

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

February 6, 2023

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

Please find enclosed the Postal Ballot Notice dated February 1, 2023 along with Explanatory Statement thereof seeking approval of the shareholders on the following matters through Special Resolutions:

1. To Appoint Mrs. Sandhya Vasudevan (DIN: 00372405), as an Independent Director of the Company
2. To Appoint Mr. V Ranganathan (DIN: 00550121), as an Independent Director of the Company
- 3.

This is for your information and records.

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

Thanking you,

Yours faithfully,
For



TTK PRESTIGE LIMITED

(CIN: L85110TZ1955PLC015049)

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

POSTAL BALLOT NOTICE (“NOTICE”)

[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, 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, 2/2022 dated 05.05.2022, 10/2022 dated 28.12.2022 and 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”) that the Company is seeking the consent of its Members by means of a Special Resolution for the items of Special Business as set out in the Notice proposed to be passed through Postal Ballot by way of remote e-Voting only.

In compliance with the requirement of the Circulars, the Company will send Postal Ballot Notice by e-mail to all its

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 which may be necessary for appointment of Mrs. Sandhya Vasudevan (DIN: 00372405), as an Independent Director of the Company.”

ITEM NO. 2: TO APPOINT MR. V RANGANATHAN (DIN: 00550121), 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 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. V Ranganathan (DIN: 00550121), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from April 01, 2023 for a term of 5 (five) consecutive years;

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 which may be necessary for appointment of Mr. V Ranganathan (DIN: 00550121), as an Independent Director of the Company.”

ITEM NO. 3: APPROVAL OF TTK PRESTIGE LIMITED - LONG TERM INCENTIVE (STOCK OPTION) PLAN 2023

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time (hereinafter referred as “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction of **TTK Prestige Limited - Long Term Incentive (Stock Option) Plan 2023** (hereinafter referred to as “**TTK Prestige Limited - LTI Plan 2023**” or “**the Plan**”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee of the Board, which the Board has constituted to exercise its powers, including the powers conferred by this resolution read with Regulation 5 of SEBI SBEBSE Regulations) to create, issue and grant not exceeding 1% of the paid-up capital of the Company employee stock options (“Options”), in one or more tranches, from time to time, to such person(s) who are in the employment or service of the Company or any of its subsidiary(ies) on exclusive basis, whether in or outside India, including any Director, whether whole-time or not (other than employees/ directors who are promoters or belonging to the promoter group, independent directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the Plan, which upon exercise shall not exceed in aggregate 1% of the paid-up capital of the Company fully paid-up equity shares (“Shares”) of face value of Rs.1/- (Rupees One only) each, where one Option upon exercise shall convert in to one Equity Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.”

“**RESOLVED FURTHER THAT** the Equity Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as right issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Equity Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEBSE Regulations and such adjusted number of Equity Shares shall be deemed to be the ceiling as originally approved.”

“**RESOLVED FURTHER THAT** the Board be is hereby authorized to issue and allot such number of equity shares of the Company as may be required for the Plan from time to time and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Plan on the National Stock Exchange of India Limited and BSE Limited in due compliance with SEBI SBEBSE Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEBSE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEBSE Regulations and to do all such acts, deeds, matters and things in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

ITEM NO.4: APPROVAL OF TTK PRESTIGE LIMITED - LONG TERM INCENTIVE (STOCK OPTION) PLAN 2023 FOR THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time (hereinafter referred as “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to approval of the **TTK Prestige Limited - Long Term Incentive (Stock Option) Plan 2023** (hereinafter referred to as “**TTK Prestige Limited - LTI Plan 2023**” or “**the Plan**”) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEBSE Regulations) to create, issue and grant such number of employee stock options (“Options”) under the Plan, in one or more tranches, from time to time, to such person(s) who are in the employment or service on exclusive basis with any existing or future subsidiary(ies) of the Company, in India or outside India, including any director thereof, whether whole-time or otherwise (other than employees/directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), within the overall and individual limits of the Plan as amended from time to time, where one Option upon exercise shall entitle the Option grantee to one fully paid-up equity share (“Share”) of face value of Rs. 1/- (Rupees One only) each of the Company, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.”

