

TTK Prestige LIMITED



Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025. INDIA
Phone: 91-80-22217438/39, Fax: 91-80-22277446, E-mail: ttkcorp@ttkprestige.com
www.ttkprestige.com CIN : L85110TZ1955PLC015049

December 7, 2021

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

Sub: Revised Proceedings of Postal Ballot

There is a typographical error in the number of total votes polled in the table giving the results. The number should read as 1,28,14,586 instead of 1,23,14,586.

Please find enclosed the Revised Proceedings of the Postal Ballot.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,


K. Shankaran
Whole time Director & Secretary

TTK Prestige LIMITED



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PROCEEDINGS OF THE POSTAL BALLOT FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED OCTOBER 27, 2021.

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"), Notice of Postal Ballot dated 27.10.2021 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 November 1, 2021 to obtain the approval of the shareholders through Postal Ballot (e-Voting) for the following items of the business:

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

The Board of Directors approved the said Notice and also appointed Mr. Parameshwar G Hegde, Practising 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 November 2, 2021.

The Company engaged the services of M/s KFintech Private 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. October 29, 2021. The e-Voting portal of for voting purpose was remained open from 10.00 hours, on Tuesday, the November 2, 2021 to 17:00 hours, on Wednesday, the December 1, 2021 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 Wednesday, the December 1, 2021, submitted his Report on Voting on December 2, 2021 and the said Report was taken on record.



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A  Group Company

(Registered Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, Tamil Nadu. INDIA)

Based on the Scrutinizer's Report, the Results of the Voting by Postal Ballot through e-Voting are as under:

SPECIAL RESOLUTIONS:

1. Approval of sub-division/stock split of shares.


No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
12814586	12814579	99.9999	7	0.0001

2. Alteration of the Capital Clause of the Memorandum of Association

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
12814586	12814576	99.9999	10	0.0001

Based on the Scrutinizer's report, the result of Postal ballot was declared on December 2, 2021. The resolutions as mentioned in the Notice of Postal Ballot dated October 27, 2021 were duly passed with requisite majority as on December 1, 2021

For TTK PRESTIGE LIMITED



K. SHANKARAN
Director & Secretary

TTK Prestige LIMITED



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

Sub: Minutes of the Proceedings of Postal Ballot

Please find enclosed the Proceedings of the Postal Ballot for the Resolutions as set out in the Notice of Postal Ballot dated October 27, 2021

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

A handwritten signature in black ink, appearing to read 'K. Shankaran'.

K. Shankaran
Whole time Director & Secretary

MINUTES

MINUTES OF THE PROCEEDINGS HELD AT SWAMY DAYANANDA SARASWATI EDUCATIONAL SOCIETY, MANJAKKUDI ON THURSDAY, THE 2ND DECEMBER, 2021, AT 9.00 A.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 Hegde	: Practicing Company Secretary as Scrutinizer - (Participated through Video Conference)

Mr. TT Jagannathan, Chairman stated that Board of Directors at its meeting held on October 27, 2021, 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 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"). Notice of Postal Ballot dated 27.10.2021 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 November 1, 2021 to obtain the approval of the shareholders through Postal Ballot (e-Voting) for the following items of the business:

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

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 November 2, 2021.

The Company engaged the services of M/s KFinTech Private 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. October 29, 2021. The e-Voting portal of for voting purpose was remained open from 10.00 hours, on Tuesday, the November 2, 2021 to 17:00 hours, on Wednesday, the December 1, 2021 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 Wednesday, the December 1, 2021, submitted his Report on Voting on December 2, 2021 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. Approval of sub-division/stock split of shares.

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
12814586	12814579	99.9999	7	0.0001

CHAIRMAN'S INITIALS



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The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 27.10.2021 was passed by **Requisite Majority**:

"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 (Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorised share capital	1,50,00,000	10	15,00,00,000	15,00,00,000	1	15,00,00,000
Issued, Paid-up and Subscribed share capital	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



MINUTES

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:

No. of Total votes polled	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
12814586	12814576	99.9999	10	0.0001

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated 27.10.2021 was passed by **Requisite Majority**:

"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."

The Chairman then directed the 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 : Manjakkudi
Date : 02.12.2021


T.T. JAGANNATHAN
 Chairman

