
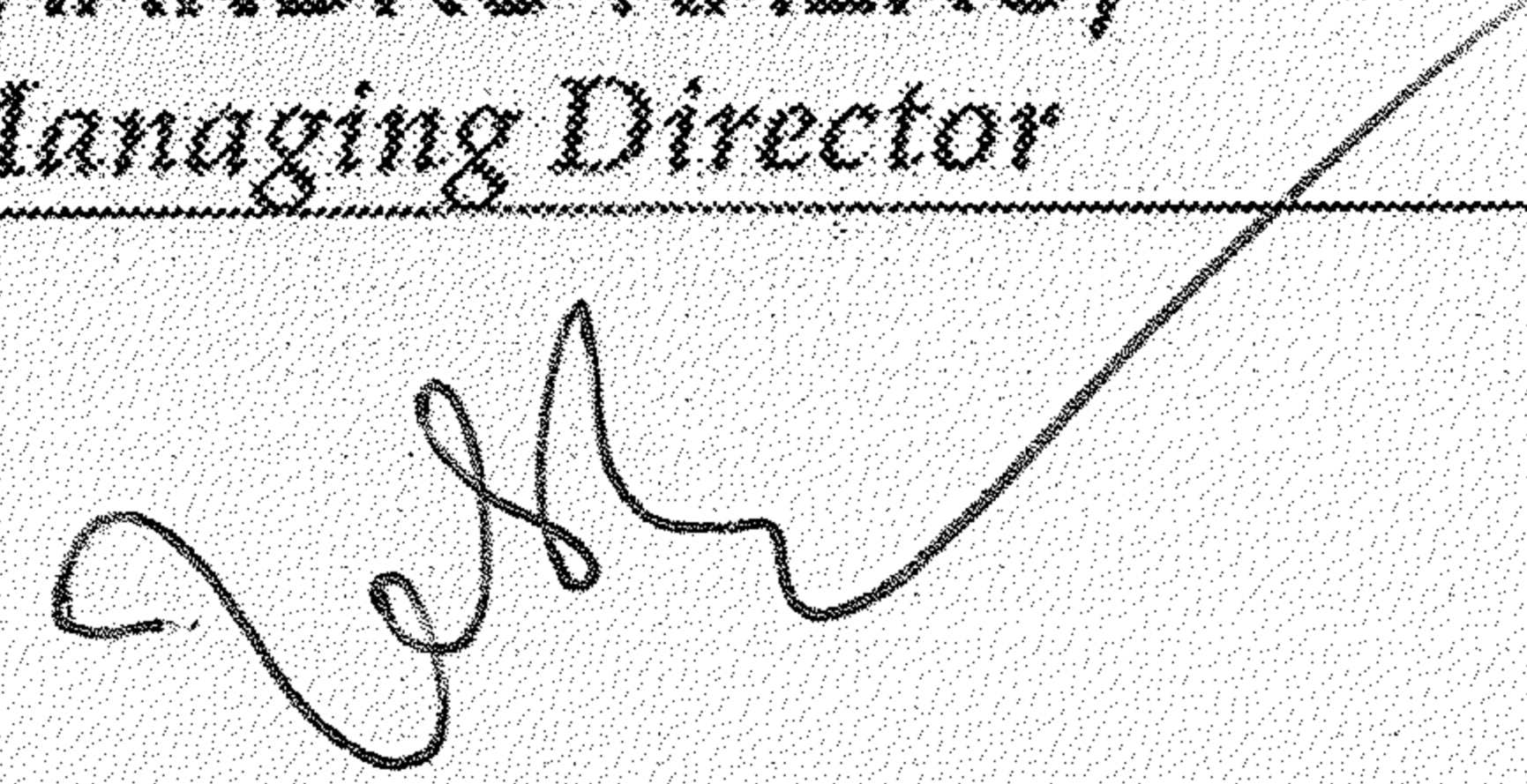

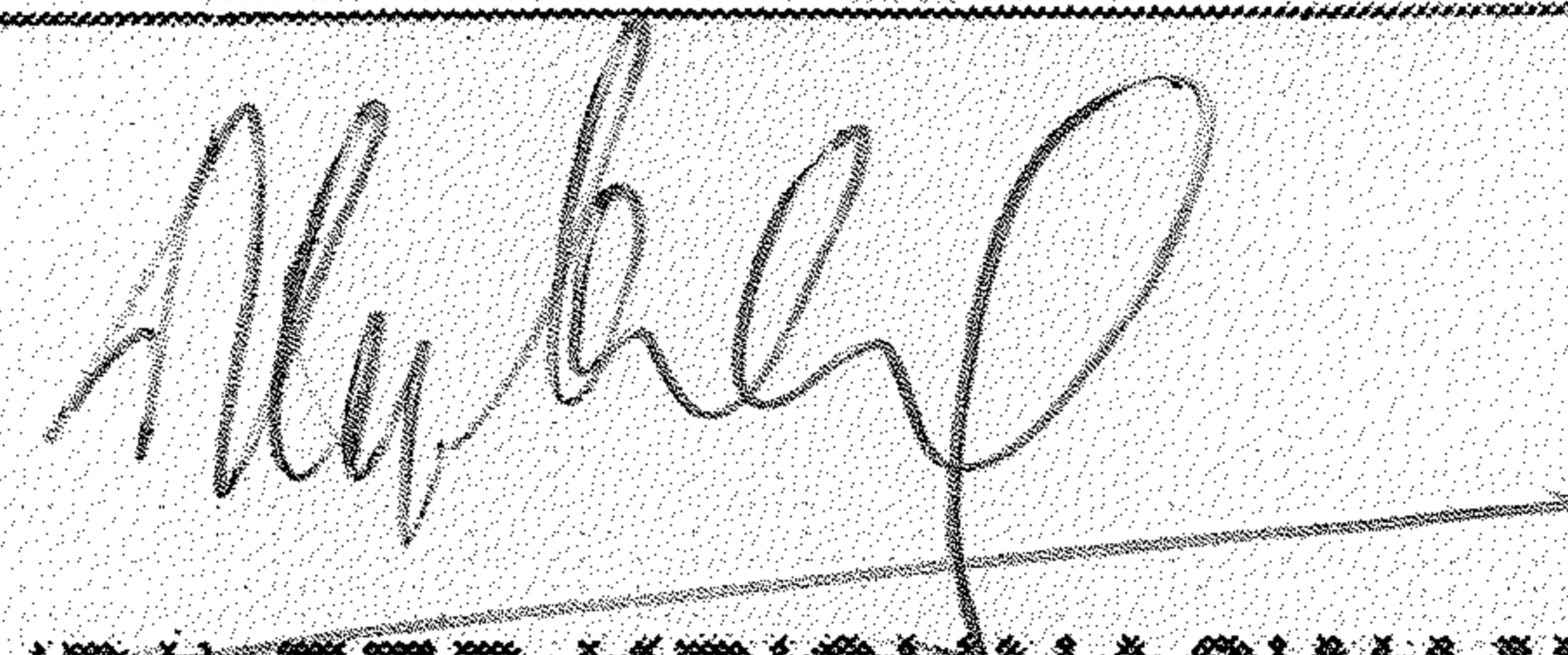


## FORM A

Format of Covering Letter of the Annual Audit Report to be filed with the Stock Exchange

1.	Name of the Company	TTK Prestige Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	i.Unqualified ii.Matter of Emphasis
4.	Frequency of Observation	Appeared <del>2<sup>nd</sup></del> time. (Matter of Emphasis) [Please refer Page No.41 of the Annual Report 2014-15].
5.	Signed by-	
	CEO / Managing Director	 (CHANDRU KALRO) Managing Director
	CFO	 (V. SUNDARESAN) Chief Financial Officer
	Auditors of the Company	 (C N SRINIVASAN) Partner M/sS Viswanathan
	Audit Committee Chairman	 (DILEEP KRISHNASWAMY) Chairman Audit Committee



**ANNUAL  
REPORT**  
2014-15

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Prestige se kaise kare inkaar.*

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## TTK PRESTIGE LIMITED

## FIFTY NINTH ANNUAL REPORT 2014 - 15

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## BOARD OF DIRECTORS

Shri. T.T. Jagannathan	Executive Chairman
Shri. T.T. Raghunathan	Vice Chairman
Shri. R. Srinivasan	Director
Shri. Dileep K. Krishnaswamy	Director
Shri. Arun K. Thiagarajan	Director
Dr. (Mrs.) Vandana R. Walvekar	Director
Mr. Murali Neelakantan	Director
Mr. Chandru Kalro	Managing Director
Shri. K. Shankaran	Whole-time Secretary & Director

## STATUTORY AUDITORS

M/s. S. Viswanathan  
Chartered Accountants  
27/34, II Floor, Nandi Durg Road, Jayamahall Extension, Bengaluru - 560 046.

REGISTERED OFFICE & WORKS  
Plot No. 38, SIPCOT Industrial Complex  
Hosur - 635 126, Tamil Nadu.

CORPORATE OFFICE  
11<sup>th</sup> Floor, Brigade Towers  
135, Brigade Road  
Bengaluru - 560 025.

FACTORIES  
82 & 85, SIPCOT Industrial Complex  
Hosur - 635 126  
Tamil Nadu.

SF-234/1, Pollachi Road  
Myleripalayam Village  
Coimbatore - 641 032  
Tamil Nadu.

Plot No. 1A & 2  
Dev Bhoomi Industrial Estate  
Roorkee - 247 667, Uttarakhand.

Vemardi Road, Juni Jithardi Village, Karjan Taluka,  
Vodadara, Gujarat.

## BANKERS

1. Canara Bank, Prime Corporate Branch  
Shankaranarayana Building, M.G. Road  
Bengaluru - 560 001.
2. Bank of Baroda  
CFS Branch, Brigade Road  
Bengaluru - 560 025.
3. HDFC Bank Ltd.  
Richmond Road  
Bengaluru - 560 025.

## REGISTRARS &amp; SHARE TRANSFER AGENTS

Karvy Computershare (P) Limited  
Karvy Selenium, Tower "B", Plot 31-32, Gachibowli  
Financial District, Nanakramguda, Hyderabad - 500 008.

## BRANCHES

Ahmedabad, Bengaluru, Chandigarh, Chennai, Cuttack, Delhi, Dehradun, Ernakulam, Ghaziabad, Goa, Gurgaon, Guwahati, Hubli, Hyderabad, Indore, Jaipur, Jammu, Jamshedpur, Kolkatta, Lucknow, Ludhiana, Mumbai, Parwanoo (HP), Patna, Pune, Raipur, Trichy and Vijayawada.

## NOTICE

**NOTICE** is hereby given that the Fifty Ninth Annual General Meeting (AGM) of **TTK PRESTIGE LIMITED** will be held at Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru - Chennai NH 7, Hosur – 635109 on Thursday, the 23<sup>rd</sup> July, 2015 at 12.00 noon to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the financial year 2014-15.
3. To appoint a Director in place of Mr. K. Shankaran (DIN:00043205) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the appointment of S. Viswanathan (who were appointed by the Members upto 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”.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), 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, as amended from time to time, the remuneration of ₹ 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 31<sup>st</sup> March, 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified and confirmed”.

By Order of the Board

Place : Bengaluru

Dated : 27<sup>th</sup> May, 2015

**K. SHANKARAN**

Director & Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. However, the facility for voting through Ballot Paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by e-Voting shall be able to exercise their right at the AGM through Ballot Paper. Instructions and other information relating to e-Voting are given in this Notice separately. The Company will also send communication relating to e-Voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
7. The dividend on Equity Shares, if declared at the AGM, will be paid to those shareholders whose names appear in the Register of Members on 20<sup>th</sup> July, 2015
8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of their bank account details to their respective Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ karvy.
9. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS SHALL REMAIN CLOSED FROM 21<sup>st</sup> July, 2015 to 23<sup>rd</sup> July, 2015 (BOTH DAYS INCLUSIVE).
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed

amount lying with Companies) Rules, 2012, the Company has provided / hosted the required details of unclaimed amounts referred to under Section 124 of the Companies Act, 2013 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant from every year.

The members who have not claimed their dividends for the following financial years, may approach the Company's share transfer agents and claim the same. Members may note that dividends which remain unclaimed for a period of seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

Financial Year Ended	Due Date of Transfer
31 <sup>st</sup> March, 2008	24-07-2015
31 <sup>st</sup> March, 2009	11-08-2016
31 <sup>st</sup> March, 2010	28-06-2017
31 <sup>st</sup> March, 2011	13-07-2018
31 <sup>st</sup> March, 2012	01-07-2019
31 <sup>st</sup> March, 2013	14-07-2020
31 <sup>st</sup> March, 2014	20-08-2021

13. Members are requested to intimate the changes in their address, if any, and address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 008, India.

14. A copy of the Annual Report 2015 along with the Notice of the Annual General Meeting, stating the process and manner of e-Voting at the 59<sup>th</sup> AGM has been sent by electronic mode to those members who have provided their e-mail ID and posted physical copies to those who have not provided e-mail ID at their registered address and also posted on the website of the Company.

Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

**Mr. K. Shankaran**

Mr. K. Shankaran retires by rotation and is eligible for re-appointment.

Mr. K. Shankaran is a qualified Cost & Management Accountant and Company Secretary. He has been the Whole-time Secretary of the Company since 1990. He was inducted into your Board in the year 1993.

Mr. K. Shankaran is also on the Board of TTK Healthcare Limited, TTK Services (P) Limited, TTK Property Services Private

Limited, Vidal Health TPA (P) Ltd (Formerly TTK Healthcare TPA(P) Ltd).

He is a member of Stakeholder Relationship Committee and CSR Committee of the company.

He is also the Chairman of Stakeholder Relationship Committee and a member of Nomination & Remuneration Committee, Audit Committee and CSR Committee of TTK Healthcare Limited.

He holds 1100 shares in the Company.

Except Mr. K. Shankaran none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution.

The resolution is commended for adoption.

By Order of the Board

Place : Bengaluru  
Dated : 27<sup>th</sup> May, 2015

**K. SHANKARAN**  
Director & Secretary

Registered Office:  
Plot No. 38, SIPCOT Industrial Complex,  
HOSUR – 635 126, Tamil Nadu.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM No. 5**

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. V. Kalyanaraman, Cost Accountant as the Cost Auditors, to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016 for products of the Company made out of Stainless Steel.

In accordance with the provisions of Section 148 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 the said Cost Auditors, for the financial year ending 31<sup>st</sup> March 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Shareholders of the Company.

The Board recommends the Ordinary Resolution at Item No.5 for approval by the Members.

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

By Order of the Board

Place : Bengaluru  
Dated : 27<sup>th</sup> May, 2015

**K. SHANKARAN**  
Director & Secretary

Registered Office:  
Plot No. 38, SIPCOT Industrial Complex,  
HOSUR – 635 126, Tamil Nadu.

# TTK Prestige Limited

## **Information and other Instructions relating to e-Voting (voting through electronic means) and at the meeting are as under:**

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide e-Voting facility to its members through Karvy Computershare Private Limited to enable them to cast their votes electronically on the items mentioned in the Notice.
2. The Portal will remain open from 9.00 a.m. on 19<sup>th</sup> July, 2015 to 5.00 p.m. on 22<sup>nd</sup> July, 2015 (both days inclusive). The e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by Karvy upon expiry of aforesaid period.
3. The facility for voting through Ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-Voting shall be able to vote at the Meeting through Ballot paper.
4. The Company has appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary as the Scrutinizer for conducting the e-Voting and Ballot paper process in a fair and transparent manner and he has communicated his willingness for the same.
5. The members who have cast their vote by e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The e-Voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 17<sup>th</sup> July, 2015 **being the Cut-off date for the purpose.**
7. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 17<sup>th</sup> July, 2015 only shall be entitled to avail the facility of e-Voting.
8. In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 17<sup>th</sup> July, 2015, may write to Karvy on the e-mail ID: varghese1@karvy.com or Karvy Computershare Private Limited, (Unit : TTK Prestige Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or contact Mr P A Varghese at contact No.040-33215424, requesting for the User ID and Password. After receipt of the above credentials, please follow the instructions for e-Voting to cast the vote.
9. If the member is already registered with Karvy e-Voting platform then he can use his existing User ID and password for casting the vote through e-Voting.
10. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and e-Voting will not later than two days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. **The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.**
11. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 23<sup>rd</sup> July, 2015.

### **Information to Members:**

For the convenience of Members, the Company will provide a coach service from Bengaluru on the day of the Meeting. The coaches will leave for Hosur at 10.00 a.m. from Brigade Towers, 135, Brigade Road, Bengaluru – 560 025. Members who want to use this facility may kindly inform the Secretarial Department (Ph: 22218817) and e-mail to [manju@ttkprestige.com](mailto:manju@ttkprestige.com) giving their Name and Folio Number/D.P. ID on or before 16<sup>th</sup> July, 2015, after which it will be difficult to accommodate your request for transfer facility.

**DIRECTORS' REPORT****(Including Management Discussion and Analysis Report)**

Your Directors have pleasure in presenting their Fifty Ninth Annual Report, together with the Audited Accounts of the Company, for the year ended 31<sup>st</sup> March, 2015 as follows:

**FINANCIAL RESULTS**

(₹ in lakhs)

	<b>2014-15</b>	2013-14
Sales (inclusive of excise duty)	<b>142142</b>	132338
Other income	<b>510</b>	788
Exceptional Income	<b>244</b>	696
EBIDTA (before net Exceptional Income)	<b>15434</b>	16810
EBIDTA (Including net Exceptional Income)	<b>15678</b>	17506
Profit/(Loss) before tax	<b>13330</b>	15175
Tax Provision	<b>4098</b>	3996
Net Profit/(Loss) after Tax	<b>9232</b>	11179
Transfer to General Reserve	<b>1000</b>	1200
Proposed Dividend (including tax)	<b>3083</b>	2724
Surplus carried to balance sheet	<b>5149</b>	7255

**REVIEW OF PERFORMANCE :**

- Your Company's current year performance has to be judged from the background of continuing sluggish economy coupled with weak consumer demand and most importantly from the point of view of investments being made even during this sluggish phase keeping in view the long-term health of your Company. The investments have been not only in the nature of capital assets creating capacity for the long-term but also revenue expenses in building brand, distribution and human capital for the future. Therefore these measures do have a transient impact on margins which can improve over a period of time once the investments start fuelling growth.
- Shareholders are also aware that your Company does not follow a standalone margin-led policy but is focussed on growth with a fair long-term return on capital employed.
- Your Company is back to growth path, albeit at a lower rate of 7.4% after a decline of around 4% in the previous financial year. This growth is in line with the overall economic growth notwithstanding specific factors affecting the growth in appliances segment in general. It is to be noted that the channel conflict on account of entry of on-line channels had some adverse impact on primary sales for the year especially the period between August 2014 and February 2015.
- While there has been recovery in business growth, the EBIDTA prior to exceptional items declined by about 8% from ₹ 168.10 crores to ₹ 154.34 crores after providing for CSR contributions of about ₹ 3.38 crores. The operating EBIDTA margin was around 11% as compared to 12.7% in the previous year. The background for this decline is stated in para 'a' above. The capacity building initiatives coupled with soft investments in brand building, distribution, service network and human resources resulted in transient under absorption of overheads. There was also some lag in passing on input costs on account of pipeline inventory. The product

mixes in certain appliance categories while contributing to volume growth resulted in a lower absolute value in top line and thus lower absolute margins.

- Net profits declined by about 17% from ₹ 111.79 crores to ₹ 92.32 crores due to higher provision for depreciation on account of the changes brought about by Companies Act 2013 and also higher provision for taxation as the 100% benefits from Uttarakhand units are reduced to 30% from 2014-15 onwards. As a result the Earnings per Share stood at ₹ 79.30 (PY ₹ 96.78).
- Your Company became debt-free as at the end of 31<sup>st</sup> March, 2015 and is carrying significant net free cash.
- In spite of substantial additions to manufacturing asset base and lower capacity utilisation the ROCE was healthy at 24.20%.
- Your Board has recommended a higher dividend of ₹ 22/- per share (PY ₹ 20/- per share) a gross pay-out ratio (including dividend distribution tax) in excess of 30% of net profits.

Your Board of Directors is of the view that the current year performance is commendable taking into account the general sluggish economy both domestic and global. The market share of the key product categories was maintained or improved across geographies which are key-factors to note.

A detailed analysis is provided under the section 'Management's Discussion and Analysis' forming part of this Director's Report.

**AWARDS AND RECOGNITIONS**

Your Company continued to be recognized by various agencies for its high quality performance in various parameters. During the Financial Year 14-15, your Company bagged the following awards.

- D & B top 500 Companies Award May 2014-15
- Frost and Sullivan Award 2014-15
- World Brand Summit Award
- Readers Digest Most trusted brand
- ET Now Best Brand Award
- Asia's Most promising brand in kitchen appliances segment
- 100 most valuable brands of the year
- Franchisee India Award - Home products
- Award for Retail Excellence in Home Products & office Equipment

Your Company's brand Prestige continues to be recognized as the Super Brand in the Kitchen Appliances Segment

**MANAGEMENT DISCUSSION AND ANALYSIS****A. ECONOMY /INDUSTRY SCENARIO**

The macroeconomic environment continued to pose challenges in the Fiscal Year 2014-15, compounded by erratic monsoon behaviour and unseasonal rains affecting Agricultural Sector. Though there has been a marginal

# TTK Prestige Limited

growth in GDP, the consumer sentiment continued to be weak even during festive seasons. Despite the rate of inflation being on the lower side, years of high inflation in the past have left continuing impact on disposable income and Final Private Consumption Expenditure. Every geography has been seeing ups and downs in short spells making it difficult to forecast and work on a stable marketing plan.

While certain macro factors like fiscal deficit, inflation, foreign investor interest etc., show improvement besides structural correction initiatives by the New Government, these are yet to have any impact on the consumer demand and employment generation. It is expected that if reforms like land acquisition, recodification of labour laws, GST, and initiatives like infrastructure development, power generation and development of smart cities are kick started India can get back to growth rates in excess of 7% in the coming years,

Your Company operates in the kitchen appliances segment with a wide range of product categories. The product categories consist of Pressure Cookers, Cookware, Gas Stoves and Domestic Kitchen Electrical Appliances. The market for Pressure Cookers is shared amongst organized national branded players, regional players and unorganized players. Over the years, the share of the unorganized players has been gradually coming down as there has been a shift in the consumer preference to reliable branded products. The market for organized brands is estimated at about 60% of the total market. The share of unorganized players is greater for cookware as compared to pressure cookers. For the rest of the product categories, the market structure is fragmented and the share and the role of regional brands and unorganized players continue to be significant.

