

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 65th Annual General Meeting (AGM) of the members of TTK PRESTIGE LIMITED will be held on Thursday, the 8th July 2021 at 11.00 AM 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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Dividend

To declare final dividend of ₹ 30/- (Rupees Thirty Only) per equity share and to confirm interim dividend of ₹ 20/- (Rupees Twenty Only) per equity shares already paid for the financial year ended March 31, 2021.

3. Appointment of Director

To appoint a Director in place of Mr. K. Shankaran (DIN: 00043205) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration Payable to Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the approval of the Company be and is hereby accorded for:

- a. Payment of remuneration of ₹ 4,00,000/- (Rupees Four lakhs only) plus taxes and levies as applicable and reimbursement of travel and out-of-pocket expenses, to Ms. Jayanthi Hari, Cost Accountant, who was appointed by the Board of Directors as the Cost Auditor in the casual vacancy caused by the death of Mr. V Kalyanaraman, Cost Accountant for conducting the audit of cost records of the Company, for the financial year ended March 31, 2021.
- b. Payment of remuneration of ₹ 4,00,000/- (Rupees Four lakhs only) plus taxes and levies as applicable and reimbursement of travel and out-of-pocket expenses, to Ms. Jayanthi Hari, Cost Accountant, for conducting the audit of cost records of the Company, for the financial year ended March 31, 2022.”

5. 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 as being paid pursuant to and in accordance with the special resolution of the shareholders passed by Postal Ballot on May 03, 2019 to Mr. T. T. Jagannathan, Non-Executive Chairman of the Company for the financial year ending March 31, 2021 notwithstanding that such remuneration may exceed 50% of the total annual remuneration payable to all Non-executive directors during the financial year.”

6. 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 ₹ 60 lakhs per annum including perquisites, benefits, amenities and facilities, as applicable / payable to other executives of the Company as per the rules of the Company to Mr. T. T. Venkatesh, Deputy 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 Compensation 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.”

Place: Bengaluru

Date : June 10, 2021

By order of the Board

K. SHANKARAN

Wholetime Director & Secretary

DIN: 00043205

NOTES:

1. This AGM is convened being held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, and 2/2021, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), which allow the companies to hold AGMs through VC/OAVM considering the present COVID-19 pandemic.
2. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the year 2020-21 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 65th AGM, for information of the Members.
3. The Company has availed the services of KFin Technologies Private 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.
4. 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.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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.
7. The statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning special business at Item No. 4, 5 & 6 is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed on July 3, 2021 for the purpose of AGM and payment of dividend.
9. The final dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from July 23, 2021, 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 Friday, July 2, 2021 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 Friday, July 2, 2021.

10. 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.

11. Members who have not yet encashed the dividend warrant(s) from the financial year ended March 31, 2014 (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
31 st March, 2014	25.09.2021
31 st March, 2015	27.08.2022
31 st March, 2016 - Interim	16.04.2023
31 st March, 2017 - Interim	29.05.2024
31 st March, 2017 - Final	15.09.2024
31 st March, 2018	29.08.2025
31 st March, 2019	16.09.2026
31 st March, 2020	26.09.2027
31 st March, 2021 -Interim	16.12.2027

It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the year ended March 31, 2013 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 mca.gov.in Members are requested to contact KFin Technologies Private 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.

12. 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.
13. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents.
The requisite NECS /ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.
14. 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.
15. 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.
16. As per the provisions of Section 72 of the Act, 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 Private Limited, in case the shares are held in physical form.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect

from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.

18. Effective April 1, 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 July 2, 2021. 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 the Financial Year 2020-21 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%.

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 FY2020-21 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 afore mentioned documents should be uploaded with KFin Technologies Private Limited, the Registrar and Share Transfer Agent ("KFin") at <https://ris.kfintech.com/form15> or emailed to inward.ris@kfintech.com on or before July 2, 2021. 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.

