

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 68th Annual General Meeting (AGM) of the members of TTK PRESTIGE LIMITED will be held on Wednesday, the August 21, 2024 at 11.00 a.m. IST through Video Conferencing / Other Audio Visual Means (VC) / (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend

To declare a dividend of ₹ 6/- (Rupees Six Only) per equity share of Face Value of ₹ 1/- each for the financial year ended March 31, 2024.

3. Appointment of Mr. T. T. Raghunathan (DIN: 00043455) as a director liable to retire by rotation

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. T. T. Raghunathan (DIN: 00043455), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Ratification of Remuneration Payable to Cost Auditor for Financial Year 2024-25

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the remuneration payable to Ms. Jayanthi Hari, Cost Accountant, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, amounting to ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand only) (excluding all taxes and reimbursement of out-of-pocket expenses) be ratified and confirmed;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Payment of remuneration to Mr. T. T. Venkatesh

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), the approval of the Company be and is hereby accorded for payment of remuneration by way of salary or otherwise up to ₹ 1,00,00,000 (Rupees One crore only) per annum including perquisites, benefits, amenities and facilities, as applicable / payable to other Company executives as per the policy of the Company to Mr. T. T. Venkatesh, General Manager, and thereby his holding the office or place of profit as such in the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee of the Board be and are hereby authorised to vary, alter or modify and/or to refix the aforesaid remuneration to Mr. T. T. Venkatesh, as per the remuneration policy of the Company from time to time within the limits aforesaid and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related thereto.”

6. Appointment of Mr. R. Srinivasan (DIN: 00043658) as the Director of the Company (Category: Non-Executive Non-Independent)

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI(LODR)) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, **Mr. R Srinivasan (DIN: 00043658)** in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the approval of the Members be and is also hereby accorded pursuant to Regulation 17(1A) of SEBI(LODR) to Mr. R Srinivasan to hold and continue to hold office as Non-Executive Director of the Company notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT any Director or the Company Secretary 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.”

7. Appointment of Mr. Venkatesh Vijayaraghavan (DIN No. 08129890) as Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Venkatesh Vijayaraghavan (DIN No. 08129890) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member intending to propose him as Director of the Company, be and is hereby appointed as a Director of the Company with effect from September 01, 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby 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.”

8. Appointment of Mr. Venkatesh Vijayaraghavan (DIN No. 08129890) as Wholetime Director of the Company and designated as Wholetime Director and Chief Executive Officer w.e.f. September 01, 2024 and as Managing Director of the Company and designated as Managing Director and Chief Executive Officer w.e.f. October 01, 2024

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Venkatesh Vijayaraghavan (DIN No. 08129890) as the Whole-time Director of the Company in the designation of Whole-time director and Chief Executive Officer (KMP) w.e.f. September 01, 2024 and as the Managing Director and Chief

Executive Officer,(KMP) with effect from October 01, 2024 for a period of Five (5) years from September 01, 2024 to August 31, 2029, on the remuneration and other terms and conditions as set out in detail in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of the Board, be and are hereby authorised to alter or vary the terms and conditions of appointment and/or remuneration of Mr. Venkatesh Vijayaraghavan subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution without being required to seek any further consent or approval of the Members of the Company.”

9. Appointment of Mr. Saranyan Rajagopalan (DIN No. 06480857) as Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 152, and other applicable provisions of the Companies Act 2013 (the Act) and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Saranyan Rajagopalan (DIN No. 06480857) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the company with effect from September 1, 2024 liable to retire by rotation

RESOLVED FURTHER THAT the Board be and is hereby 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.”

10. Appointment of Mr. Saranyan Rajagopalan (DIN No. 06480857) as Whole-time Director of the Company and designated as Whole-time Director and Chief Financial Officer

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Saranyan Rajagopalan (DIN No. 06480857) as the Whole-time Director of the Company in the designation of Whole-time Director and Chief Financial Officer (KMP) for a period of Five (5) years from September 01, 2024 to August 31, 2029, on the remuneration and other terms and conditions as set out in detail in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of the Board, be and are hereby authorised to alter or vary the terms and conditions of appointment and/or remuneration of Mr. Saranyan Rajagopalan subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution without being required to seek any further consent or approval of the Members of the Company.”

