NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 69th Annual General Meeting (AGM) of the members of TTK PRESTIGE LIMITED will be held on Thursday, the August 07, 2025 at 11.00 a.m. IST through Video Conferencing / Other Audio Visual Means (VC) / (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements**

   To receive, consider and adopt the audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

2. **Declaration of Dividend**

   To declare a dividend of ₹ 6/- (Rupees Six Only) per equity share of face value of ₹ 1/- each for the financial year ended March 31, 2025.

3. **Appointment of Dr. Mukund T.T. (DIN:07193370) as a director liable to retire by rotation**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Mukund T.T. (DIN:07193370) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Ratification of Remuneration Payable to Cost Auditor for the Financial Year 2025-26**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the remuneration payable to Ms. Jayanthi Hari, Cost Accountant, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, amounting to ₹ 5,00,000/- (Rupees Five lakhs Only) (excluding all taxes and reimbursement of out-of-pocket expenses) be ratified and confirmed;

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

5. **Appointment of Secretarial Auditor**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) amendment(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of the Board of Directors, approval of the Members be and is hereby accorded for the appointment of Mr. Parameshwar G Hegde, Hegde & Hegde, Company Secretaries, [Regn. No. F1325/CP No.640] as the Secretarial Auditor of the Company, for a period of 5 (five) consecutive financial years commencing from 2025-26 to 2029-30.

   FURTHER RESOLVED THAT the Board of Directors (including any committee thereof), be and are hereby authorised to decide and finalise the terms and conditions of appointment including the remuneration payable to the Secretarial Auditor from time to time and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

6. **Payment of Remuneration to Mr. T.T. Jagannathan – Chairman Emeritus**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Company be and are hereby accorded for payment of remuneration of ₹ 12,00,000 (Rupees Twelve lakhs only) per month plus reimbursement of expenses as detailed in the explanatory statement to Mr. T. T. Jagannathan, Chairman Emeritus with effect from the date of 69th Annual General Meeting, and thereby his holding the office or place of profit as such in the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to revise, vary, alter or modify and/or to refix the remuneration payable to Mr. T.T Jagannathan, from time to time subject to the overall ceiling of ₹ 2,00,00,000 (₹ Two Crores only) per annum and to do all such acts, deeds, matters and things as may be deemed fit and as recommended by the Audit Committee for the purpose of giving effect to the above resolution and matters related thereto."

Place: Bengaluru | By the order of the Board
Date : May 27, 2025 | Sd/-

MANJULA K.V.
Company Secretary & Compliance Officer
Membership No: A52355

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

NOTES:

The Ministry of Corporate Affairs ("MCA") vide its circular No. 09/2024 dated September 19, 2024 and circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (SEBI), have permitted the holding of the Annual General Meeting ("AGM") through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, the 69th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

1. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the Financial Year 2024-25 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at www.ttkprestige.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. The Company has published a Public Notice by way of advertisement in Tamil Language, the principal vernacular language of Tamilnadu and in English language in an English newspaper with the required details of 69th AGM, for information of the Members.

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

2. The Company has availed the services of KFin Technologies Limited, (KFintech) Registrar and Share Transfer Agent of the Company, as the authorised agency for conducting the AGM through VC/OAVM and providing e-voting facility.

3. Though a member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC/OAVM pursuant to the Circulars.

4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.

6. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.

7. The Register of Members and the Share Transfer Books of the Company will remain closed on **August 01, 2025** for the purpose of AGM and payment of dividend.

8. The final dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from **August 21, 2025,** to those Members whose names stand registered on the Company's Register of Members:

   a) as Beneficial Owners as at the end of business hours on **July 31, 2025** as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.

   b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before **July 31, 2025.**

9. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 12 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be

transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

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

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

10. Members who have not yet encashed the dividend warrant(s) from the financial year ended March 31, 2018 (as detailed below) onwards (as detailed below) are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

Financial Year Ended	Due Date of Transfer
March 31, 2018	29.08.2025
March 31, 2019	16.09.2026
March 31, 2020	26.09.2027
March 31, 2021 - Interim	16.12.2027
March 31, 2021 - Final	12.08.2028
March 31, 2022 - Interim	08.03.2029
March 31, 2022 - Final	05.08.2029
March 31, 2023	03.09.2030
March 31, 2024	26.09.2031

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

11. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents at the address mentioned above or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.

12. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents.

The requisite NECS /ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.

13. As part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with KFintech in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address.

14. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of all Directors seeking appointment or re-appointment at this Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.

15. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Limited, in case the shares are held in physical form.

16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. SEBI vide its notification dated January 24, 2022, further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form to eliminate all risks associated with physical shares, the Members are requested to convert their physical holdings into dematerialized form. In this regard, the Members may contact the Depository Participant of their choice.

17. Effective April 01, 2020, dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual

shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com on or before **July 30, 2025.** Further no tax shall be deducted on the dividend payable to a resident individual shareholders if the total amount of dividend to be received from the Company during the Financial Year 2025-26 does not exceed 10,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Register of the Company, the tax will be deducted at a higher rate of 20%.

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

- Copy of PAN card if any, allotted by Indian Income Tax Authorities duly self-attested by the member.
- Copy of Tax Residency Certificate [TRC] for the FY 2024-25 obtained from the revenue authorities of country of tax residence duly attested by the member.
- Self-Declaration in Form 10-F.
- No-PE [Permanent Establishment] certificate.
- Self-Declaration of beneficial ownership by the non-resident shareholder.
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

Kindly note that the aforementioned documents should be uploaded with KFin Technologies Limited, the Registrar and Share Transfer Agent ("KFin") at https://ris.kfintech.com/form15 or emailed to einward.ris@kfintech.com on or before **July 30, 2025.** The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 1961.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the Income Tax Act, 1961 @20% plus applicable Surcharge and Cess.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **August 07, 2025.** Members seeking to inspect such documents can send an email to investorhelp@ttkprestige.com.

19. **Updation of Members' details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or KFintech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

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

21. **PROCEDURE FOR REMOTE E-VOTING:**

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting period commences at **9.00 a.m. IST** on **August 04, 2025**, and ends at **5.00 p.m. IST** on **August 06, 2025.**

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode".

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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

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

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. **For OTP based login** you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. **User already registered for IDeAS facility:** a. Visit URL: https://eservices.nsdl.com b. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". d. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 3. **User not registered for IDeAS e-Services** a. To register click on link : https://eservices.nsdl.com b. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. c. Proceed with completing the required fields. d. Follow steps given in points 2 above.

Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** a. Type in the browser / Click on the following links to login: www.cdslindia.com and click on Login icon and select 'My Easi New' (best operational in Internet Explorer 10 or above and Mozilla Firefox) . b. Login with your registered user id and password. c. Members will be able to view the e-voting Menu. d. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. **2. User not registered for Easi/Easiest** a. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. b. Proceed to complete the registration using your DP ID- Client ID (BO ID) etc. c. After successful registration, please follow steps given at Serial number 1 above to cast your vote. **3. Alternatively, by directly accessing the e-Voting website of CDSL** a. Type in the browser / Click on the following links: www.cdslindia.com and click on E-Voting or / https://evoting.cdslindia.com/Evoting/EvotingLogin b. Provide your demat Account Number and PAN No. c. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. d. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against the Company Name: 'TTK Prestige 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	I. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-voting facility. II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. III. Click on options available against the Company Name: 'TTK Prestige Limited' or e-voting service provider – 'KFintech' and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a requestathelpdesk.evoting@cdslindiacom or contact at 1800-21-09911

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:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **8929**, 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., **8929** AGM" and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizer.ttk@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

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

Details on Step 3 are mentioned below:

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

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

ii. Facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investorhelp@ttkprestige.com. Questions /queries received by the Company till August 04, 2025, shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **9 a.m. on August 02, 2025, 5.00 p.m. to August 05, 2025.** Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from **9 a.m. on August 02, 2025, 5.00 p.m. to August 05, 2025.**

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

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on July 31, 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.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

   i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

      1. Example for NSDL:

         MYEPWD <SPACE> IN12345612345678

      2. Example for CDSL:

         MYEPWD <SPACE> 1402345612345678

      3. Example for Physical:

         MYEPWD <SPACE> XXXX1234567890

   ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

VII. The Board of Directors has appointed Mr. Parameshwar G Hegde, Hegde & Hegde (Membership No. FCS 1325 / CP No. 640), Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

VIII. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The results declared along with the Scrutinizer's report shall be communicated to the stock exchanges and RTA and will also be displayed on the Company's website within 48 hours after the completion of the AGM.

