



TTK PRESTIGE LIMITED

CIN NO:L85110TZ1955PLC015049

Registered Office:

Plot No.38, SIPCOT Industrial Complex, Hosur - 635 126

e mail : investorhelp@ttkprestige.com

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given that the Resolutions set out hereunder are proposed to be passed by means of Postal Ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Act relating to the Resolutions is annexed.

The Board of Directors of the Company at their meeting held on January 21, 2015 have appointed Mr. Parameshwar G Hegde, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Please read carefully the instructions printed on the Postal Ballot Form and return the same, duly completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on March 18, 2015. You have the option to vote either by Postal Ballot or through e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on or before March 25, 2015. The Results, along with the Scrutinizer's Report, will be available on the Company's corporate website www.ttkprestige.com under the section 'Investor Relations' and will be forwarded to the Stock Exchanges where the Company's shares are listed.

Karvy Computershare Private Limited (KCPL), have been engaged by the Company for facilitating e-voting, who will also display the Results on their website.

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149,152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr.(Mrs).Vandana R Walvekar (DIN 00059160) Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956), and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years not liable to retire by rotation."
2. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Dileep K Krishnaswamy (DIN 00176595) Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956), and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years not liable to retire by rotation."
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Arun K Thiagarajan (DIN 00292757) Director of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956),and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of

Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years not liable to retire by rotation."

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Murali Neelakantan (DIN 02453014), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years not liable to retire by rotation."
5. To consider and if thought fit to pass with or without modification 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 there under, 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 appointed as a Director of the company with effect from 1.4.2015".
6. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force),approval of the Company be and is hereby accorded to the appointment of Mr. Chandru Kalro(DIN No.03474813) as Managing Director of the Company for a period of 5 years with effect from 1.4.2015 on such remuneration and terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice."
"RESOLVED FURTHER THAT notwithstanding anything herein stated, where in any relevant financial year during his tenure, if there are no profits or profits are inadequate, the above remuneration(asstated in the Explanatory Statement) be paid as a minimum remuneration to Mr. Chandru Kalro subject to the ceilings specified in Schedule V and /or with the approval of the Central Government if the same is in excess of ceilings prescribed under Schedule V to the Companies Act 2013(including any statutory modifications thereof as may be in force from time to time)."
"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and or remuneration of Mr. Chandru Kalro subject to the provisions of Schedule V to the Companies Act, 2013(including any statutory modifications thereof as may be in force from time to time)."
7. To consider and if thought fit to pass with or without modification 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, the approval of the shareholders be and is hereby accorded to the payment of remuneration of Rs.3,00,000 (Rupees Three lakhs only) plus service tax as applicable to Mr. V. Kalyanaraman, Cost Auditor for conducting the audit of cost records of the Company, for the financial year ending 31st March 2015."

By Order of the Board
For TTK Prestige Limited

K. Shankaran
Director & Secretary

Place: Bangalore
February 9, 2015

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice is being sent to all the members whose names appear in the Register of members/list of beneficial owners as on February 6,2015.

3. Notice of Postal Ballot is being sent to those Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode and to others the Notice is being sent by post along with Postal Ballot Form. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link www.ttkprestige.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on February 6, 2015.
5. In compliance of section 108/110 of the Companies Act, 2013 and the Rules made there under and Clause 35 B of Listing Agreement, the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions through the e-voting facility provided by M/s. Karvy Computershare Private Limited in the following manner:

Procedure & Instructions for E-Voting

The instructions for E-Voting are as under:

- i. To use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/DP ID Client ID will be your user ID.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. TTK Prestige Limited.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizerttkprestige@gmail.com
- xi. Once you have cast your vote on a resolution by e voting mode you will not be allowed to withdraw or modify it subsequently.
- xii. The Portal will remain open for voting from: 9.00 a.m. on February 17, 2015 to 5.30 p.m. on March 18, 2015 (both days inclusive).
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Private Limited at 040 44655000 or at 1800 345 4001 (toll free).

6. A Member cannot appoint Proxy to exercise his vote through postal ballot.
7. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case a Shareholder casts his votes by both Physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
8. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17.30 Hours) on March 18, 2015. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Postal Ballot received after 17.30 Hours on March 18,2015 will be strictly treated as if reply from the shareholder has not been received.
9. The voting period ends on the close of working hours (i.e. 17.30 hours)on March 18, 2015. The e-voting module shall also be disabled by KCPL immediately thereafter.
10. The Company has appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before March 25, 2015 at the Corporate office of the Company at Bangalore and will also be displayed at the Registered Office of the Company and on the website of the company www.ttkprestige.com, besides being communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited on the said date.
12. The date of declaration of results of the postal ballot shall be the date on which the resolution shall be deemed to have been passed, if approved by requisite majority.
13. All material documents referred to in the explanatory statement will be available for inspection at the registered Office of the Company.

Additional information on directors recommended for appointment as required under Clause 49 of the Listing Agreement with the Stock Exchange(s)

1. Dr. (Mrs) Vandana R Walvekar

(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.