11. Remuneration Payable to Mr. T. T. Jagannathan – Non-Executive Chairman

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

“**RESOLVED THAT** the consent of the Company be and is hereby accorded pursuant to Regulation 17 (6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR) as amended up to date and any other applicable provisions thereof, to the payment of remuneration of ₹ 2.86 Crores notwithstanding that the amount is in excess of 50% of the aggregate remuneration paid to all other non-executive directors.”

Place: Bengaluru
Date : May 28, 2024

By the order of the Board
Sd/-

MANJULA K.V.
Company Secretary
Membership No: A52355

TTK Prestige Limited

Registered Office:
Plot No. 38, SIPCOT Industrial Complex,
HOSUR – 635 126,
Tamil Nadu.
CIN: L85110TZ1955PLC015049
Email: investorhelp@ttkprestige.com
Website: www.ttkprestige.com

NOTES:

Pursuant to General Circular numbers 14/2020,17/2020, 20/2020, 2/2021, 2/2022 and 10/2022, 11/2022, 09/2023 issued by the Ministry of Corporate Affairs (MCA) and SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4,SEBI/HO/CFD/PoD2/CIR/P/2023/120 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), allows the companies to hold AGMs through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the 68th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

1. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the Financial Year 2023-24 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/ Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at www.ttkprestige.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. The Company has published a Public Notice by way of advertisement in Tamil Language, the principal vernacular language of Tamilnadu and in English language in an English newspaper with the required details of 68th AGM, for information of the Members.

However, the Members shall place the request to the Company for getting the physical copy of the Annual Report.

2. The Company has availed the services of KFin Technologies Limited, (KFinTech) Registrar and Share Transfer Agent of the Company, as the authorised agency for conducting the AGM through VC/OAVM and providing e-voting facility.
3. Though a member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC/OAVM pursuant to the Circulars.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.

6. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
7. The Register of Members and the Share Transfer Books of the Company will remain closed on **August 15, 2024** for the purpose of AGM and payment of dividend.
8. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from **September 12, 2024**, to those Members whose names stand registered on the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business hours on Wednesday, **August 14, 2024** as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
 - b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Wednesday, **August 14, 2024**
9. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 12 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends by the Company are credited to the Member's account on time.

10. Members who have not yet encashed the dividend warrant(s) from the financial year ended March 31, 2017 (as detailed below) onwards (as detailed below) are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

Financial Year Ended	Due Date of Transfer
March 31, 2017 - Final	15.09.2024
March 31, 2018	29.08.2025
March 31, 2019	16.09.2026
March 31, 2020	26.09.2027
March 31, 2021 - Interim	16.12.2027
March 31, 2021 - Final	12.08.2028
March 31, 2022 - Interim	08.03.2029
March 31, 2022 - Final	05.08.2029
March 31, 2023	03.09.2030

It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the year ended March 31, 2017 (Interim Dividend) have been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.ttkprestige.com and Ministry of Corporate Affairs at www.mca.gov.in Members are requested to contact KFin Technologies Limited (KFintech), Unit: TTK Prestige Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032. Telangana, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed / un-paid dividends.

11. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents at the address mentioned above or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.
12. As part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with KFintech in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address.
13. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of all Directors seeking appointment or re-appointment at this Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
14. As per the provisions of section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA,

KFin Technologies Limited, in case the shares are held in physical form.

15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. SEBI vide its notification dated January 24, 2022, further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form to eliminate all risks associated with physical shares, the Members are requested to convert their physical holdings into dematerialized form. In this regard, the Members may contact the Depository Participant of their choice.
16. Effective April 01, 2020, dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to inward.ris@kfintech.com on or before **August 13, 2024**. Further no tax shall be deducted on the dividend payable to a resident individual shareholders if the total amount of dividend to be received from the Company during a Financial Year does not exceed 5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Register of the Company, the tax will be deducted at a higher rate of 20%, instead of 10%.

