August 10, 2026

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

Dear Sirs,

Sub: Postal Ballot Notice.

Please find enclosed the Postal Ballot Notice dated August 10, 2026, along with Explanatory Statement thereof seeking approval of the shareholders on the following matter through Special Resolution:

- Appointment of Mr. R. Srinivasan (DIN: 00043658) as the Director of the Company (Category: Non-Executive Non-Independent)

The aforesaid Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, August 07, 2026, on their registered email address.

Further, please find below the Schedule of events for Postal Ballot:

Sl. No.	Activity	Date
1.	Cut-off date/Benpos date for sending notice to the shareholders	August 07, 2026
2.	Voting start date and time	August 12, 2026 – 09:00 AM
3.	Voting end date and time	September 10, 2026 – 05:00 PM
4.	Scrutinizers Report	On or before September 14, 2026
5.	Declaration of results	On or before September 14, 2026

This is for your information and records.

The said Postal Ballot Notice will also be made available on the website of the Company https://ttkprestige.com/wp-content/uploads/2026/08/Postal-Ballot-Notice_Final_10.08.pdf

Thanking you,

Yours faithfully,
For TTK Prestige Limited,

MANJULA K V Digitally signed by MANJULA K V
Date: 2026.08.10 17:04:55 +05'30'

Manjula K V
Company Secretary & Compliance Officer

POSTAL BALLOT NOTICE (“NOTICE”)

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of TTK Prestige Limited (“the Company”) 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 Standards-2 on General Meetings (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 April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “the Circulars”) that the Company is seeking the consent of its Members by means of a Special Resolution for the item of Special Business as set out in the Notice proposed to be passed through Postal Ballot by way of remote e-Voting only.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to the said Resolution, setting out material facts and the reason for the resolution is also annexed. You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent through Postal Ballot by remote e-Voting facility provided by the Company.

The Board of Directors by way of Resolution passed on July 30, 2026, have appointed Mr. Parameshwar G. Hegde (Membership No. FCS 1325/CP No. 640), Company Secretary in Practice to be the Scrutinizer to conduct the voting process by means of e-Voting / Polls at the General Meetings of the Company / through Postal Ballot.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorised by him, after completion of the scrutiny. The Results will be announced within two working days from the last date specified by the Company for e-Voting.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer’s Report will be posted on the Company’s website www.ttkprestige.com

The Resolution, if passed by requisite majority shall be deemed to have been passed on **10/09/2026** being the last date specified by the Company for e-Voting.

Special Business:

Appointment of Mr. R. Srinivasan (DIN: 00043658) as the Director of the Company (Category: Non-Executive Non-Independent)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI(LODR)) (including any statutory modification or re-enactment thereof for the time being in force), and the provisions of Articles of Association of the Company, Mr. R Srinivasan (DIN: 00043658) in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the approval of the shareholders be and is also hereby accorded pursuant to Regulation 17(1A) of SEBI(LODR) to Mr. R Srinivasan to hold and continue to hold office as Non-Executive Director of the Company notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

Place: Bengaluru
Date: August 10, 2026

Manjula K V
Company Secretary & Compliance Officer
Membership No: A52355

Registered Office:

Plot No. 38, SIPCOT Industrial Complex,
HOSUR – 635 126, Tamil Nadu.

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act, Secretarial Standards-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.

2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding e-Voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depository (ies) / Depository Participants and whose names appear in the register of Members / List of Beneficial Owners as on the cut-off date i.e., **07/08/2026**. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot

3. The Notice shall also be uploaded on the website of the Company at www.ttkprestige.com on the website of BSE Limited at www.bseindia.com and NSE India Limited at www.nseindia.com. All the Members of the Company as on the cut-off date shall be entitled to vote, in accordance with the process specified in this Notice.

4. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till **10/09/2026.** Members seeking to inspect can send an e-mail to the Company at investorhelp@ttkprestige.com.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members holding shares in dematerialised mode, who have not registered / updated their e-mail address with their Depository Participant(s), are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts and members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.ttkprestige.com) duly filled and signed along with requisite supporting documents to KFintech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.

