

November 1, 2021

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

**Sub: Postal Ballot Notice.**

Please find enclosed the Postal Ballot Notice dated October 27, 2021 along with Explanatory Statement thereof seeking approval of the shareholders on the following matters through Special Resolutions:

1. Approval for sub-division/stock split of Equity Shares.
2. Alteration of the Capital Clause of the Memorandum of Association

The aforesaid Notice is sent to the members whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, October 29, 2021, on their registered email address.

Further, please find below the Schedule of events for Postal Ballot:

Sl. No.	Activity	Date
1.	Cut-off date/Benpos date for sending notice to the shareholders	October 29, 2019
2.	Voting start date	November 2, 2021
3.	Voting end date	December 1, 2021
4.	Scrutinizers Report	On or before December 3, 2021
5.	Declaration of results	On or before December 3, 2021

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](http://www.ttkprestige.com)

Thanking you,

Yours faithfully,

For **TTK Prestige Limited,**

*K. Shankaran*

**K. Shankaran**  
**Wholetime Director & Secretary**



## TTK PRESTIGE LIMITED

(CIN:L85110TZ1955PLC015049)

Regd. Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu Corporate

Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025

[www.ttkprestige.com](http://www.ttkprestige.com), Email: [investorhelp@tkprestige.com](mailto:investorhelp@tkprestige.com) Telephone : 91-80-22217438/39

### 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]

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#### 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 Standard-2 on general meeting (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 Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated June 23, 2021 (collectively “MCA Circulars”) in view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/dissent of the Members will take place only through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the above-mentioned MCA Circulars.

Items of Special Business requiring consent of shareholders through Postal Ballot:

#### 1) Approval of sub-division/stock split of Equity Shares:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded, for sub- dividing the existing equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) be sub-divided into 10 (Ten) Equity Shares having nominal value of Rs.1/- (Rupee One Only) each fully paid-up.”

**“RESOLVED FURTHER THAT**, pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Rs.1/- (Rupee One Only) each fully paid up, as given below:

Type of Capital	Pre Sub-division Share Capital			Post Sub-division Share Capital		
	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (Rs.)
<b>Authorised share capital</b>	1,50,00,000	10	15,00,00,000	15,00,00,000	1	15,00,00,000
<b>Issued, Paid-up and Subscribed share capital</b>	1,38,61,402	10	13,86,14,020	13,86,14,020	1	13,86,14,020

**“RESOLVED FURTHER THAT**, upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new equity shares of Re. 1/- (Rupee One only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub division.”

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Share Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub- division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

## 2) Alteration of the Capital Clause of the Memorandum of Association:

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

“**RESOLVED THAT**, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause 5 of the Memorandum of Association of the Company be substituted by the following in its place and stead:

5. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.1/- (Rupee One Only) each, with such rights, privileges and conditions respectively attached thereto as may be, from time to time, conferred by the Regulations of the Company with power to increase and or reduce its capital from time to time and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

“**RESOLVED FURTHER THAT**, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

By Order of the Board of Directors

For TTK Prestige Limited

Sd/-

K Shankaran

(Wholetime Director & Secretary)

(DIN 00043205)

### **Registered Office:**

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

Date: October 27, 2021

Place: Bengaluru

### **Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard-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 pertaining to the said Resolutions setting out the material facts concerning the said items 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 Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email 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., **Friday, October 29, 2021**. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with KFintech Private Ltd, Registrar and Transfer Agent of the Company.

The Notice shall also be uploaded on the website of the Company at [www.ttkprestige.com](http://www.ttkprestige.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), NSE India Limited at [www.nseindia.com](http://www.nseindia.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office and on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till December 1, 2021 subject to available relaxations, if any granted by local authorities in view of restrictions imposed due to outbreak of the pandemic. Members seeking to inspect can send an email to Company at [investorhelp@tkprestige.com](mailto:investorhelp@tkprestige.com).
4. 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 KFintech Private Limited. Instructions for remote e-voting are provided in the Notice.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Cut-off date i.e., **October 29, 2021**, being the '**Cut-off date**' fixed for this purpose. Any person who is not a Member as on Cut-off date should treat this notice for information purpose only.
6. The voting period will commence from **November 2, 2021, IST at 10.00 a.m. and end on December 1, 2021, IST at 5.00 p.m.** The e-voting module shall be disabled for voting thereafter.
7. The Company has appointed Mr. Parameshwara G Hegde (Membership No. FCS 1325/CP No. 640), Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. 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 not later than 48 working hours of the conclusion of the e-voting. The Resolutions, if passed by requisite majority shall be deemed to have been passed on **Wednesday, December 1, 2021**, being the last date specified by the Company for e-voting.
9. 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) Additionally, the results will also be uploaded on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com).
10. The instructions for Members for e-voting are as under:
  - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. 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 **10.00 a.m. IST on Tuesday, November 2, 2021 and ends at 5.00 p.m. IST on Wednesday, December 1, 2021**
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **cut-off date i.e. October 29, 2021.**

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

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

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

**Details on Method 1 are mentioned below:**

**D) 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	<ol style="list-style-type: none"> <li>1. Existing user who have opted for Easi / Easiest               <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services               <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields. Follow steps given in points 1</li> </ol> </li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

**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.

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Details on Method 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **6356** 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., **6356 -TTK PRESTIGE LIMITED** 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).

**(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:**

i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal ballot Notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **OTHER INSTRUCTIONS**

- I. 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](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, October 29, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. In case a person has become a Member of the Company after dispatch of Postal Ballot 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:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. 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 are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

Equity shares of the Company are listed and are being traded on Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited. In order to improve the liquidity of the Company's shares and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in their meeting held on 27th October, 2021 has recommended to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Rs. 1/- (Rupee One Only) each, subject to the approval of the Members. Article 3 of the Articles of Association of the Company permits sub-division of shares subject to approval of Members.

Upon approval of the shareholders for sub-division of equity shares, in respect of equity shares held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs.1/- each, fully paid-up, will be dispatched to the shareholders. In respect of equity shares held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as **Special Resolution**.

### Item No. 2

The proposed Sub-division of the 1 (One) equity share of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of Rs.1/- (Rupee One Only) each requires amendment in capital clause of Memorandum of Association of the Company.

Accordingly, Clause 5 of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed Sub- division from Rs 15,00,00,000/-(Rupees Fifteen Crores Only) divided into 1,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 Equity Shares of Rs. 1/- (Rupee One Only) each.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as **Special Resolution**.

By Order of the Board of Directors  
For TTK Prestige Limited

K Shankaran  
(Wholetime Director & Secretary)  
(DIN 00043205)

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

Date: October 27, 2021  
Place: Bengaluru