IX. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI: (Forming part of the Notice of the AGM)

Nature of Appointment	Retirement by Rotation and seeking re-appointment	
Name of the Director	Dr. Mukund T.T.	
Director Identification Number (DIN)	07193370	
Date of Birth and Age	23/12/1976 48 years	
Date of first appointment on the Board	29/05/2015	
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	* Bachelor's Degree in Physics, Cornell University, USA. * Doctorate Degree (Ph.D) in Physics, Massachusetts Institute of Technology, USA. * Presently Professor at the National Centre for Biological Sciences, Tata Institute of Fundamental Research. * He has an illustrious academic and research background. * He has been awarded The Infosys Prize 2023 in Physical Sciences, in recognition of his ground-breaking contributions to evolutionary cell biology. * Has expertise in the areas of Life Sciences, Data Sciences, Governance and Social Responsibility. * He has been on the Board of your company since May 2015 and retires by rotation and is eligible for re-appointment.	
No. of Board Meetings attended during the year as a Director	All the eight meetings held during the year.	
Memberships / Chairmanships of Committees of the Board of the Company	Member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee & Risk Management Committee.	
Directorships held in other Companies	TTK Healthcare Limited.	
Memberships / Chairmanships of Committees of other Boards	Nil	
Remuneration last drawn	During the year 2024-25 Dr. Mukund T.T. was paid. i. ₹ 20,40,000 as remuneration by way of commission. ii. ₹ 11,40,000 as Sitting Fees for attending the Board and committee meetings for the Financial Year ended March 31, 2025.	
Remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors within the limits prescribed under the Companies Act, 2013.	
Shareholding of in the Company	In his personal capacity	32,63,086 (2.38%) Equity shares of ₹ 1/- each.
	As a Beneficial Owner	M/s. T. T. Krishnamachari & Co., a Partnership Firm is holding 8,27,67,238 shares (60.44%) Equity Shares of ₹ 1/- each in the Company. Dr. Mukund T.T. is holding 14% interest in the said Partnership Firm, as a Partner.
Relationship with other Directors and Key Managerial Personnel of the Company	He is the son of Mr. T.T. Jagannathan and nephew of Mr. T.T. Raghunathan, Directors.	

Affirmation that the Director being appointed/ reappointed is not disqualitied / debarred from holding the office of Director pursuant to the provisions of Section 164 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 / by virtue of any SEBI Order or any other authority.	It is hereby confirmed that Dr. Mukund T.T. being reappointed is not disqualified / debarred from holding the office of Director pursuant to the provisions of Section 164 of the Companies Act, 2013 amd SEBI (LODR) Regulations, 2015 / by virtue of any SEBI Order or any other authority.

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

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

Place : Bengaluru
Date : May 27, 2025

Statement of material facts pursuant to Section 102 of the Companies Act, 2013 and Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4: Ratification of Remuneration Payable to Cost Auditor for Financial Year 2025-26

The Board at its meeting held on May 27, 2025, approved the appointment of Ms. Jayanthi Hari, Cost Accountant, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, at a remuneration of ₹ 5,00,000 plus applicable taxes and out of pocket expenses, as recommended by the Audit Committee of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

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

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

Item No. 5: Appointment of Secretarial Auditor

In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (3rd Amendment Regulations 2024 dated December 13, 2024), the Board of Directors, based on the recommendation of the Audit Committee and subject to the approval of the Shareholders, in their meeting held on January 28, 2025 appointed Mr. Parameshwar G Hegde, Hegde and Hegde Company Secretary [Registration Number FCS 1325, COP 640] as the Secretarial Auditor of the Company, for a period of 5 (five) consecutive financial years commencing from 2025-26 to 2029-30.