6. **Information and other Instructions relating to e-Voting system:**

- To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by KFin Technologies Limited. Instructions for remote e-voting are provided in the Notice.
- The Board of Directors by way of Circular Resolution dated July 30, 2026, have appointed Mr. Parameshwar G Hegde (Membership No. FCS 1325/CP No. 640), Company Secretary in Practice, as the Scrutinizer for conducting Postal Ballot process through remote e-Voting in a fair and transparent manner and they have communicated their willingness for the same.
- The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on **07/08/2026**. being the **"cut-off" date**. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting.

- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (i.e.) **07/08/2026**, only shall be entitled to avail the facility of e-Voting.
- The voting period will commence from **12/08/2026, IST at 09.00 a.m. and end on 10/09/2026, IST at 5.00 p.m**. The e-voting module shall be disabled for voting thereafter.
- The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him.
- The results of the e-voting by Postal Ballot will be announced within two working days of the conclusion of the e-voting. The Resolutions, if passed by requisite majority shall be deemed to have been passed on **10/09/2026,** being the last date specified by the Company for e-voting.
- The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.ttkprestige.com.

PROCEDURE FOR E-VOTING:

(i) **E-VOTING FACILITY:**

(a) The Company is providing e-voting facility of KFintech to its members to exercise their right to vote on the proposed resolutions by electronic means.

(b) The e-voting facility will be available during the following voting period:

Commencement of e-voting:	**9:00 a.m. (IST) on Wednesday, August 12, 2026**
End of e-voting:	**5:00 p.m. (IST) on Thursday, September 10, 2026**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

(c) The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

(a) Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

(b) **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the SEBI Master Circular, **all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

National Securities Depository Limited (NSDL)

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com/
ii. Click on the button **"Beneficial Owner"** available for login under **'IDeAS'** section.
iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
iv. On successful authentication, you will enter your IDeAS service login. Click on **"Access to e-Voting"** under **Value Added Services** on the panel available on the left-hand side.
v. You will be able to see Company Name: "TTK Prestige Limited" on the next screen. **Click on the e-Voting link available against TTK Prestige Limited or select e-Voting service provider "KFintech"** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

2. **Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

   i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com
   ii. Select option **"Register Online for IDeAS"** available on the left hand side of the page or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
   iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
   iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. **Users may directly access the e-Voting module of NSDL as per the following procedure:**

   i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com
   ii. Click on the button "Login" available under "Shareholder/Member" section.
   iii. On the login page, enter User ID (i.e., (a) 16-character demat account number held with NSDL, starting with IN (b) alpha-numeric User ID already set by the Member), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.

      As an alternate OTP based login, click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp Enter 8-digit DP ID, 8-digit Client ID, PAN, Verification code as shown on the screen and click on 'Generate OTP' button. Enter the OTP received on your registered email id / mobile number and click on 'Log in' button.

      After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page.

   iv. You will be able to see Company Name: "TTK Prestige Limited" on the next screen. Click on the e-Voting link available against TTK Prestige Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL)

1. **Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:**

i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on (a) **My Easi New (Token)** under **"Login"**; or (b) **Login to - My Easi** under **"Quick Links"** available at the bottom of home page (best operational in Internet Explorer 10 or above and Mozilla Firefox).
ii. A new page will open. Enter your (a) User ID and Password; or (b) PAN, for accessing Easi / Easiest.
iii. On successful authentication, you will see Company Name: "TTK Prestige Limited" on the next screen. **Click on the e-Voting link available against TTK Prestige Limited or select e-Voting service provider "KFintech"** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

2. **Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:**

i. To register, type in the browser / Click on the following link:
https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or
https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

ii. Proceed to complete registration using your DP ID, Client ID (BO ID), etc.
iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. **Users may directly access the e-Voting module of CDSL as per the following procedure:**

i. Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin
ii. Provide Demat Account Number and PAN.
iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
iv. On successful authentication, you will enter the e-voting module of CDSL. **Click on the e-Voting link available against TTK Prestige Limited or select e-Voting service provider "KFintech"** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-voting facility.
ii. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
iii. Click on options available against the Company Name: '**TTK Prestige Limited'** or e-voting service provider – 'KFintech' and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at **022-4886 7000.**	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **1800 210 9911.**