The momentum of shift from unorganised players to organised branded players has slowed down in the last couple of years due to sluggish consumer demand and lower growth in GDP. The reversal of this trend depends on several reform initiatives and development agenda kicking in as mentioned earlier.

The appliance category is also witnessing entry of quite a few players - regional, national as well as global players who have brand strength mostly in non-kitchen appliance business or brands outside India but not exposed to India.

## **B. OPPORTUNITIES, THREATS AND COMPANY'S RESPONSE**

Your Company will continue to operate out of its core strengths of brand, innovation, design, manufacturing, distribution, sourcing and service capabilities; the core vision of 'A Prestige in every Indian Kitchen'; and the core mission of 'Quality products at affordable prices'.

The above stated strengths and vision have helped your Company to broad base its product category, consumer base and geographical coverage. Continuous interaction with the ultimate user of the product has been helping your Company in identifying the pain points and offering solutions in the form of innovative products, concepts and consumer offer of bundled products for a holistic use. This

focus helps your Company to create opportunities even in the face of depressed consumer sentiment.

Your Company sees sufficient headroom for growth in its traditional product categories - pressure cookers and cookware driven by introduction of several new models with value added features. Similarly your Company sees greater opportunity in value added gas stoves and induction cook tops. As always a whole range of innovative assorted products relevant to kitchen provides scope for significant value addition to topline as well as profits.

Your Company is slated to launch around 50 new SKUs in the financial year 2015-16. Your Company sees a significant opportunity to increase its share of business in the non-south markets.

Your Company believes in continuous brand building and is running a campaign, roping in India's leading celebrity couples Mr. Abishek Bachchan and Mrs. Aishwarya Rai as brand ambassadors. This campaign has been well received throughout the length and breadth of the country. This campaign backed by launch of innovative products has been designed to evince and sustain the consumer interest in your Company's products and this objective has largely been achieved. This brand building strategy has a clear long-term outlook to deal with competition effectively.

Your Company will continue to focus on various ways of reaching the consumer through every channel and especially by strengthening the Prestige Smart Kitchen network. Focus will be on quality of the network rather than the quantity. Given the emergence of on-line trade, expansion of the network will be evaluated location-wise. Your Company is well seized of the channel conflicts and is taking various measures to minimize the conflict and restore confidence in the traditional retail channel. Simultaneously your Company is developing direct relationships with the on-line channels and this channel will be well leveraged.

Your Company is continuing the process of establishing a dedicated Service Network under the name and style "Prestige Service Centre" with modern and customer friendly ambience. Already 210 centres have been opened and further additions will be made across the country. In the continuous journey in the direction of "Best in class After sales service", your Company has further strengthened its Call Centre operations, with considerable investment. This will enable us to speed up our servicing process, gather information on product problems which will go a long way to improve our quality and bring new variants on a continuous basis. A strong network of Service Centres can aid growth in sale of spares.

Your Company sees reasonable opportunity in export markets based on its modern facilities established in Gujarat. The shareholders will be kept informed of further developments in this regard

The various initiatives proposed /announced by the Government in the areas of infrastructure, smart cities, 'Make in India' etc., if become fruitful can open up multifold opportunities for your Company both in domestic and foreign markets.

While there are vast opportunities, threats can continue in the form of unorganized sector and irrational discounting by regional brands. As the entry barriers are low, any lag in innovation can impact growth.

## C. ANALYSIS OF PERFORMANCE :

### 1. Kitchen Appliances :

The products include Pressure Cookers, Cookware, Kitchen Electrical Appliances and Gas Stoves. The turnover of these product categories is given in the following table:

(In ₹ Lakhs)

	2014-15			2013-14		
	Domestic	Export	Total	Domestic	Export	Total
Pressure Cookers (including Microwave Pressure Cookers)	47841	5072	52913	44193	5161	49354
Cookware	26152	126	26278	22489	169	22658
Kitchen Electrical Appliances	38366		38366	38989	80	39069
Gas Stoves	17464		17464	16689		16689
Others	7039	82	7121	4494	74	4568
<b>Total</b>	<b>136862</b>	<b>5280</b>	<b>142142</b>	<b>126854</b>	<b>5484</b>	<b>132338</b>

- Domestic Sales grew by about 8% while exports sales decreased by 3.7%. New Microwave Pressure Cooker was launched in Japan towards the end of FY 2014-15.
- The Pressure Cooker and cookware category registered a growth of 7.2% and 16% respectively. Growth in Cookware category was aided by introduction of new range of Granite Cookware.
- Kitchen Electrical Appliance's contribution to sales dropped marginally. It is estimated that the industry itself registered a decline in the product lines your Company deals in. While the volume in Induction cook-tops improved, the overall value turnover was less due to product mix leaning more towards entry level SKUs. Notwithstanding the subsidized regime continuing to exist, this product line has become a staple category for the Company holding the market leadership. Your Company introduced more variants in the Electric Rice Cooker line towards the end of the financial year and the response has been encouraging.
- Gas stoves witnessed a growth of around 5% largely due to introduction of more differentiated models. Towards the end of the financial year, a high-end Hob Top aided by tie-up with a German Component supplier was launched. The response from the market has been encouraging.
- Introduction of slew of new products/models in the miscellaneous kitchen requisites contributed to the growth in the "others" category.
- Your Company made a test-entry into the domestic Water Filter category. The results are being analysed and your Company is exploring several alternatives and opportunities to make a meaningful commercial scale entry at a later stage.

- The operating EBITDA margin for the year was about 11% as compared to 12.7% in the previous year. This is mainly due to under-absorption of certain overheads in our new plants. Further the growth in top-line was lower than the increase in pay-roll. Moreover there was some lag in passing of increase in input costs due to pipe line inventory. Your Company ensured that all other elements of cost were managed tightly.
- Given the fact that your Company did not compromise on its brand promotion activities and engaged India's top celebrity couple for endorsing the brand, the EBITDA margin is quite healthy.
- It may be noted that various operating ratios are unique to your Company and are not strictly comparable to other players whose composition of business may not be similar to your Company. Further based on category mix and seasonal brand/sales promotion activities, the margins may vary from quarter to quarter. As a policy your Company passes increase in input costs to the market save for the lag involved due to pipe line inventory and other related factors.
- The interest cost during the year was ₹ 4.47 crores (PY ₹ 8.54 crores). The Company was able to reduce the borrowing completely through application of free cash flows.
- Your Company has over the last two years substantially reduced its dependence on imports which has a positive impact on margins and cash-flows. This import substitution continued during the current financial year.
- During the year under report your Company introduced around 87 new SKUs covering Pressure Cookers, Induction Cook Tops, Mixer Grinders, Rice Cookers, Gas Stoves and other small electric/non-electric appliances/kitchen requisites. All these introductions received good response.
- Your Company continues to consolidate and expand Prestige Smart Kitchen retail network. Your Company extended its coverage to another 19 towns. The net addition to the number of stores was 35. The number of outlets as at 31.3.2015 was 571. The network now covers 26 States and 294 towns. The spread of the network is also evenly distributed between Metros, Mini-Metros, Tier 1, Tier 2 and Tier 3 cities. About 65% of the Stores are located in South and the balance in Non-South.

### 2. Properties & Investment :

The shareholders are aware that pursuant to shifting of factory operations to other places, the land at Dooravaninagar Bengaluru became surplus and it was decided to develop the same instead of selling it outright. Your Company has handed over the development to Rajmata Realtors (Salarpuria) for developing an office cum residential complex. The Developers have informed that the portions of developed property allocated to your Company would be ready for handing over by second half of the current financial year. Shareholders will be kept informed of progress in this respect.

## D. OUTLOOK

Forecasts on the GDP Growth of over 7% and the growth in Private consumption expenditure of 12% augur well for your Company. If this expectation materializes it can aid your Company look for improved growth rates. Various industry friendly measures announced by the Government would lay a strong foundation for the future of your Company. Your Company is banking on its new brand strategy and new product strategy including tapping some export opportunities to get back to the improved growth trajectory and any revival in the economy in general and consumer sentiment in particular will add strength to your Company's plans.

## E. RISKS AND CONCERNS

The various general economic risks and concerns which can impact your Company have already been outlined in the preceding sections. The concerns largely center on external factors. Your Company is continuously improving its efficiencies and is hopeful of dealing with the various challenges described in the preceding sections. Your Company will not compromise on the objective of growth and improving market share for the sake of short-term profits.

## F. RISK MANAGEMENT

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a risk identification and management frame work appropriate to the size of your Company and the environment under which it operates.

Risks are being continuously identified in relation to business strategy, operations and transactions, statutory/legal compliance, financial reporting, information technology system and overall internal control frame work.

Your Company has engaged the services of independent professional management auditors for advising the Company on a continuous basis on contemporary risk management framework appropriate to the size and operations of the Company. They are also carrying out risk audit on a periodical basis.

## G. FINANCES:

Your Company continues to generate substantial post-tax operating free cash flows and the same has been applied to meet capital expenditure besides other uses including retirement of debt.

Your Company became debt free at the end of the year and carried cash and cash equivalents of ₹ 25.13 crores.

## H. INVESTMENTS

There are no changes in the investments of the Company apart from changes in liquid investments in mutual funds as part of normal treasury operations.

## I. INTERNAL CONTROL SYSTEMS

Your Company has necessary Internal Control Systems in place which is commensurate with the size, scale and complexity of its operations. Your Company is continuously making improvements in internal control systems commensurate with the increasing operations. Independent team of Internal Auditors/Management Auditors are carrying out internal audits and advising the management on strengthening of internal control systems. The reports are periodically discussed internally. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

## J. DEVELOPMENTS IN HUMAN RESOURCES

Having due regard to the long-range plan, your Company has implemented strategic HR initiatives and have strengthened the in-house Human Resource Department. Many people development programmes are put in place on a continuous basis.

The direct employment strength stood at 1267 as compared to 1276 in the previous year.

Your Company continues to have cordial industrial relations in all its manufacturing units. The long-term settlement with the Union in the Hosur Unit is due for negotiation during the current financial year. Negotiations have started and the shareholders will be kept informed of the progress in this respect.

## SCHEME OF ARRANGEMENT:

During November 2012 the Board of Directors of your Company approved a Scheme of Arrangement (Demerger) whereby the Kitchen Appliances Division of Triveni Bialetti Industries Private Limited (TBI), (a subsidiary of Bialetti Industries SpA., Italy) with all its assets, rights, liabilities, obligations, benefits under tax laws etc., will be vested in your Company the Appointed Date being 1<sup>st</sup> April, 2012. The Scheme has been approved by the Stock Exchanges and further approved by the Honourable High Court of Madras. However the sanction of the Honourable High Court of Mumbai, the jurisdictional court for TBI is still awaited. On sanction of the Scheme by the High Court of Mumbai necessary effect will be given in the books of account.

TBI, which has its manufacturing base in Maharashtra, is contract manufacturing certain products for your Company.

## DIRECTORS

Mr. Ajay I. Thakore, an Independent Director stepped down from the office as at the closing hours of 31<sup>st</sup> March, 2015. Mr. Thakore was a Director on your Board for nearly 40 years giving valuable guidance from time to time. The Board placed on record its deep appreciation for the services rendered by Mr. Thakore during his tenure on the Board.

Mr. S. Ravichandran, Managing Director, retired from the services of the Company with effect from the closing hours of 31<sup>st</sup> March, 2015. He was with the Company first as Joint Managing Director from 5<sup>th</sup> February, 1997 and as Managing Director since 2001. He has contributed significantly to the turnaround and growth of the Company during his 18 year association with your Company. The Board placed on record its

deep appreciation for the unstinting efforts and contributions made by Mr. S. Ravichandran.

Mr. Murali Neelakantan, a legal professional, with vast exposure to commercial and corporate laws both in India and abroad, has joined your Board as Independent Director effective from 25<sup>th</sup> March, 2015 having been appointed by the shareholders through postal ballot. Mr. Arun Thiagarajan, Mr. Dileep Krishnaswamy and Dr. (Mrs.) Vandana Walvekar have been reappointed as Independent Directors with effect from 25<sup>th</sup> March, 2015 by the shareholders through postal ballot. All these directors have been appointed for a period of 5 years and are not liable to retire by rotation.

Pursuant to the request of Dr. (Mrs) Latha Jagannathan, a Promoter Non-executive Director your Board decided to accept her resignation with effect from the closing hours of 27<sup>th</sup> May, 2015. The Board placed on record its deep appreciation for the services rendered by Dr. (Mrs.) Latha Jagannathan during her tenure on the Board.

As per the recommendation of Nomination and Remuneration Committee, your Board decided to co-opt Dr. T.T. Mukund in the casual vacancy caused by the resignation of Dr. (Mrs) Latha Jagannathan. The appointment of Dr. T.T. Mukund as Non-independent/Non-executive Director takes effect from 29<sup>th</sup> May, 2015.

Dr. T.T. Mukund is the son of Mr. T.T. Jagannathan, Executive Chairman and belongs to the Promoter Group. He is 38 years of age and is presently Reader National Centre for Biological Services, Bengaluru. He graduated from Cornell University, USA and did Ph.D. (Physics) at Massachusetts Institute of Technology, Cambridge, MA.

Mr. K. Shankaran retires by rotation and is eligible for re-appointment. The information on the retiring Director is provided in the Notice calling the Annual General Meeting.

## **FIXED DEPOSIT**

Pursuant to the provisions of Section 74 of the Companies Act, 2013 your Company has, during the year 2014-15 repaid all the deposits accepted from public. There are no deposits outstanding or remaining unpaid as at the end of 31<sup>st</sup> March, 2015.

## **DIVIDEND**

Your directors recommend payment of a dividend of ₹ 22/- per share for the year as compared to ₹ 20/- per share declared for the previous year.

## **FUTURISTIC STATEMENTS**

This Directors' Report and the Management Discussion and Analysis included therein may contain certain statements, which are futuristic in nature. Such statements represent the intentions of the Management and the efforts being put in by them to realize certain goals. The success in realizing these goals depends on various factors both internal and external. Therefore, the investors are requested to make their own independent judgments by taking into account all relevant factors before taking any investment decision.

## **CORPORATE GOVERNANCE**

Report on Corporate Governance is separately presented as part of the Annual Report. Management Discussion and Analysis is included in this Directors' Report in the preceding sections.

## **LISTING**

Your Company's shares are listed in the BSE Limited and National Stock Exchange and the applicable listing fees have been paid.

## **FURTHER DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:**

### **(a) Extract of Annual Return:**

Extract of Annual Return (Form MGT-9) is enclosed as Annexure A

### **(b) Number of Meetings of the Board:**

The Board of Directors met 6 (six) times during the year 2014-15. The details of the Board Meetings and the attendance of the Directors are provided in the Report on Corporate Governance.

### **(c) Corporate Social Responsibility (CSR) Committee:**

As per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, your Company constituted the Corporate Social Responsibility Committee which comprises of Mr. T.T. Jagannathan as Chairman, Mr. R Srinivasan, Mr. K Shankaran and Dr. (Mrs) Latha Jagannathan as Members.

The Corporate Social Responsibility (CSR) Policy enumerating the CSR activities to be undertaken by the Company, in accordance with Schedule VII to the Companies Act, 2013 was recommended to the Board and the Board adopted the same. The said policy was also made available on the website of the Company <http://www.ttkprestige.com>. The Annual Report under CSR Activities is annexed to this report as Annexure B.

The details relating to the meetings convened, etc. are furnished in the Report on Corporate Governance.

### **(d) Composition of Audit Committee:**

The Board has reconstituted the Audit Committee on 21<sup>st</sup> August, 2014, in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, which comprises of Mr. Dileep Krishnaswamy as Chairman, Mr. R Srinivasan and Mr. Arun Thiagarajan as Members. Mr. K Shankaran - Director and Secretary is the Secretary of the Committee. More details on the Committee are given in the Report on Corporate Governance.

### **(e) Related Party Transactions:**

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly

basis for the transactions which are of a unforeseen or repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. The Policy as approved by the Board is uploaded on the Company's website at <http://www.ttkprestige.com>.

The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure C to this Report.

## **(f) Directors and Key Managerial Personnel:**

None of the Directors are disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013.

### **(i) Retirement / Cessation:**

- Mr. S Ravichandran retired from the position of Managing Director with effect from the closing hours of 31<sup>st</sup> March, 2015.
- Mr. Ajay I Thakore retired from the office of Independent Director at the closing hours of 31<sup>st</sup> March, 2015.
- Dr. (Mrs) Latha Jagannathan retired from the office of Non-Executive Director with effect from the closing hours of 27<sup>th</sup> May, 2015.
- Dr. T.T. Mukund was co-opted in the casual vacancy caused by the resignation of Dr. (Mrs.) Jagannathan with effect from 29<sup>th</sup> May, 2015.

### **(ii) Appointment / Re-appointment of Directors:**

- (a) Pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and as per Clause 49 of the Listing agreement, the following Directors were appointed as Independent Directors of the Company:

- Mr. R. Srinivasan was appointed as an Independent Director, effective 21<sup>st</sup> August, 2014, for a term of five years, not liable to retire by rotation at the 58<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> August, 2014.
- Dr. (Mrs.) Vandana Walvekar, Mr. Dileep Krishnaswamy and Mr. Arun Thiagarajan and Mr. Murali Neelakantan were appointed as Independent Directors, effective 25<sup>th</sup> March, 2015, for a term of five years, not liable to retire by rotation through the conduct of Postal Ballot including e-Voting.

- (b) Mr. K Shankaran, liable to retire by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

### **(iii) Statement on Declaration by the Independent Directors of the Company:**

All the Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms and conditions of appointment of the Independent Directors are posted on the website of the Company <http://www.ttkprestige.com>.

### **(iv) Key Managerial Personnel (KMP):**

The Board at its meeting held on 21<sup>st</sup> August, 2014, confirmed the following managerial personnel as Key Managerial Personnel (KMP):

- Mr. S. Ravichandran, Managing Director as Chief Executive Officer (CEO) till 31<sup>st</sup> March, 2015
- Mr. K Shankaran, Director & Wholetime Company Secretary as Company Secretary; and
- Mr. V Sundaresan, Sr. Vice President – Finance as Chief Financial Officer (CFO).

Mr. Chandru Kalro has been appointed as Managing Director/CEO with effect from 1<sup>st</sup> April, 2015 pursuant to approval of his appointment by shareholders through postal ballot carried out during March, 2015.

### **(v) Performance Evaluation of the Board, its Committees and the Directors:**

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Report on Corporate Governance.

### **(vi) Remuneration Policy:**

Your Company follows a policy on remuneration of Directors and Senior Management. The policy is framed by the Nomination and Remuneration Committee and approved by the Board. More details on the same are given in the Report on Corporate Governance.

### **(g) Auditors:**

#### **(i) Auditors and their Report:**

In accordance with the provisions Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s S Viswanathan, Chartered Accountants, Chennai (Firm Registration No. 004770S) were appointed as Statutory Auditors, for a term of three years to hold office from the conclusion of 58<sup>th</sup> Annual General Meeting till the conclusion of 61<sup>st</sup> Annual General Meeting, subject to ratification by the members at every Annual General Meeting.

Accordingly, a Resolution seeking members' ratification for their appointment from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company is included under Item No. 4 of the Notice convening the Annual General Meeting.

The Auditors' Report to the Shareholders for the year under review does not contain any qualifications.

**(ii) Cost Auditor and Cost Audit Report:**

● **Appointment for the year 2015-16:**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the Cost Records of the Company relating to "Stainless Steel Pressure Cookers and Cookware" are required to be audited.

The Board of Directors, on the recommendation of the Audit Committee, appointed Mr. V. Kalyanaraman as Cost Auditor of the Company, for the financial year 2015-16 and fixed their remuneration.

Mr. V. Kalyanaraman has confirmed that his appointment is within the limits of the Section 141 of the Companies Act, 2013 and has also certified that he is free from any disqualifications specified under the provisions of Section 141 of the Companies Act, 2013.

The Audit Committee also received a Certificate from the Cost Auditor certifying the independence and arm's length relationship with the Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the approval of the Members is sought by means of an Ordinary Resolution for the remuneration payable to Mr. V. Kalyanaraman, Cost Auditor, under Item No.5 of the Notice convening the Annual General Meeting.

The Cost Audit Report for the year ended 31<sup>st</sup> March, 2015 would be filed on or before the due date (i.e.) 27<sup>th</sup> September, 2015.

● **Cost Audit Report for the year 2013-14:**

The Cost Audit Report for the financial year ended 31<sup>st</sup> March, 2014 was filed on 4<sup>th</sup> April, 2015, vide SRN S37174786 on the Ministry of Corporate Affairs website.

**(iii) Secretarial Auditor and Secretarial Audit Report:**

The Board had appointed Mr. Parameshwar G Hegde, Company Secretary in Whole-time Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2014-15. The Report of the Secretarial Auditor in Form MR-3 is annexed to this report as Annexure G. The report does not contain any qualification.

**(h) Transfer to Investor Education and Protection Fund:**

Your Company has transferred a sum of ₹ 4.12 lakhs during the financial year 2014-15 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 125 of the Companies Act, 2013. The said amount represents the unclaimed dividends for the year ended 31<sup>st</sup> March, 2007, which were lying unclaimed with the Company for a period of seven years from their respective due dates of payment.

**(i) Unclaimed Shares**

In terms of Clause 5A of the Listing Agreement, the Company has opened a Suspense Account for holding the unclaimed share. The number of such share at the beginning of the year was 1,600 and the number of shareholders were 12. No movement has taken place during the financial year 2014-15. The voting rights on the shares in the suspense account as on 31<sup>st</sup> March, 2015 shall remain frozen till the rightful owners of such shares claim the shares.

**(j) Conservation of Energy:**

The prescribed particulars under Rule 8(3) of The Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are furnished in the Annexure D to this Report.

**(k) Particulars of Employees:**

The information required under Section 197 of the Companies Act, 2013 and the Rules made thereunder are annexed to this Report as Annexure E & Annexure F.

**(l) Subsidiary Company:**

Your Company does not have any Subsidiary.