19. 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. July 8, 2021. Members seeking to inspect such documents can send an email to investorhelp@ttkprestige.com
20. 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.
21. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
22. **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, July 5, 2021 and ends at 5.00 p.m. IST on Wednesday, July 7, 2021
 - 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 inindividual 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 KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) 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 CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
	<p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link: https://eservices.nsdl.com</p> <p>ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Proceed with completing the required fields Follow steps given in points 1</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>III. Click on options available against company name 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 without any further authentication.</p>

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

Login type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@kfintech.com or call at toll free no.: 1800 1020 990 & 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

- I) 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:

- i. Launch internet browser by typing the URL: <https://emeetings.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) 5943, 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., "5943 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 attend the AGM through VC / OAVM on its behalf and 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 The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- Details on Step 3 are mentioned below**
- III) 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 15 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 July 6, 2021 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 casts 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 July 5, 2021 5.00 p.m. to July 6, 2021. 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. July 5, 2021 to 5 p.m. July 6, 2021.
- 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 Friday, July 2, 2021, 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. Procedure to be followed by the Members updation of bank account mandate for receipt of dividend:
 - i. Send a request to inward.ris@kfintech.com of Kfintech by providing the following details:
 - a) Folio No., Name of the Member/s;
 - b) Name and Branch of the Bank in which you wish to receive the dividend;
 - c) Bank Account type;
 - d) Bank Account Number allotted by their bank after implementation of Core Banking Solutions;
 - e) 9 digit MICR Code Number; and
 - f) 11 digit IFSC Code
 - ii. Along with the request, attach the scanned copy of Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), scanned copy of cancelled cheque bearing the name of the first Shareholder.
- VIII. 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.
- IX. 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, NSDL, and RTA and will also be displayed on the Company's website within 48 hours after the completion of the AGM.
- x. 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.

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)
Item No. 3 :

Name of the Director	Mr. K. Shankaran
Director Identification Number (DIN)	00043205
Date of Birth and Age	11.11.1953, 67 years
Date of First Appointment on the Board	1.11.1993
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 since 1990. He was inducted as a Director on the Board in the year 1993.</p> <p>Mr. K. Shankaran has industry experience of more than 40 years.</p> <p><u>Nature of experience in specific areas:</u></p> <p>Finance, Taxation, Corporate laws/Legal, Corporate Governance, Human Resource and General Business Management.</p> <p>He is a director liable to retire by rotation and accordingly retires by rotation at the ensuing AGM and being eligible seeks re-appointment.</p> <p>He is a member of Stakeholder Relationship Committee, CSR Committee and Risk Management Committee in the Company.</p>
No. of Board Meetings attended during the year as a Director	Five
Directorships held in other Companies	Public companies (Listed) TTK Healthcare Limited
Memberships / Chairmanships of Committees of other Boards	<p>TTK Healthcare Limited</p> <ol style="list-style-type: none"> 1. Member of Audit Committee, CSR Committee, Nomination and Remuneration Committee and Risk Management Committee. 2. Chairman of Stakeholder Relationship Committee.
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Place: Bengaluru
Date : June 10, 2021

By order of the Board
K. SHANKARAN
Wholetime Director & Secretary
DIN: 00043205

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

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

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

Item No. 4

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder the Board of Directors of the Company, on the recommendation of the Audit Committee, had appointed Mr. V. Kalyanaraman, Cost Accountant as the Cost Auditor, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2021 on a remuneration of ₹ 4 lakhs plus taxes and levies as applicable and reimbursement of travel and out of pocket expenses, which was subsequently ratified by the shareholders in the 64th Annual General Meeting of the Company held on August 21, 2020. Due to sudden death of Mr. V Kalyanaraman the Board of Directors on the recommendation of the Audit Committee, on June 10, 2021 appointed Ms. Jayanthi Hari Cost Accountant to fill the casual vacancy on the same remuneration and terms and conditions. The resolution, as a modification of the resolution of the shareholders passed at the 64th AGM, seeks the approval of the members for payment of remuneration of ₹ 4 lakh plus taxes and reimbursement of expenses to Ms. Jayanthi Hari, Cost Auditor, towards conduct of audit of cost records of the Company for the financial year ended March 31, 2021.