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. Tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card if any, allotted by Indian Income Tax Authorities duly self-attested by the member.
- Copy of Tax Residency Certificate [TRC] for the FY 2023-24 obtained from the revenue authorities of country of tax residence duly attested by the member.
- Self-Declaration in Form 10-F.
- No-PE [permanent establishment] certificate.
- Self-Declaration of beneficial ownership by the non-resident shareholder.
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

Kindly note that the aforementioned documents should be uploaded with KFin Technologies Limited, the Registrar and Share Transfer Agent ("KFin") at <https://ris.kfintech.com/form15> or emailed to inward.ris@kfintech.com on or before

August 13, 2024. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 1961.

In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable Surcharge and Cess.

17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **August 21, 2024**. Members seeking to inspect such documents can send an email to investorhelp@ttkprestige.com.
18. Updation of Members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or KFinTech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
19. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
20. During FY 2023-24, SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at www.ttkprestige.com >> Smart ODR
21. **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 09, 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 09, 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 **Sunday, August 18, 2024** and ends at 5.00 p.m. IST on **Tuesday, August 20, 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 meeting for Individual shareholders holding securities in demat mode".
- viii. The details of the process and manner for remote e-Voting and e-AGM are 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.
 - Step 3: Access to join virtual meetings (e-AGM) of the Company on KFinTech system to participate in e-AGM and vote at the AGM.

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: <ol style="list-style-type: none"> a. Visit URL: https://eservices.nsdl.com b. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d. 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 <ol style="list-style-type: none"> a. To register click on link : https://eservices.nsdl.com either on Personal Computer or on a Mobile b. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Proceed with completing the required fields. d. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> a. Open URL: https://www.evoting.nsdl.com either on Personal Computer or on a Mobile b. Click on the icon "Login" which is available under 'Shareholder/Member' section. c. 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. d. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech. e. 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. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> a. 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) b. Login with your registered user id and password. c. The user will see the e-Voting Menu. The Menu will have links of E.S.P i.e., KF intech e-Voting portal. d. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi / Easiest <ol style="list-style-type: none"> a. To register, type in the browser / Click on the following link: www.cdslindia.com and click on Login icon and select 'My Easi New'. b. Proceed to complete the registration using your DP ID- Client ID (BO ID) etc. c. After successful registration, please follow steps given at Serial number 1 above to cast your vote. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> a. Type in the browser / Click on the following links: www.cdslindia.com and click on E-Voting or / https://evoting.cdslindia.com/Evoting/EvotingLogin b. Provide your demat Account Number and PAN No. c. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. d. After successful authentication, user will be provided links for the respective ESP, i.e., KF intech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-voting facility. II. 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. III. 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.

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.

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

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be

EVEN (E-Voting Event Number) XXXX, 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.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., XXXX AGM" and click on "Submit"
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to 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.
 - x. 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 to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizer.ttk@gmail.com with a copy marked to evoting@kfintech.com and investorhelp@ttkprestige.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting@kfintech.com> or call KFin on 1800 309 4001 (toll free).

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID

- and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investorhelp@ttkprestige.com. Questions / queries received by the Company till **August 18, 2024** shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **10 a.m. on August 17, 2024 5.00 p.m. to August 18, 2024**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from **10 a.m. on August 17, 2024 to 5.00 p.m. on August 18, 2024**.
- III. 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 Mr. Shivakumar at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, **August 14, 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.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- VII. The Board of Directors has appointed Mr. Parameshwara G Hegde, (Membership No. FCS 1325 / CP No. 640, Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- VIII. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The results declared along with the Scrutinizer's report shall be communicated to the stock exchanges and RTA and will also be displayed on the Company's website within 48 hours after the completion of the AGM.
- IX. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
- X. Procedure for Registration of email and Mobile: securities in physical mode.
- Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the 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://ris.kfintech.com/clientservices/isc/default.aspx#>
Detailed FAQ can be found on the link:
<https://ris.kfintech.com/faq.html>
- 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.