Mr. Parameshwar G Hegde, Hegde & Hegde, Company Secretary, is a senior Practicing Company Secretary established in the year 1987. He is a Fellow member of the ICSI. Hegde & Hegde is rendering professional services in the areas of corporate laws, SEBI/Securities market regulations, FEMA, FDI/ODI, RBI matters, collaborations, JVs, shareholders agreements, mergers & acquisitions, IPOs, ESOPS, Start-ups, Industrial and Labour Laws etc. He has been in practice for over 35 years and has extensive knowledge and diverse experience in Corporate Laws, Compliance Management, Corporate finance, Board practices, Corporate Governance practices, and secretarial audits. Hegde & Hegde renders services to corporates- listed and unlisted, LLPs, Trusts, NGOs, start-ups, small, medium and large business enterprises, private equity investors.

Mr. Parameshwar G Hegde, is a Peer Reviewed Company Secretary, holds valid Peer Review Certificate issued by The Institute of Company Secretaries of India (ICSI). The practicing unit is also Quality Reviewed by the ICSI, ensuring highest standards of professional practice and conduct. Hegde & Hegde is conducting secretarial audit of various reputed companies and has been conducting Secretarial Audit of the TTK Prestige ever since it was introduced in 2015.

Mr. Parameshwar G Hegde, Hegde & Hegde has confirmed his eligibility to undertake Secretarial Audit and that he meet the requirements of SEBI Listing Regulations. The firm has also confirmed that this audit engagement will be within the limits prescribed by The ICSI and has given consent to act as the Secretarial Auditor of the Company for the said period of 5 consecutive financial years.-

In view of their qualifications and long experience in conducting Secretarial Audit of listed entities, Mr. Parameshwar G Hegde, Hegde & Hegde, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company subject to approval of the shareholders.

The Board / Audit Committee of the Board is authorised to fix the terms of appointment of the Secretarial Auditor including remuneration payable to them as may be mutually agreed between the Company and the Secretarial Auditor from time to time. The Board on the recommendation of the Audit Committee has fixed a remuneration of ₹4.25 lakh plus applicable taxes if any, and out of pocket expenses incurred in connection with the audit, for the financial year 2025-26. Secretarial Auditor shall also be entitled separate fees for certification jobs and other professional services availed by the Company.

The Board recommends the Ordinary Resolution as set out in Item No.5 for the approval of Members.

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

Item No. 6: Remuneration Payable to Mr. T.T. Jagannathan – Chairman Emeritus

Mr. T.T. Jagannathan is a Promoter Director of the Company and has been at the helm of TTK Prestige Limited since 1975 and has led the Company to be a market leader in Small Appliances Industry in the Country. He has been instrumental in transforming the Company to reach a market cap of over one billion dollars. He has made outstanding contribution not only in the successful management of affairs of the Company but also in providing necessary technical inputs for development of novel products, research and development and application of technology by the Company. He himself being Graduate from IIT his excellence in manufacturing and contribution in the field of technology has been pivotal to the growth of the Company.

He joined the Board of the Company as a Managing Director in the year 1975 and served as the Managing Director for over 26 years up to 2000 and has been the Executive Chairman for a period of 19 years up to 2019. He stepped down as the Executive Chairman of the Board during 2019 but continued as Non-Executive Director / Chairman. He stepped down as Chairman with effect from March 25, 2025. He has been the longest serving Director/Chairman of the Company.

Considering Mr. Jagannathan's long stewardship of the Company through turbulent times, deep insights into the business of the Company, his acumen and longtime involvement in the policy making and decision making in the Company, the Board felt that it is not only desirable but also beneficial for the Company to continue to avail his services as Advisor/Mentor and accordingly in their meeting held on March 24, 2025 discussed the matter and decided to honour him as Chairman Emeritus and continue to avail his services to the Company.

