

September 01, 2025

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 69<sup>th</sup> Annual General Meeting**

We are forwarding herewith the copy of the Minutes of the 69<sup>th</sup> Annual General Meeting of our Company held on August 07, 2025.

We request you to kindly take the above document on record.

Thanking you,

Yours faithfully,  
For TTK Prestige Limited,

Manjula K V  
Company Secretary & Compliance Officer

Encl. : a/a

# MINUTES

**MINUTES OF THE PROCEEDINGS OF THE SIXTY-NINTH ANNUAL GENERAL MEETING HELD AT 11:00 A.M., ON THURSDAY, THE AUGUST 7, 2025, THROUGH VIDEO CONFERENCING**

**Time of commencement : 11:00 A.M.**  
**Time of Conclusion : 12:05 P.M.**

<b>No. of Members present through Audio/Visual means</b>	<b>46</b>
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**DIRECTORS PRESENT THROUGH VIDEO CONFERENCING:**

Mr. T T Raghunathan	Chairman
Mr. T T Jagannathan	Chairman Emeritus
Dr. Mukund T T	Vice Chairman
Mr. Venkatesh Vijayaraghavan	Managing Director & CEO
Mr. Dhruv Moondhra	Independent Director
Ms. Sandhya Vasudevan	Independent Director
Mr. V Ranganathan	Independent Director
Mrs. Akila Krishnakumar	Independent Director
Mr. Girish Rao	Independent Director
Mr. Saranyan R	Wholetime Director & CFO

**IN ATTENDANCE**

Mrs. Manjula K V	Company Secretary and Compliance Officer
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**BY INVITATION**

Mrs. Rajeshwari S	Partner, M/s. PKF Sridhar & Santhanam LLP Statutory Auditors
Mr. C N Srinivasan	Partner, M/s. S Viswanathan LLP Internal Auditors
Mr. Parameshwar G Hegde	Scrutinizer & Secretarial Auditor

**INTRODUCTION OF DIRECTORS:**

Mrs. Manjula KV – Company Secretary & Compliance Officer introduced the Members of the Board of Directors and other invitees present at the meeting. She also informed that Mr. V Ranganathan – Chairman of the Audit Committee, Mrs. Akila Krishnakumar – Chairman of the Nomination & Remuneration Committee and Ms. Sandhaya Vasudevan – Chairman of the Risk Management Committee were present at the virtual meeting.

**CHAIRMAN OF THE MEETING:**

In accordance with Article 57 of the Articles of Association of the Company, Mr. T T Raghunathan, Chairman of the Company took the Chair.

The Chairman informed that the 69<sup>th</sup> Annual General Meeting of the Company is being held through video conference in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI, and the meeting proceedings are being recorded. The Chairman ascertained from the AGM Video Conference facility provider- KFinTech that the quorum was present. He also informed the members that the Statutory Registers are available electronically for inspection upon request by the members and that the proxy register is not available for inspection since there is no proxy facility for virtual meeting of members. He then called the Meeting to order.

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Thereafter, the Chairman commenced the formal agenda of the Meeting.

**NOTICE OF THE MEETING:**

With the consent of the members present, the Notice convening the Meeting, as already circulated, was taken as read.

Thereafter Chairman requested Mrs. Manjula K V, Company Secretary & Compliance Officer to provide general guidance to the members regarding the participation in this meeting.

Mrs. Manjula K V briefed the members on the same.

**CHAIRMAN'S ADDRESS:**

The Chairman welcomed the members to the Sixty-Ninth Annual General Meeting, and he requested Mr. R. Saranyan, Whole time Director & CFO to deliver the speech on his behalf. Mr. R Saranyan read out the speech.

**AUDITORS' REPORT:**

The Members were informed by the Chairman that there were no qualifications, observations, or comments in the Auditors' Report on the Annual Accounts of the Company for the financial year ended March 31, 2025. Therefore, the same was not required to be read at the Meeting, as per Section 145 of the Companies Act, 2013.

It was further informed to the Members that the Cost Audit Report and the Secretarial Audit Report also do not contain any qualifications, observations, or comments and hence the same were not required to be read at the Meeting.

**PRESENTATION OF ANNUAL ACCOUNTS TO MEMBERS / ITEMS ON AGENDA:**

The Chairman took up the agenda item nos. 1 to 6 along with the Explanatory Statements already circulated to the Members and explained the details of each of these items briefly:

1. Adoption of audited financial statements for the year ended March 31, 2025, together with the Reports of Directors and Auditors thereon.
2. Declaration of Dividend of Rs.6/- per share (600%) paid on the Equity Shares of the Company for the year ended March 31, 2025.
3. Appointment of Dr. Mukund T T (DIN: 07193370) as Director liable to retire by rotation.
4. Ratification of Remuneration payable to Cost Auditor for the Financial Year 2025-26
5. Appointment of Secretarial Auditor.
6. Approval of Remuneration Payable to Mr. T.T. Jagannathan.

