARAN WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT – ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. K Shankaran, (DIN: 00043205) 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 - ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION PAYABLE FOR COST AUDITOR FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2019 – ORDINARY RESOLUTION



MINUTES

"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 Accountant for conducting the audit of cost records of the Company, for the financial year ending 31st March, 2019, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified."

The Resolution was carried unanimously.

ITEM NO.5

APPOINTMENT OF MR.T T JAGANNATHAN AS DIRECTOR – ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 as amended from time to time, Mr. T T Jagannathan (DIN: 00191522), in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act 2013 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

The Resolution was carried by requisite majority.

ITEM NO.6

RE-APPOINTMENT OF MR.T T JAGANNATHAN AS WHOLE-TIME DIRECTOR (DESIGNATED AS EXECUTIVE CHAIRMAN) – SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sec.196, 197, 198, 203 and other applicable provisions of the Companies Act 2013 read with Schedule V thereof and the Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of the Company be and is hereby accorded to the re appointment of Mr. T T Jagannathan (DIN: 00191522) as Whole-time Director (in the designation of Executive Chairman) of the Company for a further period of 5 (five) years from July 01, 2018 to June 30, 2023 on the remuneration and other terms and conditions of appointment as set out in the Statement attached to the Notice convening the AGM.

RESOLVED FURTHER THAT, in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. T T Jagannathan the above remuneration as a 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."

The Resolution was carried by requisite majority.

ITEM NO.7

APPROVAL FOR CONTINUATION OF THE CURRENT TERM OF MR. R SRINIVASAN AS INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

"RESOLVED that, pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. R. Srinivasan (DIN 00043658) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 20th August 2019 notwithstanding that he has attained the age of 75 years on 10th September, 2016."

The Resolution was carried by requisite majority.



MINUTES

ITEM NO.8

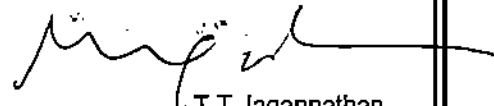
APPROVAL FOR CONTINUATION OF THE CURRENT TERM OF DR. (MRS.) VANDANA WALVEKAR AS INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

"RESOLVED that, pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Dr. (Mrs.) Vandana Walvekar (DIN 00059160) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 24th March, 2020, notwithstanding that she has attained the age of 75 years on 10th April, 2018."

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 Insta Poll conducted at the Meeting submitted by the Scrutinizer were declared by the Company on 26th July, 2018 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: 22nd August, 2018



CHAIRMAN'S
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