**(m) Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013:**

During the year your Company had not given any loan, provided any guarantee OR made any investment under Section 186 of the Companies Act, 2013. Your Company holds 1440 equity shares of ₹ 10/- each in TTK Healthcare Limited. Your Company had in the past provided secured inter-corporate loan/deposit of ₹ 18.75 crores to Triveni Bialelli Industries P Ltd, an unrelated party with whom your Company has business transactions and this amount is still carried.

**(n) Significant and Material Orders passed by the Regulators or Courts:**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**(o) Whistle Blower Policy:**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Clause 49 of the Listing Agreement, your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of

# TTK Prestige Limited

the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Corporate Governance Officer / Chairman of the Audit Committee / Executive Chairman in exceptional cases.

The Whistle Blower Policy is made available on the website of the Company <http://www.ttkprestige.com>.

## **(p) Obligation of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

In order to prevent sexual harassment of women at work place a new Act, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9<sup>th</sup> December, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and has constituted a Committee with a NGO as one of its Members, for implementation of the said Policy. During the year 2014-15, there were no complaints.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

As required by Sec.134(5) read with Sec.134(3)(c) of the Companies Act, 2013 your Directors confirm

- a. that in the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
- b. that they have selected such accounting policies and applied them consistently and made judgments and estimates that

are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- c. that they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. that they have prepared the annual accounts on a going concern basis; and
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **ACKNOWLEDGEMENTS**

Your Directors deeply appreciate and acknowledge the significant and continued co-operation given to your Company by the Bankers, Financial Institutions and the employees of the Company.

For and on behalf of the Board

**(T.T. JAGANNATHAN)**  
Executive Chairman

Registered Office :  
Plot No. 38,  
SIPCOT Industrial Complex,  
HOSUR - 635 126, Tamil Nadu.

Place : Bengaluru  
Dated : 27<sup>th</sup> May, 2015

## FORM NO.MGT-9

## EXTRACT OF ANNUAL RETURN

As on the Financial Year Ended 31<sup>st</sup> March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:	
(i) CIN	: L85110TZ1955PLC015049
(ii) Registration Date	: 22 <sup>nd</sup> October, 1955
(iii) Name of the Company	: TTK PRESTIGE LIMITED
(iv) Category / Sub-Category of the Company	: Company having Share Capital
(v) Address of the Registered Office and Contact Details	: No.38, SIPCOT Industrial Complex, Hosur 635 126 Tel: 04344 -276 655 / 755
(vi) Whether Listed Company	: Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: M/s Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 008 Phone No's: 040 6716 1500

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:			
All the business activities contributing 10% or more of the total turnover of the Company shall be stated:			
Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
(1)	Pressure Cookers	76151011, 73239310, 39241090	37.23%
(2)	Gas Stove	73211110	12.29%
(3)	Cookware	76151021, 73239420	18.49%
(4)	Induction Cooktop	85167990	10.21%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:					
Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
NONE					

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
(i) Category-wise Shareholding:	

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>										
<b>(1) Indian</b>										
(a)	Individual / HUF	1188869	-	1188869	10.21	1188869	-	1188869	10.21	-
(b)	Central Govt. / State Govt(s)	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	14800	-	14800	0.13	14800	-	14800	0.13	-
(e)	Banks / FI	-	-	-	-	-	-	-	-	-
(f)	T.T. Krishnamachari & Co. represented by its Partners	6988747	-	6988747	60.03	6988747	-	6988747	60.03	-
<b>Sub-Total (A) (1)</b>		<b>8192416</b>		<b>8192416</b>	<b>70.37</b>	<b>8192416</b>		<b>8192416</b>	<b>70.37</b>	-
<b>(2) Foreign</b>										
(a)	NRIs – Individuals	-	-	-	-	-	-	-	-	-
(b)	Other – Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>		-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>		<b>8192416</b>	-	<b>8192416</b>	<b>70.37</b>	<b>8192416</b>	-	<b>8192416</b>	<b>70.37</b>	-

# TTK Prestige Limited

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B.</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds	240030	1300	241330	2.07	702841	1300	704141	6.05	3.98
(b)	Banks / FI	1344	200	1544	0.01	1272	200	1472	0.01	-
(c)	Central Govt.					0	0	0	0	
(d)	State Govt(s).					0	0	0	0	
(e)	Venture Capital Funds	40	0	40	0	0	0	0	0	-
(f)	Insurance Companies					0	0	0	0	
(g)	FIIIs	2428659	100	2428759	20.86	1725750	100	1725850	14.83	-6.03
(h)	Foreign Venture Capital Funds					0	0	0	0	
(i)	Others (specify)					0	0	0	0	
	<b>Sub-Total (B)(1)</b>	<b>2670073</b>	<b>1600</b>	<b>2671673</b>	<b>22.95</b>	<b>2429863</b>	<b>1600</b>	<b>2431463</b>	<b>20.89</b>	<b>-2.06</b>
<b>(2)</b>	<b>Non-Institutions</b>									
(a)	Bodies Corporate	51253	3716	54969	0.47	323569	3716	327285	2.81	2.34
(i)	Indian									
(ii)	Overseas									
(b)	Individuals									
(i)	Individual Shareholders holding Nominal Share Capital upto ₹ 1 lakh	445241	209533	654774	5.62	445074	195583	640657	5.5	-0.12
(ii)	Individual Shareholders holding Nominal Share Capital in excess of ₹ 1 lakh	0	20160	20160	0.17	0	20160	20160	0.17	0
(c)	Others (specify)									
	CLEARING MEMBERS	14968	0	14968	0.13	7945	-	7945	0.07	-0.06
	NON RESIDENT INDIANS	31830	100	31930	0.27	20864	100	20964	0.18	-0.09
	TRUSTS	300	0	300		300	-	300	0	0
d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>543592</b>	<b>233509</b>	<b>777101</b>	<b>6.68</b>	<b>797752</b>	<b>219559</b>	<b>1017311</b>	<b>8.74</b>	<b>2.06</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>3213665</b>	<b>235109</b>	<b>3448774</b>	<b>29.63</b>	<b>3227615</b>	<b>221159</b>	<b>3448774</b>	<b>29.63</b>	<b>0</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total (A+B+C)</b>	<b>11406081</b>	<b>235109</b>	<b>11641190</b>	<b>100</b>	<b>11420031</b>	<b>221159</b>	<b>11641190</b>	<b>100</b>	<b>0</b>

<b>(ii)</b>	<b>Shareholding of Promoter</b>							
Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	
1	T.T. Krishnamachari & Co. represented by its Partners	6988747	60.03	0	6988747	60.03	0	0
2	T.T. Jagannathan	332889	2.86	0	357489	3.07	0	0.21
3	T.T. Mukund	295500	2.54	0	284350	2.44	0	-0.10
4	T.T. Venkatesh	292980	2.52	0	279530	2.40	0	-0.12
5	T.T. Lakshman	265500	2.28	0	265500	2.28	0	0
6	TTK Healthcare Limited	14800	0.13	0	14800	0.13	0	0
7	T.T. Raghunathan	2000	0.02	0	2000	0.02	0	0
	<b>Total</b>	<b>8192416</b>	<b>70.37</b>	<b>0</b>	<b>8192416</b>	<b>70.37</b>	<b>0</b>	<b>0</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)				
Sl. No.	Particulars	Shareholding at the beginning of the year		
		Position	No. of Shares	% of Total Shares of the Company
	Name			
1	Mr. T.T. Jagannathan	Promoter	332889	2.86
2	Mr. T.T. Raghunathan	Promoter	2000	0.02
3	Mr. T.T. Mukund	Promoter	295500	2.54
4	Mr. T.T. Lakshman	Promoter	265500	2.28
5	Mr. T.T. Venkatesh	Promoter	292980	2.52
6	TTK Healthcare Limited	Promoter Group	14800	0.13

Sl. No.	Name	Position	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	
1	Mr. T.T. Jagannathan	Chairman	Increase in shareholding	
			Transfer No. of shares	
			12.09.2014 - 11150	
			19.11.2014- 13450	
			<b>Total 24600</b>	
2	Mr. T.T. Raghunathan	Promoter	No change	
3	Mr. T.T. Mukund	Promoter	Decrease in shareholding	
			Transfer No. of shares	
			12.09.2014 - 11150	
4	Mr. T.T. Lakshman	Promoter	No change	
5	Mr. T.T. Venkatesh	Promoter	Decrease in shareholding	
			Transfer No. of shares	
			19.11.2014- 13450	
6	TTK Healthcare Limited	Promoter Group	No change	

Sl. No.	Name	Position	Shareholding at the end of the year	
1	Mr. T.T. Jagannathan	Promoter	357489	3.07
2	Mr. T.T. Raghunathan	Promoter	2000	0.02
3	Mr. T.T. Mukund	Promoter	284350	2.44
4	Mr. T.T. Lakshman	Promoter	265500	2.28
5	Mr. T.T. Venkatesh	Promoter	279530	2.40
6	TTK Healthcare Limited	Promoter Group	14800	0.13

T.T. Krishnamachari & Co.				
	At the beginning of the year		6988747	60.03
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)		No change during the year	
	At the end of the year		6988747	60.03

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Change in shareholding	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Cartica Capital Ltd	850303	7.30	0	0	-850303	-7.30
2	Thornburg Investment Trust A/c Thornburg	371217	3.19	26415	0.23	-344802	-2.96
3	Copthall Mauritius	288004	2.47	289445	2.49	1441	0.01
4	Nalanda India Equity	203750	1.75	403465	3.47	199715	1.72
5	Axi Mutual Fund Trustee Limited	132344	1.14	506930	4.35	374586	3.22
6	J P Morgan Funds	98745	0.85	35271	0.30	-63474	-0.55
7	India Capital Fund	92318	0.79	0	0	-92318	-0.79
8	HDFC Trustee Company Limited	84700	0.73	84700	0.73	0	0
9	EMBLEM FII	81040	0.70	88640	0.76	7600	0.07
10	Genesis Asset Managers LLP A/c	53087	0.46	142382	1.22	89295	0.77

# TTK Prestige Limited

(v)	Shareholding of Directors and Key Managerial Personnel (KMP):			
Sl. No.	For each of the Directors and KMP		Shareholders at the beginning of the year	
			No. of Shares	% of Total shares of the Company
	Name	Position		
1	Mr. T.T. Jagannathan	Chairman	332889	2.86
2	Mr. T.T. Raghunathan	Vice Chairman	2000	0.02
3	Mr. S. Ravichandran	Managing Director	2000	0.02
4	Mr. K. Shankaran	Director & Secretary	1100	0.01
5	Mr. Ajay I Thakore	Director	672	0.005
6	Dr. (Mrs) Vandana Walvekar	Director	672	0.005
7	Mr. V. Sundaresan	CFO	0	0
	Name	Position	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	
1	Mr. T.T. Jagannathan	Chairman	Increase in shareholding	
			Transfer	No. of shares
			12.09.2014 -	11150
			19.11.2014-	13450
2	Mr. T.T. Raghunathan	Vice Chairman	No change during the year	
3	Mr. S. Ravichandran	Managing Director		
4	Mr. K. Shankaran	Director & Secretary		
5	Mr. Ajay I Thakore	Director		
6	Dr. (Mrs) Vandana Walvekar	Director		
7	Mr. V. Sundaresan	CFO		
			At the end of the year	
1	Mr. T.T. Jagannathan	Chairman	357489	3.07
2	Mr. T.T. Raghunathan	Vice Chairman	2000	0.02
3	Mr. S. Ravichandran	Managing Director	2000	0.02
4	Mr. K. Shankaran	Director & Secretary	1100	0.01
5	Mr. Ajay I Thakore	Director	672	0.005
6	Dr. (Mrs) Vandana Walvekar	Director	672	0.005
7	Mr. V. Sundaresan	CFO	0	0

V.	INDEBTEDNESS				(₹ In lakhs)
Indebtedness of the Company including interest outstanding / accrued but not due for payment:					
Particulars		Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:					
(i)	Principal Amount	0	2500.00	189.89	2689.89
(ii)	Interest due but not paid	0	0	0	0
(iii)	Interest accrued but not due	0	14.41	0	14.41
Total (i) + (ii) + (iii)		0	2514.41	189.89	2704.30
Change in Indebtedness during the financial year:					
●	Addition	0	0	0	0
●	Reduction	0	2514.41	189.89	2704.30
Net Change		0	2514.41	189.89	2704.30
Indebtedness at the end of the financial year					
(i)	Principal Amount	0	0	0	0
(ii)	Interest due but not paid	0	0	0	0
(iii)	Interest accrued but not due	0	0	0	0
Total (i) + (ii) + (iii)		0	0	0	0

VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):			
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager:			(₹ In lakhs)
Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr. T.T. Jagannathan (Executive Vice Chairman)	Mr. S Ravichandran (Managing Director & CEO) Till 31.03.2015)	
(1)	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	106.14	42.49	148.63
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	11.20	13.08	24.28
(c)	Profits in lieu of Salary u/s 17(3) of Income-tax Act, 1961			
(2)	Stock Option			
(3)	Sweat Equity			
(4)	Commission			
●	As % of Profit	589.67	161.75	751.42
●	Others, specify			
(5)	Others, please specify			
	<b>Total</b>	<b>707.01</b>	<b>217.32</b>	<b>924.33</b>

B.	Remuneration to Other Directors:						₹ In lakhs
Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
(1)	Independent Directors	Mr. AT	Dr VW	Mr. Arun	Mr. RS	Mr. DK	
●	Fee for attending Board, Committee Meetings	0.80	2.00	2.00	3.00	2.20	10.00
●	Commission	10.00	10.00	10.00	10.00	10.00	50.00
●	Others, please specify						
	<b>Total (1)</b>	<b>10.80</b>	<b>12.00</b>	<b>12.00</b>	<b>13.00</b>	<b>12.20</b>	<b>60.00</b>
(2)	Other Non-Executive Directors	Mr. TTR	Dr. LJ	Mr. MN			
●	Fee for attending Board, Committee Meetings	0.60	1.80	0.20			2.60
●	Commission	10.00	10.00				20.00
●	Others, please specify						
	<b>Total (2)</b>	<b>10.60</b>	<b>11.80</b>	<b>0.20</b>			<b>22.60</b>
	<b>Total (B) = (1) + (2)</b>	<b>21.40</b>	<b>23.80</b>	<b>12.20</b>	<b>13.00</b>	<b>12.20</b>	<b>82.60</b>
	<b>Total Managerial Remuneration</b>						<b>1006.93</b>
	<b>Overall ceiling as per the Act</b>						<b>1623.36</b>

Mr. AT - Mr. Ajay I. Thakore  
 Dr. VW - Dr. (Mrs.) Vandana R. Walvekar  
 Mr. Arun - Mr. Arun K. Thiagarajan  
 Mr. RS - Mr. R. Srinivasan  
 Mr. DK - Mr. Dileep K. Krishnaswamy  
 Mr. TTR - Mr. T. T. Raghunathan  
 Dr. LJ - Dr. (Mrs.) Latha Jagannathan  
 Mr. MN - Mr. Murali Neelakantan

# TTK Prestige Limited

C.	Remuneration to Key Managerial Personnel (KMP) other than MD / WTD / Manager:			₹ In lakhs
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. K. Shankaran Company Secretary	Mr. V. Sundaresan Chief Financial Officer	
(1)	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	31.88	63.52	<b>95.40</b>
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	10.58	4.94	<b>15.52</b>
(c)	Profits in lieu of Salary u/s 17(3) of Income-tax Act, 1961			
(2)	Stock Option			
(3)	Sweat Equity			
(4)	Commission			
●	As % of Profit	112.30	0	<b>112.30</b>
●	Others, specify			
(5)	Others, please specify			
	<b>Total</b>	<b>154.76</b>	<b>68.46</b>	<b>223.22</b>

VII.	PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:				
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

**ANNEXURE TO BOARD'S REPORT****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1.	<b>A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:</b>		
	<p><b>CSR PHILOSOPHY AND POLICY:</b>  The Company considers society as an important stake-holder and shall discharge its responsibilities to the society proactively. The activities or projects that will be undertaken by the Company shall include one or more of the following as may be recommended by the CSR Committee and approved by the Board of Directors:</p> <ul style="list-style-type: none"> <li>• Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare and sanitation and making available safe drinking water;</li> <li>• Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;</li> <li>• Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward Groups;</li> <li>• Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;</li> <li>• Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;</li> <li>• Measures for the benefit of armed forces veterans, war widows and their dependents;</li> <li>• Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;</li> <li>• Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;</li> <li>• Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;</li> <li>• Rural development projects.</li> <li>• Slum area development.</li> <li>• Such other projects as may be notified by the Government from time to time.</li> </ul> <p>The Company shall give preference to various local areas and areas around which the Company is carrying out its activities.</p> <p>Weblink: <a href="http://www.ttkprestige.com/investor-relations/corporate-governance/corporate-social-responsibility">http://www.ttkprestige.com/investor-relations/corporate-governance/corporate-social-responsibility</a></p>		
2.	<b>The Composition of the CSR Committee:</b>		
	Mr. T.T. Jagannathan	Chairman	Executive Chairman
	Mr. R Srinivasan	Member	Independent Director
	Mr. K Shankaran	Member	Non-Independent Director
	Dr. (Mrs) Latha Jagannathan	Member	Non-Executive Director
3.	<b>Average Net Profit of the Company for the last three financial years:</b>		
	Average Net Profit for the last three financial years 2011-12, 2012-13 and 2013-14 – ₹ 165.90 crores		
4.	<b>Prescribed CSR Expenditure (2% of the amount as in Item 3 above)</b>		
	The Company is required to spend ₹ 3.32 Crores towards CSR.		
5.	<b>Details of CSR spent during the financial year</b>		
(a)	Total amount to be spent for the financial year	₹ 3.32 Crores	
(b)	Amount unspent, if any	NIL	

# TTK Prestige Limited

	(c)	Manner in which the amount spent during the financial year is detailed below:					
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local Area or other (2) specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in lakhs)	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount spent: Direct or through implementing agency (₹ in lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Rehabilitation Research and Device Development	Healthcare	Chennai, TamilNadu	368	125	125	125
2.	Providing Toilets and other facilities at Manjakkudi school	Sanitation	Thanjavur TamilNadu	15	15	15	15
3.	Extending financial assistance in the form of scholarships, outright grants to deserving people for meeting educational expenses	Education	Tamil Nadu	65	65	65	65
4.	Providing nutrition support to 600 children from Rural areas	Nutrition	Karnataka	13	13	13	13
5.	Public Library with facilities for blind	Education	Pondicherry	54	30	30	30
6.	Screening and genetic counselling for Thalassemia patients (Genotyping of voluntary blood donors)	Healthcare	Bengaluru Karnataka	100	84.84	84.84	84.84
7.	Treating the most complex of skull and facial deformities for children	Healthcare	Bengaluru Karnataka	5	5	5	5
	<b>Total</b>			<b>620</b>	<b>337.84</b>	<b>337.84</b>	<b>337.84</b>
<b>Details of Implementing Agency:</b>							
i.	Indian Institute of Technology, Chennai						
ii.	Swamy Dayananda Saraswathi Education Trust, Manjakudi						
iii.	Nandalala Seva Samithi Trust, Chennai						
iv.	Sri Venkateswara Trust, Chennai						
v.	Karnataka State Council for Child welfare, Karnataka						
vi.	Bengaluru Medical Services Trust, Bengaluru						
vii.	Maaya Foundation, Bengaluru						
6.	<b>In case the Company has failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount:</b>						
	<b>NOT APPLICABLE</b>						
7.	<b>A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:</b>						
	<p align="center"><b><u>Responsibility Statement of the CSR Committee</u></b></p> <p>It is hereby confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.</p> <div> <div>Chandru Kalro Managing Director</div> <div>T.T. Jagannathan Chairman CSR Committee</div> </div>						

**ANNEXURE - C****FORM NO.AOC-2**

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for Disclosure of particulars of Contract / Arrangements entered into by the Company with Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

S. No.	Particulars	Details
(a)	Name(s) of the Related Party and nature of relationship	NIL
(b)	Nature of contracts / arrangements / transactions	NIL
(c)	Duration of the contracts / arrangements / transactions	NIL
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any.	NIL
(f)	Date(s) of approval by the Board	NIL
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the special resolution was passed in General Meeting as required under first provision to Section 188	NIL

**2. Details of contracts or arrangements or transactions at arm's length basis:**

S. No.	Particulars	Details							
(a)	Name(s) of the Related Party and nature of relationship	TTK Healthcare Limited		TTK Protective Devices Limited	T.T. Krishnamachari & Co.			Mr. T.T. Mukund Retainer	
		Two of the Directors as Directors		Three of the Directors as Directors	Three of the Directors as Partners			Son of Mr. T.T. Jagannathan, Chairman of the Company	
(b)	Nature of contracts/ arrangements / transactions	Sale of Goods	Purchase of Goods	Receipt of Lease Rent	Others	#Payment of License fee	#Payment of c&f Charges	Cost sharing	Payment of Retainer fee
(c)	Duration of the contracts / arrangements / transactions	As and when need arises, from time to time		Till termination of lease	01.04.2014 to 31.03.2015	01.11.2013 to 31.10.2018	01.06.2014 to 31.05.2019	Not applicable	01.01.2006 Till termination
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As mutually agreed based on prevailing trade practices		₹ 112/- p.m.		½% of Sales for using their registered monogram "ttk"	2% of Sales for availing their services as Clearing & Forwarding Agents	Sharing of cost	As per the terms for product development consultation
	Value (₹)	12528742	875029	1344	265879	72709399	133023638	-3958340	600000
(e)	Date(s) of approval by the Board, if any								
(f)	Amount paid as advance, if any (₹)	-	-	-	-	-	-	-	-
# Central Government approval in place.									

