

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 67th Annual General Meeting (AGM) of the members of TTK PRESTIGE LIMITED will be held on Thursday, the July 27, 2023 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, 2023, 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, 2023.

3. Appointment of Director

Appointment of Dr. Mukund T.T (DIN: 07193370) 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, Dr. Mukund T.T (DIN: 07193370), 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. Appointment of Mr. T. T. Jagannathan (DIN: 00191522) as director, liable to retire by rotation

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 (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, Mr. T. T. Jagannathan (DIN: 00191522) Additional Director appointed by the Board of Directors of the Company with effect from July 01, 2023, who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the

Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, consent of the Company be and is hereby accorded to Mr. T. T. Jagannathan (DIN: 00191522) to hold and continue to hold office as a Non-Executive/Non-Independent Director of the Company, liable to retire by rotation, notwithstanding that he has attained the age of 75 years".

5. Ratification of Remuneration Payable to Cost Auditor for Financial Year 2023-24

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, 2024, 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."

6. Re-appointment of Mr. Dhruv Moondhra (DIN: 00151532), as an Independent Director of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) Mr. Dhruv Moondhra (DIN: 00151532), who was appointed as an Independent Director of the Company for a first term up to March

31, 2024 and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act 2013 from a member signifying his intent to propose him as a candidate for the office of a director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years from April 01, 2024 up to March 31, 2029 not liable to retire by rotation."

7. Approval for payment of remuneration to Non-Executive Directors

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

"RESOLVED THAT in supersession of all the earlier resolutions of the shareholders and pursuant to Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or enactment thereof for the time being in force), and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Company be and is hereby accorded for payment of remuneration (excluding the fees payable to them for attending the meeting of the Board or Committee thereof) to the non-executive directors including Independent Directors of the Company, (i. e. who are not managing or whole-time directors) of a sum not exceeding in aggregate 2% (two percent) of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, subject to the total managerial remuneration payable to all directors of the Company in any financial year not exceeding the limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

8. 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, 2023 notwithstanding that such remuneration may exceed 50% of the total annual remuneration payable to all Non-executive directors during the financial year."

Place: Bengaluru

Date : May 25, 2023

By the order of the Board
Sd/-

K. SHANKARAN

Wholetime Director &
Secretary

DIN: 00043205

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:

This AGM is convened being held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 20/2020, 2/2021, 2/2022 and 10/2022, 11/2022 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular number SEBI/HO/CFD /CMD2/CIR/ P/2022/62 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 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.

1. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the year 2022-23 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 67th AGM, for information of the Members.

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 **July 22, 2023** for the purpose of AGM and payment of dividend.
8. 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 **August 08, 2023**, 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 21, 2023 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 21, 2023.
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, 2016 (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 st , 2017 - Interim	29.05.2024
March, 31 st , 2017 - Final	15.09.2024
March, 31 st , 2018	29.08.2025
March, 31 st , 2019	16.09.2026
March, 31 st , 2020	26.09.2027
March, 31 st , 2021 -Interim	16.12.2027
March, 31 st , 2021 - Final	12.08.2028
March, 31 st , 2022 - Interim	08.03.2029
March, 31 st , 2022 - Final	05.08.2029

It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the year ended March 31, 2016 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. 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.

13. 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.
14. 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.
15. 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 Limited, in case the shares are held in physical form.
16. 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 1, 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.

17. 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 einward.ris@kfintech.com on or before July 20, 2023. 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 2023-24 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 FY 2022 - 23 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 einward.ris@kfintech.com on or before July 20, 2023. 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.

18. 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 27, 2023. Members seeking to inspect such documents can send an email to investorhelp@ttkprestige.com.

19. 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.

20. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

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 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 24, 2023 and ends at 5.00 p.m. IST on Wednesday, July 26, 2023.
- 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 e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

1. 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	1. User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com - Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. - On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” - Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services - To register click on link : https://eservices.nsdl.com - Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in points 1
	3. Alternatively by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/ - Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. - A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. - Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech. - On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com - Click on Login - My Easi New (Token) - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. - Click on e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1

	3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP 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 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.