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Forming part of the Notice of the AGM)

Nature of Appointment	Retirement by Rotation and seeking re-appointment	Appointment as a Director	Appointment as a Wholetime Director	Appointment as a Wholetime Director
Name of the Director	Mr. T. T. Raghunathan	Mr. R. Srinivasan	Mr. Venkatesh Vijayaraghavan	Mr. R. Saranyan
Director Identification Number (DIN)	00043455	00043658	08129890	06480857
Date of Birth and Age	08/07/1952 71 years	10/09/1941 82 years	21/11/1972 51 years	25/06/1965 58 years
Date of first appointment on the Board	30/11/1984	On the Board since 09/10/2000 and as an Independent Director from 22/08/2014	NA	NA
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> • He is a Commerce Graduate. • He is the Vice Chairman of TTK Group of Companies. • He has been on the Board of the Company since 1995. • He has vast industrial experience spanning over more than four decades. • His areas of expertise includes Sales, Marketing & Distribution, Consumer Behaviour, Business Promotion & Strategy, Joint Venture Relations and General Management. 	<ul style="list-style-type: none"> • He is Graduate BE (Hons). • He is an independent professional having vast industrial experience and also a Management Consultant. • He has been on the Board of the Company since 2000. 	<ul style="list-style-type: none"> • He is a Chemical Engineer from Anna University, Chennai, with an Executive Management Program from Tepper School of Management, Carnegie Mellon University & a PGD-MM from Times School of Marketing, Delhi. He has an exciting learning & leadership journey of over 27 years spanning across FMCG, Telecom and Manufacturing. • His last stint has been with CavinKare Private Limited as CEO & Board Director for a period of 5 years and joined TTK Prestige Ltd in Jan 2024 as its CEO. 	<ul style="list-style-type: none"> • He is graduate in Mathematics and Member of Institute of Chartered Accountants of India. • 30+ years of experience in manufacturing industries providing strategic and operations leadership with verifiable year-after-year success achieving revenue, profit and business growth. • He was working with Sanmar Group and Ford India before joining TTK Group in 2008. • He is working as the Chief Financial Officer of the Company since Oct 2020
No. of Board Meetings attended during the year as a Director	5 meetings out of six	All the six meetings	Not Applicable	Not Applicable
Memberships / Chairmanships of Committees of the Board of the Company	Nil	Member of the Audit Committee, Nomination Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee	Member of Risk Management Committee	Member of Risk Management Committee
Directorships held in other Companies	<ul style="list-style-type: none"> • TTK Healthcare Ltd. • TTK Tantex Limited • TTK Services (P) Limited • TTK Property Services (P) Limited 	<ul style="list-style-type: none"> • Yuken India Limited • Ace Designers Limited • Sterling Abrasive Limited • Murugappa Morgan Thermal Ceramics Limited • Taegutec India (P) Limited • Indian Machine Tool Manufacturers Association 	NIL	<ul style="list-style-type: none"> • Packwell Packaging Products Limited

Memberships / Chairmanships of Committees of other Boards	He does not hold any Membership / Chairmanship of committees of the Board of other companies	<ul style="list-style-type: none"> Chairman in Audit Committee & Nomination Remuneration Committee of Yuken India Limited Chairman in Audit Committee and Member in Nomination and Remuneration Committee in Ace Designers Limited Chairman in Audit Committee in Sterling Abrasive Limited 	None	None
Remuneration last drawn	₹ 3,00,000 - Sitting Fees for attending the Board meetings ₹24,78,000 as remuneration by way of commission during the Financial Year ended March 31, 2024	₹10,95,000 - Sitting Fees for the Board and committee meetings. ₹24,78,000 as remuneration by way of commission during the Financial Year ended March 31, 2024	₹ 51,71,205 p.a. by salary and allowances in his capacity as CEO for the period from January 19, 2024 to March 31, 2024 during the Financial Year ended March 31, 2024	₹ 1,43,91,045 p.a. in his capacity as CFO during the Financial Year ended March 31, 2024
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors within the limits prescribed under the Companies Act, 2013.	Sitting Fees and commission as approved by the Board of Directors within the limits prescribed under the Companies Act, 2013.	He shall be paid a remuneration by way of salary, allowances, bonus, perquisites including stock options and benefits as per the terms of appointment and as per the policy of the Company from time to time.	He shall be paid a remuneration by way of salary, allowances, bonus, perquisites including stock options and benefits as per the terms of appointment and as per the policy of the Company from time to time
Shareholding of the Company	24,000 (0.02%) in his individual capacity	NIL	NIL	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	He is the brother of Mr. T. T. Jagannathan and uncle of Dr. Mukund T.T. Directors	NIL	NIL	NIL