Thereafter, he invited queries from the Members. There were some queries by the Members (Registered Speakers) relating to Company's outlook, Capital Expenditure, Capacity utilization, Growth, Innovation, Information Technology, etc.

In this regard, the Chairman authorized Mr. Venkatesh Vijayaraghavan - Managing Director & CEO, Mr. Saranyan R - Whole-time Director & CFO and Mr. K. Shankaran - Advisor to the Board to answer the questions/queries. Response to queries and clarifications were provided by them.

**VOTING PROCEDURE:**

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Regulation 44 of the

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SEBI (LODR) Regulations, 2015, the Company had extended to its members the facility to exercise their right to vote on the businesses to be transacted at the AGM by electronic means.

Accordingly, the e-Voting facility was made available to the Members for three days from 09:00 a.m., on August 4, 2025, to 05:00 p.m., on August 6, 2025.

The Chairman further informed that the facility for voting through electronic voting system is made available during the Meeting in order to provide the opportunity to the Members who have not cast their votes through remote e-Voting.

The Chairman informed that the Board of Directors have engaged the services of M/s KFin Technologies Limited ("KFintech") as the agency to provide e-Voting facility and have appointed Mr. Parameshwar G Hedge, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the e-Voting process and submit his Report.

The Chairman informed that the e-voting on the KFintech platform would continue to be available for the next 15 minutes and members who are present in this meeting and those who are yet to cast vote are requested to do so. Mr. Parameshwar G Hegde, Scrutinizer was requested to supervise the e-voting in a fair and transparent manner.

The Chairman announced that the e-Voting results along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company and will also be communicated to stock exchanges within 48 hours and that the resolutions, as set forth in the Notice, will be deemed to have been passed in today's AGM subject to receipt of requisite number of votes.

Thereafter the Chairman thanked all the shareholders for attending the meeting and declared that the proceedings of the Annual General Meeting as closed.

**DECLARATION OF VOTING RESULTS**

Based on the Report submitted by the Scrutinizer Mr. Parmeshwar G Hedge, Practicing Company Secretaries, the results of the voting on the various businesses transacted at the Sixty Ninth Annual General Meeting of the Company held on August 7, 2025, were declared as below:

**ITEM NO.1****ADOPTION OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2025 – ORDINARY RESOLUTION.**

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated), for the financial year 2024-25 together with the Board's Report with Annexures and Auditors' Report thereon be and are hereby received and adopted."

The Resolution was carried by requisite majority

**ITEM NO.2****DECLARATION OF DIVIDEND FOR FY 2024-25 – ORDINARY RESOLUTION.**

"RESOLVED THAT the Shareholders do and hereby declare a final dividend of Rs. 6/- per share (600%) for the financial year 2024-25 on the Equity Shares of the Company payable to those members whose names appear on the Register of Members as on July 31, 2025."

The Resolution was carried by requisite majority

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**MINUTES****ITEM NO.3****APPOINTMENT OF DR. MUKUND T T (DIN: 07193370), AS DIRECTOR – ORDINARY RESOLUTION.**

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

The Resolution was carried by requisite majority.

**ITEM NO.4****RATIFICATION OF REMUNERATION PAYABLE FOR COST AUDITOR FOR THE FINANCIAL YEAR 2025-26 – 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 Rs. 5,00,000/- (Rupees Five Lakhs Only) (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.”

The Resolution was carried by requisite majority.

**ITEM NO. 5****APPOINTMENT OF SECRETARIAL AUDITOR – 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.”

The Resolution was carried by requisite majority.

**ITEM NO.6****PAYMENT OF REMUNERATION TO MR. T. T. JAGANNATHAN – CHAIRMAN EMERITUS – ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies

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(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 Rs. 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 Rs. 2,00,00,000 (Rupees 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."

The Resolution was carried by requisite majority.

**DECLARATION OF VOTING RESULTS:**

The complete details along with the Consolidated Report on the remote e-Voting and the e-voting conducted during the meeting submitted by the Scrutinizer were declared by the Company on August 8, 2025, on the website of the Company and were communicated to the Stock Exchanges on August 8, 2025.

  
T T Raghunathan  
Chairman of the Meeting

*KVM*  
Date of Entry: August 29, 2025  
Place: Bangalore  
Date: September 01, 2025

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