

Corporate Office: Nagarjuna Castle, 1/1 & 1/2, Wood Street, Ashok Nagar, Richmond Town, Bangalore – 560 025
Phone: 080-22217438/39, Email: ttkcorp@ttkprestige.com
Website: www.ttkprestige.com CIN: L85110TZ1955PLC015049

March 27, 2024

National Stock Exchange “Exchange Plaza”, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. Scrip Symbol : TTKPRESTIG	BSE Limited 27th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code : 517506
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Dear Sirs,

Sub: Postal Ballot Notice.

Please find enclosed the Postal Ballot Notice dated March 18, 2024 along with Explanatory Statement thereof seeking approval of the shareholders on the following matters through Special Resolutions:

1. Appointment of Ms. Akila Krishnakumar (DIN: 06629992), as an Independent Director of the Company.
2. Reappointment of Mr. K Shankaran [DIN: 00043205] as a Wholetime Director of the Company.

The aforesaid Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, March 22, 2024, on their registered email address.

Further, please find below the Schedule of events for Postal Ballot:

Sl. No.	Activity	Date
1.	Cut-off date/Benpos date for sending notice to the shareholders	March 22, 2024
2.	Voting start date	March 29, 2024
3.	Voting end date	April 27, 2024
4.	Scrutinizers Report	On or before April 29, 2024
5.	Declaration of results	On or before April 29, 2024

This is for your information and records.

The said Postal Ballot Notice will also be made available on the website of the Company www.ttkprestige.com

Thanking you,

Yours faithfully,

For **TTK Prestige Limited**,

Manjula K V
Company Secretary



TTK PRESTIGE LIMITED

(CIN: L85110TZ1955PLC015049)

Regd. Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu
Corporate Office: Nagarjuna Castle, #1/1 & 1/2, Wood Street, Richmond Town, Bengaluru – 560 025
Website: www.ttkprestige.com | Email: investorhelp@ttkprestige.com | Telephone: 080-68447100

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of TTK Prestige Limited (“the Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standards-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-Voting vide General Circular bearing Nos.14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2022 dated 05/05/2022 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 3/2022 dated 05.05.2022, 11/2022 dated 28.12.2022 and 09/2023 dated 25/09/2023& Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “the Circulars”) to transact the Special Business as set out hereunder by passing Special Resolutions by way of Postal Ballot by voting through electronic means only (“remote e-Voting”).

In compliance with the requirement of the Circulars, the Company will send Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-Voting system. The physical Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will therefore not be sent to the Members for this Postal Ballot.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the said Resolutions, setting out material facts and the reason for the resolution is also annexed. You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent through Postal Ballot by remote e-Voting facility provided by the Company.

The Board of Directors at its meeting held on March 18, 2024, have appointed Mr. Parameshwara G Hegde (Membership No. FCS 1325/CP No. 640), Company Secretary in Practice to be the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged KFin Technologies Limited (“KFIN”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

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

Commencement of e-voting period	9.00 a.m. IST on March 29, 2024
Conclusion of e-voting period	5.00 p.m. IST on April 27, 2024
Cut-off date for eligibility to vote	March 22, 2024

The e-voting facility will be disabled by KFIN immediately after 5.00 p.m. IST on April 27, 2024,

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny. The Results will be announced within two working days from the last date specified by the Company for e-Voting.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer’s Report will be posted on the Company’s website www.ttkprestige.com and will

be intimated to the Stock Exchanges where the shares of the Company are listed.

The Resolutions, if passed by requisite majority shall be deemed to have been passed on **April 27, 2024** being the last date specified by the Company for e-Voting.

RESOLUTIONS:

1. Appointment of Ms. Akila Krishnakumar (DIN: 06629992), as an Independent Director of the Company:

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment thereof for the time being in force], the Companies (Appointment and Qualifications of Director) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time and in accordance with the provisions of Articles of Association of the Company and being eligible for appointment as an Independent Director who has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director and based on the recommendation of the Nomination and Remuneration Committee, Ms. Akila Krishnakumar (DIN: **06629992**), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from May 01, 2024 up to April 30, 2029 (both days inclusive) AND THAT she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution.”