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@kfintech.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

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

- Launch internet browser by typing the URL:
<https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7351, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting,

you can use your existing User ID and password for casting the vote.

- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 7351 AGM" and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- 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."

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 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 25, 2023 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 24, 2023 to 5.00 p.m. on July 25, 2023. 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 24, 2023 to 5 p.m. July 25, 2023.
- 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 21, 2023, 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.

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.

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

- V. 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.
- VI. The Board of Directors has appointed Mr. Parameshwar 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.
- VII. 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.
- VIII. 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	Dr. Mukund T.T
Director Identification Number (DIN)	07193370
Date of Birth and Age	23-12-1976
Date of First Appointment on the Board	29-5-2015
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Dr. Mukund T.T is a Reader, National Centre for Biological Services, Bangalore. He has been on the Board of your company since May 2015 and retires by rotation and is eligible for re-appointment.
No. of Board Meetings attended during the year as a Director	5 (Five)
Directorships held in other Companies	Public companies (Listed) TTK Healthcare Limited
Memberships / Chairmanships of Committees of other Boards	-
Relationship with other Directors and Key Managerial Personnel of the Company	Dr. Mukund T.T is the son of Mr. T.T. Jagannathan and nephew of Mr. T.T. Raghunathan

Item No. 4:

Name of the Director	Mr. T. T. Jagannathan
Director Identification Number (DIN)	00043455
Date of Birth and Age	13-05-1948
Date of First Appointment on the Board	01-01-1975
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. T.T. Jagannathan is B.Tech (IIT, Chennai – Gold Medallist). He also holds Masters in Operations Research from Cornell University, USA. He has been on the Board of the Company for the last 48 years. He served as the Executive Chairman of the Company for 19 years and completed his term as Executive Chairman of the Company on 31st March 2019. From 1st April 2019 he is serving as the Chairman and Non-Executive Director of the Company. He has been in charge of overall management of the Company including Long Term Strategy and Innovation till 31.3.2019. Since 1.4.2019 he has been guiding and mentoring the Company as non-executive Chairman.
No. of Board Meetings attended during the year as a Director	5 (Five)
Directorships held in other Companies	Public companies (Listed) Nil
Memberships / Chairmanships of Committees of other Boards	-
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. T.T. Jagannathan is the brother of Mr. T.T Raghunathan (Director) and father of Dr. Mukund T.T (Director). He is not related to any Key managerial personnel.

Item No. 6:

Name of the Director	Mr. Dhruv Sriratan Moondhra
Director Identification Number (DIN)	00151532
Date of Birth and Age	17-02-1977
Date of First Appointment on the Board	April 01, 2019
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Dhruv Moondhra, is an Economics Graduate from Cornell University. He has been nominated to the Phi Beta Kappa Society, which is the oldest honour society for the liberal arts in the United States. He has 25 years' experience in running and managing his own businesses. He is the Founder and Managing Director of Steel1, a contract manufacturer of metal components for global OEMs. He is also Founder Director of Steelmart, a leading retailer of specialty steels in India. Dhruv is an Independent Director on the Boards of TTK Prestige Ltd., Thirumalai Chemicals Ltd., and Director in ATE India Private Limited. He has been nominated to the Academic Council for Somaiya Vidyavihar University in Mumbai.
No. of Board Meetings attended during the year as a Director	4 (Four)
Directorships held in other Companies	Public Companies (listed) Thirumalai Chemicals Limited
Memberships / Chairmanships of Committees of other Boards	Thirumalai Chemicals Limited Member of Risk Management Committee
Remuneration last drawn	₹ 33.36 lakh (as directors remuneration/sitting fees paid by the Company)
Remuneration sought to be paid	He is entitled to remuneration and sitting fees as being paid to other non-executive directors of the Company as may be decided by the Board from time to time within the overall limits approved by the shareholders.
(as Shareholding in the Company)	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

Place : Bengaluru
Date : May 25, 2023

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/-
K. SHANKARAN
Wholetime Director & Secretary
DIN: 00043205

