



TTK PRESTIGE LIMITED



Registered Office: Plot No. 38, SIPCOT Industrial Complex, Hosur - 635 126, Tamil Nadu; Tel. No.: +91 4344 276655;
 Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore - 560 025, Karnataka; Tel. No.: +91 80 2217 7438/39; Fax No.: +91 80 2227 7446; Email: investorhelp@ttkprestige.com; Corporate Identity Number (CIN): L85110TZ1955PLC015049; Website: www.ttkprestige.com; Contact Person: K. Shankaran, Director and Whole-time Company Secretary & Compliance Officer.

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TTK PRESTIGE LIMITED.

This public announcement ("Post Buyback PA") is being made in compliance with Regulation 19(7) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof ("Buyback Regulations"). This Post Buyback PA should be read in conjunction with the public announcement dated May 31, 2017 published on June 1, 2017 ("PA"), Corrigendum to Public Announcement dated June 14, 2017 published on June 15, 2017 ("Corrigendum to PA") and letter of offer dated June 30, 2017 ("Letter of Offer"). The terms used but not defined in this Post Buyback PA shall have the same meanings as assigned in the PA, Corrigendum to PA and the Letter of Offer.

1. THE BUYBACK

- 1.1. TTK Prestige Limited ("Company") had announced the Buyback up to 1,00,000 (One Lakh) fully paid-up equity shares of the Company of face value ₹ 10/- (Rupee Ten Only) each ("Equity Shares"), representing up to about 0.86% of the total number of Equity Shares of the Company, from all the equity shareholders/beneficial owners of the Company who holds Equity Shares as on the record date i.e. Friday, June 16, 2017 ("Record Date"), on a proportionate basis, through the tender offer using stock exchange mechanism ("Tender Offer"), at a price of ₹ 7,000/- (Rupees Seven Thousand Only) per Equity Share (including premium of ₹ 6,990/- per Equity Share) ("Buyback Price") for an aggregate maximum amount of up to ₹ 70,00,00,000/- (Rupees Seventy Crore Only) ("Buyback Size") excluding transaction costs such as brokerage, securities transaction tax, service tax, stamp duty, etc., ("Transaction Cost") ("Buyback"), which represents 8.40% of the fully paid-up equity share capital and free reserves (including securities premium) as per latest consolidated audited balance sheet of the Company for the financial year ended March 31, 2017, is within the statutory limits of 10% (Ten Percent) of fully paid-up share capital and free reserves (including securities premium) under the board of directors approval route as per the provisions of the Companies Act, 2013.
- 1.2. The Company had adopted the Tender Offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circulars no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, BSE notice no. 20170202-34 dated February 2, 2017 and BSE notice no. 20170210-16 dated February 10, 2017.
- 1.3. The Buyback opened on Thursday, July 13, 2017 and closed on Wednesday, July 26, 2017.

2. DETAILS OF BUYBACK

- 2.1. The total number of Equity Shares bought back under the Buyback were 1,00,000 Equity Shares (One Lakh) at a price of ₹ 7,000/- (Rupees Seven Thousand Only) per Equity Share.
- 2.2. The total amount utilized in the Buyback was ₹ 70,00,00,000/- (Rupees Seventy Crore Only) excluding Transaction Cost.
- 2.3. The Registrar to the Buyback i.e. Karvy Computershare Private Limited ("Registrar to the Buyback"), considered 2,405 valid bids for 10,70,689 Equity Shares in response to the Buyback resulting in the subscription of approximately 10.71 times of the maximum number of Equity Shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback^(*), are as follows:

Category of Shareholders	Number of Equity Shares reserved in the Buyback	Number of valid bids	Total Equity Shares validly tendered	% Response
a) Reserved category for Small Shareholders	15,000	2,237	28,373	189.15
b) General category for eligible equity shareholder other than the Small Shareholders	85,000	168	10,42,316	1,226.25
Total	1,00,000	2,405	10,70,689	1,070.69

**As per the certificate dated August 3, 2017 provided by the Registrar to the Buyback.*

- 2.4. All valid bids were considered for the purpose of acceptance in accordance with the Buyback Regulations, PA, Corrigendum to PA and the Letter of Offer. The communication of acceptance/rejection has been dispatched (through e-mail and/or physical mode) to the respective eligible equity shareholders, by the Registrar to the Buyback on August 4, 2017.
- 2.5. The settlement of all valid bids was completed by the Clearing Corporation on August 4, 2017. Clearing Corporation has made direct funds payout to Eligible Sellers holding Equity Shares in dematerialized form and Seller Members (on behalf of the Eligible Sellers holding Equity Shares in physical form) whose shares have been accepted under the Buyback. If Eligible Sellers bank account details were not available or if the funds transfer instruction were rejected by RBI / Bank, due to any reason, then such funds were transferred to the concerned Seller Members settlement bank account for onward transfer to their respective Eligible Sellers.
- 2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on August 4, 2017. For Equity Shares tendered in physical form, the share certificates in respect of unaccepted equity shares has been dispatched to the registered address of the respective eligible equity shareholder, by the Registrar to the Buyback on August 4, 2017.
- 2.7. The extinguishment of 99,977 Equity Shares in dematerialized form and 23 Equity Shares in physical form accepted under the Buyback are currently under process and shall be completed on or before August 11, 2017.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1. The capital structure of the Company, pre Buyback i.e. as on Record Date and post Buyback, is as follows:

