



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

April 04, 2023

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 Proceedings of Postal Ballot

Please find enclosed the Minutes of the Proceedings of the Postal Ballot for the Resolutions as set out in the Notice of Postal Ballot dated February 01, 2023.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

K. Shankaran
Whole time Director & 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 THURSDAY, THE MARCH 09, 2023, AT 12.00 P.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT THROUGH e-VOTING

PRESENT:

Mr. TT Jagannathan : Chairman
Mr. Chandru Kalro : Managing Director
Mr. K Shankaran : Wholetime Director & Secretary
Mr. Parameshwar G Hedge : Practicing Company Secretary as Scrutinizer -
(Participated through Video Conference)

Mr. TT Jagannathan, Chairman stated that Board of Directors at its meeting held on January 31, 2023, 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 dated 28.12.2022 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "the Circulars") Notice of Postal Ballot dated February 01, 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 on February 03, 2023 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. To appoint Mrs. Sandhya Vasudevan (DIN: 00372405), as an Independent Director of the Company
2. To appoint Mr. V Ranganathan (DIN: 00550121), as an Independent Director of the Company
3. Approval of TTK Prestige Limited - Long Term Incentive (Stock Option) Plan 2023
4. Approval of TTK Prestige Limited - Long Term Incentive (Stock Option) Plan 2023 for the eligible employees of the Subsidiary Company(ies) of the Company

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 February 07, 2023.

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. February 03, 2023. The e-Voting portal for voting purpose was remained open from 09.00 hours, on Tuesday, the February 07, 2023 to 17:00 hours, on Wednesday, the March 08, 2023 and thereafter, the same was disabled.

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The Scrutinizer after carrying out the scrutiny of votes cast through e-Voting facility as received up to 17:00 hours, on Wednesday, the March 08, 2023, submitted his Report on Voting on March 09, 2023 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. TO APPOINT MRS. SANDHYA VASUDEVAN (DIN: 00372405), 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
121589143	121588010	99.9991	1133	0.0009

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 01.02.2023 was passed by **Requisite Majority**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Sandhya Vasudevan (DIN: 00372405), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from April 01, 2023 for a term of 5 (five) consecutive years;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things which may be necessary for appointment of Mrs. Sandhya Vasudevan (DIN: 00372405), as an Independent Director of the Company."

2. TO APPOINT MR. V RANGANATHAN (DIN: 00550121), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

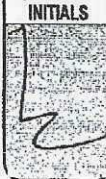
No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
121589144	121565795	99.9808	23349	0.0192

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 01.02.2023 was passed by **Requisite Majority**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. V Ranganathan (DIN: 00550121), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from April 01, 2023 for a term of 5 (five) consecutive years;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things which may be necessary for appointment of Mr. V Ranganathan (DIN: 00550121), as an Independent Director of the Company."

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3. APPROVAL OF TTK PRESTIGE LIMITED - LONG TERM INCENTIVE (STOCK OPTION) PLAN 2023

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
121589144	108194247	88.9835	13394897	11.0165

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 01.02.2023 was passed by **Requisite Majority**:

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

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

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

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

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

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

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

4. APPROVAL OF TTK PRESTIGE LIMITED - LONG TERM INCENTIVE (STOCK OPTION) PLAN 2023 FOR THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
121589078	108194240	88.9835	13394838	11.0165

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 01.02.2023 was passed by **Requisite Majority**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other circulars/ notifications/ guidance/ FAQs issued thereunder, as amended from time to time (hereinafter referred as “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to approval of the TTK Prestige Limited - Long Term Incentive (Stock Option) Plan 2023 (hereinafter referred to as “TTK Prestige Limited - LTI Plan 2023” or “the Plan”) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEBSE Regulations) to create, issue and grant such number of employee stock options (“Options”) under the Plan, in one or more tranches, from time to time, to such person(s) who are in the employment or service on exclusive basis with any existing or future subsidiary(ies) of the Company, in India or outside India, including any director thereof, whether whole-time or otherwise (other than employees/directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly

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more than ten percent of the outstanding equity shares of the Company), within the overall and individual limits of the Plan as amended from time to time, where one Option upon exercise shall entitle the Option grantee to one fully paid-up equity share ("Share") of face value of Rs. 1/- (Rupees One only) each of the Company, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan."

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

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

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

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

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

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

It was noted that the result of Postal ballot was declared on March 09, 2023. The resolutions as mentioned in the Notice of Postal Ballot dated February 01, 2023 were duly passed with requisite majority as on March 08, 2023 and the Chairman directed Mr. K Shankaran- Wholetime Director & Company Secretary to:

- (i) intimate the results to and file necessary reports with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).
- (ii) file necessary e-Forms with the Registrar of Companies (ROC); and
- (iii) arrange the publication of the results on the Company's Website.

Place : Bengaluru
Date : 09.03.2023


TT. JAGANNATHAN
Chairman