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: Appointment of Mr. T. T. Jagannathan (DIN: 00191522) as director, liable to retire by rotation

At the Annual General Meeting held on 25th July 2018, Mr. T. T. Jagannathan was appointed as Whole-time Director in the capacity of Executive Chairman for a period of 5 years from 1.7.2018 by means of a Special Resolution. Mr. T. T. Jagannathan retired as Executive Director effective from 1.4.2019 but is continuing to serve as Chairman and Non-Executive Director on the terms as approved by the Shareholders by means of a special resolution passed through postal ballot on 3rd May 2019. His current term as non-retiring director ends on 30th June 2023. 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 to hold office till the ensuing Annual General Meeting at which he will be proposed to be appointed as a director liable to retire by rotation in accordance with the provisions of Sec 160 and other applicable provisions of the Companies Act, 2013.

Since Mr. T. T. Jagannathan is 75 years of age, his appointment requires the approval of the shareholders by means of a special resolution as required by regulation 17(1A) SEBI (LODR) Regulations, 2015. Justification for this appointment as required by this regulation is provided below.

Mr. T. T. Jagannathan has been at the helm of TTK Prestige Limited since 1975 and has substantially contributed to the growth of the Company and has been instrumental to lead the Company to leadership level in Small Appliance Industry of the Country and reach a market cap beyond one billion dollars. The Board considered that it will be of immense benefit to the company if Mr. T. T. Jagannathan continues as a Director on the Board of the Company, guide, and mentor the management of the Company. It is considered important that his expertise in innovation and product development should be continuously available to the Company to enable transfer of his rich knowledge and expertise to the various functional heads. Further considering the Company's vision for inorganic growth opportunities Mr. T. T. Jagannathan's expertise in acquisitions and joint ventures will also be of immense use to the Company. Mr. T. T. Jagannathan is willing to devote quality time of his in guiding the Company in all the above referred areas.

The resolution seeks approval of the shareholders for appointment of Mr. T. T. Jagannathan as a director of the Company in terms of Section 152 and other applicable provisions of the Companies Act 2013 and the rules made thereunder and Regulation 17(1A) SEBI (LODR) Regulations, 2015.

The Board recommends the Special Resolution for the approval of the shareholders.

Mr. T. T. Jagannathan, as the resolution relates to his appointment, Mr. T.T. Raghunathan, Director and Dr. Mukund T.T, Director being relatives in terms of section 2(77) of Companies Act 2013 may be considered to be interested or concerned in the resolution. No other director or Key Managerial Personnel or their relative is concerned or interested in the resolution.

Item No. 5: Ratification of remuneration payable to Cost Auditor for Financial Year 2023-24

The Board at its meeting held on May 25, 2023, 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, 2024 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, 2024 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution at Item No.5 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. 6: Re-appointment of Mr. Dhruv Sriratan Moondhra (DIN: 00151532), as an Independent Director of the company.

The shareholders by a postal ballot on May 3, 2019 had appointed Mr. Dhruv Sriratan Moondhra (DIN: 00151532) as an Independent Director for a first term of 5 years from April 01, 2019 to March 31, 2024 in accordance with the provisions of the Companies Act, 2013.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment for a further term of 5 years on passing of a special resolution by the company and that such appointment shall be disclosed in the Board's report.

The Company has received (i) consent in writing from Mr. Dhruv Moondhra (DIN: 00151532) to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Dhruv Moondhra (DIN: 00151532) to the effect that he is not disqualified under sub-section (2) of Section 164

of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and as per the SEBI Listing Regulations.

Mr. Dhruv Moondhra (DIN: 00151532) being eligible, has given his consent for his re-appointment for the second term of 5 (five) years commencing from April 01, 2024 and until March 31, 2029. Mr. Dhruv Moondhra is an Economics Graduate from Cornell University. He is a member of Phi Beta Kappa Society (ΦBK) which is the oldest honour society for the liberal arts and sciences in the United States. He has completed the Jonah Program, from AGI Goldratt Institute.

