

TTK Prestige LIMITED



TÜVRheinland®
CERT
ISO 9001

Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025. INDIA
Phone: 91-80-22217438/39, Fax: 91-80-22277446, E-mail: ttkcorp@ttkprestige.com
www.ttkprestige.com CIN : L85110TZ1955PLC015049

December 1, 2015

Bombay Stock Exchange

National Stock Exchange

Dear Sir,

Re : SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations")

We would like to inform you that as required under Regulation 9 and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), the Board of Directors of the Company by means of Circular Resolution dated 27th November, 2015 formulated, adopted and approved the following policies:

- (i) Policy for Preservation of Documents (*including Archival Policy*); and
- (ii) Policy for Disclosure of events or information.

The above policies have also been uploaded on the website of the Company www.ttkprestige.com.

Further, the Board of Directors of the Company authorized the following Key Managerial Personnel (KMPs) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) under Regulation 30 of the Listing Regulations:

1. Mr. T T Jagannathan – Executive Chairman
Email: ttj@ttkprestige.com, Tel: 080-22217438
2. Mr. Chandru Kalro – Managing Director
E-mail: ck@ttkprestige.com Tel: 080-22277625
3. Mr. K. Shankaran – Director & Company Secretary
E-mail: ks@ttkprestige.com. Tel: 080-22218817
4. Mr. V. Sundaresan – Chief Financial Officer
E-mail: vs@ttkprestige.com Tel: 080-22217438

Kindly take the above information on record.

Thanking you

Yours faithfully
For TTK Prestige Limited


(K SHANKARAN)
Director & Secretary

Encl. : a/a



TTK PRESTIGE LIMITED

Regd. Office: No.38, SIPCOT Industrial complex, Hosur - 635 126
CIN: L85110TZ1955PLC015049 Website: www.ttkprestige.com

POLICY FOR DISCLOSURE OF EVENTS OR INFORMATION

(With Effect from 1st December, 2015)

1. Preface

The Board of Directors (the “**Board**”) of TTK Prestige Limited (the “**Company**”) has adopted the following policy (the “**Policy**”) and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”). This Policy has been formulated in accordance with Clause (ii) of sub-regulation (4) of Regulation 30 of the Listing Regulations.

2. Purpose of the Policy

The purpose of this Policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

3. Definitions

“**Audit Committee**” means Audit Committee constituted by the Board of Directors of the Company, from time to time, under the provisions of the Listing Regulations and the Companies Act, 2013.

“**Board of Directors or Board**” means the Board of Directors of TTK Prestige Limited, as constituted from time to time.

“**Company**” means TTK Prestige Limited.

“**Independent Director**” means a Director of the Company, not being a Wholetime Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV to the Companies Act, 2013 and the Listing Regulations.

“**Policy**” means Policy on Disclosure of Material Events.

“**Material Events**” are those that are specified in Para A of Part A of Schedule III to the Listing Regulations.

“**Other Events**” are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III to the Listing Regulations.

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Key Managerial Personnel**” (KMP) of the Company includes Executive Chairman, Managing Director, Chief Financial Officer and the Company Secretary, who may be authorized individually or collectively to disclose events to Stock Exchange(s).

4. Disclosure of events or information not later than 24 hours from the occurrence of such events or information:

(A) The following events / information specified in Para A of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality:

- (1) Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation / merger / demerger / restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean-

- (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that -
 - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- (2) Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- (3) Revision in Rating(s)
- (4) Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), **within 30 minutes** of the closure of the meeting, held to consider the following:
- (a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - (b) any cancellation of dividend with reasons thereof;
 - (c) the decision on buyback of securities;
 - (d) the decision with respect to fund raising proposed to be undertaken
 - (e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - (f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - (g) short particulars of any other alterations of capital, including calls;
 - (h) financial results;
 - (i) decision on voluntary delisting by the Company from stock exchange(s).
- (5) Agreements [viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company, agreement(s)/treaty(ies)/contract(s) with media companies] which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

- (6) Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
- (7) Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
- (8) Appointment or discontinuation of Share Transfer Agent.
- (9) Corporate debt restructuring.
- (10) One time settlement with a bank.
- (11) Reference to BIFR and winding-up petition filed by any party / creditors.
- (12) Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
- (13) Proceedings of Annual and extraordinary general meetings of the Company.
- (14) Amendments to memorandum and articles of association of Company, in brief.
- (15) Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

Note: If the Management is not in a position to disclose to the Stock Exchange(s) within 24 hours of the occurrence of the event or information, then it shall inform the Stock Exchange(s) as soon as it is possible with an explanation as to reason for delay in disclosing the said event or information.