“RESOLVED FURTHER THAT the Equity Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as right issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Equity Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEBSE Regulations and such adjusted number of Equity Shares shall be deemed to be the ceiling as originally approved.”

“RESOLVED FURTHER THAT the Board be is hereby authorized to issue and allot such number of equity shares of the Company as may be required for the Plan from time to time and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Plan on the National Stock Exchange of India Limited and BSE Limited in due compliance with SEBI SBEBSE Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEBSE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEBSE Regulations and to do all such acts, deeds, matters and things in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

BY ORDER OF THE BOARD

Place: Bengaluru
Date : February 01, 2023

K Shankaran
Wholetime Director & Secretary

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository (ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date i.e., **03/02/2023**. 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.
3. 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.
4. 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 08/03/2023. Members seeking to inspect can send an e-mail to the Company at investorhelp@ttkprestige.com.
5. 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):
6. **For Physical Members:** For temporary registration of e-mail ID, please provide necessary details like Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to the Company (investorhelp@ttkprestige.com) / RTA (einward.ris@kfintech.com).

Thereafter, for permanent registration of e-mail ID, Members are requested to submit Form ISR-1 (which is available in the website of the Company (www.ttkprestige.com), duly filled and signed, with the Company / RTA.

For Demat Members: For temporary registration of e-mail ID, please provide Demat account details, Name, Client Master List or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Company (investorhelp@ttkprestige.com) / RTA (einward.ris@kfintech.com).

Thereafter, for permanent registration of e-mail ID, Members are requested to contact their respective DPs for updation.

7. 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. Instructions for remote e-voting are provided in the Notice.
- The Board of Directors at its meeting held on January 31, 2023, 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 they have communicated their willingness for the same.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on 03/02/2023 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.) 03/02/2023 only shall be entitled to avail the facility of e-Voting.
- The voting period will commence from **07/02/2023, IST at 09.00 a.m. and end on 08/03/2023, IST at 5.00 p.m.** The e-voting module shall be disabled for voting thereafter.
- The Scrutinizer shall, after conclusion of the voting period, prepare 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 **08/03/2023**, 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.

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 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 **Tuesday, 07/02/2023** and ends at 5.00 p.m. IST on **Wednesday, 08/03/2023**.
- (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 for Individual shareholders holding securities in demat mode".
- (viii) The details of the process and manner for remote e-Voting 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.

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	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. 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 I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. 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.

	IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. 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 I. Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration II. Proceed with completing the required fields. III. 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@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 Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7164, 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.

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Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

8. 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:

A. MRS. SANDHYA VASUDEVAN

Nature of Appointment	Appointment as a Director (under Non-Executive / Independent category)
Name of the Director	Mrs. Sandhya Vasudevan
Director Identification Number (DIN)	00372405
Date of Birth and Age	23/11/1961 – 61 years
Date of first appointment on the Board	Appointment on the Board will be effective from April 01, 2023, subject to the approval of the Shareholders by way of Special Resolution through Postal Ballot.

Brief Resume, b he i ion

B. MR. V RANGANATHAN

Nature of Appointment	Appointment as a Director (under Non-Executive / Independent category)
Name of the Director	Mr. V Ranganathan
Director Identification Number (DIN)	00550121
Date of Birth and Age	10/11/1958 – 64 years
Date of first appointment on the Board	Appointment on the Board will be effective from April 01, 2023, subject to the approval of the Shareholders by way of Special Resolution through Postal Ballot.
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	- Chartered Accountant & Company Secretary by qualification. - Has expertise in the areas of finance, legal, taxation, restructuring/reorganization, management advisory etc. - Has the total experience of 40 years that include 23 years in consultancy and 17 years in public and private sector enterprises- GIC and Murugappa Group. - He was with Ernst & Young as partner for over two decades overseeing different operations. - Currently, he is on the Board of TTK Healthcare Limited, Muthoot Housing Finance Company Limited, Nitta Gelatin India Limited as Independent Director and India Cements Limited, as Non-Independent Director. - Was visiting faculty to IIM, Ahmadabad
No. of Board Meetings attended during the year as a Director	Nil
Memberships / Chairmanships of Committees of the Board of the Company	None
Directorships held in other Companies / Entities	TTK Healthcare Limited, Muthoot Housing Finance Company Limited, Nitta Gelatin India Limited as Independent Director and India Cements Limited, as Non-Independent Director.
Memberships / Chairmanships of Committees of other Boards	TTK Healthcare Limited Member – Audit Committee Nitta Gelatin India Limited Chairman – Audit Committee India Cements Limited Member – Audit Committee
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Sitting Fees and the Commission, as approved by the Board of Directors, from time to time, within the limits prescribed under the Companies Act, 2013.
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