(c) **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

(I) **(A) In case a member receives an e-mail from the Company / KFintech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:**

(a) Launch internet browser by typing the URL: https://evoting.kfintech.com/
(b) Inter the login credentials **(User ID and password provided in the e-mail)**. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFintech for e-voting, you can use the existing password for logging-in. If required, please visit https://evoting.kfintech.com or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
(c) After entering these details appropriately, click on "LOGIN".
(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential**.
(e) You need to login again with the new credentials.
(f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) 10007 for TTK Prestige Limited.
(g) On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
(h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
(i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
(j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
(k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
(l) Once you confirm, you will not be allowed to modify your vote.
(m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: hegdeandhegdecs@gmail.com with a copy marked to einward@kfintech.com. Such

authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN"

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFintech / Depository Participant(s), please follow the following steps to generate your login credentials:

(a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorhelp@ttkprestige.com or to KFintech at einward@kfintech.com.

(b) **Members holding shares in dematerialised mode, who have not registered / updated their e-mail address with their Depository Participant(s), are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**

(c) After due verification, the Company / KFintech will forward your login credentials to your registered e-mail address.

(d) Follow the instructions at (I).(A).(a) to (m) to cast your vote.

(II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com/

(III) **Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:**

a. If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID:
In case the shares are held in dematerialised mode: The member may send SMS: **MYEPWD <SPACE> DP ID Client ID** to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
In case the shares are held in physical mode: The member may send SMS **MYEPWD <SPACE> E-Voting Event Number + Folio No.** to **9212993399**
Example for Physical: MYEPWD <SPACE> XXXX123456789

b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.

c. Member may call on KFintech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

d. Member may send an e-mail request to einward@kfintech.com. After due verification of the request, User ID and password will be sent to the member.

e. If the member is already registered with KFintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

(IV) **In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for e-voting: https://evoting.kfintech.com/ or contact KFintech as per the details given below.**

(V) **CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contact details for addressing e-voting related grievances:

Ms. Shobha Anand - Vice President, KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) E-mail: evoting@kfintech.com

Additional Information of Director with regard to appointment, as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI:

Nature of Appointment	Appointment as a Director
Name of the Director	Mr. R Srinivasan
Director Identification Number (DIN)	00043658
Date of Birth and Age	10/09/1941 84 Years
Date of first appointment on the Board	On the Board since October 9, 2000 - As an Independent Director from August 22, 2014, and until August 20, 2024. - As Non-Executive Non-Independent Director of the Company liable to retire by rotation with effect from August 21, 2024. He retired by rotation at the 70th Annual General Meeting of the Company held on August 4, 2026.
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	• He is Graduate BE (Hons). • He is an independent professional having vast industrial experience and also a Management Consultant. • He has been on the Board of the Company since 2000.
No. of Board Meetings attended during the year as a director	All the five meetings in FY 25-26 All the two meetings in FY 26-27
Memberships / Chairmanships of Committees of the Board of the Company	Member of the Nomination & Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee till the date of his retirement.
Directorships held in other Companies	• Ace Designers Limited • Sterling Abrasive Limited • Murugappa Morgan Thermal Ceramics Limited
Memberships / Chairmanships of Committees of other Boards	• Chairman of Audit Committee and Member of Nomination and Remuneration Committee in Ace Designers Limited • Chairman of Audit Committee in Sterling Abrasive Limited
Remuneration last drawn	Mr. R Srinivasan was paid i. ₹ 29,12,000 as remuneration by way of commission. ii. ₹ 6,60,000 as Sitting Fees for attending the Board and committee meetings for the Financial Year ended March 31, 2026.
Remuneration sought to be paid	Sitting Fees and Commission as may be fixed by the Board of Directors to all Non-Executive Directors within the overall limits sanctioned by the shareholders and within the limits prescribed under the Companies Act, 2013
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	NIL

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SEBI (LODR) REGULATIONS, 2015:

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Re-appointment of Mr. R Srinivasan (DIN: 00043658) as Director of the Company

Mr. R Srinivasan (DIN: 00043658) had joined the Board of the Company in the year 2000 and has been an Independent Director of the Company during the period from 2014 to 2024. He retired as an Independent Director on August 20, 2024, and was appointed as Non-Executive Director of the Company liable to retire by rotation with effect from August 21, 2024, by the shareholders by way of a Special Resolution in the 68th Annual General Meeting held on August 21, 2024.