Further the Board of Directors on the recommendation of the Audit Committee, on June 10, 2021 also appointed Ms. Jayanthi Hari, Cost Accountant to conduct the audit of the cost records of the Company for the financial year ended March 31, 2022 on the remuneration of ₹ 4 lakh plus all applicable taxes and reimbursement of expenses to her. The resolution seeks the approval of the shareholders for payment of said remuneration in terms of Section 148 and other applicable provisions of the Companies Act 2013, and the rules made thereunder.

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 No. 5

Mr. T. T. Jagannathan is a 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 3, 2019:

- a. Fixed salary per month - ₹ 5,00,000.
- b. Commission of 2% of the net profits of the Company as computed under Sec.198 of the Companies Act, 2013.
- c. Perquisites, medical insurance, company-maintained car with Driver and other benefits as per the rules of the Company.

The shareholders had also accorded approval pursuant to Regulation 17(6)(ca) of SEBI LODR for payment of the above remuneration to Mr. T. T. Jagannathan notwithstanding the same may exceed 50% of the aggregate remuneration payable to all non-executive directors. However, the approval pursuant to Regulation 17(6)(ca) of SEBI LODR is required to be obtained from the shareholders every financial year. Therefore the resolution seeks the approval of the shareholders for payment of said remuneration to Mr. T. T. Jagannathan for the financial year ending March 31, 2021 notwithstanding the remuneration being paid to him exceeds 50% of the aggregate remuneration paid to all the non-executive directors during the year 2020-21.

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

Mr. T. T. Jagannathan, as the resolution relates to his remuneration and Mr. T. T. Raghunathan and Dr. T. T. Mukund 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.

Item No. 6

Mr. T. T. Venkatesh, was appointed as Deputy General Manager of the Company with effect from 1st July 2019 with the recommendation of the Nomination and Remuneration Committee and the approval Board of Directors.

Mr. T. T. Venkatesh is the son of Mr. T. T. Jagannathan, Chairman and brother of Dr. T. T. Mukund, Non-executive Director of the company.

Mr. T. T. Venkatesh is 39 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 1st July, 2019.

He, in his capacity as Deputy General Manager, is currently looking after alternate channels – retail, rural and online channels and digitalisation of sales processes and is reporting to Vice-President (New Channels).

He is at present being paid a total annual remuneration of ₹ 29.75 lakhs. 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 30th April, 2021- has recommended revision in his remuneration and the Board of Directors in their meeting held on 25th May, 2021, subject to approval of the shareholders, have approved the payment of remuneration to Mr. T. T. Venkatesh from time to time within the limit of ₹ 60 lakhs per annum.

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 as aforesaid is required for payment

of remuneration 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 25, 2021 has approved the proposal. Accordingly, the resolution seeks the approval of the shareholders for payment of 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, Non-executive Chairman and Dr. T. T. Mukund, Non-executive Director.

- (c) Nature of relationship.

Mr. T. T. Venkatesh is the son of Mr. T. T. Jagannathan and brother of Dr. T. T. Mukund.

- (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 carrying the designation of Deputy General Manager. He is currently drawing a remuneration of around ₹ 25.75 lakhs annually and it is proposed fix his remuneration and revise the same from time to time within the limit of Sixty lakhs per annum as deemed fit by the Nomination and Remuneration Committee and the Board.

- (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.6 for approval by the shareholders.

Mr. T. T. Jagannathan, Dr. T. T. Mukund being relatives in terms of section 2 (0) 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.

The resolutions at Item 5 & 6 are considered unavoidable by the Board of Directors in terms of the General circular no. 20/2020 issued by the MCA, and accordingly form part of the Notice of this AGM.

Place : Bengaluru

Date : June 10, 2021

By order of the Board

K. SHANKARAN

Wholetime Director & Secretary

DIN: 00043205

Registered Office:

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