(B) The following events / information specified in Para B of Part A of Schedule III to the Listing Regulations upon occurrence of which the Company shall make disclosure to the Stock Exchanges after following the guidelines as given in para 5 of this Policy regarding materiality:

- (1) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- (2) Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
- (3) Capacity addition or product launch.
- (4) Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts not in the normal course of business.
- (5) Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- (6) Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire, etc.), force majeure or events such as strikes, lockouts etc.
- (7) Effect(s) arising out of change in the regulatory framework applicable to the Company.
- (8) Litigation(s) / dispute(s) / regulatory action(s) with impact.
- (9) Fraud / defaults, etc. by Directors (other than key managerial personnel) or employees of Company.
- (10) Options to purchase securities including any ESOP / ESPS Scheme.
- (11) Giving of guarantees or indemnity or becoming a surety for any third party.
- (12) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

(C) Any other information / event viz., major development that is likely to affect business like-

- Emergence of new technologies
- Expiry of patents
- Any change of accounting policy that may have a significant impact on the account, etc. and brief details thereof.
- Any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

(D) In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B or C above, but which may have material effect on it, the Company shall make adequate disclosures of such event / information as specified by the Board from time to time.

The Management shall periodically bring to the attention of the Board of Directors of the Company, all information, events or materials which in its opinion has to be brought to the attention of the Members of the Stock Exchange(s).

5. Criteria for determination of materiality of events / information:

- (i) The omission of an event or information which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (ii) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.
- (iii) In case where the criteria specified in (i) and (ii) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of the Company, the event / information is considered material.

6. Authority for determination of materiality of events / information:

The Key Managerial Personnel (KMPs) consisting of the Executive Chairman, Managing Director, Director & Company Secretary and the Chief Financial Officer are jointly and severally authorized by the Board of Directors of the Company to determine the materiality of an event or information and to make disclosures to Stock Exchange(s) under the Listing Regulations, subject to such information being placed prior to or at the immediate Board Meeting held after the said information being made public.

7. Website Updation / Updates to Stock Exchange(s):

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under the Listing Regulations and such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter archived as per the Policy for Preservation of Documents (including Archival Policy) of the Company.

The Compliance Officer of the Company, with respect to the disclosure of any material event / information already made to the Stock Exchange(s), shall make disclosures updating material developments on a regular basis till such time the event is resolved / closed, with relevant explanations to the Board of Directors and to the Stock Exchange(s). Such updates shall also be hosted on the website of the Company.

The Compliance Officer shall provide specific and adequate reply to all the queries raised by the Stock Exchange(s) with respect to any event or information.

8. Authorization to KMPs to suo moto accept / deny reported event or information

The Key Managerial Personnel (KMPs) consisting of the Executive Chairman, Managing Director, Chief Financial Officer and the Company Secretary are hereby jointly and severally authorized to suo moto accept / deny any report event or information, which has been unauthorized made public by media or by any other means including but not limited to electronic means. They are further authorized to respond to the rumours amongst the general public, which has no basis or documentation, in a way which best protects the interests of the Company. Such action taken by the KMPs shall however, be brought to the attention of the Board of Directors at its immediately subsequent meeting.

9. Compliance Officer

The Compliance Officer for the purpose of complying with the provisions of the Listing Regulations shall be the Company Secretary of the Company.

10. Policy Review

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors.

11. Board's Approval

This policy was approved by the Board of Directors by means of a Circular Resolution dated 27th November, 2015.