2. Reappointment of Mr K Shankaran [DIN: 00043205] as a Wholetime Director of the Company:

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder read with Schedule V to the Act [including any statutory modifications) and re-enactment(s) thereof, for the time being in force] and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof), the Articles of Association of the Company and on the basis of the recommendation and approval of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”) respectively, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. K Shankaran [DIN – 00043205] as Whole time Director of the Company for a further period from April 01, 2024 till the conclusion of the ensuing Annual General Meeting to be held in the calendar year 2024 on the remuneration and other terms and conditions of appointment as set out in the Explanatory Statement attached to the Notice of the Postal Ballot.

RESOLVED FURTHER THAT the approval of the Members be and is also hereby accorded pursuant to Section 196(3)(a) of the Companies Act, 2013 to Mr K Shankaran to hold and continue to hold office as Wholetime Director of the Company notwithstanding that he has attained the age of 70 years.

RESOLVED FURTHER THAT during his tenure if the Company incurs any loss or inadequacy of profits, the above remuneration consisting of the salary, allowances, perquisites, benefits shall be paid as minimum remuneration to Mr K Shankaran, subject to the ceiling prescribed for the time being under Schedule V to the Act or any statutory modification(s) and re-enactment(s) thereof.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution.”

BY ORDER OF THE BOARD

**Place: Bengaluru
Date : March 18, 2024**

**Manjula K V
Company Secretary**

Registered Office:

**Plot No. 38, SIPCOT Industrial Complex,
HOSUR – 635 126, Tamil Nadu.**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository (ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date i.e., 22/03/2024. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. For receiving copy of Postal Ballot Notice, Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with M/s Kfin Technologies Limited., the Registrar and Transfer Agent of the Company.

The Notice shall also be uploaded on the website of the Company at www.ttkprestige.com and on the website of BSE Limited at www.bseindia.com, NSE India Limited at www.nseindia.com. All the Members of the Company as on the cut-off date shall be entitled to vote, in accordance with the process specified in this Notice.

3. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till 27/04/2024. Members seeking to inspect can send an e-mail to the Company at investorhelp@ttkprestige.com.
4. Procedure for registering the e-mail addresses and obtaining the Postal Ballot Notice by the Members whose e-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with Company / RTA (in case of Members holding shares in physical form)

For Physical Members: Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register their mobile numbers and postal address with PIN for their corresponding folio numbers. To avail online services, the security holders can register e-mail ID.

Holders can register/update their contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link <https://kprism.kfintech.com/>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For Demat Members For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

5. Information and other instructions relating to e-Voting system:

- To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by KFin Technologies Limited in respect of the businesses to be transacted through Postal Ballot process.
- The Board of Directors at its meeting held on March 18, 2024, have appointed Mr. Parameshwara G Hegde (Membership No. FCS 1325/CP No. 640), Company Secretary in Practice, as the Scrutinizer for conducting Postal Ballot process through remote e-Voting in a fair and transparent manner and he has communicated his willingness for the same.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on 22/03/2024 being the "cut-off" date. Members of the Company holding shares either in

physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting.

- 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.) 22/03/2024 only shall be entitled to avail the facility of e-Voting.
- The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced within two working days of the conclusion of the e-voting.
- The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, the 27/02/2024, being the last date specified by the Company for e-voting.
- The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.ttkprestige.com.
- The voting period will commence from 29/03/2024, at 09.00 a.m. IST and end on 27/04/2024, at 5.00 p.m. IST. During this period, the Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date 22/03/2024 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