She is also on the Board of TTK Healthcare Limited, Adhishri Trading Private Limited, Ardheesh Chemicals Pvt. Limited and Chandramouli Holding & Leasing Private Limited.

She holds 672 shares in the Company.

She is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

2. Mr. Dileep K Krishnaswamy

Mr. Dileep K 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. He was inducted into your Board in 2005.

Mr. Dileep K Krishnaswamy has been a management consultant to leading organizations in India and abroad for several decades and is the Chairman of the Audit Committee of the Company.

He is not a Director in any other company.

He does not hold any shares in the Company.

He is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

3. Mr. Arun K Thiagarajan

Mr. Arun K 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 into your Board in 2005.

He is the Chairman of Westrup A/s and Director of the following companies:

Alstom India Limited, Idea Cellular Limited, Gokaldas Exports Limited, Techset Composition India Private Limited and Fowler Westrup (India) Private Limited.

He is the Member of the Audit Committee of Alstom India Limited, Idea Cellular Limited and Gokaldas Exports Limited. He is also a member of the Audit Committee and Nominations and Remuneration Committee of the Company.

He does not hold any shares in the Company.

He is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

4. Mr. Murali Neelakantan

Mr. Murali Neelakantan is a dual qualified (India 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. He graduated the B.A.,LLB (Hons.) course with a gold medal from the National Law School of India University, Bangalore and enrolled as an advocate in Mumbai, India.

He was one of the few Indian lawyers to become an equity partner in a leading international law firm in London. During almost a decade when he was in London, he worked on some of the significant international deals of that time. Mr. Murali Neelakantan returned to Mumbai in August 2008 as a Senior Partner at Khaitan & Co., one of India's leading law firms. In October 2013, he became the first Global General Counsel of Cipla Limited, a leading international pharma company based in Mumbai.

Mr. Murali Neelakantan has advised a broad spectrum of clients ranging from financial institutions and pharma to information technology and hospitality. He is listed in the Who's Who of the World and has been recommended by the Legal 500, a leading listing of the world's leading lawyers. Based on feedback from clients and the recommendation of his peers, he was listed as one of the top 12 leading M&A lawyers in India by whoswholegal.com.

He is not a Director in any other company.

He does not hold any shares in the Company.

He is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

5. Mr. Chandru Kalro

Mr. Chandru Kalro is an experienced and qualified professional holding an engineering degree in Electronics & Communication. He joined the Company in 1993 and at present serving as Chief Operating Officer of the Company (COO).

He is not a Director in any other company

He holds 100 shares in the Company.

He is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

By Order of the Board

Place: Bangalore

Dated: February 9, 2015

K. SHANKARAN

Director & Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NOS. 1, 2 & 3

Dr.(Mrs) Vandana Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan are non-executive independent directors who were appointed earlier in terms of erstwhile Companies Act, 1956 and clause 49 of Listing Agreement, and whose period of office is liable to determination by retirement of directors by rotation under the applicable erstwhile provisions of Companies Act, 1956. The Companies Act, 2013 came into effect on April 1, 2014. Section 149(10) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. Additionally, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing independent directors as independent directors under the

Companies Act, 2013, such appointment must be made expressly within one year from April 1, 2014. The company proposes to comply with the provisions of the Companies Act, 2013 and the notification of the Ministry of Corporate Affairs.

Notices in writing have been received from members of the Company pursuant to Section 160 of the Companies Act, 2013 along with the requisite deposit in respect of each candidate, intending to propose the candidature of Dr (Mrs.) Vandana R Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013

The Company has received from each of Dr.(Mrs) Vandana R Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan(i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she/he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her/his eligibility for such appointment, and (iii) a declaration to the effect that she/he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board and the Nomination and Remuneration Committee, each of Dr.(Mrs.) Vandana R Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her/his appointment as an Independent Director of the Company and is independent of the management.

Copies of the draft letters of appointment of Dr (Mrs.) Vandana R Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan as Independent Directors setting out the terms and conditions will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, brief profiles of Dr (Mrs.) Vandana R Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan along with the nature of expertise in specific functional areas, their directorships, committee memberships, shareholding and relationship with other Directors in the Company are appended to the Notice.

The Board recommends the resolutions for appointment of Dr (Mrs.) Vandana R Walvekar, Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan as Independent Directors, for the approval by the shareholders of the Company.

No director, Key Managerial Personnel or their relatives except Dr (Mrs.) Vandana R Walvekar Mr. Dileep K Krishnaswamy and Mr. Arun K Thiagarajan to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 4

Upon the recommendation of the Nomination & Remuneration Committee of the Board, Mr Murali Neelakantan is proposed to be appointed as an Independent Director pursuant to Sections 149,152 read with Schedule IV of Companies Act 2013 for a term of five consecutive years.

The Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 along with the requisite deposit amount intending to propose the candidature of Mr. Murali Neelakantan for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.Murali Neelakantan (i) a consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Murali Neelakantan fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter of appointment of Mr. Murali Neelakantan as an Independent Director setting out the terms and conditions will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, a brief profile of Mr. Murali Neelakantan along with the nature of expertise in specific functional areas, his directorships, committee memberships, shareholding and relationship with other Directors in the Company are appended to the Notice.