Mr R. Srinivasan retired by rotation at the 70th Annual General Meeting held on August 4, 2026.

Mr. R. Srinivasan brings over several decades of rich experience in business leadership, strategic planning, manufacturing, finance, governance and industry management. During his tenure on the Board, he has provided valuable guidance and independent judgement on matters of strategy, manufacturing, risk management and corporate governance, contributing significantly to the Company's long-term growth and stability. His deep understanding of the Company's business, institutional knowledge and active participation in Board deliberations continue to be of immense value. The Board believes that his experience, wisdom, sound judgement and continued commitment outweigh considerations relating solely to age and that his continued association will strengthen the Board's effectiveness and support the Company's sustainable growth. Accordingly, the Board considers Mr. Srinivasan's continued appointment as a Non-Executive Director to be in the best interests of the Company and its stakeholders.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee have proposed him for appointment as a Non-Executive, Non-Independent Director of the Company liable to retire by rotation, with effect from the date on which the above resolution is proposed to be passed.

Mr. R Srinivasan having attained the age of 75 years, in terms of Regulation 17(1A) of SEBI (LODR), his appointment is required to be approved by the shareholders by Special Resolution. In order to ensure compliance of the provisions of the Regulation, the Board of Directors propose to seek the approval of the shareholders by Special Resolution through Postal Ballot.

The Company has received from Mr. R Srinivasan (DIN: 00043658) (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment.

The resolution seeks the approval of the shareholders for appointment of Mr. R. Srinivasan as the Director of the Company (Non-Executive Non-Independent) liable to retire by rotation in terms of section 152 of the Act and also the approval of the shareholders in terms of Regulation 17(1A) of SEBI (LODR) for his appointment as Non-Executive Director and to continue to hold his office as such notwithstanding that he has attained the age of 75 years.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except Mr. R Srinivasan to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the above Special Resolution for approval by the shareholders.

Note:

The Notice of the 70th Annual General Meeting ("AGM") dated May 22, 2026, included agenda Item No. 4 proposing the re-appointment of Mr. R. Srinivasan (DIN: 00043658), who was liable to retire by rotation and being eligible, had offered himself for re-appointment as an Ordinary Resolution. As previously disclosed, Mr. R. Srinivasan was appointed as a Non-Executive Director, liable to retire by rotation, through a Special Resolution passed by the shareholders at the AGM held on August 21, 2024, as he had attained the age of 75 years.

In the interest of transparency and good corporate governance, the Board decided to seek shareholders' approval for the re-appointment of Mr. R. Srinivasan as a Non-Executive Director (liable to retire by rotation) by way of a Special Resolution separately through Postal Ballot process. This is being done to ensure complete alignment with the wordings of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Company withdrew agenda Item No. 4 from the AGM Notice and informed the Stock Exchanges and shareholders on July 30, 2026. Consequently, no voting was conducted on agenda Item No. 4, either through remote e-voting or at the AGM, and Mr R Srinivasan retired at the AGM and resolved that the vacancy was not filled up.

*The present proposal for the appointment of Mr. R. Srinivasan as a Non-Executive Director (liable to retire by rotation) is therefore being placed before the shareholders for approval by way of a **Special Resolution** through Postal Ballot.*

Place: Bengaluru
Date: August 10, 2026

Manjula K V
Company Secretary & Compliance Officer
Membership No: A52355

Registered Office:

Plot No. 38, SIPCOT Industrial Complex,
HOSUR – 635 126, Tamil Nadu.

MANJULA K V

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