6. Procedure for Remote E-Voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. **The remote e-Voting period commences at 9.00 a.m. IST on Monday, 29/03/2024 and ends at 5.00 p.m. IST on 27/04/2024.**
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode."
- viii. **The details of the process and manner for remote e-Voting explained herein below:**
 - Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ul style="list-style-type: none"> • Visit URL: https://eservices.nSDL.com • Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. • On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting.” • Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ul style="list-style-type: none"> • To register click on link: https://eservices.nSDL.com • Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReq.jsp • Proceed with completing the required fields. • Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ul style="list-style-type: none"> • Open URL: https://www.evoting.nSDL.com/ • Click on the icon “Login” which is available under ‘Shareholder/Member’ section. • A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. • Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, (i.e.) KFinTech. • On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> 1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: <ul style="list-style-type: none"> • Type in the browser / Click on the following links to login: www.cdslindia.com and click on Login icon and select ‘My Easi New’ (best operational in Internet Explorer 10 or above and Mozilla Firefox) • Login with your registered user id and password. • You will see the Company name – ‘Entertainment Network (India) Limited’ on the next screen. Click on the e-voting link available against ‘Entertainment Network (India) Limited’ or select e-voting service provider i.e., ‘KFinTech’ and you will be redirected to the e-voting page of KFinTech for casting your vote during the remote e-voting period. 2. User not registered for Easi/Easiest facility of CDSL may follow the following procedure: <ul style="list-style-type: none"> • To register, type in the browser / Click on the following link: www.cdslindia.com and click on Login icon and select ‘My Easi New’. • Proceed to complete the registration using your DP ID- Client ID (BO ID) etc. • After successful registration, please follow steps given at Serial number 1 above to cast your vote. 3. User may directly access the e-voting module of CDSL as per the following procedure: <ul style="list-style-type: none"> • Type in the browser / Click on the following links: www.cdslindia.com and click on E-Voting or / https://evoting.cdslindia.com/Evoting/EvotingLogin • Provide your demat Account Number and PAN No. • The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. • On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against the Company Name: ‘Entertainment Network (India) Limited’ or select e-voting service provider ‘KFinTech’ and you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against the Company Name: 'TTK Prestige Limited' or e-voting service provider – 'KFintech' and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **7937**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., **7937** and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer. Resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer’s decision on the validity of e-voting shall be final. As indicated earlier, the results will be published on the website of the Company (www.ttkprestige.com) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed. Scrutinizer’s Report along with voting results will also be posted on the website of KFintech at <https://evoting.kfintech.com>.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact N Shivakumar, at evoting@kfintech.com or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22/03/2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

Additional Information of Director with regard to appointment, as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI:

1. MS. AKILA KRISHNAKUMAR

Nature of Appointment	Appointment as a Director (under Non-Executive / Independent category)	
Name of the Director	Ms. Akila Krishnakumar	
Director Identification Number (DIN)	06629992	
Date of Birth and Age	31/03/1962 – 61 years	
Date of first appointment on the Board	She is being appointed for the first term w.e.f May 1, 2024	
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> Ms. Akila Krishnakumar is a Graduate from Birla Institute of Technology and Science, Pilani and also holds a master’s degree in management studies. She has over 30 years of experience in software product development for financial services and education markets worldwide. She is the founding partner of India’s first venture philanthropy organization - Social Venture Partners and along with her family, has set up the MELA Foundation – an organization that supports innovative ideas in the areas of Ageing, Environment, Learning and Mental health. She has chaired many business and industry associations in her career. She has also won several awards and accolades including being among the top 5 women leaders in the Indian technology industry for many years and was also listed amongst the “50 Most Powerful Business Women in India”. 	
No. of Board Meetings attended during the year as a Director.	Not Applicable	
Directorships held in listed entities (along with listed entities from which the person resigned in the past three years)*	Name of the Listed Entities	Category
	IndusInd Bank Limited	Independent Director
	Matrimony.com Limited	Independent Director
	Hitachi Energy India Limited	Independent Director
	Name of the Unlisted Entity	
	Brookprop Management Service Private Limited	Independent Director