The Board recommends the resolution for appointment of Mr. Murali Neelakantan as an Independent Director, for the approval by the shareholders of the Company.

No director, Key Managerial Personnel or their relatives except Mr. Murali Neelakantan to whom the resolution relates, is interested or concerned in the resolution.

ITEM NOS. 5 & 6

Mr. S. Ravichandran, the present Managing Director of the Company is superannuating on March 31, 2015 at the closing hours. Upon the recommendation of the Nomination and Remuneration Committee the Board of Directors at their meeting held on 21st January 2015, decided to appoint, subject to the approval of shareholders, Mr. Chandru Kalro, who is working as Chief Operating Officer with the Company, as Managing Director of the Company for a period of 5 years with effect from 1st April 2015.

Mr. Chandru Kalro is an experienced and qualified professional holding an engineering degree in Electronics & Communication. He joined the Company in 1993 and at present serving as Chief Operating Officer of the Company (COO). He has been exposed to the various operations of the company and has been groomed for the position of Managing Director/Chief Executive Officer over the last few years.

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

A.	Salary	Rs.2,00,000 per month in the pay scale of Rs.1,00,000 - Rs.3,00,000.
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.	1. Car	Free use of Company maintained car with reimbursement of driver salary as per Company's Rules
	2. Telephone	Telephone at residence
E.	Performance	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 to 1.2% if the said net profit in any financial year exceeds 130% of the net profits of the preceding financial year

The above remuneration and benefits from A to E mentioned above with basic pay as revised by the Board from time to time within the pay scale shall be paid as Minimum Remuneration subject to the ceilings prescribed under Schedule V to Companies Act 2013. In case such minimum remuneration exceeds the ceiling, the necessary approval of Central Government would be obtained.

The appointment is on contract basis and is terminable with six 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.

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

The Board recommends the passing of the Ordinary Resolution for Item No.5 and Special Resolution for Item No.6

ITEM NO. 7

On the recommendation of the Audit Committee, the Board of Directors have appointed Mr. V.Kalyanaraman, Cost Accountant as Cost Auditor pursuant to Section 148 of Companies Act 2013 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 in respect of stainless steel products manufactured by the Company and have fixed a remuneration of Rs.3,00,000/- plus out of pocket expenses and service tax as applicable to the Cost Auditor.

The resolution seeks the ratification of the remuneration payable to the cost auditor in terms of Rule 14 (a) of Companies (Audit and Auditors) Rules 2014.

The Board recommends the resolution at Item No.8 for approval by the members as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For TTK Prestige Limited

Place : Bangalore
Dated : February 9, 2015

K. Shankaran
Director & Secretary



TTK PRESTIGE LIMITED

CIN NO:L85110TZ1955PLC015049
Registered Office:
Plot No.38, SIPCOT Industrial Complex, Hosur - 635 126
mail : investorhelp@ttkprestige.com

POSTAL BALLOT FORM

Name of Sole / First Member

Name(s) of Joint Member(s), if any

Registered Folio No.

DP ID No./ Client ID No.

No. of Shares Held

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the Notice of the company by conveying my/our assent or dissent to the said resolution by placing a tick mark in the appropriate box below:

Item no.	Resolution Summary	No. of shares held by me/us	I assent to the resolution Please tick (✓)	I dissent from the resolution Please tick (✓)
1.	Appointment of Dr.(Mrs) Vandana R Walvekar as an Independent Director			
2.	Appointment of Mr.Dileep K Krishnaswamy as an Independent Director			
3.	Appointment of Mr. Arun Thiagarajan as an Independent Director			
4.	Appointment of Mr. Murali Neelakantan as an Independent Director			
5.	Appointment of Mr. Chandru Kalro as a Director.			
6.	Appointment of Mr.Chandru Kalro as Managing Director			
7.	Approval of remuneration payable to the Cost Auditor of the Company for the financial year ending March 31, 2015			

Place:

Date:

Signature of shareholder _____

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	User ID	Password
1587		

In this regard, the instructions for e-voting or given overleaf

The e-voting facility will be available during the following voting period:

Commencement of e voting	End of e voting
February 17, 2015 at 9:00 Hours IST	March 18, 2015 at 17:30 Hours IST

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is March 18, 2015 up to 17:30 Hours IST.

Instructions:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
5. Consent must be accorded by either placing a tick mark (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I dissent to the resolution'.
6. If you desire to cast all the votes assenting/dissenting to the Resolution then enter total number of shares and place a tick mark against "Assent" / "Dissent" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "Assent" and partially in "Dissent" but the total number in "Assent" / "Dissent" taken together should not exceed your total shareholding. If you do not indicate either "Assent" / "Dissent" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
7. The votes of a Member will be considered invalid on any of the following grounds: a. unsigned Postal Ballot Forms will be rejected; b. if the Member's signature does not tally; c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held; d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled; e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before March 18, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (8) above.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / attested specimen signatures, etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures should be mailed to the Scrutinizer at scrutinizerttkprestige@gmail.com, with a copy marked to evoting@karvy.com, or deposited at the registered office of the Company.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. February 6, 2015.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.