BY ORDER OF THE BOARD

Place: Bengaluru
Date : February 01, 2023

K Shankaran
Wholetime Director & Secretary

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

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

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

ITEM NO. 1: TO APPOINT MRS. SANDHYA VASUDEVAN (DIN: 00372405), 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 31st January 2023, based on the recommendations of the Nomination and Remuneration Committee have decided to appoint Mrs. Sandhya Vasudevan (DIN: 00372405), as an Independent Director, subject to the approval of the Shareholders, to hold the office with effect from April 01, 2023, for a term of 5 consecutive years. She will not be liable to retire by rotation.

Mrs. Sandhya Vasudevan 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 Mrs. Sandhya Vasudevan as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

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

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

Considering her expertise and knowledge, the Board considers that the appointment of Mrs. Sandhya Vasudevan as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mrs. Sandhya Vasudevan as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from April 1, 2023

The copy of draft letter of appointment of Mrs. Sandhya Vasudevan setting out the terms and conditions of her appointment is available electronically for inspection by the members.

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

Except Mrs. Sandhya Vasudevan and 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.

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: TO APPOINT MR. V RANGANATHAN (DIN: 00550121), 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 31st January 2023, ☐ h ☐ it B M Regula ☐ I MiT

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"), Mr. V Ranganathan 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. V Ranganathan 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.

In the opinion of the Board, Mr. V Ranganathan 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. V Ranganathan as an Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. V Ranganathan as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. V Ranganathan as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from April 1, 2023.

The copy of draft letter of appointment of Mr. V Ranganathan setting out the terms and conditions of her appointment is available electronically for inspection by the members.

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

Except Mr. V Ranganathan, 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.

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.

ITEM NO. 3 & 4: APPROVAL OF TTK PRESTIGE LIMITED - LONG TERM INCENTIVE (STOCK OPTION) PLAN 2023

Your Company believes that equity-based compensation plans are effective tools to attract and reward the talents working exclusively with the Company and its subsidiary(ies). With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture and also to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option plan namely "**TTK Prestige Limited - Long Term Incentive (Stock Option) Plan 2023**" (hereinafter referred to as "**TTK Prestige Limited - LTI Plan 2023**" or "**the Plan**") seeking to cover eligible employees of the Company and its subsidiary(ies). The Nomination & Remuneration Committee ("the Committee") of the Board of Directors of the Company shall grant Options to employees on the basis of eligibility criteria and also determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under the Plan.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), the Company seeks your approval for:

- (i) Implementation of the "TTK Prestige Limited – Long Term Incentive (Stock Options) Plan 2023" ("TTK Prestige Limited - LTI Plan 2023" or "the Plan") and
- (ii) Grant of Options to the eligible employees of the Company / its subsidiary company(ies) as per terms of the TTK Prestige Limited - Long Term Incentive (Stock Options) Plan 2023 ("TTK Prestige Limited - LTI Plan 2023" or "the Plan").