	*Resigned in the past three years		
	Bharat Financial Inclusion Limited w.e.f. 13.12.2023		
	Medwell Ventures Private Limited w.e.f. 19.4.2023		
Memberships / Chairmanships of Committees of other Boards	Name of the Listed Entities	Name of the Committee	Position
	IndusInd Bank Limited	Audit Committee	Member
	IndusInd Bank Limited	N R C	Chairperson
	IndusInd Bank Limited	C S R	Chairperson
	Hitachi Energy India Limited	Audit Committee	Member
	Hitachi Energy India Limited	N R C	Chairperson
	Hitachi Energy India Limited	C S R	Chairperson
	Matrimony.com Limited	N R C	Member
Matrimony.com Limited	Risk Management Committee	Member	
Remuneration last drawn	Not Applicable		
Remuneration sought to be paid	She will be entitled to Sitting Fees and the Commission, as may be decided by the Board of Directors for all such Directors from time to time, within the limits prescribed under the Companies Act, 2013.		
Shareholding in the Company	Nil		
Skills and Capabilities for the role of Independent Director	<p>Software product development and domain expertise in financial services, expertise in operational excellence programs, global R&D and operations footprint, developing employees for leadership and management roles.</p> <p>She received the SunGard chairman's club award for a record 5 times in 6 years.</p> <p>She has chaired many business and industry associations in her career. She has also won several awards and accolades including being among the top 5 women leaders in the Indian technology industry for many years and was also listed amongst the 50 Most Powerful Businesswomen in India.</p>		
Relationship with other Directors and Key Managerial Personnel of the Company	Nil		

2. MR. K SHANKARAN

Nature of Appointment	Reappointment as a Whole time Director
Name of the Director	Mr. K Shankaran
Director Identification Number (DIN)	00043205
Date of Birth and Age	11/11/1953 – 70 years
Date of first appointment on the Board	He was first appointed as Whole time Director w. e. f. April 01, 2019 for a term of 5 years.

Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<p>Mr. K. Shankaran is a qualified Cost & Management Accountant and Company Secretary. He has been the Whole-time Secretary of the Company from 1990 to October 2023.</p> <p>He was inducted as a Director on the Board in the year 1993.</p> <p>Mr. K. Shankaran has industry experience of more than 42 years.</p> <p><u>Nature of experience in specific areas:</u> Finance, Taxation, Corporate laws/Legal, Corporate Governance, Human Resource and General Business Management.</p>												
No. of Board Meetings attended during the year as a director.	6 (Six). All the meetings held during the year 2023-24												
Directorships held in listed entities (along with listed entities from which the person resigned in the past three years)*	<p>TTK Healthcare Limited</p> <p>* He has not resigned from any listed entities for the past three years.</p>												
Memberships / Chairmanships of Committees of other Boards	<p>In TTK Healthcare Limited</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholder Relationship Committee.</td> <td>Chairman</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Committee	Position	Audit Committee	Member	Stakeholder Relationship Committee.	Chairman	Risk Management Committee	Member	CSR Committee	Member	Nomination & Remuneration Committee	Member
Name of the Committee	Position												
Audit Committee	Member												
Stakeholder Relationship Committee.	Chairman												
Risk Management Committee	Member												
CSR Committee	Member												
Nomination & Remuneration Committee	Member												
Remuneration last drawn	Rs. 384.44 lacs in FY 2022-23												
Remuneration sought to be paid	For details of remuneration sought to be paid, please refer Page No.11 of this Notice. He will be entitled to the same remuneration being paid to him at present.												
Shareholding in the Company	16090 shares												
Skills and Capabilities for the role of Independent Director	Not Applicable												
Relationship with other Directors and Key Managerial Personnel of the Company	Nil												

BY ORDER OF THE BOARD

Place: Bengaluru
Date : March 18, 2024

Manjula K V
Company Secretary

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

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SEBI (LODR) REGULATIONS, 2015:

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

ITEM NO. 1: Appointment of Ms. Akila Krishnakumar (DIN: 06629992), as an Independent Director of the Company:

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors, at their meeting held on March 18, 2024, based on the recommendations of the Nomination and Remuneration Committee have decided to appoint Ms. Akila Krishnakumar (DIN: 06629992), as an Independent Director, subject to the approval of the Shareholders, for a term of 5 consecutive years-with effect from May 01, 2024 and not liable to retire by rotation.