Place : Bengaluru
Date : May 28, 2024

Registered Office:
Plot No. 38, SIPCOT Industrial Complex,
HOSUR – 635 126,
Tamil Nadu.
CIN: L85110TZ1955PLC015049
Email: investorhelp@ttkprestige.com
Website: www.ttkprestige.com

By order of the Board
Sd/-
MANJULA K.V.
Company Secretary
Membership No: A52355

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4: Ratification of Remuneration Payable to Cost Auditor for Financial Year 2024-25

The Board at its meeting held on May 28, 2024, approved the appointment of Ms. Jayanthi Hari, Cost Accountant, to conduct the audit of cost records of the Company for the financial year ending March 31, 2025, at a remuneration of ₹ 4,50,000 plus applicable taxes and out of pocket expenses, as recommended by the Audit Committee of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution at Item No.4 for approval by the Members.

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

Item 5: Payment of remuneration to Mr. T. T. Venkatesh.

Mr. T. T. Venkatesh was appointed and has been working as General Manager of the Company from July 01, 2019. Mr. T. T. Venkatesh being a relative in terms of section 2 (77) and the rules made thereunder, of Mr. T. T. Jagannathan and Dr. Mukund T.T. Directors, the approval of the shareholders under section 188 of the Companies Act 2013 was obtained for payment of remuneration up to ₹ 60 lakhs to him as per terms and conditions of his appointment in his capacity as General Manager by an Ordinary Resolution passed in the Annual General Meeting held on July 08, 2021.

Mr. T. T. Venkatesh is 42 years of age and is a graduate from Cornell University with work experience of over 10+ years in setting up and leading new business successfully in a challenging service industry at senior management levels before he joined the company on July 01, 2019.

He, in his capacity as General Manager, is currently looking after digitalisation of sales process for alternate channels – retail, rural and online channels and is reporting to Chief Sales and Marketing Officer. He is at present being paid a total annual remuneration of around ₹ 57 lakhs per annum. Considering his job profile, performance and industry norm and based on the evaluation by the Senior Management, the Nomination and Remuneration Committee in their meeting held on May 10, 2024 has recommended revision in his remuneration and the Board of Directors in their meeting held on May 28, 2024, subject to approval of the shareholders, have approved the payment of remuneration up to ₹ 1 crore by way of salary, allowances, perquisites, benefits etc., as per

the policy of the Company to Mr. T. T. Venkatesh from time to time.

Pursuant to the provisions of Section 188(1) (f) of the Companies Act, 2013 read with Rule 15(3)(ii) (b) of the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia, required by passing resolution, where a relative of a Director/related party holds an office or place of profit in the Company drawing a remuneration of more than ₹ 2,50,000 per month. Mr. T. T. Venkatesh being a related party in terms of Section 2(76) (i) of the Companies Act, 2013 the approval of the shareholders is required for payment of revised remuneration which will be in excess of ₹ 2,50,000 per month. As required u/s 177(4)(iv) of the Companies Act, 2013, the Audit Committee at its meeting held on May 27, 2024 has approved the proposal. Accordingly, the resolution seeks the approval of the shareholders for payment of enhanced remuneration to Mr. T. T. Venkatesh as proposed and there by his holding of office or place of profits in terms of section 188 of the Act.

The particulars pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are given below:

- a) **Name of the related party:** Mr. T. T. Venkatesh
- b) **Name of the director or key managerial personnel who is related, if any.**
Mr. T. T. Jagannathan and Dr. Mukund T.T, Directors
- c) **Nature of relationship.**
Mr. T. T. Venkatesh is the son of Mr. T. T. Jagannathan and brother of Dr. Mukund T.T.
- d) **Nature, material terms, monetary value and particulars of the contract or arrangements.**
Mr. T. T. Venkatesh is an employee of the company in the management cadre in the capacity of General Manager. He is currently drawing a remuneration of around ₹ 57 lakhs annually by way of salary, allowances, perquisites and benefits and this remuneration is within the limit of ₹ 60 lacs approved by the Shareholders earlier in the AGM held on July 8, 2019. This limit is now proposed to be revised up to an aggregate amount of ₹ 1 Crore per annum. His remuneration will be as per the policy of the Company and as applicable to other Senior Executives.
- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:**

As briefed above in the explanatory statement Mr. T. T. Venkatesh holds the necessary qualification, experience and competence to serve in the management cadre of the company. His evaluation and compensation are as per the policy and rules of the company as applicable to other employees in the management cadre. His appointment is in the ordinary course of business and the remuneration proposed to be paid is at arms' length.

