

April 03, 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 Sir,

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 February 10, 2025.

This is for your information and records.

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

Manjula K V
Company Secretary & Compliance Officer

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 MARCH 17, 2025, AT 12.00 P.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT THROUGH e-VOTING

PRESENT:

Mr. TT Jagannathan : Chairman
Mr. Venkatesh Vijayaraghavan : Managing Director & CEO
Mr. Saranyan R : Wholetime Director & CFO
Mrs. Manjula K V : Company Secretary & Compliance Officer
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 February 10, 2025, 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 February 10, 2025 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 February 11, 2025 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 Mr. Prabhakar Jain (DIN: 02017091), as an Independent Director of the Company.**
2. **Appointment of Mr. Girish Rao (DIN: 00073937), as an Independent Director of the Company.**

The Board of Directors approved the said Notice and 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 12, 2025, and Corrigendum to the Newspaper Publication dated February 11, 2025, was also published on February 13, 2025, respectively.

**CHAIRMAN'S
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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 07, 2025. The e-Voting portal for voting purpose had remained open from 09:00 hours, February 13, 2025, to 17:00 hours on March 14, 2025, 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 March 14, 2025, submitted his Report on Voting on March 17, 2025, 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 Mr. Prabhakar Jain (DIN: 02017091), 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
123088862	123084466	99.9964	4396	0.0036

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated February 10, 2025, 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 re-enactment 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 his consent along with a declaration that he 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 his candidature for the office of Independent Director and based on the recommendation of the Nomination and Remuneration Committee, Mr. Prabhakar Jain (DIN: 02017091), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director by the Board of Directors with effect from January 1, 2025, 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 January 01, 2025 up to December 31, 2029 (both days inclusive) AND THAT he shall not be liable to retire by rotation.

**CHAIRMAN'S
INITIALS**



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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."

2. Appointment of Mr. Girish Rao (DIN: 00073937), 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
123088861	119983741	97.4773	3105120	2.5227

The Chairman then declared that the following **Special Resolution**, as set out in the Postal Ballot Notice dated February 10, 2025, 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 re-enactment 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 his consent along with a declaration that he 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 his candidature for the office of Independent Director and based on the recommendation of the Nomination and Remuneration Committee, Mr. Girish Rao(DIN: 00073937), 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 March 25, 2025 up to March 24, 2030 (both days inclusive) AND THAT he 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."

Date of Entry: March 17, 2025

Place: Bengaluru
Date: April 02, 2025



TT. JAGANNATHAN
Chairman

CHAIRMAN'S
INITIALS