Ms. Akila Krishnakumar (DIN: 06629992) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"). The Company has received requisite declarations from Ms. Akila Krishnakumar as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company, and
- (vi) Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with TTK Prestige Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board, Ms. Akila Krishnakumar fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Ms. Akila Krishnakumar as an Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Akila Krishnakumar as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Akila Krishnakumar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from May 1, 2024.

The copy of draft letter of appointment of Ms. Akila Krishnakumar setting out the terms and conditions of her appointment is available electronically for inspection by the members.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars for Ms. Akila Krishnakumar including her profile and specific areas of expertise are given in this Notice.

Except Ms. Akila Krishnakumar, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the resolution as set out at **Item No.1** of this Notice for approval of the members of the Company as a Special Resolution.

ITEM NO. 2: Reappointment of Mr K Shankaran [DIN: 00043205] as a Wholetime Director of the Company:

Mr. K Shankaran joined TTK Prestige Limited during the year 1990 as Wholetime Company Secretary.

He was inducted on the Board in the year 1993 as a Non-Executive Director and was subsequently appointed as wholetime director of the company for the period of 5 years from 1.4.2019 to 31.3.2024 and his term as a whole-time director ends on March 31, 2024. He has been holding the office of director liable to retire by rotation pursuant to Sec.152(6) of the Companies Act, 2013 and is liable to retire by rotation at the ensuing Annual General Meeting to be held during calendar year 2024.

Considering that since expiry of his term coincides with financial year end and continuation of his services for few more months would facilitate smooth annual closing and also smooth transition, the Board, at its meeting held on March 18, 2024, based on the recommendation made by the Nomination and Remuneration Committee at its meeting held on September 13, 2023, has approved the re-appointment of Mr K Shankaran as Wholetime Director of the Company with effect from April 01, 2024 till the conclusion of the ensuing Annual General Meeting subject to the approval of the shareholders.

The resolution seeks the approval of the shareholders for reappointment of Mr K Shankaran as a wholetime director for a further period of from April 01, 2024, to the conclusion of the ensuing AGM.

Since Mr. Shankaran has also attained the age of 70 years, the necessary approval of shareholders to his holding and continue to hold office as whole time director also sought to be accorded in terms of section 196 (3) of the Companies Act 2013 by passing the resolution as a Special Resolution.

The remuneration and other terms and conditions of appointment, as are existing and proposed to be paid are set out below:

A	Salary	Rs. 4,00,000 per month	
B	1	Housing	House Rent Allowance of 60% of the salary.
	2	Gas, Water & Electricity	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary.
	3	Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children, and dependents
	4	Leave Travel Assistance	For self and family, to and fro airfare to any place in India once a year.
	5	Club Fees	Fees for one club not including admission and life membership fee.
	6	Personal Accident Insurance	Personal accident cover, as per the rules of the company
C	Other Benefits		
	1	Provident Fund contribution	As per rules of the company
	2	Superannuation contribution	As per rules of the company
	3	Leave and Leave encashment benefits	As per rules of the company
	4	Gratuity	As per rules of the company
	5	Hospitalization	As per rules of the company
D	1	Car	Free use of Company maintained car with driver.
	2	Telephone	Telephone at residence
E	Performance Bonus/Commission		A minimum of 0.75% of the net profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013. The rate of Commission will stand increased to 1.25% if the said net profits in any financial year exceeds 130% of the net profits of the preceding financial year

The above remuneration exclusive of commission shall be paid to Mr. K Shankaran as minimum remuneration in the event of the Company incurring loss or inadequacy of profits in any financial year during his tenure in accordance with the provisions of Schedule V of the Companies Act, 2013 or any statutory modifications thereof.

The Board recommends the resolution as set out at **Item No.2** of this Notice for approval of the members of the Company as a Special Resolution. The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

Except Mr. K Shankaran to whom the resolution relates, no other Director, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

BY ORDER OF THE BOARD

Place: Bengaluru
Date: March 18, 2024

Manjula K V
Company Secretary

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