Mr. T.T. Jagannathan is now liable to retire as Director at the ensuing 69th AGM of the Company. He is not seeking reappointment as a Director at the AGM. He will continue to be Chairman Emeritus and will advise the Board on strategic matters and also on any specific matter or policy of the Company on which the Board may seek his guidance.

Mr. T.T. Jagannathan, after he stepped down as Executive Chairman, in his capacity as a Director is being paid monthly remuneration of ₹ 9,00,000 (Rupees Nine Lakhs only) and also provided with company-maintained office, company-maintained car, reimbursement of medical expenses to self and wife incurred in India or abroad and reimbursement of travelling and expenses incurred for the business of the Company. He is also entitled to the commission on profits as applicable to other non-executive directors. He is entitled to this remuneration till the date of his retirement as a Director at the ensuing 69th AGM.

On the recommendation of Nomination and Remuneration Committee the Board has proposed to pay a remuneration of ₹ 12,00,000 per month to Mr. T.T. Jagannathan, in his capacity as Chairman Emeritus effective from the date of 69th AGM i.e. from the date on which he retires as a Director of the Company. The Audit Committee, in their meeting held on May 27, 2025, has approved the payment of said remuneration to Mr. Jagannathan as required under section 177 (4) of the Companies Act 2013 and SEBI Regulations as may be applicable.

The Board is of the opinion that the proposed remuneration is in consonance with the present industry practices and policy relating to payment of remuneration to the persons occupying such office.

In terms of section 188 of the Companies Act 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014, appointment of a related party to any office or place of profit in the company, subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000 per month requires the approval of the shareholders by a resolution passed at a general meeting. Mr. T.T. Jagannathan, being a relative of Mr. T.T. Raghunathan and Dr. Mukund T.T., Directors of the Company, in terms of section 2(77) of Companies Act 2013 read with Rule 4 of Companies (Specification of Definitions Details) Rules 2014, the approval of the shareholders in general meeting is required for payment of the remuneration which will be in excess of ₹ 2,50,000 per month.

Accordingly, the resolution seeks approval of the shareholders pursuant to section 188 of the Companies Act 2013 and the rules made thereunder and pursuant to applicable Regulations of Securities Exchange Board of India (SEBI).

The Board recommends the resolution for the approval of the shareholders.

Except Mr. T.T. Raghunathan and Dr. Mukund T.T. Directors of the Company, being relatives of Mr. T.T. Jagannathan who may be considered as interested or concerned in the resolution, no other Director or Key Managerial Personnel or their relatives is interested or concerned financially or otherwise in the resolution.

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

A.	Name of the related party	Mr. T.T. Jagannathan
B.	Name of the director or key managerial personnel who is related, if any	Mr. T.T. Raghunathan and Dr. Mukund T.T., Directors of the Company
C.	Nature of relationship	Mr. T.T. Jagannathan is the brother of Mr. T.T. Raghunathan and father of Dr. Mukund T.T.
D.	Nature, material terms, monetary value and particulars of the contract or arrangements	Proposed remuneration to Mr. T.T. Jagannathan: a) Monthly remuneration of ₹ 12,00,000/- b) Medical expenses reimbursement for self and wife incurred in India or abroad at actuals. c) Reimbursement of travel and other expenses incurred for the purpose of business of the company including company-maintained office and car. The above remuneration is payable with effect from the date of his retirement as a Director in the Company, i.e., date of 69th AGM. The remuneration mentioned under ''a" above may be revised or refixed from time to time by the Board on the recommendation of the Audit Committee subject to the overall ceiling of ₹ 2 Crores per annum. The appointment or remuneration (contract) is terminable at the discretion of the Board of Directors without notice or compensation. The Company shall issue a letter of appointment to Mr. T.T. Jagannathan detailing the terms and conditions of his appointment
E.	Any other information relevant or important for the members to take a decision on the proposed resolution	Remuneration including sitting fees paid during the preceding two financial years: 2023-24 ₹ 2.93 crores 2024-25 ₹ 1.41 Crores Considering the qualifications, length of service and experience of Mr. T.T. Jagannathan and the present Industry norm and practice, the proposed remuneration is justifiable.

Place: Bengaluru
Date : May 27, 2025

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

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