

POSTAL BALLOT NOTICE**[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]****TO THE MEMBERS OF THE COMPANY**

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

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

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

The Board of Directors at its meeting held on **February 10, 2025**, have appointed Mr. Parameshwara G Hegde (Membership No. FCS 1325/CP No. 640), Company Secretary in Practice to be the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

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

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

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

Commencement of e-voting period	9.00 a.m. IST on February 13, 2025
Conclusion of e-voting period	5.00 p.m. IST on March 14, 2025
Cut-off date for eligibility to vote	February 07, 2025

The e-voting facility will be disabled by KFIN immediately after 5.00 p.m. IST on **March 14, 2025**

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

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

The Resolutions, if passed by requisite majority shall be deemed to have been passed on **March 14, 2025** being the last date specified by the Company for e-Voting.

RESOLUTION:

1. Appointment of Mr. Prabhakar Jain (DIN: 02017091), as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment thereof for the time being in force], the Companies (Appointment and Qualifications of Director) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time and in accordance with the provisions of Articles of Association of the Company and being eligible for appointment as an Independent Director who has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Prabhakar Jain (DIN: 02017091)**, who was appointed as an Additional Director of the Company, in the capacity of an Independent Director by the Board of Directors with effect from January 1, 2025, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from January 01, 2025 up to December 31, 2029 (both days inclusive) AND THAT he shall not be liable to retire by rotation.

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

2. Appointment of Mr. Girish Rao (DIN:00073937), as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment thereof for the time being in force], the Companies (Appointment and Qualifications of Director) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time and in accordance with the provisions of Articles of Association of the Company and being eligible for appointment as an Independent Director who has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Girish Rao (DIN: 00073937)**, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from March 25, 2025 up to March 24, 2030 (both days inclusive) AND THAT he shall not be liable to retire by rotation.

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

BY ORDER OF THE BOARD

Place: Bengaluru
Date : February 10, 2025

Manjula K V
Company Secretary & Compliance Officer
Membership No. A52355

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.

2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository (ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date i.e., **07/02/2025**. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. For receiving copy of Postal Ballot Notice, Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with M/s KFin Technologies Limited., the Registrar and Transfer Agent of the Company.

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

3. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till **14/03/2025**. Members seeking to inspect can send an e-mail to the Company at investorhelp@ttkprestige.com.
4. Procedure for registering the e-mail addresses and obtaining the Postal Ballot Notice by the Members whose e-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with Company / RTA (in case of Members holding shares in physical form)

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

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

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

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

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

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

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

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

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

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

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

- To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by KFin Technologies Limited in respect of the businesses to be transacted through Postal Ballot process.
- The Board of Directors at its meeting held on **10/02/2025**, have appointed Mr. Parameshwara G Hegde (Membership No. FCS 1325/CP No. 640), Company Secretary in Practice, as the Scrutinizer for conducting Postal Ballot process through remote e-Voting in a fair and transparent manner and he has communicated his willingness for the same.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on **07/02/2025** being the "cut-off" date. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting.
- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (i.e.) **07/02/2025** only shall be entitled to avail the facility of e-Voting.
- The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through remote e-voting and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the

same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced within two working days of the conclusion of the e-voting.

- The Resolutions, if passed by requisite majority shall be deemed to have been passed on **14/03/2025**, being the last date specified by the Company for e-voting.
- The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.ttkprestige.com.
- The voting period will commence from **13/02/2025**, at 09.00 a.m. IST and end on **14/03/2025**, at 5.00 p.m. IST. During this period, the Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date **07/02/2025** may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

6. Procedure for Remote E-Voting

- 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.
- 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.
- 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.
- The remote e-Voting period commences at 9.00 a.m. IST on 13/02/2025 and ends at 5.00 p.m. IST on 14/03/2025.**
- 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.
- 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.
- In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode."
- The details of the process and manner for remote e-Voting explained herein below:**