TTK PRESTIGE LIMITED

Regd. Office: No.38, SIPCOT Industrial complex, Hosur - 635 126
CIN: L85110TZ1955PLC015049 Website: www.ttkprestige.com

POLICY FOR PRESERVATION OF DOCUMENTS **(including Archival Policy)**

(With Effect from 1st December, 2015)

1. Preface

The Board of Directors (the “**Board**”) of **TTK Prestige Limited** (the “**Company**”) has approved the following Policy (the “**Policy**”) of the Company for preservation of Documents / Records maintained by the Company either in Physical Mode or Electronic Mode (hereinafter referred to as the “**Documents**”). This Policy has been formulated in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”).

2. Purpose of the Policy

The purpose of this Policy is to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and to ensure that the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same. This Policy is also for the purpose of aiding employees of the Company in understanding their obligations in retaining and preserving the documents and records which are required to be maintained as per the applicable statutory and regulatory requirements.

3. Administration

The documents preservation schedule is attached as **Appendix-A**. The Compliance Officer of the Company (the “**Administrator**”) shall be in-charge of administration of this Policy and the implementation process and procedures to ensure that Documents Preservation Schedule is followed.

4. Procedure for disposal of Documents

The Documents of the Company which are no longer required as per the time schedule prescribed in **Appendix-A** may be destroyed. The Administrator may direct Employees in-charge, from time to time, to destroy the Documents which are no longer required as per the Documents Preservation Schedule given under **Appendix-A**. The details of the Documents destroyed by the Company shall be recorded in the Register for Disposal of Records to be kept by Employees who are disposing of the Documents in the format prescribed at **Appendix-B**.

5. Suspension of Documents disposal in the event of Litigation or Claims

In the event the Company is served with any Notice for documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, then the disposal of documents which are subject matter of Notice / Litigation, etc. shall be suspended till such time the matter is settled or resolved or disposed of. The Administrator shall immediately inform all Employees of the Company for suspension of further disposal of Documents.

6. Amendment

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit or from time to time and the decision of the Board in this respect shall be final and binding.

7. Policy Review

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to necessary approval of the Board of Directors.

8. Board's Approval

This policy was approved by the Board of Directors by means of a Circular Resolution dated 27th November, 2015.

DOCUMENTS PRESERVATION SCHEDULE

The Documents Preservation Schedule is organized as follows:

Section Topics

- A. Corporate Records
- B. Accounts and Finance
- C. Tax Records
- D. Legal Files and papers
- E. Property Records
- F. Projects Records
- G. Correspondence and Internal Memo
- H. Insurance Records
- I. Personnel Records
- J. Electronic Records

A. Corporate Records		
Sr. No.	Record Type	Preservation period
Documents to be retained permanently		
1	Statutory Registers	Permanent
2	Register of Members	Permanent
3	Index of Members	Permanent
4	Licenses and Permissions	Permanent
5	Statutory Forms except for routine compliance	Permanent
6	Scrutinizers Reports	Permanent
7	Common Seal Register	Permanent
8	Minutes Books of Board, Committees and General Meetings	Permanent
Documents to be retained for a minimum period of 8 years		
9	Annual Returns	8 years from the filing with the Ministry of Corporate Affairs
10	Attendance Registers – Board, Committees and General Meetings	8 Years
11	Office copies of Notice of General Meetings and related papers	8 Years
12	Office copies of Notice, Agenda, Notes on Agenda and other related papers of Board Meetings / Committee Meetings	8 Years

B. Accounts and Finance		
Sr. No.	Record Type	Preservation period
Documents to be retained permanently		
1	Annual Audit Reports and Financial Statements	Permanent
Documents to be retained for a minimum period of 8 years		
2	Books of Accounts, Ledgers and Vouchers	8 years from the end of Financial Year or after completion of assessment under applicable law, whichever is later.
3	Bank Statements	8 years
4	Investment Records	8 years

Miscellaneous		
5	Annual Plans and Budgets	3 years
6	General Correspondence	2 years

C. Tax Records		
Sr. No.	Records Type	Preservation period
Documents to be retained for a minimum period of 8 years		
1	Tax Exemption and Related documents	8 years
2	Payment challans	8 years
3	Excise Records	8 years from the end of the Financial Year or after completion of assessment under the applicable law, whichever is later.
4	Tax Deducted at Source Records	8 years from the end of Financial Year or after completion of assessment under the applicable law, whichever is later.
5	Income Tax Records	8 years from the end of Financial Year or after completion of assessment under applicable law, whichever is later.
6	Service Tax Records	8 years from the end of Financial Year or after completion of assessment under applicable law, whichever is later.