For and on behalf of the Board

Place : Bengaluru  
Dated : 27<sup>th</sup> May, 2015

**(T.T. JAGANNATHAN)**  
Executive Chairman

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO, ETC.**

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 for the financial year ended 31<sup>st</sup> March, 2015:

<b>(A)</b>	<b>Conservation of Energy:</b>																																		
	(i) Steps taken or impact on conservation of energy:	The company has several manufacturing locations and is consistently taking steps for conservation of energy. The company has also installed Solar Panels in some of the manufacturing units for supplementing energy requirements. The capital investment made in such systems over the last couple of years is around ₹ 2 Crores.																																	
	(ii) Steps taken by the Company for utilizing alternate sources of energy:																																		
	(iii) Capital Investment on energy conservation equipments:																																		
		The company has also installed 2 wind mills, the total investment on the same being ₹ 2 Crores.																																	
<b>(B)</b>	<b>Technology Absorption:</b>																																		
	(i) Efforts made towards technology absorption:	The company has imported plant and machinery for manufacture of Non-stick/impact bonded cookware. The Technology with respect of operation of plant has been fully absorbed. The Company has substituted import of such kitchenware by operating this plant.																																	
	(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:																																		
	(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):																																		
	(a) Details of technology imported																																		
	(b) Year of import																																		
	(c) Whether the technology been fully absorbed																																		
	(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof																																		
	(iv) Expenditure incurred on Research and Development	<table border="1"> <thead> <tr> <th></th><th>2014 – 15</th><th>2013 – 14</th></tr> <tr> <th></th><th>₹ lakhs</th><th>₹ lakhs</th></tr> </thead> <tbody> <tr> <td>(a) Capital</td><td>26.47</td><td>44.26</td></tr> <tr> <td>(b) Recurring</td><td>188.48</td><td>178.38</td></tr> <tr> <td>(c) Total</td><td>214.95</td><td>222.64</td></tr> <tr> <td>(d) % of R&amp;D expenses to sales</td><td>0.15%</td><td>0.17%</td></tr> </tbody> </table>		2014 – 15	2013 – 14		₹ lakhs	₹ lakhs	(a) Capital	26.47	44.26	(b) Recurring	188.48	178.38	(c) Total	214.95	222.64	(d) % of R&D expenses to sales	0.15%	0.17%															
	2014 – 15	2013 – 14																																	
	₹ lakhs	₹ lakhs																																	
(a) Capital	26.47	44.26																																	
(b) Recurring	188.48	178.38																																	
(c) Total	214.95	222.64																																	
(d) % of R&D expenses to sales	0.15%	0.17%																																	
<b>(C)</b>	<b>Foreign Exchange Earnings and Outgo:</b>																																		
		<table border="1"> <thead> <tr> <th></th><th>2014-15</th><th>2013-14</th></tr> </thead> <tbody> <tr> <td><b>Foreign Exchange Earnings</b></td><td></td><td></td></tr> <tr> <td>Exports</td><td>5280.43</td><td>5483.54</td></tr> <tr> <td><b>Total</b></td><td><b>5280.43</b></td><td><b>5483.54</b></td></tr> <tr> <td><b>Foreign Exchange Outgo</b></td><td></td><td></td></tr> <tr> <td>• Imports</td><td></td><td></td></tr> <tr> <td>- Raw Materials etc.</td><td>18647.07</td><td>19751.66</td></tr> <tr> <td>- Capital Goods</td><td>30.23</td><td>173.28</td></tr> <tr> <td>- Spares</td><td></td><td></td></tr> <tr> <td>• Royalty, Consultancy, Product Registration/ Promotion Expenses, Travelling, etc.</td><td>303.49</td><td>138.74</td></tr> <tr> <td><b>Total</b></td><td><b>18980.79</b></td><td><b>20063.68</b></td></tr> </tbody> </table>		2014-15	2013-14	<b>Foreign Exchange Earnings</b>			Exports	5280.43	5483.54	<b>Total</b>	<b>5280.43</b>	<b>5483.54</b>	<b>Foreign Exchange Outgo</b>			• Imports			- Raw Materials etc.	18647.07	19751.66	- Capital Goods	30.23	173.28	- Spares			• Royalty, Consultancy, Product Registration/ Promotion Expenses, Travelling, etc.	303.49	138.74	<b>Total</b>	<b>18980.79</b>	<b>20063.68</b>
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	(i) Actual Inflows:																																		
	(ii) Actual Outflows:																																		

**ANNEXURE - E****Disclosure as per Section 197 of the Companies Act, 2013 and Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:					
	<b>Mr. T.T. Jagannathan</b> <b>Executive Chairman</b>		<b>Mr. S Ravichandran</b> <b>Managing Director</b> <b>(up to 31.03.2015)</b>			
	1 : 186		1 : 57			
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:					
	<b>Name</b>	<b>Designation</b>	<b>CTC (31.03.2015) (₹ In lakhs)</b>	<b>CTC (31.03.2014) (₹ In lakhs)</b>	<b>% Increase / Decrease in CTC</b>	
	Mr. T.T. Jagannathan	Executive Chairman	707.01	735.09	-3.82%	
	Mr. S. Ravichandran	Managing Director	217.32	215.62	0.79%	
	Mr. K. Shankaran	Director & Whole-time Secretary	154.76	163.77	-5.50%	
	Mr. V. Sundaresan	Chief Financial Officer	68.46	61.26	11.75%	
	Directors who are not in the employment of the company received sitting fees of ₹ 20,000 for attending Board/Committee meetings. There has been no increase in sitting fees for the year 2013-14 and 2014-15. For the Financial Year 2013-14, such directors were paid a commission of ₹ 12 lakhs each and the same has been reduced to ₹ 10 lakhs for the year 2014-15.					
(iii)	The percentage increase in the median remuneration of employees in the financial year:					
	<b>Around 13%</b>					
(iv)	The number of permanent employees on the rolls of the Company:					
	<b>1267 employees</b>					
(v)	The explanation on the relationship between average increase in remuneration and Company performance:					
	<b>and</b>					
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:					
	The Company registered an increase in sales of 7.40% over 2013-14. The post-tax profit declined from ₹ 111.79 crores to ₹ 92.32 Crores, a decrease of about 17.42%. The company's performance is influenced more by external factors, especially the sluggish economic growth over the last few years. The average remuneration to the Key Managerial Personnel actually declined while the average increase for the other employees was more than 10%. This is in line with the Company's policy of linking managerial remuneration with the performance of the company as well as the individual employee. The compensation package of the managerial personnel is commensurate with the qualification, experience and is in line with the industry practices.					
(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:					
	<b>Date</b>	<b>Issued Capital</b>	<b>Closing Market Price Per Share (₹)</b>	<b>EPS (₹)</b>	<b>PE Ratio</b>	<b>Market Capitalization (₹ in crores)</b>
	31.03.2014	11641190	3031.70	96.78	31.33	3529
	31.03.2015	11641190	3444.40	79.30	43.44	4009
	Increase / Decrease	-	412.70	-17.48	12.11	480
	% of Increase / Decrease	-	13.61%	-18.06%	38.66%	13.60%
	Issue price of the share as the last Public Offer (IPO)	-	90.00	-	-	-
	Increase in Market price as on 31.03.2015 as compared to Issue price of IPO	-	3354.40	-	-	-
	Increase in %	-	3727%	-	-	-

## TTK Prestige Limited

(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;																							
	The average percentile increase was of the order of 10% for employees other than managerial personnel. In comparison, there was a decline in the aggregate managerial remuneration for the year 2014-15.																							
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:																							
	<table><tr><th>Name</th><th>Designation</th><th>CTC (31.03.2015) (₹ In lakhs)</th><th>% Increase in CTC</th></tr><tr><td>Mr. T.T. Jagannathan</td><td>Executive Chairman</td><td>707.01</td><td>-3.82%</td></tr><tr><td>Mr. S Ravichandran</td><td>Managing Director</td><td>217.32</td><td>0.79%</td></tr><tr><td>Mr. K Shankaran</td><td>Director &amp; Whole-time Secretary</td><td>154.76</td><td>-5.5%</td></tr><tr><td>Mr. V. Sundaresan</td><td>Chief Financial Officer</td><td>68.46</td><td>11.75%</td></tr></table>				Name	Designation	CTC (31.03.2015) (₹ In lakhs)	% Increase in CTC	Mr. T.T. Jagannathan	Executive Chairman	707.01	-3.82%	Mr. S Ravichandran	Managing Director	217.32	0.79%	Mr. K Shankaran	Director & Whole-time Secretary	154.76	-5.5%	Mr. V. Sundaresan	Chief Financial Officer	68.46	11.75%
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(x)	Key parameters for any variable component of remuneration availed by the directors:																							
	<p>The variable component of the remuneration drawn by Chairman, CEO and Whole time Secretary &amp; Director is linked to the profits of the Company as computed under Sec. 198 of the Companies Act, 2013. The variable component is determined on the basis of terms of appointment and is determined by the Nomination and Remuneration Committee.</p> <p>As regards other directors, they draw sitting fees for attending every meeting of Board and committee thereof. They are paid annual commission as determined by the Board of Directors which commission is generally linked to the profits of the company and is within the ceiling of 1% prescribed under the Companies Act, 2013.</p>																							
(xi)	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:																							
	None.																							
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company:																							
	It is affirmed that the remuneration of the managerial personnel is in accordance with the remuneration policy of the company.																							

## ANNEXURE - F

Statement showing the details of Employees of the Company as per Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name of the employee	Designation of the employee	Remuneration received ₹	Nature of employment	Qualification	Experi-ence in years	Date of commence-ment of employment	Age	Last employment held by the employee	% of equity shares held
T. T. Jagannathan	Executive Chairman	70700690	Contractual	B.Tech (IIT, Chennai) M.S. (Operations Research) Cornell University New York	44	01/01/1975	66	G.M., T.T. Maps & Publications Ltd.,	3.07
S.Ravichandran	Managing Director	21731772	Contractual	B.Tech., P.G.D.B.A	42	05/02/1997	63	President Maxworth Orchards (India) Ltd., Chennai	-
K.Shankaran	Director & Secretary	15476249	-	B.Com., AICWA FCS, MAC	40	09/10/1990	61	Secretary Spencer & Co., Ltd., Chennai	-
Chandru Kalro	Chief Operating Officer	11090270	-	B.E	29	29/03/1993	51	Asst. Manager (Marketing) BPL India Limited	-
H. T. Rajan	Chief Manufacturing Officer	8960724	-	B. Tech., MBA	33	16/07/2010	56	Managing Director TTK -LIG Limited	-
Dinesh Garg	Senior Vice President - Appliances	7599295	-	BE (Agricultural Engg), PGDM (Marketing) - IIM Ahmedabad	27	10/07/1997	50	Regional Sales Manager- Band Street Perfumes & Cosmetics	-
V. Sundaresan	Senior Vice President - Finance & CFO	6845347	-	B.Com, FCA	34	16/06/1997	60	GM- Finance, Gain Well Medi Mart Ltd, Bengaluru	-
K.G. George	Senior Vice President- Retail	6812079	-	BE (Mech), PGDM -IIM, Bengaluru	30	01/04/1992	51	Sales Executive- TVS Suzuki	-

Notes: Remuneration includes P.F., Gratuity, Contribution to Superannuation Scheme, Housing, etc., wherever applicable

None of the employees excepting Mr. T. T. Jagannathan is a relative of any of the Directors. Mr. T. T. Jagannathan is the brother of Mr. T. T. Raghunathan, Director and husband of Dr. (Mrs.) Latha Jagannathan, Director.

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED **31<sup>st</sup> March, 2015**

(Pursuant to section 204 (1) of Companies Act 2013 and the rules made thereunder)

To,

The Members,  
TTK Prestige Limited,  
Plot No. 38, SIPCOT Industrial  
Complex, Hosur – 635 126  
Tamil Nadu

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TTK Prestige Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents)

Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges in India.

**I report that**, during the year under review the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

**I further report that**, there were no actions/events in pursuance of:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring compliance thereof by the company during the financial year, there is no other law which is specifically applicable to the company and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

**I further report that**, based on the information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports taken on record by the Board of Directors of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws like labour laws, competition law and environmental laws.

**I further report**, that the compliance by the company of applicable financial laws like direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

**I further report that,** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I report further that,** during the audit period, A Scheme of Arrangement (Demerger) pursuant to Section 391-397 Companies Act 1956 made between Triveni Bialelli Industries

Private Limited (TBI) and TTK Prestige Limited (TTK) for demerger of kitchen appliances division of TBI with TTK with effect from 1<sup>st</sup> April, 2012 has been sanctioned by High Court of Tamil Nadu at Chennai and is pending sanction by High Court of Maharashtra at Mumbai. The scheme envisages issue of 9997 equity shares of the company to shareholders of TBI towards consideration for transfer of business, and there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the company's affairs during the financial year.

**P.G.HEGDE**

Hegde & Hegde

Company Secretaries

FCS:1325 / C.P.No: 640

Place : Bengaluru

Date : 27<sup>th</sup> May, 2015

## REPORT ON CORPORATE GOVERNANCE

### 1. PHILOSOPHY

In line with the tradition of the TTK Group, the Board of Directors of TTK Prestige Limited view their role as trustees of the various stakeholders and the society at large and it is their endeavour to observe best corporate governance practices which inter-alia include transparency, accountability and fairness in all dealings and pursuing a policy of appropriate disclosures and communication.

It is the philosophy of the Board that the Company continues to follow fair business and organizational practices to fulfill the mission of Quality Consumer Products at Affordable prices and in the process deliver long term sustainable shareholder value. It is also the Philosophy of the Board that practice of Corporate Governance should travel beyond Statutory Requirements and further encompass social responsibilities.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

### 2. BOARD OF DIRECTORS

#### (i) Composition and Category of Directors:

The Board consists of 10 Directors. The composition of the Board conforms to the Listing Agreement as per the details given below:

Category	Name of the Director
Promoter /Executive Director	Mr. T.T. Jagannathan Executive Chairman
Promoter/Non-Executive Directors	Mr. T.T. Raghunathan Dr. (Mrs.) Latha Jagannathan / Dr. T.T. Mukund***
Non-Promoter/ Executive Directors	Mr. Chandru Kalro (Managing Director)**
Non-Promoter/ Non-Executive Director	Mr. K. Shankaran (whole-time Secretary & Director)
Non-Executive Independent Directors	Mr. R. Srinivasan Dr. (Mrs.) Vandana Walvekar Mr. Dileep Kumar Krishnaswamy Mr. Arun K. Thiagarajan Mr. Murali Neelakantan*

Mr. T.T. Jagannathan is the brother of Mr. T.T. Raghunathan  
Dr. (Mrs.) Latha Jagannathan is the wife of Mr. T.T. Jagannathan.

\* Mr. Murali Neelakantan was appointed as Independent Director w.e.f 25<sup>th</sup> March, 2015.

\*\* Mr. S. Ravichandran retired from the office of Managing Director w.e.f. the closing hours of 31<sup>st</sup> March, 2015 & Mr. Chandru Kalro was appointed as Managing Director w.e.f. 1<sup>st</sup> April, 2015.

\*\*\* Dr. (Mrs.) Latha Jagannathan held office upto the date of 27<sup>th</sup> May, 2015 & Dr. T.T. Mukund was co-opted in her place w.e.f. 29<sup>th</sup> May, 2015.

#### (ii) Board Meetings held during the year 2014-15:

The Board of the Company met six times during the financial year ended 31<sup>st</sup> March, 2015, on the following dates:

- 15<sup>th</sup> May, 2014
- 15<sup>th</sup> July, 2014
- 21<sup>st</sup> August, 2014
- 13<sup>th</sup> October, 2014
- 21<sup>st</sup> January, 2015
- 30<sup>th</sup> March, 2015

The Company placed before the Board the Annual Plans and Budget, Capital Budget, Performance of the various Divisions, Unaudited Quarterly Financial Results, Audited Annual Financial Results and various other information / details, as specified under Annexure X of the Listing Agreement, from time to time.

**(iii) Attendance particulars of each Director at the Board Meetings & the Annual General Meeting:**

Name of the Director	Date of the Board Meetings and Attendance						Date of the last AGM & Attendance
	15.05.2014	15.07.2014	21.08.2014	13.10.2014	21.01.2015	30.3.2015	21.08.2014
Mr. T.T. Jagannathan	✓	✓	✓	✓	✓	✓	✓
Mr. T.T. Raghunathan	LOA	✓	LOA	LOA	✓	✓	LOA
Dr. (Mrs.) Latha Jagannathan	✓	✓	✓	✓	✓	✓	✓
Mr. Ajay I Thakore	LOA	LOA	✓	LOA	LOA	LOA	✓
Mr. R. Srinivasan	✓	✓	✓	✓	✓	✓	✓
Dr. (Mrs) Vandana Walvekar	✓	✓	✓	✓	✓	✓	✓
Mr. S. Ravichandran*	✓	✓	✓	✓	✓	✓	✓
Mr. K. Shankaran	✓	✓	✓	✓	✓	✓	✓
Mr. Dileep K Krishnaswamy	✓	✓	✓	✓	✓	✓	✓
Mr. Arun K Thiagarajan	LOA	✓	✓	✓	✓	✓	✓
Mr. Murali Neelakantan	N.A.	N.A.	N.A.	N.A.	N.A.	✓	N.A.

LOA - Leave of absence N.A. - Not applicable.

\* Mr. S. Ravichandran retired w.e.f. 31<sup>st</sup> March, 2015.

**Details of Other Directorships and Committee Member / Chairmanships held are as follows:**

Name of the Director	No. of Other Directorships & Committee Member/Chairmanships		
	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. T.T. Jagannathan	3	-	-
Mr. T.T. Raghunathan	3	-	-
Mr. Chandru Kalro	-	-	-
Dr. (Mrs.) Latha Jagannathan	1	-	-
Mr. Ajay I Thakore	-	-	-
Mr. R. Srinivasan	6	2	3
Dr. (Mrs) Vandana Walvekar	-	1	-
Mr. S. Ravichandran	-	-	-
Mr. K. Shankaran	1	3	1
Mr. Dileep K Krishnaswamy	-	-	-
Mr. Arun K Thiagarajan	4	5	3
Mr. Murali Neelakantan	-	-	-

**Other Directorships do not include Private Companies.**

**None of the Directors is a member of more than 10 Board-level Committees of Public Companies or is a Chairman of more than 5 such Committees.**

**(iv) Separate Meetings of Independent Directors:**

As stipulated under Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, separate meetings of the Independent Directors were held on 13<sup>th</sup> October, 2014 and 21<sup>st</sup> January, 2015. Amongst other matters they reviewed the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**(v) Induction and Training of Board Members:**

The Company has the following process for induction and training of Board Members:

- Discussing with Independent Directors and ascertaining their further training/updating needs and arranging programmes outside the company and arranging presentation by experts in the field. For instance some of the Directors have attended the Directors Training Programme conducted by Institute of Company Secretaries of India.

# TTK Prestige Limited

- b. A detailed induction programme is in place to familiarize the new directors of the entire operations of the company. The programme includes presentations by various functional heads.
- c. The calendar is in place for taking directors to the various manufacturing units

## (vi) Evaluation criteria of the Board's Performance:

During the year under review, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

## 3. AUDIT COMMITTEE:

### (i) Terms of Reference:

As per the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the brief terms of reference of the Audit Committee of the Company, *inter alia* include-

- (i) The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- (ii) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- (iii) Examination of the financial statement and the auditors' report thereon.
- (iv) Approval or any subsequent modification of transactions of the Company with related parties.
- (v) Scrutiny of inter-corporate loans and investments.
- (vi) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (vii) Evaluation of internal financial controls and risk management systems.
- (viii) Monitoring the end use of funds raised through public offers and related matters.

### (ii) Composition, Name of the Members and Chairperson:

The Audit Committee of the Company was reconstituted on 21<sup>st</sup> August, 2014, in line with the provisions of Section 177 of the Companies Act, 2013 and the Clause 49 of the Listing Agreement.

Name of Director	Position	Category
Mr. Ajay I Thakore*	Member	Non-Promoter / Non-Executive / Independent
Dr. (Mrs.) Vandana Walvekar (member up to 21.8.2014)	Member	Non-Promoter / Non-Executive / Independent
Mr. R. Srinivasan	Member	Non-Promoter / Non-Executive / Independent
Mr. Dileep K Krishnaswamy	Chairman	Non-Promoter / Non-Executive / Independent
Mr. Arun Thiagarajan	Member	Non-Promoter / Non-Executive / Independent
Mr. K. Shankaran	Secretary	-

\* Mr. Ajay Thakore has resigned from the Board w.e.f. 31<sup>st</sup> March, 2015

### (iii) Meetings and Attendance:

Name of Director	Date of the Meetings and Attendance				
	15.05.2014	15.7.2014	21.08.2014	13.10.2014	21.01.2015
Mr. Ajay I Thakore*	LOA	✓	LOA	✓	LOA
Dr. (Mrs.) Vandana Walvekar (member up to 21.8.2014)	✓	✓	✓	N.A	N.A
Mr. R. Srinivasan	✓	✓	✓	✓	✓
Mr. Dileep K Krishnaswamy	✓	✓	✓	✓	✓
Mr. Arun Thiagarajan	LOA	✓	✓	✓	✓

LOA - Leave of absence N.A. - Not applicable.

The Audit Committee Meetings were also attended by the Statutory / Cost / Internal Auditors, wherever necessary.

**4. NOMINATION AND REMUNERATION COMMITTEE:****(i) Terms of reference:**

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, *inter alia*, include-

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- (ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- (iii) Devising a policy on Board diversity;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

**(ii) Composition, Name of Members and Chairperson:**

In compliance with the provisions of Section 178 of the Companies Act, 2014 and the Clause 49 of the Listing Agreement, the existing Remuneration Committee was renamed as Nomination & Remuneration Committee on 21<sup>st</sup> August, 2014.

Name of Director	Position	Category
Mr. R. Srinivasan	Chairman	Non-Promoter / Non-Executive / Independent
Mr. Arun Thiagarajan*	Member	Non-Promoter / Non-Executive / Independent
Mr. Ajay I Thakore**	Member	Non-Promoter / Non-Executive / Independent
Dr. (Mrs.) Vandana Walvekar (member up to 21.8.2014)	Member	Non-Promoter / Non-Executive / Independent
Mr. Murali Neelakantan***	Member	Non-Promoter / Non-Executive / Independent
Mr. K Shankaran	Secretary	-

\* Mr. Arun Thiagarajan joined the Committee in August, 2014.

\*\* Mr. Ajay Thakore has resigned from the Board w.e.f. 31<sup>st</sup> March, 2015

\*\*\* Mr. Murali Neelakantan joined the Committee in April, 2015.

**(iii) Meeting and Attendance:**

During the year under review, the Committee met twice, as detailed below:

Name of Director	Date of the Meeting and Attendance	
	15.05.2014	21.01.2015
Mr. R. Srinivasan	✓	✓
Mr. Arun Thiagarajan	Not Applicable	✓
Mr. Ajay I Thakore	✓	LOA
Dr. (Mrs.) Vandana Walvekar	✓	Not Applicable
Mr. Murali Neelakantan	Not Applicable	Not Applicable

**(iv) Remuneration Policy:**

Your Company adopted a Policy relating to selection, remuneration and evaluation of Directors and Senior Management. The said Policy was made available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com).