The Board recommends the resolution at Item No. 5 for approval by the shareholders.

Mr. T. T. Jagannathan, Dr. Mukund T.T. being relatives in terms of section 2(o) read with rule 2(76)(i) of the Companies Act 2013 are deemed to be interested or concerned in the resolution and no other director or key managerial personnel or their relative is in anyway interested or concerned in the resolution.

Item 6: Appointment of Mr. R. Srinivasan (DIN: 00043658) as Director of the Company

Mr. R Srinivasan (DIN: 00043658) has been serving the Company as Non-Executive Independent Director since 2014 and he has been on the Board of the Company since 2000. He retires as an Independent Director on August 20, 2024, Considering the invaluable services rendered to the Company in his capacity as Director, Chairman of Nomination and Remuneration Committee & Member of other Committees and considering that his continued association would be of immense benefit to the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at their meeting held on May 10, 2024 have proposed him for appointment as a Director of the Company (Non-Executive Non-Independent) liable to retire by rotation, with effect from the date of annual general meeting, subject to the approval of the Shareholders.

The Company has received the (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment.

The resolution seeks the approval of the shareholders for appointment of R. Srinivasan as the Director of the Company (Non-Executive Non-Independent) liable to retire by rotation in terms of section 152 of the Act and also in terms of Regulation 17(1A) of SEBI (LODR) for his appointment as Non-Executive Director notwithstanding that he has attained the age of 75 years.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The Board recommends the Special Resolution at Item No. 6 for approval by the shareholders.

Item 7 & 8: Appointment of Mr. Venkatesh Vijayaraghavan (DIN 08129890) as Wholetime Director of the Company

Mr Venkatesh Vijayaraghavan was appointed as Chief Executive Officer (CEO) of the Company by the Board of Directors of the Company with effect from January 19, 2024.

The Board of Directors in their meeting held on May 28, 2024, based on the recommendations of the Nomination and Remuneration Committee in their meeting held on May 10, 2024, subject to the approval of the shareholders, have

proposed to appoint Mr. Venkatesh Vijayaraghavan as Wholetime Director & CEO w.e.f. September 01, 2024, and as the Managing Director & CEO of the Company from October 01, 2024.

The Company has obtained from Mr. Venkatesh Vijayaraghavan (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, hold office of a director in the Company.

In terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 (SS2) issued by the ICSI a brief profile of Mr Venkatesh Vijayaraghavan, along with nature of expertise in specific functional areas, his Other Directorships and Committee Memberships, his shareholdings and relationship with other Directors of the Company are appended to the Notice.

The terms of appointment of Mr. Venkatesh Vijayaraghavan as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, are as follows:

(I) FIXED COMPENSATION		
(A) Basic Salary	:	₹ 9,00,000 per month in the pay scale of 5,00,000 – 50,000 – 10,00,000 – 1,00,000 - 20,00,000 He is entitled to annual increment(s) due on April 1st every year, as may be approved by the Nomination & Remuneration Committee from time to time.
(B) Perquisites and benefits		
(1) Housing	:	₹ 4,50,000 per month
(2) Conveyance, Medical Allowance, other allowances as per rules of the Company	:	₹ 4,417 per month
(3) Flexi Pay Plan / Special Allowance	:	₹ 6,28,523 per month
(4) Leave Travel Allowance / Assistance	:	Part of flexi pay plan
(5) Personal Accident Insurance	:	Personal Accident Insurance cover, as per the rules of the Company.
(6) Provident Fund, Superannuation, Gratuity, etc.	:	As per the rules of the Company.
(7) Hospitalization for self and family	:	As per the rules of the Company

(C)	Other Perquisites	
(1)	Car & Driver	: Actuals as per rules of the Company
(2)	Petrol Expenses	: Actuals as per rules of the Company
(3)	Telephone / Mobile Phone	: Telephone at Residence and Mobile Phone expenses at actuals as per rules of the Company
(II)	VARIABLE COMPENSATION	
(D)	Performance based variable pay / Commission	: 40% to 70% of Fixed Compensation based on the agreed metrics on Company's Performance as decided and approved by the Nomination and Remuneration Committee
(E)	Employee Stock Option Plan (ESOP)	: As per ESOP policy of the Company

Period of appointment: 5 years from September 01, 2024 to August 31, 2029.