The Board during its evaluation was appreciative of his valuable contribution at the Board deliberations and were of the view that his continued association would be of immense benefit to the Company considering his leadership quality. Based on the recommendation of the Nomination and Remuneration Committee of the Board at its meeting held on May 17, 2023, the Board of Directors, subject to the approval of the shareholders, approved the re-appointment of Mr. Dhruv Moondhra for a second term of five years commencing from April 01, 2024 and until March 31, 2029.

Accordingly, the Board recommends the resolution for re-appointment of Mr. Dhruv Moondhra as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution. The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Dhruv Sriratan Moondhra to whom the resolution relates are, in any way, concerned or interested in the resolution.

Your Directors commend the resolution for approval of the members.

Item No. 7 Approval for payment of remuneration to Non-Executive Directors:

Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 permits payment of remuneration who are neither Managing Director nor Whole-time Directors (Non-Executive Directors) of a company by way of commission, in excess of 1% of the net profits of a company as computed in accordance with provisions of Section 198 subject to the approval of the members by a Special Resolution.

The directors have been assigned various roles, responsibilities and duties. The Companies Act, 2013 envisages that even non-executive directors devote adequate attention and time for the effective and good governance of the Company of which they are directors. Corresponding to their increased responsibilities, the Companies Act also envisages that they should be compensated adequately for their services.

The Non-Executive Directors and Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, business strategy, mergers & acquisitions, finance and corporate governance. They make immense contribution and devote their substantial time in providing effective guidance to the management of the Company. In order to avail the services such directors it is necessary to remunerate them adequately and in accordance with the trending Industry norm.

The shareholders by a special resolution passed pursuant to section 197 of the Act, through postal ballot on May 3, 2019 had approved the payment of remuneration to directors of the Company who are not managing or whole-time directors of a sum not exceeding 5% of the net profits of the Company computed in accordance with section 198 of the Companies Act 2013 and this resolution is valid till financial year 2023. In order to facilitate payment of adequate remuneration to such non-executive directors in the circumstance explained above, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, have proposed to seek approval of the shareholders for payment of remuneration (excluding the fees payable to the directors for attending meetings of the Board/Committee thereon.) to non-executive directors not exceeding in aggregate the limit of 2% of the net profits of the Company.

The Board recommends the Special Resolution for approval of the shareholders.

All non-executive directors, since the resolutions relates to their remuneration, may be regarded as interested or concerned in the resolution. No other director/ key managerial personnel and their relatives are concerned or interested in the resolution.

Item No. 8: Remuneration Payable to Mr. T. T. Jagannathan – Non-Executive Chairman

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 03, 2019:

- a. Remuneration 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.

Mr. T.T. Jagannathan has been at the helm of TTK Prestige Limited since 1975 and has substantially contributed to the growth of the Company and led it to leadership levels in Small Appliance Industry and reach a market cap beyond one billion dollars. Considering his extraordinary contributions, the

Board of Directors at their meeting held on March 29, 2019 considered the recommendation of Nomination and Remuneration Committee and unanimously approved the proposal of Mr. T. T. Jagannathan to continue as Non-Executive Chairman of the Company.

Further, the Board also approved the proposal of Mr. T.T. Jagannathan to engage with the Company in order to guide and mentor with his expertise in innovation and rich experience. Therefore, the Board approved the remuneration fixed by the Nomination and Remuneration Committee.

The shareholders had also accorded approval on May 3, 2019 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, 2023 notwithstanding the remuneration being paid to him exceeds 50% of the aggregate remuneration paid to all the non-executive directors during the year 2022-23. The overall Remuneration of Mr. T.T. Jagannathan for FY 2022 - 23 is ₹ 806 lakhs. (PY ₹ 872 Lakhs)

The Board recommends the Special Resolution at Item No.8 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.

The resolutions at Item 8 is considered unavoidable by the Board of Directors in terms of the General circular no. 20/2020 and 02/2022 issued by the MCA, and accordingly form part of the Notice of this AGM.

Place : Bengaluru
Date : May 25, 2023

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

TTK Prestige Limited
Registered Office:
Plot No. 38, SIPCOT Industrial Complex,
HOSUR – 635 126,
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