**(v) Details of remuneration to all the Directors:**

The details of remuneration paid to the Whole time Directors for the year 2014-15 are as follows:

Particulars of Remuneration	Mr. T.T. Jagannathan Executive Chairman	Mr. S. Ravichandran Managing Director
Salary	6000000	2400000
Benefits:		
HRA & Other Allowances	3726133	2353670
Contribution to PF & Other Funds	2008000	803200
Bonus	NIL	NIL
Fixed Component Performance Linked Incentives	-	-
Performance Linked Incentives	58966557	16174902
Performance Criteria	Profit Linked	Profit Linked
Service Contracts	5 years w.e.f. 01.7.2013	05.02.2012 – 31.03.2015
Notice Period	-	-
Severances Fees	NIL	NIL
Stock Options	NIL	NIL
Pension	-	-
<b>Total</b>	<b>70700690</b>	<b>21731772</b>

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# TTK Prestige Limited

The Managerial remuneration paid to the Whole time Directors is within the ceiling prescribed under Schedule V of Section 197 of the Companies Act, 2013.

The Company currently does not have Stock Options Scheme.

The company paid sitting fees of ₹ 20,000/- per meeting of the Board/Committee, attended to each of the non-executive directors during the year 2014-15 and also provided for commission pursuant to the special resolution already passed by the shareholders, the details of which are as follows:

Director	Sitting fees	Commission	Total
Mr. T.T. Raghunathan	60000	1000000	1060000
Dr. (Mrs) Latha Jagannathan	180000	1000000	1180000
Mr. Ajay I Thakore	80000	1000000	1080000
Dr. (Mrs)Vandana Walvekar	200000	1000000	1200000
Mr. R. Srinivasan	300000	1000000	1300000
Dr. Dileep Krishnaswamy	220000	1000000	1220000
Mr. Arun Thiagarajan	200000	1000000	1200000
Mr. Murali Neelakantan	20000	-	20000

The above sitting fees and commission are within the ceiling prescribed under the provisions of the Companies Act, 2013.

**The details of the shares held by the Non-Executive Directors in the Company are furnished below:**

- (1) Mr. T.T. Raghunathan - 2000 Equity Shares
- (2) Mr. Ajay Thakore - 672 Equity Shares
- (3) Dr. (Mrs) Vandana Walvekar - 672 Equity Shares

The Policy of fixing the remuneration to Non-Executive Directors amongst others is contained in the Company's policy relating to Selection, Remuneration and Evaluation of Directors and Senior Management and the same is available on the website of the Company.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

### (i) Composition, Name of Members and Chairperson:

In compliance with the provisions of Section 178 of the Companies Act, 2014 and the Clause 49 of the Listing Agreement, on 21<sup>st</sup> August, 2014, the existing Shareholders / Investors Grievance Committee was renamed as Stakeholders Relationship Committee and reconstituted as below:

Name of Director	Position	Category
Dr. (Mrs) Latha Jagannathan	Chairman	Promoter / Non-Executive
Mr. K. Shankaran	Member	Non-Promoter / Non-Executive
Mr. Chandru Kalro	Member	Non-Promoter / Executive

### (ii) Name and Designation of Compliance Officer:

Name of the Compliance Officer	Designation
Mr. K Shankaran	Director & Secretary

- (iii) The total number of complaints received during the year was 146. Two complaints were pending as on 31<sup>st</sup> March, 2015. No request for Dematerialisation was pending as on 31<sup>st</sup> March, 2015.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

### (i) Terms of reference:

The brief terms of reference are as per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, include-

- (a) Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- (b) Recommendation of the amount of expenditure to be incurred on the activities referred to the above
- (c) Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

**(ii) Composition, Name of Members and Chairperson:**

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, the Corporate Social Responsibility Committee was constituted on 21<sup>st</sup> August, 2014, as detailed below:

Name of Director	Position	Category
Mr. T.T. Jagannathan	Chairman	Promoter / Executive / Non-Independent
Mr. R. Srinivasan	Member	Non-Promoter / Non-Executive / Independent
Mr. K Shankaran	Member	Non-Promoter / Non-Executive / Non-Independent
Dr. (Mrs) Latha Jagannathan	Member	Promoter / Non-Executive / Non-Independent

**(iii) Meeting and Attendance:**

During the year under review, the Committee met twice, as detailed below, to consider and recommend to the Board the Corporate Social Responsibility Policy, in line with Schedule VII to the Companies Act, 2013; to determine the amount to be spent towards CSR activities for the year 2014-15 and also to approve the various proposals / projects eligible for contribution under the CSR Policy of the Company.

Name of Director	Date of the Meeting and Attendance	
	13.10.2014	19.11.2014
Mr. T.T. Jagannathan	✓	✓
Mr. R. Srinivasan	✓	✓
Mr. K Shankaran	✓	✓
Dr. (Mrs) Latha Jagannathan	✓	✓

**(iv) Corporate Social Responsibility (CSR) Policy:**

Your Company adopted a Policy relating to Corporate Social Responsibility in accordance with the provisions of Section 135 of and Schedule VII to the Companies Act, 2013 and the Rules made thereunder. The said Policy was made available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com).

**7. GENERAL BODY MEETINGS:****(i) Location and Time of the last three AGMs held:**

The location and time of the Annual General Meetings held during the last 3 years are as follows:

Year	Location	Date	Time	No. of special resolutions passed
2012	Rennaaissancce Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109	2.7.2012	10.15 a.m.	-
2013	Rennaaissancce Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109	15.7.2013	10.15 a.m.	1
2014	Plot No: 38, SIPCOT Industrial Estate, Hosur-635126	21.08.2014	11.00 a.m.	2

**(ii) Passing of Special Resolutions through Postal Ballot :**

The Company successfully completed the process of obtaining approval of its Members on the following resolution through Postal Ballots during the year 2014-15:

Appointment & Remuneration of Mr. Chandru Kalro as Managing Director of the Company

Voting Pattern and Procedure for Postal Ballot:

- The Board of Directors of the Company, at their meeting held on 21<sup>st</sup> January, 2015, had appointed Mr. Parameshwar G Hegde as the Scrutinizer for conducting the postal ballot voting process.
- The Company had completed the dispatch of the Postal Ballot Notice dated 9<sup>th</sup> February, 2015 together with the Explanatory Statement on 16<sup>th</sup> February, 2015, along with forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 6<sup>th</sup> February, 2015.
- The voting under the postal ballot was kept open from 17<sup>th</sup> February, 2015 to 18<sup>th</sup> March, 2015 (either Physically or through electronic mode)
- Particulars of postal ballot forms received from the Members using the electronic platform of Karvy Computershare Private Limited were entered in a register separately maintained for the purpose
- The postal ballot forms were kept under his safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

# TTK Prestige Limited

- vi) All postal ballot forms received/receivable up to the close of working hours on 18<sup>th</sup> March, 2015 the last date and time fixed by the Company for receipt of the forms, had been considered for his scrutiny.
- vii) Envelopes containing postal ballot forms received after close of business hours on 18<sup>th</sup> March, 2015 had not been considered for his scrutiny.
- viii) On 25<sup>th</sup> March, 2015, Mr. T.T. Jagannathan – Chairman announced the following results of the postal ballot as per the Scrutinizer's Report:

Particulars	Postal Ballot Forms	E-Votes	Total Votes cast	% to Total No. of Valid Votes cast
	Votes / Shares	Votes / Shares	Votes / Shares	
<b>Total Valid votes</b>	<b>82,08,008</b>	<b>18,66,319</b>	<b>1,00,74,327</b>	<b>100</b>
Voted in favour of the resolution	82,07,891	18,54,050	1,00,61,941	99.88
Voted against the resolution	117	12,269	12,386	0.12

## (iii) Passing of Special Resolutions through Postal Ballot, during the year 2015-16:

Your Company may propose to pass Special Resolutions conducted through Postal Ballot, if necessary, to comply with the provisions of the Companies Act, 2013 and the Rules made thereunder.

## 8. DISCLOSURES:

### (i) Related Party Disclosure:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a unforeseen or repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement. The Policy as approved by the Board is uploaded on the Company's website at <http://www.ttkprestige.com>.

The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure C to this Report.

The particulars of transactions between the Company and its related parties as per Accounting Standard 18 (AS-18) are set out on Page No. 60 of this Annual Report.

### (ii) Accounting Treatment:

In the preparation of financial statements, generally accepted accounting principles and policies were followed. The Mandatory Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014, were followed in the preparation of financial statements.

### (iii) Management Discussion and Analysis Report:

The Management Discussion and Analysis Report are furnished on Page No. 5-8 of the Annual Report.

### (iv) Particulars of Directors Seeking Appointment / Re-Appointment:

#### Mr. K. Shankaran

Mr. K. Shankaran retires by rotation and is eligible for re-appointment.

Mr. K. Shankaran is a qualified Cost & Management Accountant and Company Secretary. He has been the whole time Secretary of the Company since 1990. He was inducted into your Board from 1993.

Mr.K. Shankaran is also on the Board of TTK Healthcare Limited, TTK Services (P) Limited, TTK Property Services Private Limited and Vidal Health TPA (P) Ltd (Formerly TTK Healthcare TPA (P) Ltd).

He is also the Chairman of Stakeholder Relationship Committee and member of Nomination and Remuneration Committee, Audit Committee and CSR Committee of TTK Healthcare Limited.

He holds 1100 shares in the Company.

He is not related to any other Directors or Key Managerial Personnel or their relatives.

**(v) Non-Compliances by the Company:**

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three financial years and hence no penalties or strictures were imposed by SEBI, the Stock Exchanges or any statutory authorities.

**(vi) Whistle Blower Policy:**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Clause 49 of the Listing Agreement, your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower mechanism is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Whistle Blower Policy is made available on the website of the Company <http://www.ttkprestige.com>.

**(vii) Code of Conduct - Directors & Senior Managers of the Company:**

The Board of Directors has laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. The said Code of Conduct has also been posted on the website of the Company <http://www.ttkprestige.com>.

A report on the compliance aspect of the Code of Conduct given by the Executive Chairman has been given at Page No. 40 of this Annual Report.

**(viii) Code of Conduct for prevention of Insider Trading**

Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Revised Code of Conduct for prevention of Insider Trading, with effect from 15<sup>th</sup> May, 2015. This Code of Conduct is applicable to all Directors and such designated employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company.

**(ix) Compliance of Mandatory / Non-Mandatory Requirements:**

**(a) Mandatory Requirements:**

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Clause 49 of the Listing Agreement with the Stock Exchange.

**(b) Non-Mandatory Requirements:**

The details are furnished under the heading "Non-Mandatory Requirements" on Page No. 39 - 40 of this Annual Report.

**(x) Subsidiary Company:**

The Company does not have any Subsidiary Company.

**(xi) Board Disclosure – Risk Management**

Risk assessment and its minimization procedures have been laid down and presented to the Board.

These procedures are periodically reviewed to ensure that the Executive Management control risks through means of a properly defined framework. Refer Directors' Report for further details.

**(xii) Reconciliation of Share Capital Audit**

A quarterly audit was conducted by Mr. Parameshwar Hegde, Bangalore, Practising Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the Depositories and the said certificates were submitted to BSE and NSE within the prescribed time limit. As on 31<sup>st</sup> March 2015, there was a difference of 27,300 shares between the issued and listed capital being the partly paid up shares of ₹ 10/- each forfeited. 1,14,20,031 Equity Shares representing 98.10% of the Paid-up Equity Capital have been dematerialized as on 31<sup>st</sup> March, 2015.

# TTK Prestige Limited

## 8. MEANS OF COMMUNICATION

While the Annual Report is sent to household address of shareholders, quarterly results are published in leading newspapers and are also published on Company's website [www.ttkprestige.com](http://www.ttkprestige.com).

All other communications of the company related to the developments of the company are communicated to Stock Exchanges, Press and also published on the website of the company. Presentations, if any, made at Analysis Meets are displayed on the Company's website.

## 9. GENERAL SHAREHOLDER INFORMATION.

### i. Date, Time and Venue of Annual General Meeting

- Date and Time 23<sup>rd</sup> July, 2015 at 12.00 noon
- Venue Hotel Claresta Sarovar Portico, SIPCOT Phase II, Bengaluru - Chennai NH 7, Hosur – 635109

### ii . Financial Calendar

- Annual General Meeting 23<sup>rd</sup> July, 2015
- Quarterly Results - 30.6.2015 Last week of July, 2015
- Quarterly Results - 30.9.2015 Last week of October, 2015
- Quarterly Results - 31.12.2015 Last week of January, 2016
- Quarterly Audited/Annual Results - 31.3.2016 Last week of May, 2016

### iii. Book Closure date

21<sup>st</sup> July, 2015 to 23<sup>rd</sup> July, 2015 for AGM  
(Both days inclusive)

### iv. Dividend payment date

The dividend will be paid on 6<sup>th</sup> August, 2015

### v. Listing of Equity Shares on the Stock Exchanges at

Your Company's shares are listed in BSE Limited and National Stock Exchange and the annual listing fees for these two stock exchanges have already been paid.

### vi. Stock Code

Trading Symbol & Code

BSE Limited

National Stock Exchange

– TTK PRESTIGE - 517506

– TTKPRESTIG - EQ

**Demat ISIN Numbers in NSDL & CDSL**

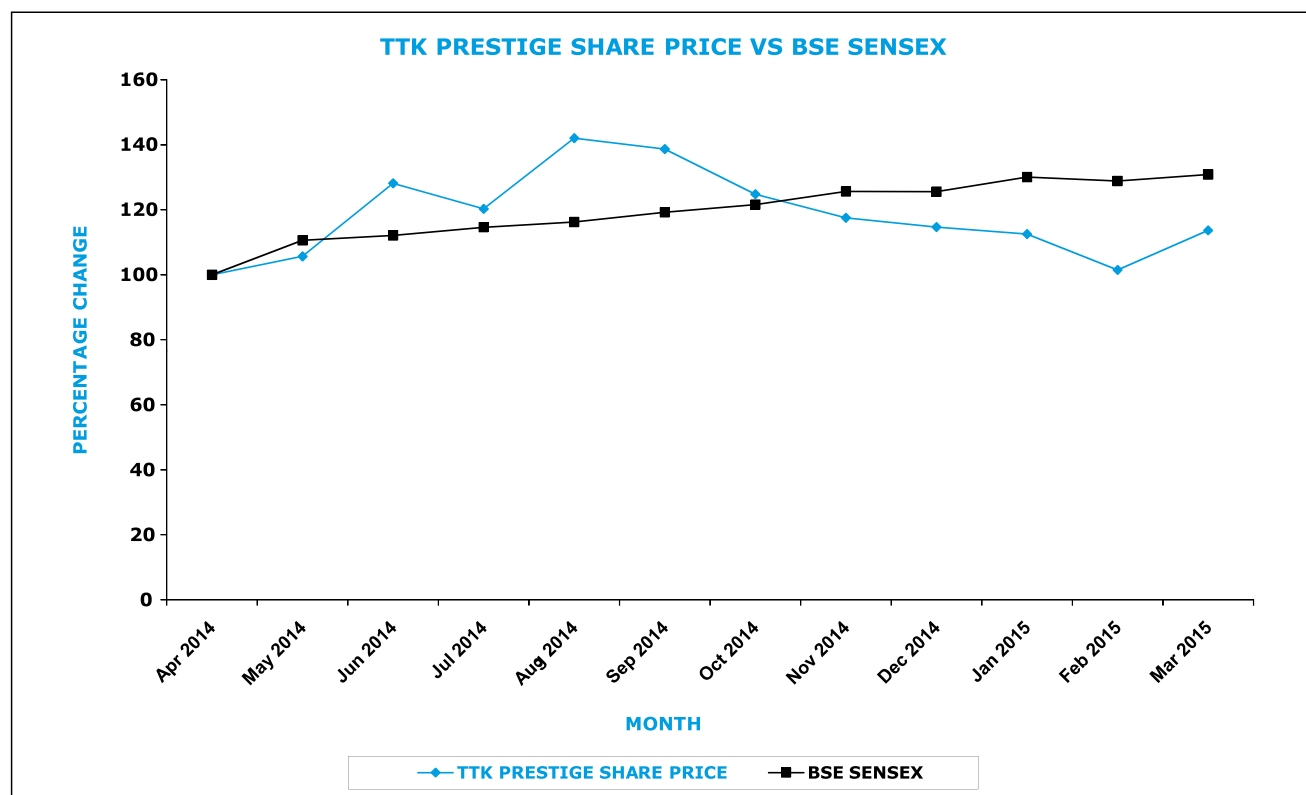
**- INE690A01010**

### vii. Stock Market Data

Month	NATIONAL STOCK EXCHANGE			BSE LIMITED		
	High	Low	Volume	High	Low	Volume
Apr 2014	3110.50	2990.00	104911	3400.00	2991.50	21193
May 2014	3599.90	2950.00	183770	3593.00	2953.00	31053
Jun 2014	4364.15	3202.30	591132	4357.95	3216.05	107685
Jul 2014	4099.95	3358.50	523853	4090.00	3370.00	79709
Aug 2014	4832.00	3712.30	393040	4830.00	3735.00	54445
Sept 2014	4739.00	4005.00	302880	4715.00	4012.05	30924
Oct 2014	4248.80	3811.15	289759	4243.70	3825.15	44924
Nov 2014	3969.95	3611.00	225439	3997.00	3633.55	47789
Dec 2014	3890.00	3380.00	365303	3900.00	3385.80	147758
Jan 2015	3820.00	3351.65	286349	3826.20	3353.10	29324
Feb 2015	3475.00	2980.00	364881	3451.85	2989.00	24187
Mar 2015	3880.00	3003.40	804485	3864.55	3008.00	302681

## viii. Stock Performance Vs BSE Sensex:

Month	TTK Share Price High	% Change to Base	BSE Sensex High	% Change to Base
Apr 2014	3400.00	-	22,939.31	-
May 2014	3593.00	6%	25,375.63	11%
Jun 2014	4357.95	28%	25,725.12	12%
Jul 2014	4090.00	20%	26,300.17	15%
Aug 2014	4830.00	42%	26,674.38	16%
Sept 2014	4715.00	39%	27,354.99	19%
Oct 2014	4243.70	25%	27,894.32	22%
Nov 2014	3997.00	18%	28,822.37	26%
Dec 2014	3900.00	15%	28,809.64	26%
Jan 2015	3826.20	13%	29,844.16	30%
Feb 2015	3451.85	2%	29,560.32	29%
Mar 2015	3864.55	14%	30,024.74	31%



## ix. Registrars &amp; Transfer Agents:

Share transfer and communication regarding share certificates, dividends and change of address

Karvy Computershare (P) Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District  
Nanakramguda, Hyderabad – 500 008  
Phone No: 040 6716 1500

## x. Share Transfer system

In compliance of SEBI requirement, Share transfers are entertained, both under Demat Form and Physical Form

Share Transfers in respect of physical shares are normally effected within 10-15 days from the date of receipt.

# TTK Prestige Limited

## xi. Distribution of Shareholding as on 31<sup>st</sup> March, 2015

Category (Amount)	Shareholders			Shares	
	Nos.	%	Total shares	₹	%
1 - 5000	12417	98.24	571412	5714120	4.91
5001 - 10000	97	0.77	73821	738210	0.63
10001 - 20000	41	0.32	64500	645000	0.55
20001 - 30000	11	0.09	28615	286150	0.25
30001 - 40000	9	0.07	31117	311170	0.27
40001 - 50000	2	0.02	9000	90000	0.08
50001 - 100000	14	0.11	112052	1120520	0.96
100001 & Above	49	0.38	10750673	107506730	92.35
<b>Total</b>	<b>12640</b>	<b>100.00</b>	<b>11641190</b>	<b>116411900</b>	<b>100.00</b>

## Categories of Equity Shareholders as on 31<sup>st</sup> March, 2015:

	CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
<b>A.</b>	<b>Promoter's holding*</b> Promoters & their relatives	8192416	70.37
<b>B</b>	<b>Non-Promoters Holding</b>		
1.	INSTITUTIONAL INVESTORS		
	Mutual Funds	704141	6.05
	Financial Institutions/Banks	1472	0.01
	FII's	1725850	14.83
2.	OTHERS		
	a. Private Corporate Bodies	327285	2.81
	b. Indian Public	653573	5.62
	c. NRIs**	20964	0.18
	d. Any Other (please specify) Clearing Members	7945	0.07
	Directors/Relatives/Associates (Independent and not in control of the company)	7544	0.06
	<b>GRAND TOTAL</b>	<b>11641190#</b>	<b>100.00</b>

\* Promoters include T.T. Krishnamachari & Co. represented by its partners and constituents of TTK Group. The constituents of TTK Group include TTK Healthcare Limited, and relatives of the partners of T.T. Krishnamachari & Co.

\*\* The Company has not issued any GDRs/ADRs, Warrants & Convertible Instruments

# The issued capital of the company is 11668490. We have forfeited 28600 shares in December 2008. We have annulled 1300 shares so far. 3,00,000 Equity shares of ₹ 10 each allotted on Preferential basis to M/s Cartica Capital Limited during the Financial Year 2013-14.

## xii. Dematerialisation of Shares and Liquidity as on 31<sup>st</sup> March, 2015:

	No. of Shareholders	No. of Shares	% of Shares
No. of Shareholders in Physical Mode	1845	221159	1.90
No. of Shareholders in Electronic Mode	10795	11420031	98.10
<b>Total</b>	<b>12640</b>	<b>11641190</b>	<b>100.00</b>

Days taken for Dematerialisation	No. of Requests	No. of Shares	% of Shares
15 days	NIL	NIL	NIL

	National Securities Depository Limited (NSDL)		Central Depository Services (I) Limited (CDSL)	
	2014-15	2013-14	2014-15	2013-14
Number of Shares Dematerialised	8050	334082	5900	6200
Number of Shares Rematerialised	NIL	11	NIL	NIL

**xiii. Outstanding GDRs / ADRs/ Warrants or any convertible Instruments** The Company has not issued any GDRs/ADRs/ Warrants & Convertible Instruments.