D. Legal Files and Records		
Sr. No.	Records Type	Preservation period
Documents to be retained permanently		
1	Court Orders	Permanent
Documents to be retained for a minimum period of 8 years		
2	Contracts, Agreements and Related correspondence (including any proposal that resulted in the contract and other supportive documentation)	8 years after termination or expiration of contracts
Miscellaneous		
3	Legal Memoranda and Opinions including subject matter files	3 years after the close of matter
4	Litigation files	3 year after close of the Litigations

E. Property Records		
Sr. No.	Records Type	Preservation period
Documents to be retained permanently		
1	Original Purchase and Sale Agreements / Deeds	Permanent
2	Property Card, Ownership records issued by Government Authority	Permanent

F. Project		
Sr. No.	Record Type	Preservation period
Miscellaneous		
1	Project Documents and Related correspondence (including any proposal of the Project and its approval)	3 years from the date of completion of the project

G. Correspondence and Internal Memo		
Sr. No.	Records Type	Preservation period
Documents to be retained for a minimum period of 8 years		
1	Those pertaining to non-routine matters or having significant lasting consequences	8 years
Miscellaneous		
2	Correspondence and memoranda pertaining to routine matters and having no significant impact, lasting consequences e.g. - Routine letters, notes that require no acknowledgement or follow-up such as inter office memo, letters for transmittal and plans for Meetings; - Letters of general enquiry and replies that complete cycle of correspondence; - Other letters of inconsequential subject matter or that definitely close correspondence to which no further reference will be necessary.	2 years

H. Insurance Records		
Sr. No.	Records Type	Retention period
Documents to be retained permanently		
1	Master Policies and related documents	Permanent
Miscellaneous		
2	Insurance Policies for moveable / immoveable assets, vehicles, etc.	2 years from the date of expiry. However, in case of any claims pending in respect of such policies, the same shall be preserved till the settlement of such claims.
3	Inspection / Survey Reports	2 years
4	Claim Records	12 months after settlement of the claims.

I. Personnel Records		
Sr. No.	Records Type	Retention period
Documents to be retained for a minimum period of 8 years		
1	Payroll Registers	8 years
2	Bonus, Gratuity and other Statutory Records	8 years
3	Time office Records and Leave Cards	8 years
4	Unclaimed Wages Records	8 years
Miscellaneous		
5	Employees Information Records	3 years after separation

J. Electronic Records		
Sr. No.	Records Type and Retention Period	
1.	Electronic Mail :	
	All E-mails from internal and external sources that are important and have significant impact and lasting consequences.	Permanent
	All E-mails from internal and external sources that are not important and have no significant impact and lasting consequences.	2 years
	- Staff will not store or transfer the Company related emails on non-work related computers except as necessary or appropriate with due approvals from the Central IT team and the respective Managers. - Staff will take care not to send confidential / proprietary information to outside sources. - Any e-mail that the staff deemed vital to the performance of their job should be copied to the staff's specific folder and/or printed and stored in the employee's workplace.	
2.	Electronic Documents including PDF files	
	- PDF documents – Can be a maximum period of 5 years. But the said document may be destroyed depending upon the completion of the job or its use coming to an end. - Text/ Formatted files: All word / excel / Power point files may be deleted once every year depending on the importance or lack of it.	
3.	Web page files	
	- To be retained for a period of 5 years as specified in the Listing Regulations. - To be archived by the I.T. Department with the support of the service provider for a period of 3 years after the initial period of five years of live page.	

APPENDIX – B

Sr. No.	Particulars of documents destroyed	Date and mode of destruction with the initials of Company Secretary or other authorized person