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- 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 the 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 by 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 be opened. 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 be 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. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: - Type in the browser / Click on the following links to login: www.cdslindia.com and click on Login icon and select 'My Easi New' (best operational in Internet Explorer 10 or above and Mozilla Firefox) - Login with your registered user id and password. - You will see the Company name – 'Entertainment Network (India) Limited' on the next screen. Click on the e-voting link available against 'Entertainment Network (India) Limited' or select e-voting service provider i.e., 'KFinTech' and you will be redirected to the e-voting page of KFinTech for casting your vote during the remote e-voting period. 2. User not registered for Easi/Easiest facility of CDSL may follow the following procedure: - To register, type in the browser / Click on the following link: www.cdslindia.com and click on Login icon and select 'My Easi New'. - Proceed to complete the registration using your DP ID- Client ID (BO ID) etc. - After successful registration, please follow steps given at Serial number 1 above to cast your vote. 3. User may directly access the e-voting module of CDSL as per the following procedure: - Type in the browser / Click on the following links: www.cdslindia.com and click on E-Voting or / https://evoting.cdslindia.com/Evoting/EvotingLogin - Provide your demat Account Number and PAN No. - The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. - On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against the Company Name: 'Entertainment Network (India) Limited' or select e-voting service provider 'KFinTech' and you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholder login through their demat accounts / Website of Depository Participant	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against the Company Name: 'TTK Prestige Limited' or e-voting service provider – 'KFinTech' and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

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

Details on Step 2 are mentioned below:

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

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **8649** 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., **8649** 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 must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- 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 on its behalf to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer. Resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. As indicated earlier, the results will be published on the website of the Company (www.ttkprestige.com) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. Scrutinizer's Report along with voting results will also be posted on the website of KFintech at <https://evoting.kfintech.com>.

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

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **07/02/2025**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

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

1. MR. PRABHAKAR JAIN

Nature of Appointment	Appointment as a Director (under Non-Executive / Independent category)	
Name of the Director	Mr Prabhakar Jain	
Director Identification Number (DIN)	02017091	
Date of Birth and Age	20/01/1957 – 68 years	
Date of first appointment on the Board	He is being appointed for the first term w.e.f. January 1, 2025	
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Prabhakar Jain holds Post Graduate Degree in Business from Xavier Labour relations Institute in India and Undergraduate Degree with Honors in Economics from Hindu College Delhi University. He has been with Pidilite Industries since 2009 and currently is holding the position as Chief Business Officer - Mergers & Acquisitions and Strategy driving key joint ventures and acquisitions, including collaborations. From 2014-19, he was the CEO of Pidilite's International business, overseeing global expansion, and earlier he led the Fevicol Division as CEO, where he developed various consumer facing initiatives. Prior to Pidilite, he held senior positions at Goodyear India and ICI Plc, where he managed operations across Asia and Europe, spearheading significant business turnarounds and strategic initiatives including redesigning the business strategy and planning process. He was also the member of the European Executive committee of EMEA. He has more than 45 years of experience in Consumer Industry. Mr. Jain is an accomplished business leader with extensive experience in corporate strategy, mergers & acquisitions, restructuring and international operations	
No. of Board Meetings attended during the year as a Director.	2 (Two)	
Directorships held in other entities (along with listed entities from which the person resigned in the past three years) *	Name of the Listed Entities	Category
	Nil	
	Name of the Unlisted Entity	
	Pidilite Grupo Puma Manufacturing Limited	Public limited company
	Tenax Pidilite India Private Limited	Deemed Public Companies
	Pidilite Grupo Puma Private Limited	
	ICA Pidilite Private Limited	
	Pidilite Litokol Private Limited	
	*Resigned in the past three years	
	Nil	
Memberships/ Chairmanships of Committees of other Boards	Nil	
Remuneration last drawn	Rs.1,20,000 – Sitting fees for attending the Board meetings.	
Remuneration sought to be paid	He will be entitled to Sitting Fees and Commission, as may be decided by the Board of Directors for all such Directors from time to time, within the limits prescribed under the Companies Act, 2013.	
Shareholding in the Company	Nil	

