

May 27, 2024

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

Dear Sirs,

**Sub : Minutes of the of Postal Ballot**

Please find enclosed the Minutes of the Postal Ballot for the Resolutions as set out in the Notice of the Postal Ballot dated March 18, 2024.

This is for your information and records.

Thanking you,

Yours faithfully,

**For TTK Prestige Limited,**

Manjula K V  
Company Secretary

Encl. : a/a

**MINUTES**

**MINUTES OF THE PROCEEDINGS HELD AT THE CORPORATE OFFICE - NAGARJUNA CASTLE, 1/1 & 1/2, WOOD STREET, RICHMOND TOWN, BENGALURU – 560025, ON MONDAY, THE APRIL 29, 2024, AT 12.00 P.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT THROUGH e-VOTING**

**PRESENT:**

<b>Mr. TT Jagannathan</b>	<b>: Chairman</b>
<b>Mr. Chandru Kalro</b>	<b>: Managing Director (Participated through Video Conference)</b>
<b>Mr. K Shankaran</b>	<b>: Wholetime Director</b>
<b>Ms. Manjula K V</b>	<b>: Company Secretary</b>
<b>Mr. Parameshwar G Hedge</b>	<b>: Practicing Company Secretary as Scrutinizer - (Participated through Video Conference)</b>

Mr. TT Jagannathan, Chairman stated that Board of Directors at its meeting held on March 18, 2024, approved the proposal to conduct the Postal Ballot (e-voting) 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 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, 11/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 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 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "the Circulars") Notice of Postal Ballot dated March 18, 2023 was sent 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 as on March 22, 2024 to obtain the approval of the shareholders through Postal Ballot (e-Voting) for the following items of the business by way of Special Resolutions:

- 1. Appointment of Ms. Akila Krishnakumar (DIN: 06629992), as an Independent Director of the Company**
- 2. Reappointment of Mr K Shankaran [DIN: 00043205] as a Wholetime Director of The Company**

The Board of Directors approved the said Notice and also appointed Mr. Parameshwar G Hegde, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner. A newspaper advertisement as required under the Companies Act, 2013 was published in Business Line— all editions and Dinamalar (regional newspaper - Tamil) on March 28, 2024.

**CHAIRMAN  
INITIALS**

The Company engaged the services of M/s KFin Technologies Limited, Hyderabad (R&TA.) to provide e-Voting facility to all its members to exercise their votes electronically as on the cut-off date i.e. March 22, 2024. The e-Voting portal for voting purpose was remained open from 09.00 hours, on Friday, the March 29, 2024 to 17:00 hours, on Saturday, the April 27, 2024 and thereafter, the same was disabled.

The Scrutinizer after carrying out the scrutiny of votes cast through e-Voting facility as received up to 17:00 hours, on Saturday, the April 27, 2024, submitted his Report on Voting on April 29, 2024 and the said Report was taken on record.

Based on the Scrutinizer's Report, Mr.TT. Jagannathan, Chairman announced the Results of the Voting by Postal Ballot through e-Voting, as under:

**SPECIAL RESOLUTIONS:**

**1. APPOINTMENT OF MS. AKILA KRISHNAKUMAR (DIN: 06629992), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
119290552	119263361	99.97	27191	0.03

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated March 18, 2024 was passed by **Requisite Majority**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or reenactment thereof for the time being in force], the Companies (Appointment and Qualifications of Director) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), as amended from time to time and in accordance with the provisions of Articles of Association of the Company and being eligible for appointment as an Independent Director who has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director and based on the recommendation of the Nomination and Remuneration Committee, Ms. Akila Krishnakumar (DIN: 06629992), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from May 01, 2024 up to April 30, 2029 (both days inclusive) AND THAT she shall not be liable to retire by rotation.

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

CHAIRMAN'S  
INITIALS



# MINUTES

## 2. REAPPOINTMENT OF MR K SHANKARAN [DIN: 00043205] AS A WHOLETIME DIRECTOR OF THE COMPANY:

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
119274471	116046832	97.29	3227639	2.71

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated March 18, 2024 was passed by **Requisite Majority**:

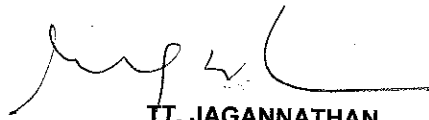
**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder read with Schedule V to the Act [including any statutory modifications) and re-enactment(s) thereof, for the time being in force] and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof), the Articles of Association of the Company and on the basis of the recommendation and approval of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”) respectively, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. K Shankaran [DIN – 00043205] as Whole time Director of the Company for a further period from April 01, 2024 till the conclusion of the ensuing Annual General Meeting to be held in the calendar year 2024 on the remuneration and other terms and conditions of appointment as set out in the Explanatory Statement attached to the Notice of the Postal Ballot.

**RESOLVED FURTHER THAT** the approval of the Members be and is also hereby accorded pursuant to Section 196(3)(a) of the Companies Act, 2013 to Mr K Shankaran to hold and continue to hold office as Wholetime Director of the Company notwithstanding that he has attained the age of 70 years.

**RESOLVED FURTHER THAT** during his tenure if the Company incurs any loss or inadequacy of profits, the above remuneration consisting of the salary, allowances, perquisites, benefits shall be paid as minimum remuneration to Mr K Shankaran, subject to the ceiling prescribed for the time being under Schedule V to the Act or any statutory modification(s) and re-enactment(s) thereof.

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

Place: Bengaluru  
Date: 24.05.2024



**TT. JAGANNATHAN**  
Chairman