Nature of appointment: Contractual. The appointment is terminable with three Months' notice on either side. **He is not liable to retire by rotation.** He shall cease to be a wholetime/Managing Director if he ceases to be a Director of the Company for any reason. He shall not be entitled to any compensation for loss of office except as provided under section 202 of the Companies Act 2013 and the rules made there under.

Letter of appointment of Wholetime Director/ Managing Director and CEO is available for inspection by the members at the Registered Office of the Company during office hours.

The above compensation package is in line with the industry practice and commensurate with his qualification, experience, and performance and also responsibilities handled by him. The Board, pursuant to the recommendations of the Nomination & Remuneration Committee, shall have liberty to revise the remuneration from time to time as they may deem fit subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

Notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company.

The resolution seeks approval of the shareholders for appointment of and payment of remuneration to Mr. Venkatesh Vijayaraghavan (**DIN No. 08129890**) as Wholetime Director and CEO of the Company in terms of section 196, 197 and other applicable provisions read with schedule V of the Act and the rules made thereunder and applicable provisions of SEBI (LODR) Regulations 2015.

The Board recommends the Ordinary Resolutions at Item No.7 & 8 for approval by the Members.

Except Mr. Venkatesh Vijayaraghavan in his capacity as KMP to whom the resolution relates, none of the Directors or other Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item 9 & 10: Appointment of Mr. Saranyan Rajagopalan (DIN No. 06480857) as Wholetime Director of the Company

Mr. Saranyan Rajagopalan is serving as the Chief Financial Officer (CFO) of the Company since October 2020. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and considering his experience, expertise and performance as a CFO, in their meeting held on May 28, 2024, proposed to induct Mr. Saranyan Rajagopalan to the Board and also appoint him as Whole-time Director, for a term of 5 years, with effect from September 01, 2024, and designate-him as "Wholetime Director & CFO" (KMP) or such other designation as may be decided by the Board, from time to time, subject to the approval of the Shareholders.

The Company has obtained from **Mr. Saranyan Rajagopalan (DIN No. 06480857)** (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, hold office of a director in the Company.

In terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and SS-2, a brief profile of Mr Saranyan Rajagopalan, along with nature of expertise in specific functional areas, his Other Directorships and Committee Memberships, his shareholdings and relationship with other Directors of the Company are appended to the Notice.

The terms of appointment of Mr. Saranyan Rajagopalan as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, are as follows:

(I) FIXED COMPENSATION		
(A)	Basic Salary	: ₹ 5,08,530 per month in the pay scale of 5,00,000 – 50,000 – 10,00,000 – 1,00,000 – 20,00,000 He is entitled to annual increment(s) due on April 1st every year, as may be approved by the Nomination & Remuneration Committee from time to time.
(B) Perquisites and benefits		
(1)	Housing	: ₹ 2,54,265 per month
(2)	Conveyance, Medical Allowance, other allowances as per rules of the Company	: ₹ 25,619 per month
(3)	Flexi Pay Plan / Special Allowance	: ₹ 1,80,908 per month
(4)	Leave Travel Allowance / Assistance	: Part of flexi pay plan
(5)	Annual Bonus	: As per rules of the Company

(6)	Personal Accident Insurance	: Personal Accident Insurance cover, as per the rules of the Company.
(7)	Provident Fund, Superannuation, Gratuity, etc.	: As per the rules of the Company.
(8)	Hospitalization for self and family	: As per the rules of the Company
(C)	Other Perquisites	
(1)	Car & Driver	: Actuals as per rules of the Company
(2)	Petrol Expenses	: Actuals as per rules of the Company
(3)	Telephone / Mobile Phone	: Telephone at Residence and Mobile Phone expenses at actuals as per rules of the Company
(II)	VARIABLE COMPENSATION	
(D)	Performance based variable pay / Commission	: 20.75% to 23.50% of Total Fixed Compensation based on the individual and Company's Performance as decided and approved by the Nomination and Remuneration Committee
(E)	Employee Stock Option Plan (ESOP)	: As per ESOP policy of the Company

Period of appointment: 5 years from September 1, 2024, to August 31, 2029.