**xiv. Plant Locations**

1. Plot Nos. 82 & 85, Sipcot Industrial Complex, Hosur – 635 126, Tamilnadu
2. Plot No. 38, Sipcot Industrial Complex, Hosur – 635 126, Tamilnadu.
3. Myleripalayam Village, Kovai Terku Coimbatore, Tamilnadu – 641 032.
4. Plot No.1A & 2, Dev Bhoomi Industrial Estate, Roorkee, Uttarakhand – 247 667.
5. Vemardi Road, Juni Jithardi Village, Karjan Taluka Vadodara, Gujarat

**(xv) Address for Correspondence**

**: Registered Office:**

Plot No.38, SIPCOT Industrial Complex,  
Hosur – 635 126, Tamilnadu  
(During March 2009 the Registered Office was shifted from Bengaluru, Karnataka to Hosur, Tamilnadu)

**Administrative Office & Investor Correspondence Address:**

Secretarial Department  
11<sup>th</sup> Floor, Brigade Towers,  
135, Brigade Road,  
Bengaluru 560 025  
Tel: 080-22217438, 22217439  
Fax: 080-22277446  
E-mail: investorhelp@ttkprestige.com

**Other constituents of the TTK Group within the meaning of “Group” under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 include:**

- T.T. Krishnamachari & Co. and its partners & relatives of the partners
- TTK Healthcare Limited
- TTK Protective Devices Limited
- TTK Services (P) Limited
- TTK Property Services (P) Ltd.
- TTK Tantex Limited
- Cable & Wireless Networks India (P) Limited
- CignaTTK Health Insurance Company Limited
- Packwell Packaging Products Limited
- Pharma Research & Analytical Laboratories
- Peenya Packaging Products
- TTK Partners LLP
- Immidart Technologies LLP

**CEO/CFO Certification:**

As required under Clause 49 (Corporate Governance) of the Listing Agreement, the Managing Director and Chief Financial Officer have furnished the necessary Certificate to the Board of Directors with respect to financial statements and Cash flow statements for the year ended 31<sup>st</sup> March, 2015.

**NON-MANDATORY REQUIREMENTS:**

**(1) Chairman’s Office (Executive):**

The Company does not have Non-Executive Chairman.

**(2) Half-yearly Communication to Shareholders:**

The Company does not mail the Unaudited Half-yearly Financial Results individually to its shareholders. However, these are published in “Economic Times, Financial Express, Business Standard & “Dina Thanthi” and are also posted on the website of the Company at [www.ttkprestige.com](http://www.ttkprestige.com)

# TTK Prestige Limited

## (3) Audit Qualifications:

There were no audit qualifications in the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015.

## (4) Separate Posts of Chairman and CEO:

The Chairman of the Board is an Executive Chairman and his position is separate from that of the CEO since Managing Director is the CEO.

## (5) Reporting of Internal Auditor:

The Internal Auditor reports to the Audit Committee.

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## DECLARATION ON CODE OF CONDUCT

As required by Clause 49(II)(E)(2) of the Listing Agreement, it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the website of the Company.

Place : Bengaluru  
Date : 27<sup>th</sup> May 2015

**CHANDRU KALRO**  
Managing Director

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## Auditors' Certificate on Compliance of Conditions of Corporate Governance under Clause 49 of the Listing Agreement

### To the Members of TTK Prestige Limited

We have examined the compliance of conditions of Corporate Governance by TTK Prestige Limited, for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement(s) entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s S VISWANATHAN**  
**Chartered Accountants**  
REG NO.004770S

**Place: Bengaluru**  
**Date : 27<sup>th</sup> May, 2015**

**C N SRINIVASAN**  
**Partner**  
Membership No.18205

## Independent Auditor's Report

To the Members of TTK Prestige Limited.

### Report on Financial Statements

We have audited the accompanying financial statements of **TTK PRESTIGE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

### Emphasis of matter:

We draw attention to Note No.2.43 of Notes forming part of Financial Statement regarding Scheme of Demerger between TTK Prestige Limited and Triveni Bialelli Industries Private Limited. Pursuant to the approval of Shareholders to the proposed Scheme of Demerger between TTK Prestige Limited (TTKPL) and Triveni Bialelli Industries Private Limited (TBI) for the purpose of transferring the Kitchen Appliances division of TBI to TTKPL. The Scheme has been approved by Hon'ble High Court of Madras. Approval of Hon'ble High Court of Bombay is awaited. On the final sanction of the Scheme by the Hon'ble High Court of Bombay, books of accounts will be updated in accordance with applicable practices and for allotting of equity shares to the shareholders of TBI. Our opinion is not qualified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

# TTK Prestige Limited

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.42 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses for the year under review.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **M/s S. VISWANATHAN**  
Chartered Accountants  
Firm's Reg. No. 004770S

**C. N. SRINIVASAN**  
Partner  
Membership No.18205

Place : Bengaluru

Date : 27<sup>th</sup> May, 2015

## Annexure to Independent Auditor's Report

**(Referred to in paragraph 1 of our Report on Other Legal and Regulatory Requirements forming part of the Independent Auditors' Report dated May 27, 2015)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) According to information and explanation given to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is maintaining proper records of its inventories. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the operations of the Company and the same have been properly dealt within the books of account
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a) and iii (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Act (section 58A and 58AA of erstwhile Companies Act 1956) or any other relevant provisions of the Act and the rules framed there under in respect of the deposits accepted from the public. No order has been passed by the Company Law Board, or National Company Law Tribunal, or Reserve Bank of India, or any Court, or any other Tribunal.

- (vi) On the basis of records produced to us, we are of the opinion that, prima facie, the cost records prescribed by Central Government under sub-section (1) of section 148 of the Act, have been made and maintained. However we are not required to and have not carried out any detailed examination of such records.
- (vii) a) According to information and explanation given to us and according to the books and records produced and examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess to the extent applicable and other material statutory dues, with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as mentioned above as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the following are the particulars of disputed dues on account of Sales tax and Income tax as at 31<sup>st</sup> March, 2015:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ In Lakhs)	Forum where the dispute is pending
Central Sales Tax Act and Local Sales Tax Act	Sales Tax	220.14	VAT Assessing Officer
Central Sales Tax Act and Local Sales Tax Act	Sales tax	155.61	Various authorities up to the level of Appellate Tribunal
Income Tax Act	Income Tax	266.26	CIT (Appeals)
Income Tax Act	Income Tax	67.63	Karnataka High Court

- c) According to information and explanation given to us and on the basis of examination of records, during the year under review there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. Hence clause 4(vii)(c) of the Order is not applicable.
- (viii) The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- (xi) According to the information and explanations given to us and the records examined by us, on an overall basis, the term loan obtained by the Company was applied for the purpose for which the loan was obtained.
- (xii) Based on our audit procedures and according to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **M/s S. VISWANATHAN**  
Chartered Accountants  
Firm's Reg. No. 004770S

**C. N. SRINIVASAN**  
Partner  
Membership No.18205

Place : Bengaluru  
Date : 27<sup>th</sup> May, 2015

# TTK Prestige Limited

## Balance Sheet as at 31<sup>st</sup> March, 2015

(₹ IN LAKHS)

Particulars	Note No	As at the end 31 <sup>st</sup> March 2015	As at the end 31 <sup>st</sup> March 2014
<b>EQUITY AND LIABILITIES</b>			
Shareholders' funds			
(a) Share Capital	2.1	1165.48	1165.48
(b) Reserves and Surplus	2.2	63430.76	57365.89
		<b>64596.24</b>	<b>58531.37</b>
Non-Current Liabilities			
(a) Long-Term Borrowings	2.3	-	43.22
(b) Deferred Tax Liabilities (Net)	2.4	2599.14	2052.93
(c) Other Long-Term Liabilities	2.5	500.00	500.00
(d) Long-Term Provisions	2.6	352.66	411.60
		<b>3451.80</b>	<b>3007.75</b>
Current Liabilities			
(a) Short-Term Borrowings	2.7	-	2537.63
(b) Trade Payables	2.8	10554.46	12301.01
(c) Other Current Liabilities	2.9	7636.85	7671.60
(d) Short-Term Provisions	2.10	3350.13	3130.46
		<b>21541.44</b>	<b>25640.70</b>
<b>TOTAL</b>		<b>89589.48</b>	<b>87179.82</b>
<b>ASSETS</b>			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	2.11	33541.00	33777.73
(ii) Intangible Assets	2.12	113.56	184.00
(iii) Capital Work-in-Progress	2.13	2638.43	2430.57
(b) Non-Current Investments	2.14	1.65	1.65
(c) Long-Term Loans and Advances	2.15	786.23	902.05
		<b>37080.87</b>	<b>37296.00</b>
Current Assets			
(a) Current Investments	2.16	350.63	902.51
(b) Inventories	2.17	27467.78	26681.00
(c) Trade Receivables	2.18	15930.94	14911.05
(d) Cash and Cash Equivalents	2.19	2954.33	2960.15
(e) Short-Term Loans and Advances	2.20	5227.62	4037.99
(f) Other Current Assets	2.21	577.31	391.12
		<b>52508.61</b>	<b>49883.82</b>
<b>TOTAL</b>		<b>89589.48</b>	<b>87179.82</b>
<b>Significant Accounting Policies and Notes on Accounts</b>	<b>1 &amp; 2</b>		
<div> <div> As per our report attached  For <b>Messrs. S. VISWANATHAN</b>  Chartered Accountants  Firm's Registration Number : 004770S   <b>C.N. SRINIVASAN</b>  Partner  Membership No. 18205   Bengaluru  27<sup>th</sup> May, 2015 </div> <div> <b>For and on behalf of the Board</b>   <div> <b>T.T. Jagannathan</b>  Executive Chairman </div> <div> <b>Chandru Kalro</b>  Managing Director </div> <div> <b>Dileep K. Krishnaswamy</b>  Director </div> <div> <b>K. Shankaran</b>  Director &amp; Secretary </div> <div> <b>V. Sundaresan</b>  Chief Financial Officer </div> </div> </div>			

Profit and Loss Statement for the year ended 31<sup>st</sup> March, 2015

(₹ IN LAKHS)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2015		For the year ended 31 <sup>st</sup> March 2014	
<b>1. Revenue from Operations</b>					
(a) Sale of Products		141066.52		131599.92	
(b) Other Operating Revenues:					
Sale of Scrap		1075.17	142141.69	737.84	132337.76
Less : Excise Duty			3313.31		2954.80
			138828.38		129382.96
			510.26		787.52
<b>2. Other Income</b>	2.22		139338.64		130170.48
<b>3. Total Revenue (1+2)</b>					
<b>4. Expenses:</b>					
a) Cost of Materials Consumed		44183.23		36698.52	
b) Purchase of Stock-in-Trade		36458.97		38267.95	
c) Changes in Inventory of:					
(i) Work in Progress		305.65		(539.65)	
(ii) Finished Goods		(1090.73)		(307.86)	
(iii) Stock in Trade		(286.01)		(884.08)	
		(1071.09)	79571.11	(1731.59)	73234.88
d) Employee Benefits Expense	2.23		10357.72		9100.10
e) Finance Costs	2.24		446.66		853.56
f) Depreciation and Amortization Expense	2.11 & 2.12		1901.26		1477.15
g) Other Expenses	2.25		33975.79		31025.67
<b>Total expenses</b>			126252.54		115691.36
<b>5. Profit before Exceptional and Extraordinary Items and Tax (3-4)</b>			13086.10		14479.12
<b>6. Exceptional Items</b>	2.26		244.18		695.92
<b>7. Profit before Extraordinary Items and Tax (5+6)</b>			13330.28		15175.04
<b>8. Extraordinary Items</b>			-		-
<b>9. Profit Before Tax (7+8)</b>			13330.28		15175.04
<b>10. Tax Expense :</b>					
(1) Current Tax		3507.64		3170.27	
Less: MAT Credit Entitlement		-		215.88	
		3507.64		2954.39	
(2) Deferred Tax		590.90	4098.54	1041.43	3995.82
<b>11. Profit After Tax (9-10)</b>			9231.74		11179.22
<b>12. Earnings per Equity Share: (in Rupees)</b>					
(1) Basic			79.30		96.78
(2) Diluted			79.30		96.78
<b>Significant Accounting Policies and Notes on Accounts</b>	1 & 2				

As per our report attached  
For **Messrs. S. VISWANATHAN**  
Chartered Accountants  
Firm's Registration Number : 004770S

**C.N. SRINIVASAN**  
Partner  
Membership No. 18205  
Bengaluru  
27<sup>th</sup> May, 2015

## For and on behalf of the Board

**T.T. Jagannathan**  
Executive Chairman

**Dileep K. Krishnaswamy**  
Director

**V. Sundaresan**  
Chief Financial Officer

**Chandru Kalro**  
Managing Director

**K. Shankaran**  
Director & Secretary

# TTK Prestige Limited

## Cash flow Statement for the year ended 31<sup>st</sup> March, 2015

(As per Accounting Standard AS(3) issued by the Institute of Chartered Accountants of India)

(₹ IN LAKHS)

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before taxation and extraordinary items:	13330.28	15175.04
Additions		
Depreciation	1901.26	1477.15
(Profit)/Loss on Sale of Assets	1.38	(2.18)
Interest Expenses	446.66	853.56
Interest, Dividend & Commission Received	(468.77)	(617.70)
Cash generated from Operations before Working Capital Changes	<b>15210.81</b>	<b>16885.87</b>
Adjustments for :		
(Increase)/Decrease in Debtors	(1019.89)	(590.35)
(Increase)/Decrease in Inventories	(786.78)	(3128.29)
Increase/(Decrease) in Creditors	(1739.85)	(1962.17)
(Increase)/Decrease in Other Receivables	(1188.36)	2006.55
Cash generated from Operations	<b>10475.93</b>	<b>13211.61</b>
Direct Taxes Paid	(3728.36)	(4707.55)
<b>Net Cash Flow from Operation before extra ordinary item</b>	<b>6747.57</b>	<b>8504.06</b>
<b>B. CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES</b>		
(Purchase)/Sale of Fixed Assets	(1932.45)	(7049.85)
(Purchase)/Sale of Investments	551.88	(902.51)
Deposits (Capital Gain Account Scheme)	(340.00)	-
Interest, Dividend & Commission Received	468.77	617.70
<b>Net Cash from / (used in) Investing Activities</b>	<b>(1251.80)</b>	<b>(7334.66)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Refund)/Acceptance of Deposit	(189.89)	(11.25)
Increase/(Decrease) in Bank Borrowings	(2500.00)	(8809.39)
Issue of Shares and share premium	-	10529.77
Interest Paid	(446.66)	(853.56)
Dividend Paid (including dividend distribution tax)	(2723.92)	(2322.01)
<b>Net Cash from / (used in) Financing Activities</b>	<b>(5860.47)</b>	<b>(1466.44)</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents</b>	<b>(364.70)</b>	<b>(297.04)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>2877.82</b>	<b>3174.86</b>
<b>Cash and Cash Equivalents at the end of the year*</b>	<b>2513.12</b>	<b>2877.82</b>

\*Cash and cash equivalents comprise of balances in current accounts, Margin money for LC's and Cash Balances.

### For and on behalf of the Board

As per our report attached  
For **Messrs S. VISWANATHAN**  
Chartered Accountants  
Firm's Registration Number : 004770S

**T.T. Jagannathan**  
Executive Chairman

**Chandru Kalro**  
Managing Director

**C.N. SRINIVASAN**  
Partner  
Membership No. 18205

**Dileep K. Krishnaswamy**  
Director

**K. Shankaran**  
Director & Secretary

Bengaluru  
27<sup>th</sup> May, 2015

**V. Sundaresan**  
Chief Financial Officer

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**1. Significant Accounting Policies and Notes on Accounts:****1.1 Basis for preparation of accounts:**

The Accounts have been prepared to comply in all material aspects with applicable Accounting Principles in India, the applicable Accounting Standards notified under Section 2, Clause (2) of The Companies Act, 2013 and the relevant provisions thereof. Financial Statements are prepared based on historical cost and on the basis of a going concern. The Company follows the mercantile system of Accounting and recognizes income and expenditure on an accrual basis.

**1.2 Fixed Assets:**

Fixed Assets are stated at cost of acquisition inclusive of freight, taxes, insurance etc. relating to the acquisition including installation/erection charges up to the date the asset is put to use, as applicable.

Borrowing costs attributable to acquisition /construction or production of a qualifying asset is capitalized as a part of cost of the asset.

**Depreciation:**

The Company is providing depreciation on Written Down Value (WDV) method in respect of all Fixed Assets capitalized up to 31st March, 1997.

In respect of additions from 1<sup>st</sup> April, 1997, the Company is providing depreciation by adopting Straight Line method.

Software, being intangible asset is depreciated at 20% on straight line basis in line with AS 26.

Leasehold land is amortized over the period of the Lease.

Depreciation on additions during the year is provided on pro-rata basis.

The company has adopted useful lives in accordance with Part C of Schedule II of the Companies Act, 2013 for all tangible fixed assets and accordingly has revised the remaining useful life of all existing tangible assets (other than Plant and Machinery and Electrical Installation) as on 01.04.2014.

For Plant and Machinery and Electrical Installations based on internal assessment and independent technical evaluation carried out by a Chartered Engineer, the Company has adopted useful life as stated below which is different from the Useful Life specified under Schedule II of the Companies Act, 2013.

Asset Class	Life Adopted	Life Specified under Part C of Schedule II of the Companies Act 2013
Plant & Machinery	20 Years	15 Years
Electrical Installation	20 Years	10 Years

**1.3 Revenue Recognition:**

Sales are stated at net of returns and sales tax. The Excise Duty relatable to sales is separately disclosed and deducted from Sales. Sales Revenue is recognized when significant risks and rewards of ownership of the goods have passed to the buyer.

Dividend income from investments is accounted for when the right to receive the payment is established.

Interest Income is recognized on a time proportion basis taking in to account the amount outstanding and the rate applicable.

**1.4 Investments:**

Investments are classified into Current and Non Current investments. Current investments are stated at the lower of cost and fair value. Non Current investments are stated at cost.

**1.5 Impairment of Assets:**

Impairment loss, if any is provided to the extent, the carrying amount of the assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

**1.6 Trade Receivables and Loans and advances:**

Sundry Debtors and Loans and advances are stated after making adequate provisions for doubtful balances.

### 1.7 Provisions:

A Provision is recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the year end date. These are reviewed at each year end date and adjusted to reflect the best current estimate.

### 1.8 Retirement / Post Retirement Benefits:

The Company also provides for retirement/post retirement benefits in the form of Gratuity, Pension and Leave Encashment. Such benefits are provided for based on the valuations, as at the Balance Sheet date, made by independent actuaries. Termination benefits are recognized as an expense as and when incurred.

### 1.9 Taxes on Income:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

### 1.10 Foreign Currency Transactions:

Transactions in foreign currency are recorded at exchange rates prevailing at the time of the transactions and exchange difference arising from foreign currency transaction are dealt with in the profit and loss account and capitalized where they relate to the Fixed Assets. Current Assets and Liabilities at year end are being converted at closing rates and exchange gains /losses are dealt with in the profit and loss account, as per AS 11.

### 1.11 Grant / subsidies

Grant / subsidy received under "Central Investment Subsidy Scheme" is directly credited to capital reserve.

### 1.12 Inventories

Inventories are valued at lower of cost, computed on a weighted average basis and estimated net realizable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and Work in Progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### 1.13 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such asset. As per AS-16 "Borrowing costs", a qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All the other borrowing costs are expensed as and when incurred.

### 1.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holders by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity share holders and weighted average number of shares outstanding during the year are adjusted for the effects of dilutive part of equity shares, if any.

### 1.15 Segment Reporting

#### Identification of Segments

The Company has complied with AS 17 "Segment Reporting" with the business as its primary segment. The risk and returns are very similar in different geographical areas and hence there is no reportable secondary segment as defined in AS-17.

#### Segment Policy

Revenues have been identified to segments on the basis of their relationship to the operative activities of the segment. Revenues and expenses that relate to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under " Un-allocable expenses ".

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

## 2.1 SHARE CAPITAL

## (A) Authorised, Issued, Subscribed and Paid Up Share Capital

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>Authorised Share Capital:</b> 1,50,00,000 Equity Shares of ₹ 10/- each (Previous Year 1,50,00,000 Equity Shares of ₹ 10/- each)	1500.00	1500.00
<b>Issued and Subscribed Share Capital:</b> 1,16,68,490 Equity Shares of ₹ 10/- each (Previous Year 1,16,68,490 Equity Shares of ₹ 10/- each)	1166.85	1166.85
<b>Paid Up Share Capital:</b> 1,16,41,190 Equity Shares of ₹ 10 each (Previous Year 1,16,41,190 Equity Shares of ₹ 10/- each) Add : 27,300 Equity Shares Forfeited (₹ 5/- paid-up)	1164.12 1.36 <b>1165.48</b>	1164.12 1.36 <b>1165.48</b>

1. Paid Up Share Capital of 1,16,41,190 shares (Previous Year : 1,16,41,190 shares) includes 78,69,064 shares of ₹ 10 each allotted as Bonus Shares fully paid-up by capitalisation of reserves and 20106 shares issued to shareholders of M/s. Prestige Housewares India Limited (PHIL) consequent to merger of PHIL with TTK Prestige Limited. This also includes 3,00,000 Equity shares of ₹ 10 each allotted on preferential basis to M/s. Cartica Capital Limited during previous financial year.
2. There was no issue/buy back of shares of the nature mentioned in clause (i) of note 6A of general instructions to Schedule III of the Companies Act 2013, in the last five years.