The Committee and the Board of Directors the Company ("Board") at their respective meetings held on January 24, 2023 and January 31, 2023 have approved the Plan, subject to the approval of the members. The main features of the Plan are as under:

a) Brief description

The Company proposes to introduce the Plan primarily with a view to:

- (i) attract and retain top talent
- (ii) incentivize talent to create long term shareholder value
- (iii) incentivize talent to simultaneously deliver on fundamental operating performance metrics

The Plan contemplates grant of Options to the eligible Employees as may be determined in due compliance of SEBI SBEBSE Regulations. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period. The Committee shall administer the Plan. This Plan shall be administered by the Board which includes any Committee of the Board, that administers the TTK Prestige Limited - LTI Plan 2023 (hereinafter referred as the "Administrator"). All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes if any, in respect of the Options granted pursuant to the Plan and the equity shares issued pursuant to exercise of Options shall be on the Option grantee and/ or the Company in such cases where the Company decides to pay on behalf of the Option grantee, and shall be in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder and/or Income Tax Laws of respective countries as applicable to eligible Employees of Company working abroad, if any. The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Shares acquired upon the exercise thereof.

b) Total number of options to be granted:

The total number of Options to be granted under the Plan, shall not exceed 1% of the outstanding paid-up share capital of the Company i.e. 13,86,140 options in one or more tranches, whereby each such Vested Option, confers a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue.

Further, the SEBI SBEBSE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and to the extent allowed the price of the Options in such a manner that the total value of the Options remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of Options and shares aforesaid shall be deemed to be modified accordingly.

c) Identification of classes of Employees entitled to participate in the Plan:

Following classes of Employees are entitled to participate in the Plan:

- (i) An employee as designated by the Company who is exclusively working in India or outside India;
- (ii) A Director of the Company, whether whole-time or not
- (iii) An employee as defined in (i), (ii), (iii) of a subsidiary in India or out of India of the Company;

but does not include

- 1) an employee who is a promoter or belonging to the promoter group; and
- 2) a director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.
- 3) a director being an independent director.

The Employees to whom the Options would be granted and their Eligibility Criteria (including but not limited to merit, grade, performance, potential and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

Further, the Options granted to a Grantee will be classified into **Time Linked Options and Performance Linked Options**. The weightage of Time Linked and Performance Linked Options shall be decided by the Committee. However, the weightage of Time Linked Options shall not exceed 30% in any case.

Requirements of vesting and period of vesting:

Options granted would vest not earlier than minimum vesting period of 1 (one) year but not later than maximum vesting period of 4(four) years from the date of grant of such Options.

Subject to the terms and performance criteria as the Committee may decide, the following vesting schedule and vesting percentage shall apply to all grants made under the Plan:

A. Time Linked Options

Unless otherwise specified in the grant letter, the Vesting of **Time Linked Options** shall be as follows, which may be varied at the discretion of the Board/ Committee:

Time Period	% of Stock Options to be vested
At the end of 1 st year from the grant date	25% of stock options granted
At the end of 2 nd year from the grant date	25% of stock options granted
At the end of 3 rd year from the grant date	25% of stock options granted
At the end of 4 th year from the grant date	25% of stock options granted

B. Performance Linked Options

On first anniversary of Grant, the Performance Linked Options granted shall become Eligible to Vest ("Eligible Options"). Of the total Performance Linked Options granted, Options which shall qualify as Eligible Options shall be calculated based on the overall performance of the Performance Parameters decided by the Committee calculated on weighted average basis and shall be subject to below performance-vesting relationship with liberty for the Committee to vary the same:

Type of performance	Actual performance (% of target)	% of total Performance Linked Options
Below Threshold	<85%	0%
Threshold	85%	80%
Target or above	95% or more	100%
Between Threshold and Target	Between 85% to 95% Performance Linked Options will become Eligible Options on a straight-line interpolation basis	

Eligible Options calculated above shall Vest as per following schedule unless otherwise specified:

Time Period	% of Stock Options to be vested
At the end of 1 st year from the grant date	25% of stock options granted
At the end of 2 nd year from the grant date	25% of stock options granted
At the end of 3 rd year from the grant date	25% of stock options granted
At the end of 4 th year from the grant date	25% of stock options granted

Performance Linked Options which do not qualify as Eligible Options on first anniversary of Grant shall automatically lapse, without any obligations whatsoever on the Company (including the Board or the Committee) and no rights in that regard will accrue to the Employee after such date. Such Options shall revert to the TTK Prestige Limited - LTI Plan 2023 pool and may be granted at the discretion of the Board or the Committee to any other Eligible Employee

In case of death of an Employee while in employment, all the Options granted to him till such date shall, whether or not such Options were exercisable on the date of the Employee's death, forthwith vest in the legal heirs or nominees of the deceased employee on that date and can be exercisable by them within the exercise period or such extended time provided by the Committee.