Skills and Capabilities for the role of Independent Director	Mr. Prabhakar Jain possesses the required Industrial knowledge, Government policies, and the governance & behavioural competencies required for the role, arising out of the rich and diverse exposure he has had during his career. He also has extensive experience in corporate strategy, mergers & acquisitions, restructuring and international operations
Relationship with other Directors and Key Managerial Personnel of the Company	Nil
Affirmation relating to debarment from holding the office of director by virtue of any SEBI order or any other such authority.	We hereby confirm that Mr. Prabhakar Jain is not debarred from holding the office of the Independent Director by any SEBI order or any other such authority.

2. MR. GIRISH RAO

Nature of Appointment	Appointment as a Director (under Non-Executive / Independent category)
Name of the Director	Mr Girish Rao
Director Identification Number (DIN)	00073937
Date of Birth and Age	2/10/1962 – 62 years
Date of first appointment on the Board	He is being appointed for the first term w.e.f. March 25, 2025
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Girish Rao holds a Bachelor's degree in Mechanical Engineering and Master of Management Studies from Mumbai University. During his nearly 37-years of business career, Mr. Rao has spearheaded several domestic and international assignments and initiatives across several industry sectors. He founded Vidal Health in 2010 to acquire 100% interest in TTK Healthcare Services (P) Ltd and reimaged Health Insurance Administration. Vidal Health made significant strides in domestic and international markets. With deep domain knowledge and insure tech solutions Vidal expanded to service markets like UAE/Oman in GCC in 2015. International business grew through acquisition of another TPA in UAE and offering of insure tech solution in Qatar/Oman. Vidal Health Insurance TPA acquired Vipul Medcorp and became one of the top 3 TPAs in the country servicing 130 million lives. Vidal Health Shares was acquired by Bajaj Finserv Health Ltd. (BFHL) in April 2024 He was promoter of Nova Medical Centre's Pvt. Ltd (NMC) which offers world-class Day Care Surgical procedures with the focus on minimally invasive surgeries, a first of its kind in India. He was Managing Director of Swiss Re Healthcare Services Pvt. Ltd (SRHS) which was set up to provide healthcare consulting services to insurance companies in India and in addition was responsible for health strategy for Swiss Re in India and Asia. In 2002, he co-founded TTK Healthcare Services Private Limited (It is now renamed as Vidal Health TPA Pvt. Ltd. - VHTPA) perceiving the potential of India's healthcare insurance sector in India. As a founder MD of TTK Healthcare TPA Pvt. Ltd., he has been instrumental in building it into India's leading Third-Party Administrator (TPA) servicing leading public and private sector insurance companies. This Company was successfully transitioned as a joint venture with Swiss Reinsurance Company. Between 1997-2002 he held various senior positions at TTK Prestige Limited handling International and Domestic Marketing. He was instrumental in driving the international market entry strategy along with driving domestic business. TTK Prestige made significant strides in international markets during these times.
No. of Board Meetings attended during the year as a Director.	Not Applicable