## (B) Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>Number of shares outstanding as at the beginning of the year</b>	<b>11641190</b>	<b>11341190</b>
Add : Number of shares issued during the year	-	300000
<b>Number of shares outstanding as at the end of the year</b>	<b>11641190</b>	<b>11641190</b>

## (C) Shares in the company held by each shareholder holding more than 5% shares

Sl. No.	Name of the Share Holder	Number of shares held in the Company	Percentage of shares held
1	T.T. Krishnamachari & Co. represented by its partners	6988747	60.03%

## 2.2 RESERVES AND SURPLUS

Particulars	As at 31 <sup>st</sup> March 2014	Additions/ Created during the year	Deduction during the year	As at 31 <sup>st</sup> March 2015
(a) Capital Reserve (Amount received under Central Investment scheme)	73.72	-	-	73.72
(b) Securities Premium Reserve Add: Premium on Forfeited shares	11092.03 10.92	- -	- -	11092.03 10.92
	<b>11102.95</b>	-	-	<b>11102.95</b>
(c) Revaluation Reserve	214.74	-	-	214.74
(d) General Reserve	11709.84	1000.00	-	12709.84
(e) Surplus in Profit & Loss Account	34180.21	5149.30	-	39329.51
	<b>57281.46</b>	<b>6149.30</b>	-	<b>63430.76</b>
Notes	<b>2015</b>		<b>2014</b>	
f) Profit for the year		9231.74		11179.22
Less: Dividend on Equity Shares	2561.07		2328.24	
Tax on Distributed Profits on Equity Shares	521.37		395.68	
Transfer to General Reserve	1000.00	4082.44	1200.00	3923.92
<b>Balance carried to balance sheet</b>		<b>5149.30</b>		<b>7255.30</b>
g) In terms of Note No. 7 of the Schedule II to The Companies Act 2013, an amount of ₹ 129.12 lakhs (amount net of deferred tax ₹ 84.43 lakhs) representing the carrying amount (after retaining the residual value) of assets for which the remaining useful life is 'NIL', has been adjusted against the Opening balance of Surplus in Profit & Loss Account.				

**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**

(₹ IN LAKHS)

**2.3 LONG TERM BORROWINGS**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>FIXED DEPOSITS (Unsecured)</b>		
(i) from Directors	-	-
(ii) Others	-	43.22
<b>Total</b>	<b>-</b>	<b>43.22</b>

**2.4 DEFERRED TAX LIABILITY (NET)**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Deferred Tax Liabilities	2671.99	2136.22
Deferred Tax Assets	(72.85)	(83.29)
Deferred Tax Liabilities (Net)	<b>2599.14</b>	<b>2052.93</b>

**2.5 OTHER LONG TERM LIABILITY**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Property Development	500.00	500.00
<b>Total</b>	<b>500.00</b>	<b>500.00</b>

**2.6 LONG-TERM PROVISIONS**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Provision for Employee Benefits - Gratuity/Leave Encashment	134.18	147.06
Others-Warranties	218.48	264.54
<b>Total</b>	<b>352.66</b>	<b>411.60</b>

**2.7 SHORT-TERM BORROWINGS**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>(A) LOANS REPAYABLE ON DEMAND</b>		
i) <b>From Banks :</b>		
<b>Secured :</b>		
<b>Unsecured :</b>		
Short Term Loan from HDFC Bank	-	1500.00
Short Term Loan from HSBC Bank	-	1000.00
<b>(B) FIXED DEPOSITS (Unsecured)</b>		
(i) from Directors	-	-
(ii) Others	-	37.63
<b>Total</b>	<b>-</b>	<b>2537.63</b>

**2.8 TRADE PAYABLES**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
(i) Acceptances	4087.79	6000.94
(ii) Sundry Creditors for goods supplied/ services rendered	6466.67	6300.07
<b>Total</b>	<b>10554.46</b>	<b>12301.01</b>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

## 2.9 OTHER CURRENT LIABILITIES

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>Current Maturities of Long- Term Debt</b>		
- FIXED DEPOSITS (Unsecured)		
(i) from Directors	-	42.00
(ii) Others	-	67.04
Interest accrued but not due on borrowings	-	14.41
Unpaid dividends / unclaimed dividends	81.20	68.33
<b>Other Payables</b>		
Payables for Capital Expenditure	139.32	185.06
<b>Accrued Salaries and Incentives</b>		
Salaries and Benefits	180.35	161.33
Bonus and Incentives	1501.91	1521.64
Taxes Payable	606.72	446.96
Trade Deposits and Advances	928.86	864.49
Provision for Expenses	4198.49	4300.34
<b>Total</b>	<b>7636.85</b>	<b>7671.60</b>

## 2.10 SHORT-TERM PROVISIONS

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Provision for Employee Benefits	78.29	86.69
Provision for Wealth Tax	2.70	2.95
Provision for Fringe Benefit Tax	186.70	186.70
Proposed Dividends	2561.07	2328.24
Provision for Dividend Tax	521.37	395.68
Provision for Income Tax	-	130.20
<b>Total</b>	<b>3350.13</b>	<b>3130.46</b>

**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**

2.11 FIXED ASSETS-TANGIBLE											(₹ IN LAKHS)	
Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION/AMORTISATION				NET BLOCK			
	Total as at 31 March 2014	Additions/ adjustments during the year	Deductions/ adjustments during the year	Impairment/ (reversal) during the year	Total as at 31 March 2015	Total as at 31 March 2014	Provided during the year	Deductions/ adjustments during the year	Total as at 31 March 2015	As at 31 March 2015	As at 31 March 2014	
Land:												
(a) Freehold	3611.18	20.11	-	-	3631.29	-	-	-	-	3631.29	3611.18	
(b) Leasehold	263.21	-	-	-	263.21	22.60	2.86	-	25.46	237.75	240.61	
Buildings	14506.14	682.57	-	-	15188.71	1626.61	536.34	-	2162.95	13025.76	12879.53	
Plant & Machinery	16446.06	616.19	-	-	17062.25	3922.93	899.55	-	4822.48	12239.77	12523.13	
Electrical Installations	2804.62	78.87	-	-	2883.49	299.70	132.26	-	431.96	2451.53	2504.92	
Tools, Moulds & Dies	900.62	102.78	-	-	1003.40	405.66	38.86	-	444.52	558.88	494.96	
Furniture and Fixtures	1131.40	114.30	-	-	1245.70	398.86	101.03	-	499.89	745.81	732.54	
Office equipment	786.64	50.68	-	-	837.32	325.63	161.88	-	487.51	349.81	461.01	
Vehicles												
- Owned	428.59	31.92	5.41	-	455.10	98.74	58.67	2.71	154.70	300.40	329.85	
- Leased	-	-	-	-	-	-	-	-	-	-	-	
TOTAL	40878.46	1697.42	5.41	-	42570.47	7100.73	1931.45	2.71	9029.47	33541.00	33777.73	
Note : Depreciation provided during the year includes an amount of ₹ 129.12 lacs representing the carrying amount (after retaining the residual value) of assets for which the remaining useful life is 'NIL', which has been adjusted against the Opening Balance of Surplus in Profit & Loss Account, in terms of Note no 7 of the Schedule II to The Companies Act 2013.												
2.12 FIXED ASSETS-INTANGIBLE												
Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION/AMORTISATION				NET BLOCK			
	Total as at 31 March 2014	Additions/ adjustments during the year	Deductions/ adjustments during the year	Impairment/ (reversal) during the year	Total as at 31 March 2015	Total as at 31 March 2014	Provided during the year	Deductions/ adjustments during the year	Total as at 31 March 2015	As at 31 March 2015	As at 31 March 2014	
ERP - SOFTWARE ETC.	369.87	28.49	-	-	398.36	185.87	98.93	-	284.80	113.56	184.00	
Capital Work in Progress												
Description	GROSS BLOCK-COST/BOOK VALUE				DEPRECIATION/AMORTISATION				NET BLOCK			
	Total as at 31 March 2014	Additions/ adjustments during the year	Deductions/ adjustments during the year	Impairment/ (reversal) during the year	Total as at 31 March 2015	Total as at 31 March 2014	Provided during the year	Deductions/ adjustments during the year	Total as at 31 March 2015	As at 31 March 2015	As at 31 March 2014	
Capital Work in Progress	2430.57	624.30	416.44	-	2638.43	-	-	-	-	2638.43	2430.57	
Note : Capital Work in Progress includes : Dooravaninagar Property development amount of ₹ 2375.42 lakhs (Previous year : ₹ 2375.42 lakhs).												

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

## 2.14 NON-CURRENT INVESTMENTS

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>NON-TRADE INVESTMENTS</b>		
(i) Investment in Equity Instruments TTK Healthcare Limited, (Group Company) (1440 shares fully paid up, Face Value of ₹ 10/- per share)	1.65	1.65
<b>Total</b>	<b>1.65</b>	<b>1.65</b>
<b>Notes:-</b>		
1. All Non Trade investments are valued at cost		
2. Quoted Investments:		
Aggregate Amount	1.65	1.65
Market Value	13.39	7.54

## 2.15 LONG-TERM LOANS AND ADVANCES:

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
(A) <b>Capital Advances</b>		
- Unsecured, Considered good	132.55	281.57
(B) <b>Security Deposits:</b>		
- Unsecured, Considered good	653.68	620.48
<b>Total</b>	<b>786.23</b>	<b>902.05</b>

## 2.16 CURRENT INVESTMENTS:

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Quoted		
Investment in Mutual Funds :		
Baroda Pioneer Treasury Advantage Fund - 19553.249 units (P.Y. - NIL)	200.45	-
Baroda Pioneer Liquid Fund - NIL (P.Y. - 1001.8617 units)	-	200.68
Reliance Liquid Fund -9823.654 units (P.Y. - 13098.698 units)	150.18	200.25
Birla Sun Life Floating Rate Fund - NIL (P.Y. - 300541.058 units)	-	301.05
Birla Sun Life Cash Plus -NIL (P.Y. - 199872.209 units)	-	200.53
<b>Total</b>	<b>350.63</b>	<b>902.51</b>
<b>Notes:-</b>		
1. All Current investments are valued at cost or market value, whichever is less		
2. Quoted Investments:		
Aggregate Amount	350.63	902.51
Market Value	350.68	902.51

## 2.17 INVENTORIES:

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
(a) Raw-Materials	5882.34	6303.58
(b) Work in Progress	923.81	1229.46
(c) Finished Goods	9656.83	8566.10
(d) Stock in Trade	10442.49	10156.48
(e) Stores and Spares	562.31	425.38
<b>Total</b>	<b>27467.78</b>	<b>26681.00</b>

**Mode of Valuation:**

Inventories are valued at lower of cost, computed on a weighted average basis and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished Goods and Work in progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**

(₹ IN LAKHS)

**2.18 TRADE RECEIVABLES:**

Particulars	As at 31 <sup>st</sup> March 2015		As at 31 <sup>st</sup> March 2014	
(A) Trade receivables outstanding for a period less than six months from the date they are due for payment				
(i) Secured, considered good	-		-	
(ii) Unsecured, considered good	15570.34		14474.11	
(iii) Doubtful	-		-	
Less: - Allowance for Bad and Doubtful Debts	-	15570.34	-	14474.11
(B) Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
(i) Secured, considered good	-		-	
(ii) Unsecured, considered good	360.60		436.94	
(iii) Doubtful	307.02		243.13	
Less: - Allowance for Bad and Doubtful Debts	307.02	360.60	243.13	436.94
<b>Total</b>		<b>15930.94</b>		<b>14911.05</b>

**2.19 CASH AND CASH EQUIVALENTS**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
(A) <b>Balances with Banks:</b>		
(I) <b>Earmarked Bank Balances:</b>		
(i) Unpaid dividend bank account	81.20	68.33
(ii) Balance in Capital Gain Account Scheme	340.00	-
(II) <b>Bank Balances held as margin money or as security against:</b>		
(i) Letter of Credit	80.59	153.99
(ii) Other Commitments	20.00	14.00
(III) <b>Other Bank Balances</b> (including balance in current account):	2424.91	2719.47
(B) <b>Cash on hand</b>	7.63	4.36
<b>Total</b>	<b>2954.33</b>	<b>2960.15</b>

**2.20 SHORT-TERM LOANS AND ADVANCES:**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Secured, Inter Corporate Loan to Triveni Bialelli Industries Pvt Ltd	1875.00	1875.00
Unsecured, considered good:		
- Advance Income Tax (Net)	306.39	-
- MAT Credit Entitlement	-	215.88
- Advance Fringe Benefits Tax	197.37	197.37
- Balances with Excise and Sales Tax Authorities	405.16	358.87
- Advances to Employees	15.61	14.43
- Others	2428.09	1376.44
(Advance for goods purchased, prepaid expenses & other trade advances)		
<b>Total</b>	<b>5227.62</b>	<b>4037.99</b>

**2.21 OTHER CURRENT ASSETS**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Interest accrued on Investments/Deposits	577.31	391.12
<b>Total</b>	<b>577.31</b>	<b>391.12</b>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

Particulars	For the year ended 31.03.2015		For the year ended 31.03.2014	
<b>2.22 OTHER INCOME</b>				
(a) Interest Income	234.40		399.19	
(b) Dividend Income	65.90		50.05	
(c) Commission Receipts	168.47		168.46	
(d) Bad Debts Recovered	16.24		38.29	
(e) Profit/(Loss) on Sale of Assets	(1.38)		2.18	
(f) Other Non-Operating Income	26.74		10.65	
(g) Net Gain/(Loss) on Foreign currency transactions and translations (other than considered as finance cost)	(0.11)		118.70	
		<b>510.26</b>		<b>787.52</b>
<b>2.23 EXPENSES:</b>				
Employee Benefits Expense				
(i) Salaries and Wages	9101.17		7935.63	
(ii) Contribution to Provident and Other Funds	394.16		399.33	
(iii) Staff Welfare Expenses	862.39	<b>10357.72</b>	765.14	<b>9100.10</b>
<b>2.24 FINANCE COSTS</b>				
(i) Interest expense [includes ₹ 1.95 lakhs paid to Directors (P.Y. ₹ 4.20 Lakhs)]	383.64		624.99	
(ii) Other Borrowing costs	25.66		13.19	
(iii) Net (gain)/loss on Foreign currency transactions and translations	37.36	<b>446.66</b>	215.38	<b>853.56</b>
<b>2.25 OTHER EXPENSES</b>				
(a) Consumption of Stores and Spare Parts	595.50		467.41	
(b) Power and Fuel	1635.40		1331.17	
(c) Rent	472.95		490.98	
(d) Repairs to Buildings	213.02		184.72	
(e) Repairs to Machinery	241.97		210.97	
(f) Contribution to CSR Projects/Donations	337.84		80.87	
(g) Service Centre Expenses	617.28		10.75	
(h) Insurance	104.95		106.67	
(i) Rates and Taxes, excluding, taxes on income	92.52		77.15	
(j) Miscellaneous Expense	1503.16		1317.49	
(k) Sundry Manufacturing Expenses	1779.44		1691.44	
(l) Repairs & Maintenance to other Assets	376.41		318.49	
(m) Travelling & Conveyance	1263.35		1096.01	
(n) Motor Vehicle Expenses	93.64		89.27	
(o) Bank Charges	344.41		493.44	
(p) Carriage Outwards	5457.99		4900.40	
(q) Directors Sitting Fees	12.60		12.80	
(r) Non Executive Directors' Commission	70.00		84.00	
(s) Legal & Professional Charges	237.67		177.94	
(t) Postage & Communication Expenses	227.53		181.48	
(u) Printing & Stationery	131.44		101.20	
(v) Advertisement & Selling Expense	7602.13		8044.37	
(w) Distribution Expenses	2418.55		2200.22	
(x) Discounts and Schemes	8009.51		7206.39	
(y) Provision for Bad Debts	80.13	<b>33919.39</b>	98.08	<b>30973.71</b>
(z) Payments to the Auditors as :				
(a) Auditor				
(i) statutory audit fees	26.22		16.85	
(ii) for Taxation Matters	10.68		10.34	
(iii) for Other Services	3.57		6.72	
(iv) Reimbursement of Expenses	1.27		1.19	
(b) Cost Audit Fees	3.42		5.62	
(c) Internal Audit Fees	11.24	<b>56.40</b>	11.24	<b>51.96</b>
<b>Other Expenses Total</b>		<b>33975.79</b>		<b>31025.67</b>

**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**

(₹ IN LAKHS)

Particulars	For the year ended 31.03.2015		For the year ended 31.03.2014	
<b>2.26 EXCEPTIONAL ITEMS :</b>				
(i) Liability/Provision Written back on extinguishment of Distribution line (Net)	244.18			
(ii) Land Compensation Received from Government (Net of Expenses)			312.50	
Add : Interest Received on Land Compensation			497.66	
Less : Amount Paid under Voluntary Retirement Scheme		244.18	(114.24)	695.92

**2.27 Previous year figures are given in brackets.**
**2.28 Break-up of Major Raw Materials Consumed-Manufactured Goods**

Particulars	Amount
<b>Raw Materials Consumption</b>	
Aluminium	15139.87 (12576.06)
Steel	1893.84 (1525.74)
Components, Packing Material etc	27149.52 (22596.72)
<b>Total</b>	<b>44183.23</b> <b>(36698.52)</b>

**2.29 Break-up of Purchases of Stock-in-Trade**

Particulars	Amount
<b>Goods Purchased</b>	
Cookware	1538.70 (2967.15)
Gas Stove	11042.01 (10557.46)
Kitchen Electrical Appliances	19499.92 (21453.79)
Others	4378.34 (3289.55)
<b>Total</b>	<b>36458.97</b> <b>(38267.95)</b>

**2.30 Break-up of Sales, Closing and Opening Value of Inventories**

Particulars	Sales Values	Closing Inventory	Opening Inventory
<b>Manufactured Goods</b>			
Pressure Cookers	52913.37 (49353.82)	4722.60 (5063.58)	5063.58 (4921.15)
Cookware	22464.20 (16688.03)	2815.33 (1836.87)	1836.87 (1853.61)
Gas Stove	0.10 (13.80)	3.02 (4.14)	4.14 (10.53)
Kitchen Electrical Appliances	10279.38 (9019.22)	2115.88 (1661.51)	1661.51 (1472.95)
<b>Total</b>	<b>85657.05</b> <b>(75074.87)</b>	<b>9656.83</b> <b>(8566.10)</b>	<b>8566.10</b> <b>(8258.24)</b>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

Particulars	Sales Values	Closing Inventory	Opening Inventory
<b>Traded Goods</b>			
Cookware	3814.12 (5969.80)	1012.14 (959.06)	959.06 (1460.98)
Gas Stove	17463.47 (16675.39)	1266.91 (1521.26)	1521.26 (1526.70)
Kitchen Electrical Appliances	28086.74 (30049.83)	5050.04 (5042.91)	5042.91 (3863.01)
Others	6045.14 (3830.03)	3113.40 (2633.26)	2633.26 (2421.70)
<b>Total</b>	<b>55409.47</b> <b>(56525.05)</b>	<b>10442.49</b> <b>(10156.48)</b>	<b>10156.48</b> <b>(9272.39)</b>
<b>Grand Total</b>	<b>141066.52</b> <b>(131599.92)</b>	<b>20099.32</b> <b>(18722.58)</b>	<b>18722.58</b> <b>(17530.63)</b>

**2.31 Imported & Indigenous Raw Materials, Components & Spares Consumed:**

Particulars	2014-15		2013-14	
Imported & Indigenous Raw Materials, Components & Spares Consumed :	Value	%	Value	%
Imported	6490.13	14.69	4913.55	13.39
Indigenous	37693.10	85.31	31784.97	86.61
<b>Total</b>	<b>44183.23</b>	<b>100.00</b>	<b>36698.52</b>	<b>100.00</b>

**2.32** The previous year's figures have been regrouped and reclassified wherever necessary to make them comparable with the figures of the current year.

- 2.33** (a) The company has created a Trust which has taken a Group Gratuity Policy with the Life Insurance Corporation of India for future payment of gratuity to retired / resigned employees. Based on the actuarial valuation, provision has been made for the full value of the gratuity benefits as per the requirements of Accounting Standard (AS-15) (Revised) issued by The Institute of Chartered Accountants of India.
- (b) The Company contributes to a Superannuation Fund covering specified employees. The Contributions are by way of annual premia payable in respect of a superannuation policy issued by the Life Insurance Corporation of India, which confers benefits to retired / resigned employees based on policy norms. No other liabilities are incurred by the Company in this regard.
- (c) Leave encashment benefit has been charged to Profit & Loss account on the basis of actuarial valuation as at the year end in line with the Accounting Standard (AS - 15) (Revised) issued by The Institute of Chartered Accountants of India.
- (d) **As per Accounting Standard AS -15 (Revised) Employee Benefits, the disclosures as defined in the Accounting Standard are given below:**

**DEFINED CONTRIBUTION PLAN:**

PARTICULARS	2014-15	2013-14
Employers contribution to Provident Fund	263.43	248.75
Employers Contribution to Superannuation Fund	27.61	22.39

**DEFINED BENEFIT PLAN:**

The Employees' Gratuity Fund Scheme managed by a Trust is defined benefit plan.

The present value of obligation is determined based on actuarial valuation using Projected Unit Credit method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation as per Para 65 of the Accounting Standard AS - 15 (Revised), issued by the Institute of Chartered Accountants of India.

The obligation for Leave Encashment is recognized in the same manner as gratuity.