Nature of appointment; Contractual. The appointment as Wholetime Director is terminable with Three months' notice on either side. **He is liable to retire by rotation.** He shall cease to be a Wholetime Director if he ceases to be a Director of the Company for any reason. He shall not be entitled to any compensation for loss of office except as provided under section 202 of the Companies Act, 2013 and the rules made there under.

Letter of appointment of Wholetime Director and CFO, is available for inspection by the members at the Registered Office of the Company during office hours.

The above compensation package is in line with the industry practice and commensurate with his qualification, experience, and performance and also responsibilities handled by him. The Board, pursuant to the recommendations of the Nomination & Remuneration Committee, shall have powers to the revise the remuneration from time to time as they may deem fit subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

Notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company.

The resolution seeks approval of the shareholders for appointment of and payment of remuneration to Mr. Saranyan Rajagopalan (DIN No. 06480857) as Whole-time Director and CFO of the Company in terms of section 196, 197 and other

applicable provisions read with schedule V of the Act and the rules made thereunder and applicable provisions of SEBI (LODR) Regulations 2015.

The Board recommends the Ordinary Resolutions at Item No.9 & 10 for approval by the Members.

Except Mr. Saranyan Rajagopalan in his capacity as KMP to whom the resolution relates, none of the Directors or other Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 11. Remuneration Payable to Mr. T. T. Jagannathan Non-Executive Chairman

Mr. T. T. Jagannathan is the Non-Executive Chairman of the Company, and he is entitled to and is being paid the following remuneration as approved by the shareholders by a Special Resolution passed through Postal Ballot on May 03, 2019. His term as non-retiring director ended on June 30, 2023.

- A. The following remuneration is for a period of 3 months from April 01, 2023, to June 30, 2023.
- Remuneration per month – ₹ 5,00,000
 - Pro-rata Commission of 2% of the net profits of the Company as computed under Sec.198 of the Companies Act, 2013
 - Perquisites: Medical expenses for self and spouse whether incurred in India or abroad including premium on medical insurance, related travel expenses and Company maintained car with Driver as per rules of the Company.

The aggregate amount payable under **A** is ₹1.81 Crores.

- B. The Board of Directors at their meeting held on 25th May 2023, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, have appointed Mr. T. T. Jagannathan as an Additional Director with effect from July 01, 2023, which appointment was confirmed by the shareholders at the Annual General Meeting held on July 27, 2023.

As per his appointment as Director liable to retire by rotation w.e.f. July 01, 2023, he is entitled for a fixed remuneration of ₹ 9 lakhs per month, Perquisites, company-maintained car with Driver and other benefits as per the rules of the Company pursuant to Sec.197(6) of Companies Act, 2013. Further as recommended by the Nomination & Remuneration Committee, he is also eligible to get pro-rata commission for the period of 9 months from July 01, 2023, to March 31, 2024, as applicable to other non-executive directors

The aggregate amount payable under **B** is ₹ 1.05 Crores.

The total remuneration payable to Mr. T. T. Jagannathan is ₹ 2.86 Crores.

C. The aggregate remuneration paid to all other non-executive directors is ₹ 2.48 Crores. 50% of this amounts to ₹ 1.24 Crores.

D. The amount in excess of 50% is ₹ 1.62 Crores

The approval pursuant to Regulation 17(6)(ca) of SEBI LODR is required to be obtained from the shareholders every financial year.

The Board recommends the Special Resolution at Item No.11 for approval by the shareholders.

Mr. T. T. Jagannathan, as the resolution relates to his remuneration and Mr. T. T. Raghunathan, Director and Dr. Mukund T. T., Director being relatives in terms of Section 2(77) read with Rule (4) of Companies (Specification of Definitions Details) Rules 2014, may be deemed to be

interested or concerned in the resolution and no other director or key managerial personnel or his relative is interested or concerned in the resolution.

Place: Bengaluru

Date : May 28, 2024

By the order of the Board

Sd/-

MANJULA K.V.

Company Secretary

Membership No: A52355

TTK Prestige Limited

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