Sr. No.	Particulars	Pre Buyback		Post Buyback [*]	
		Number of Equity Shares	Amount (₹ in Lakh)	Number of Equity Shares	Amount (₹ in Lakh)
1.	Authorized Equity Share Capital	1,50,00,000 Equity Shares of ₹ 10/- each	1,500.00	1,50,00,000 Equity Shares of ₹ 10/- each	1,500.00
2.	Issued and Subscribed Share Capital [*]	1,16,78,469 Equity Shares of ₹ 10/- each	1,167.85	1,15,78,469* Equity Shares of ₹ 10/- each	1,157.85
3.	Paid-up Share Capital [*]	1,16,51,169 Equity Shares of ₹ 10/- each	1,166.48	1,15,51,169* Equity Shares of ₹ 10/- each	1,156.48

**Includes 27,300 Equity Shares of ₹ 5/- paid-up, being forfeited by the Company and 9,979 Equity Shares allotted on December 22, 2016, pursuant to scheme of reconstruction and demerger of Triveni Bialelli Industries Private Limited ("Transferor Company") with the Company ("Transferee Company") to transfer the kitchen appliances division of the Transferor Company to Transferee Company. These Equity Shares are pending for listing with Stock Exchanges.*

**Subject to extinguishment of 99,977 Equity Shares held in dematerialized form and 23 Equity Shares held in physical form.*

- 3.2. Details of Eligible Sellers from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as under:

Sr. No.	Name of Eligible Sellers	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of post buyback Equity Shares
1.	T.T. Krishnamachari & Co. represented by its partners	52,338	52.34	0.45
2.	Axis Long Term Equity Fund	6,179	6.18	0.05
3.	WTCNAM Common Trust Funds Trust Emerging Markets	3,450	3.45	0.03
4.	T. Rowe Price International Discovery Fund	3,214	3.21	0.03
5.	Thiruvallur Thattai Jagannathan	2,702	2.70	0.02
6.	Thiruvallur Thattai Mukund	2,294	2.29	0.02
7.	Thiruvallur Thattai Venkatesh	2,277	2.28	0.02
8.	Thiruvallur Thattai Lakshman	2,246	2.25	0.02
9.	Emblem FII	1,644	1.64	0.01
10.	Desjardins Emerging Markets Opportunities Fund	1,597	1.60	0.01
Total		77,941	77.94	0.66

- 3.3. The shareholding pattern of the Company, pre Buyback i.e. as on Record Date and post Buyback, is as under:

Category of Shareholder	Pre Buyback		Post Buyback [*]	
	Number of Equity Shares	% to existing Equity Share Capital	Number of Equity Shares	% to post Buyback Equity Share Capital
Promoter	81,92,440	70.31	81,30,583	70.39
Foreign Investors (including Non Resident Indians, FIIs and Foreign Mutual Funds)	16,02,813	13.76	34,20,586	29.61
Financial Institutions/Banks and Mutual Funds promoted by Banks/Institutions	7,35,186	6.31		
Other (Public, Public bodies Corporate, etc.)	11,20,730	9.62		
Total	1,16,51,169	100.00	1,15,51,169	100.00

**Subject to extinguishment of 99,977 Equity Shares held in dematerialized form and 23 Equity Shares held in physical form.*

4. MANAGERS TO THE BUYBACK

 INGA CAPITAL PRIVATE LIMITED Naman Midtown, 21 st Floor, 'A' Wing, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013, Maharashtra. Tel. No.: +91 22 4031 3489; Fax No.: +91 22 4031 3379; Contact Person: Ashwani Tandon; Email: ttk.buyback@ingacapital.com; Website: www.ingacapital.com; SEBI Registration No.: INM000010924; CIN: U74140MH1999PTC122493	 AMBIT CAPITAL PRIVATE LIMITED Acumen of work Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra. Tel. No.: +91 22 3982 1819; Fax No.: +91 22 3982 3020; Contact Person: Aanchal Agarwal; Email: ttkprestige.buyback@ambit.co; Website: www.ambit.co; SEBI Registration No.: INM000012379; CIN: U74140MH1997PTC107598
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5. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback PA or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of TTK Prestige Limited

Sd/-
Jagannathan Thattai Thiruvallur
Chairman &
Whole-time Director
DIN: 00191522

Sd/-
Chandru Kalro
Managing
Director
DIN: 03474813

Sd/-
K. Shankaran
Director, Whole-time
Company Secretary & Compliance Officer
Membership No.: F1976
DIN: 00043205

Date : August 5, 2017
Place : Bangalore

PRESSMAN

Size: 16(w) x 47(h)