**Reconciliation of the Opening and Closing Balances Defined Benefit Obligation:**

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
Defined Benefit Obligation at the beginning of the year	1180.70	1090.07	263.41	220.44
Current Service Cost	71.00	66.39	14.20	14.81
Interest Cost	94.46	87.21	21.07	17.64
Actuarial (gains) and losses on Obligation	(7.65)	17.66	(1.60)	10.52
Benefits Paid	(84.31)	(80.63)	(17.21)	NIL
Defined Benefit Obligation at the end of the year	1254.20	1180.70	279.87	263.41

**Reconciliation of the Opening and Closing Balances of Fair Value of Plan Assets:**

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
Fair value of plan assets at the beginning of the year	1004.90	934.21	205.46	174.04
Expected return on plan assets	94.98	84.93	19.32	16.61
Actuarial loss on plan assets	NIL	NIL	NIL	NIL
Contribution by the employer	77.43	66.39	21.02	14.81
Benefits paid	(84.31)	(80.63)	(17.21)	NIL
Fair value of plan assets at the end of the year	1093.01	1004.90	228.59	205.46

**Reconciliation of the Fair Value of Assets and Obligations**

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
Fair Value of Plan Assets	1093.01	1004.90	228.59	205.46
Present Value of Obligation	1254.20	1180.70	279.87	263.41
Amount recognized in Balance Sheet	161.19	175.80	51.28	57.95

**Expenses recognized during the year:**

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
Current Service Cost	71.00	66.39	14.20	14.81
Interest Cost	94.46	87.21	21.07	17.64
Expected Return on Plan Assets	94.98	84.93	19.32	16.61
Actuarial loss (gain)	(7.65)	17.66	(1.60)	10.52
Net Cost	62.82	86.33	14.35	26.36

**Actuarial Assumptions:**

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
	1994-96	1994-96	1994-96	1994-96
Mortality Table (LIC)	Ultimate	Ultimate	Ultimate	Ultimate
Discount Rate (p.a.)	8.00%	8.00%	8.00%	8.00%
Expected Return on Plan Assets (p.a.)	10.00%	10.00%	10.00%	10.00%
Rate of Escalation in Salary ( p.a.)	6.00%	6.00%	6.00%	6.50%

The estimate of rate of escalation in salary considered in actuarial valuation, take into account inflation, Seniority, promotion and other relevant factors including supply and demand in the employment market.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

e) Amounts for the Current and previous periods are as follows :-

## (A) Gratuity

PARTICULARS	2014-15	2013-14	2012-13	2011-12	2010-11
Defined Benefit Obligations	1254.20	1180.70	1090.07	986.14	864.04
Plant Assets	1093.01	1004.90	934.21	797.50	691.97
Surplus / (Deficit)	(161.19)	(175.80)	(155.86)	(188.64)	(172.07)
Experience adjustments on Plan Liabilities (Gains) / Losses	-	-	-	-	-
Experience adjustments on Plan Assets	-	-	-	-	-

## (B) Leave Encashment

PARTICULARS	2014-15	2013-14	2012-13	2011-12	2010-11
Defined Benefit Obligations	279.87	263.41	220.44	205.25	175.46
Plant Assets	228.59	205.46	174.04	138.50	115.36
Surplus / (Deficit)	(51.28)	(57.95)	(46.40)	(66.75)	(60.10)
Experience adjustments on Plan Liabilities(Gains) / Losses	-	-	-	-	-
Experience adjustments on Plan Assets	-	-	-	-	-

**2.34** Fringe Benefit Tax (till the time of abolition) was paid under protest, since the matter is pending before The Hon'ble Supreme Court of India. In case of a favorable decision, the company would be entitled to seek refund of the same. Amount: ₹ 197.37 Lakhs (P/Y: ₹ 197.37 Lakhs)

**2.35 Earnings in Foreign Exchange:**

Particulars	2014-15	2013-14
On account of Export Sale less Returns calculated:		
a) at FOB Basis	5276.09	5483.05
b) at CIF Basis	5280.43	5483.54

**2.36 Expenditure in Foreign Currency:**

Particulars	2014-15	2013-14
1. Travelling Expenses	13.55	4.09
2. Other Expenses	289.94	134.65
3. CIF Value of Imports (on Payment Basis)	18647.07	19751.66
4. Import of Capital Goods	30.23	173.28

**2.37** Based on data received from Vendors, the amount due to MSMED is ascertained as ₹ 2050.28 lakhs. There are no over dues.

**2.38** The company has two segments namely Kitchen Appliances and Property & Investment for reporting purposes.

**2.39 Related Party transactions as per Accounting Standard - 18:**
**(a) The Company has transactions with the following entities**
**Related Party - Enterprises over which Key Management personnel have significant control**

TTK Health Care Limited, TTK Protective Devices Limited, TT Krishnamachari &amp; Co., TTK Services (P) Limited.

**Key Management Personnel and their Relatives:**

Mr. T.T. Jagannathan, Mr. T.T. Raghunathan, Mr. S. Ravichandran, Mr. K. Shankaran, Dr. (Mrs.) Latha Jagannathan, Dr. T.T. Mukund, Mr. T. T. Venkatesh, Mrs. Bhanu Raghunathan, Mrs. Shanthi Ranganathan, Mr. V. Sundaresan

**(b) Summary of the transactions with the above Related Parties is as follows:**

Particulars	Enterprises with which the Key Management Personnel have significant control	Key Management Personnel & Relatives	Total
Sales	125.29	-	125.29
Purchases	8.75	-	8.75
Commission and Sitting fees to Non-Executive Directors	-	22.40	22.40
Salary	-	1161.24	1161.24
Interest Payments	-	2.43	2.43
Others	2020.42	6.00	2026.42

**(c) Balances outstanding as on 31.3.2015**

Particulars	Associates/Others	Key Management Personnel & Relatives
Fixed Deposits (due by the Company)	-	- (50.00)
Amount due to the Company against supplies	7.09 (13.81)	-
Amount Owed by Company against purchases	1.47 (0.20)	-
Other Current Liabilities	108.71 (77.55)	888.97 (945.38)

**2.40 Earnings per share as per Accounting Standard (AS-20)**

Particulars	31.03.2015	31.03.2014
Profit after tax as per Profit & Loss a/c before extra-ordinary items (net of tax)	9231.74	11179.22
Weighted Average number of Equity Shares used as Denominator for calculating EPS	116.41	115.52
Earnings Per Share of ₹ 10/- each :		
Before Extra -Ordinary items (₹)	79.30	96.78
After Extra - Ordinary items (₹)	79.30	96.78

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

**2.41 Disclosure required by AS 29 'Provisions, Contingent Liabilities and Contingent Assets'.**

a) Movement in Provisions (figures in brackets are in respect of the previous year)

Particulars	As at 01.04.2014	Additions	Amount Used	As at 31.03.2015
Income Tax	130.20 (1667.72)	3507.64 (Nil)	3944.23 (1537.52)	-306.39 (130.20)
Fringe Benefit Tax	186.70 (186.70)	Nil (Nil)	Nil (Nil)	186.70 (186.70)
Gratuity/Leave Encashment	233.75 (202.26)	10.21 (31.49)	31.49 (Nil)	212.47 (233.75)
Warranties	264.54 (661.00)	339.57 (393.39)	385.63 (789.85)	218.48 (264.54)

**2.42 CONTINGENT LIABILITIES AND COMMITMENTS:**

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
(A) Contingent Liabilities		
(a) Guarantees/LC	1244.14	1104.31
(b) Tax matters under appeal (IT/ST/ED etc)	709.64	432.74
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	466.13	2561.58

**2.43** Pursuant to the Approval of shareholders to the proposed scheme of Demerger between TTK Prestige Limited (TTKPL) and Triveni Bialeli Industries Private Limited (TBI) for the purpose of transferring the Kitchen Appliances Division of TBI to TTKPL, The Honourable High Court of Madras has approved the scheme. However, the approval of The Honourable High Court of Bombay is awaited.

The Appointed Date being 01.04.2012, appropriate effect will be given in the Books of Accounts for the Assets /Liabilities including adjustments for taxes paid in accordance with the sanction of the Courts.

**2.44** Exceptional income consists of Net Write back of Liabilities/Provisions no longer required, on account of extinguishment of a Distribution Line.

**2.45** The R & D facility of the Company has been recognized by the Ministry of Science & Technology, Government of India, U/s 35 (2AB) of the Income Tax Act, dated 18<sup>th</sup> February, 2014. As required under this approval, expenditure in connection with R & D centre is disclosed as follows :

S.No.	Nature of Expenditure	2014-15	2013-14
i.	Capital Expenditure	26.47	44.26
ii.	Revenue Expenditure	188.48	178.38

**2.46** Pursuant to Section 135 of The Companies Act, 2013 and Rules made there under, the Company has spent an amount of ₹ 337.84 lakhs towards contribution to Corpus of CSR Projects as below :

Amount to be Contributed as prescribed under Section 135 of the Companies Act 2013	Amount actually Contributed	Deficit (if any)
₹ 331.81	₹ 337.84	NIL

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015

(₹ IN LAKHS)

**2.47** The company has deposited an amount of ₹ 340 lakhs in Capital Gain Account Scheme out of the proceeds of Land Compensation received in the previous financial year for acquisition of Company's Land by the Government of Karnataka for Road widening purpose.

**2.48 Forward Exchange Contract**

As at the year end, the Company has not entered into any Forward Exchange Contract (or other derivative instruments). The year end foreign currency exposures, which are only in respect of Export receivables, that have not been hedged by a derivative instrument or otherwise amount to ₹ 449.87 lakhs (USD 720253.24) and ₹ 180.74 lakhs (EURO 268759.80).

As per our report attached

For **Messrs. S. VISWANATHAN**

Chartered Accountants

Firm's Registration Number : 004770S

**C.N. SRINIVASAN**

Partner

Membership No. 18205

Bengaluru

27<sup>th</sup> May, 2015

***For and on behalf of the Board***

**T.T. Jagannathan**

*Executive Chairman*

**Chandru Kalro**

*Managing Director*

**Dileep K. Krishnaswamy**

*Director*

**K. Shankaran**

*Director & Secretary*

**V. Sundaresan**

*Chief Financial Officer*

## SEGMENT WISE REVENUE RESULTS &amp; CAPITAL EMPLOYED

(₹ IN LAKHS)

Particulars	2014-15	2013-14
<b>SEGMENT REVENUE</b>		
Kitchen Appliances		
Gross sales	142141.69	132337.76
Less : Excise Duty	3313.31	2954.80
Net Sales / Income from Operations	138828.38	129382.96
Property & Investment	131.32	115.00
<b>Total Segment Revenue</b>	<b>138959.70</b>	<b>129497.96</b>
Less : Inter-Segment Revenue	(131.32)	(115.00)
Net Sales / Income from Operations	138828.38	129382.96
<b>SEGMENT RESULTS</b>		
{Profit (loss) before Interest & Tax}		
Kitchen Appliances	13764.18	15233.53
Property & Investment	106.42	99.15
<b>Total Segment Results</b>	<b>13870.60</b>	<b>15332.68</b>
Less : Interest Expenses	446.66	853.56
Less : Unallocable Expenses ( Net of unallocable income)	337.84	-
Total Profit (+) / Loss (-) from ordinary activities before tax and Exceptional items	13086.10	14479.12
Add : Exceptional Items (Net of Expenses)	244.18	695.92
Total Profit (+) / Loss (-) from ordinary activities before tax and after exceptional items	13330.28	15175.04
Extra-ordinary income(net of tax expense)	-	-
Total Profit (+) / Loss (-) from ordinary activities before tax and after extraordinary items	13330.28	15175.04
<b>RECONCILIATION OF TOTAL CAPITAL EMPLOYED VS. CAPITAL EMPLOYED IN SEGMENTS</b>		
	<b>2014-15</b>	<b>2013-14</b>
Total Non Current Assets	34703.80	34918.93
Total current Assets	52508.61	49883.82
Investments	-	-
Capital Work in Progress (Dooravani Nagar)	2375.42	2375.42
Sub-Total	89587.83	87178.17
Less : Total Current Liabilities(excluding Provision for Dividend)	18459.00	20270.11
Sub-Total	71128.83	66908.06
Less : Total Non Current Liabilities	3451.80	2964.53
<b>Total Capital Employed in the Company</b>	<b>67677.03</b>	<b>63943.53</b>
<b>SEGMENTWISE CAPITAL EMPLOYED</b>		
Kitchen Appliances	64621.44	60863.14
Property & Investment	3055.59	3080.39
Unallocated	-	-
	<b>67677.03</b>	<b>63943.53</b>

**Notes :**

Segments have been identified in line with Accounting standard on Segment Reporting (AS-17), considering the organisation structure and differential risks and returns.

The different Business segments identified are : (a) Kitchen Appliances (b) Property & Investment.

The Segment wise Revenue, Results and capital employed figures relate to respective amounts directly identifiable to each of the segments.

## HISTORICAL FINANCIAL HIGHLIGHTS

Prepared as per conventional method to facilitate comparison

(₹ IN LAKHS)

HISTORICAL DATA		2014-2015	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010	2008-2009	2007-2008	2006-2007	2005-2006
<b>PERFORMANCE</b>											
1	Total Income	142651.95	133125.28	139062.23	112719.31	77987.90	51794.37	41670.58	34134.83	29391.17	23185.24
2	Profit before Interest, Depreciation, Extra ordinary items & tax	15434.02	16809.83	20846.02	17592.05	12595.49	7616.25	3813.01	3278.60	2578.63	1950.47
3	Interest	446.66	853.56	1426.53	641.15	75.53	114.14	565.07	767.48	687.92	550.49
4	Depreciation	1901.26	1477.15	899.02	624.98	426.08	358.94	347.58	384.48	220.08	188.59
5	Profit / (Loss) before extra ordinary items	13086.10	14479.12	18520.47	16325.92	12093.88	7143.17	2900.36	2126.64	1670.63	1211.39
6	Extra - ordinary / Exceptional Items	244.18	695.92	0.00	0.00	-58.50	397.23	0.00	319.83	-11.29	-11.29
7	Profit before tax	13330.28	15175.04	18520.47	16325.92	12035.38	7540.40	2900.36	2446.47	1659.34	1200.10
8	Taxation Provision	4098.54	3995.82	5211.50	4988.15	3660.22	2296.60	662.25	379.95	482.67	488.63
9	Profit After tax	9231.74	11179.22	13308.97	11337.77	8375.16	5243.80	2238.11	2066.52	1176.67	711.47
10	Dividend provision	2561.07	2,328.24	1984.71	1698.16	1415.14	1131.99	565.99	397.19	340.45	283.34
11	Dividend Tax	521.37	395.68	337.30	275.48	229.57	188.01	96.19	67.50	57.86	39.74
12	Dividend Declared %	220.00	200.00	175.00	150.00	125.00	100.00	50.00	35.00	30.00	25.00
<b>Sources &amp; Application of Funds</b>											
<b>Sources</b>											
1	Share Capital	1165.48	1165.48	1135.48	1133.47	1133.47	1133.41	1133.41	1133.40	1133.39	1133.37
2	Reserves & surplus	63430.76	57365.89	38410.82	27393.86	18014.85	11283.92	7331.26	5755.29	4377.06	3598.54
3	Loan Funds	0.00	2689.89	11510.53	7940.87	224.56	279.92	2069.39	4687.33	7352.87	5724.83
4	Deferred Tax Liability	2599.14	2052.93	1011.50	680.84	325.81	311.35	314.12	307.55	305.76	53.32
<b>Total</b>		67195.38	63274.19	52068.33	37149.04	19698.69	13008.60	10848.18	11883.57	13169.08	10510.06
<b>Application</b>											
5	Fixed Assets WDV incl assets kept for disposal	36292.99	36392.30	32101.85	23761.59	9142.87	6400.35	5957.60	5661.15	3582.74	2525.39
6	Investments	1.65	1.65	1.65	1.65	2258.00	39.03	39.03	39.03	1812.24	1812.24
7	Net Current Assets	30900.74	26880.24	19964.83	13385.80	8297.82	6569.22	4851.55	6183.39	7762.81	6149.86
8	Miscellaneous Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11.29	22.57
<b>Total</b>		67195.38	63274.19	52068.33	37149.04	19698.69	13008.60	10848.18	11883.57	13169.08	10510.06

## NOTES

[illegible]

## NOTES

[illegible]

Date :

Mail this form to

**Karvy Computershare (P) Limited**

(Unit : TTK Prestige Limited)

Karvy Selenium, Tower "B", Plot 31-32, Gachibowli  
Financial District, Nanakramguda,

Hyderabad - 500 008.

Dear Sirs,

### MANDATE FORM - ELECTRONIC CLEARING SERVICE (ECS)

I hereby consent to have the amount of dividend on my equity shares credited through the Electronic Clearing Service (Credit Clearing) - (ECS). The particulars are :

1. Shareholder's Name
2. Client ID / Folio No.
3. D.P. ID
4. Address
5. Particulars of Bank Account
  - a) Bank Name
  - b) Branch Name & Address
  - c) 9-Digit Code Number of the Bank appearing on the MICR Cheque issued by the Bank
  - d) Account No.  
(as appearing in the Cheque Book)
  - e) Account Type (SB / CA / CC)
6. Date from which the mandate should be effective

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I/We shall not hold the Company responsible. I also undertake to advise changes, if any in the particular of my account to facilitate updation of records for purposes of credit of dividend amount through ECS.

Signature of the shareholder(s)

- Note :
1. Please complete this form and send it to Karvy Computershare (P) Limited
  2. In case of more than one client Id / Folio please complete the details on separate sheets.
  3. ECS facility, at present may be availed by Members for a dividend amount upto ₹ 5,00,000, subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.
  4. Please inform your Depository Participant (DP) of any changes in Bank Account details.

Bank's Stamp

Date :

Signature of the Authorised Official of the Bank

**TTK PRESTIGE LIMITED****PROXY FORM**

(CIN: L85110TZ1955PLC015049)

Regd Office: Plot No. 38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu

Name of the member(s)
Registered address:
Email ID:
Folio/DP ID- Client ID No

I/We, being member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

- 1) Name:  
Address:  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- 2) Name:  
Address:  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- 3) Name:  
Address:  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 59th Annual General Meeting of the Company, to be held on Thursday, 23<sup>rd</sup> July, 2015 at 12 Noon at Claresta Sarovar Portico, SIPCOT Phase II , Bangalore - Chennai NH 7, Hosur – 635109 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*		
Ordinary Business		For	Against	Abstain
1.	Adoption of Financial statements for the year ended 31 <sup>st</sup> March 2015.			
2.	Declaration of dividend for the financial year 2014-15.			
3.	Re-appointment of Mr. K. Shankaran who retires by rotation.			
4.	Ratification of Appointment of M/s. S. Viswanathan, Chartered Accountants, as Auditors and fixing their remuneration.			
Special Business				
5.	Approval of Remuneration to Cost Auditors			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 59th Annual General Meeting.
- \* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you do not fill any column, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

**ATTENDANCE SLIP****TTK PRESTIGE LIMITED**

(CIN: L85110TZ1955PLC015049)

Regd. Office: Plot No. 38, SIPCOT Industrial Complex, Hosur – 635 126, Tamil Nadu

**59<sup>TH</sup> ANNUAL GENERAL MEETING – 23<sup>RD</sup> JULY, 2015**

Member's Folio/DP ID Client ID No.	
Member's/Proxy's name in Block Letter	
No. of shares held	

I/We hereby record my/our presence at the 59<sup>th</sup> Annual General Meeting of the Company Claresta Sarovar Portico, SIPCOT Phase II , Bangalore - Chennai NH 7, Hosur – 635109 on Thursday, the 23<sup>rd</sup> July, 2015 at 12.00 noon.

---

Member's/Proxy's signature

**Note:**

Please complete the Folio/DP ID- Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.



*India's largest and most innovative range of kitchen appliances.*



*Apple Plus Cooker*



*Hard Anodised Cookware*



*MultiKadai*



*Clip on Cooker*



*Hand Blenders*



*Mixer Grinders*



*Signature Cookware*



*Induction Cook-tops*



*Chimneys*



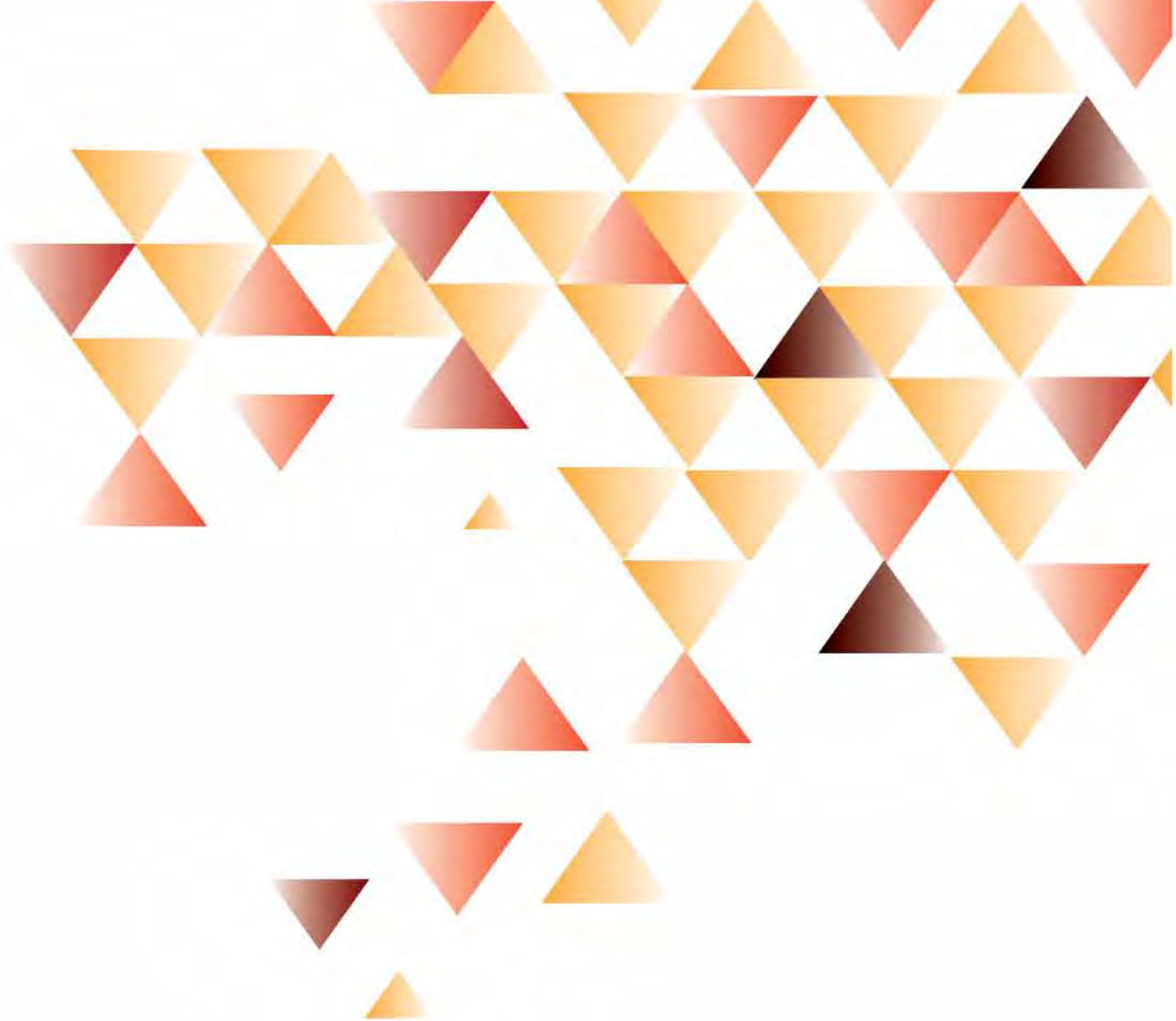
*Slow juicer*



*Barbeques*



*Hob-tops*



Regd. Office: Plot No. 38, Sipcot Industrial Complex, Hosur - 635126.  
Corp. Office: TTK Prestige, 11th Floor, Brigade Towers, 135, Brigade Road, Bengaluru-560025.  
[WWW.ttkprestige.com](http://WWW.ttkprestige.com)