Directorships held in other entities (along with listed entities from which the person resigned in the past three years*)	Name of the Listed Entities	Category
	NIL	
	Name of the Unlisted Entity	
	Vidal Health Insurance TPA Private Limited	Deemed Public limited company
	Vidal Healthcare Services Private Limited	
	Vireo Healthcare Private Limited	Private Limited Company
	Disease Management Association of India	Section 8 company
	*Resigned in the past three years	
	TTK Healthcare Limited (22/8/2024)	Listed Company
Memberships / Chairmanships of Committees of other Boards	Nil	
Remuneration last drawn	Not Applicable	
Remuneration sought to be paid	He will be entitled to Sitting Fees and Commission, as may be decided by the Board of Directors for all such Directors from time to time, within the limits prescribed under the Companies Act, 2013.	
Shareholding in the Company	Nil	
Skills and Capabilities for the role of Independent Director	Mr. Girish Rao possesses the required Industrial knowledge, Government policies and the governance & behavioural competencies required for the role, arising out of the rich and diverse exposure he has had during his career. He also has extensive experience in innovation, sales & marketing, finance, consumer behaviour, services, people management, risk management, general management, social responsibility, information technology, corporate strategy, mergers & acquisitions, restructuring and international operations	
Relationship with other Directors and Key Managerial Personnel of the Company	Nil	
Affirmation relating to debaring from holding the office of director by virtue of any SEBI order or any other such authority.	We hereby confirm that Mr. Girish Rao is not debarred from holding the office of the Independent Director by any SEBI order or any other such authority.	

BY ORDER OF THE BOARD

Place: Bengaluru
Date: February 10, 2025

Manjula K V
Company Secretary & Compliance Officer
Membership No. A52355

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

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

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

ITEM NO. 1: Appointment of Mr. Prabhakar Jain (DIN: 02017091), as an Independent Director of the Company:

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors, at their meeting held on December 18, 2024, based on the recommendations of the Nomination and Remuneration Committee have decided to appoint Mr. Prabhakar Jain (DIN: 02017091), as an Additional Independent Director, subject to the approval of the Shareholders, for a term of 5 consecutive years-with effect from January 01, 2025 and not liable to retire by rotation.

In accordance with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the approval of the Shareholders has to be obtained by means of a Special Resolution at the next Annual General Meeting or within three months, whichever is earlier.

Mr. Prabhakar Jain (DIN: 02017091) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"). The Company has received requisite declarations from Mr. Prabhakar Jain as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

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

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

In the opinion of the Board, Mr. Prabhakar Jain fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

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

Mr Prabhakar Jain is an eminent personality with rich experience in various facets of business. Your Board considers that his association with the Company would be of immense benefit to the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Prabhakar Jain as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Prabhakar Jain as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from January 1, 2025.

The copy of draft letter of appointment of Mr. Prabhakar Jain setting out the terms and conditions of his appointment is available electronically for inspection by the members.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Prabhakar

Jain including his profile and specific areas of expertise are given in this Notice.

Except Mr. Prabhakar Jain no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

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

ITEM NO. 2: Appointment of Mr. Girish Rao (DIN: 00073937), as an Independent Director of the Company:

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors, at their meeting held on February 10, 2025, based on the recommendations of the Nomination and Remuneration Committee have decided to appoint Mr. Girish Rao (DIN: 00073937), as an Independent Director, subject to the approval of the Shareholders, for a term of 5 consecutive years-with effect from March 25, 2025 and not liable to retire by rotation.

In accordance with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the approval of the Shareholders has to be obtained by means of a Special Resolution at the next Annual General Meeting or within three months, whichever is earlier.

Mr. Girish Rao (DIN: 00073937), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"). The Company has received requisite declarations from Mr. Girish Rao as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

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

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

Mr. Girish Rao is a Director in Horwood Homewares Limited which is the wholly owned subsidiary of TTK Prestige Limited & he is not drawing any remuneration either from the subsidiary company or from the holding company.

In the opinion of the Board, Mr. Girish Rao fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

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

Mr. Girish Rao is an eminent personality with rich experience in various facets of business. Your Board considers that his association with the Company would be of immense benefit to the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Girish Rao as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Girish Rao as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from March 25, 2025.

The copy of draft letter of appointment of Mr. Girish Rao setting out the terms and conditions of his appointment is available electronically for inspection by the members.

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

No Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the resolution as set out at **Item No.2** of this Notice for approval of the members of the Company as a Special Resolution.

BY ORDER OF THE BOARD

Place: Bengaluru
Date: February 10, 2025

Manjula K V
Company Secretary & Compliance Officer
Membership No. A52355

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