Similarly, in case of permanent incapacity while in employment, all the Options granted to an Employee as on the date of such permanent incapacity shall Vest, whether or not such Options were exercisable on the date of the Employee's permanent incapacity, forthwith in his or his legal heirs, or designated nominees on that date, as prescribed under SEBI (SBEBSE) Regulations and can be exercisable by him or by his legal heirs or designated nominees, as the case maybe, within the exercise period or such extended time provided by the Committee.

Besides continuity of employment/ service, the Committee shall have the power to determine and provide vesting conditions for the vesting of Options. In the event that an eligible Employee is transferred or deputed or resigns to join any subsidiary prior to vesting, the vesting shall continue as per original vesting schedule/ conditions.

Maximum period within which the Options shall be vested:

Options granted under the Plan shall vest not later than a maximum of 4 (four) years from the date of grant.

Exercise price or pricing formula:

The Exercise Price for the Time Linked Options granted shall not be less than 90% of the Fair Market Value on the date of grant and the Exercise Price for the Performance Linked Options granted shall be equal to or greater than the Face Value on the date of grant. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.

Exercise period and the process of exercise:

In case of continuation of employment/ service, vested Options shall be exercised by the Employees within the maximum exercise period of 2 (Two) years from the date of vesting of Options, or such other shorter period as may be prescribed by the Committee at the time of grant.

The Plan envisages shorter exercise periods than that specified above in case of separation from employment/ service on account of specified reasons. In case of termination due to misconduct, there shall not be any exercise period as all the vested Options shall lapse forthwith.

The vested Options, as permitted under the Plan, shall be exercisable by the Employees by a written application to the Company expressing their desire to exercise such Options in such manner and in such format and in such

numbers as may be prescribed by the Committee from time to time. The vested Options shall lapse, if not exercised within the specified exercise period.

Appraisal process for determining the eligibility of Employees under the Plan:

The appraisal process for determining the eligibility of the Employees shall be decided from time to time by the Committee.

Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that may be granted under the Plan per eligible Employee in aggregate shall be decided by the Committee and the aggregated of all options granted shall not exceed the pool allocation of 1% of paid-up capital.

Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of Options is envisaged under the Plan.

Implementation or administration of the Plan:

The Plan shall be implemented and administered directly by the Company.

Source of acquisition of shares under the Plan:

The Plan involves new issue of shares by the Company.

The Plan envisages issue of primary shares against exercise of vested Options.

Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the present Plan.

Maximum percentage of secondary acquisition:

The Plan envisages issue of primary shares and there is no contemplation of secondary acquisition.

Option Valuation, Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for employee share-based payments issued in this regard by the competent authorities as amended from time to time, including the disclosure requirements prescribed therein along with that as required under Regulation 14 of the SEBI SBEBSE Regulations.

Period of Lock-in:

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.

Terms & conditions for buyback, if any, of specified securities covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the Members is sought under SEBI SBEBSE Regulations by way of a Special resolution. The resolution and the terms stated therein as also the terms stated in this explanatory statement herein above shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board (the Committee and/or director(s) and/ or officer(s) of the Company, to whom any power may be delegated by the Board/Committee in this regard) shall have the sole and absolute authority to modify the terms hereinabove.

A draft copy of the Plan is available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days (excluding Saturdays, Sundays and Public Holidays) till the date of passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions, except to the extent of their entitlements determined lawfully, if any, under the Plan.

The Board, accordingly, recommends the passing of special resolutions as set out at **Item No. 3 & 4** of this notice, for the approval of the members.

BY ORDER OF THE BOARD

Place: Bengaluru

Date : February 01, 2023

K Shankaran

Wholetime Director & Secretary

Registered Office:

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