

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 3RD FLOOR, KHIVRAJ COMPLEX - I, NO. 480, ANNA SALAI, NANDANAM,
CHENNAI - 600035; TAMILNADU

Date: 30-08-2023

To
BSE Limited
Floor 25, P J Towers,
Dalal Street, Fort
Mumbai - 400001

Ref: Scrip Code: 538611.

Dear Sir/Madam,

Sub: Notice for convening the 38th Annual General Meeting of the Members of the Company

Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015, please find enclosed a copy of the Notice convening the 38th Annual General Meeting of the members of the M/s Real Touch Finance Limited will be held on Wednesday, the 27th September 2023 at 3:00P.M through Video Conferencing ("VC") / other Audio Visual Means ("OAVM").

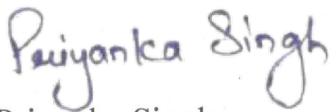
Please acknowledge the receipt of the above.

This may please be informed to all concerned.

Thanking You,

Yours faithfully

For Real Touch Finance Limited



Priyanka Singh
Company Secretary

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 3RD FLOOR, KHIVRAJ COMPLEX - I, NO. 480, ANNA SALAI, NANDANAM,
CHENNAI - 600035, TAMILNADU

Notice to Members

Notice is hereby given that the Thirty Eighth Annual General Meeting ("38th AGM") of the members of M/s. Real Touch Finance Limited will be held on Wednesday, 27th September 2023, at 3.00 PM through video conferencing (VC) / other audio visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors' and Auditors' thereon
2. To re-appoint Ms Sweta Ghorawat (holding DIN: 08801208) as Non-Executive Director, who retires by rotation and being eligible, has offered herself for re-appointment

SPECIAL BUSINESSES:

3. **To consider and approve the creation of charges, mortgages, hypothecation on the immovable and movable properties of the company under Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION:**

RESOLVED THAT in supersession of all the resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and any rules and regulations made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications/ Directions issued by the Reserve Bank of India from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any Committee of the Board) to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company wherever situated, in favor of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s) prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 500 Crores (Five Hundred Crores) at any time.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.

agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 500 Crores (Five Hundred Crores) at any time.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.

4. To consider and approve the increase in borrowings of company under Section 180(1)(c) of the Companies Act, 2013

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

RESOLVED THAT in supersession of all the resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof) and the provisions of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications/ Directions issued by the Reserve Bank of India from time to time, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board' which term shall be deemed to include any Committee of the Board) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures including market linked debentures whether secured or unsecured, bonds or other debt instruments, with or without security, whether in India or abroad, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time (excluding any interest on such borrowings) of a sum equivalent to Rupees 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors / Company Secretary of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.

5. To consider and approve Inter Corporate Loan Facility under section 185 and 186 of the Companies Act 2013

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

RESOLVED THAT pursuant to the provisions of 185, 186 and all other applicable provisions of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable Rules (including any statutory amendment or modification thereof), and subject to such approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to provide secured/unsecured loan facilities aggregating upto Rs. 500 Crores (Rupees Five Hundred Crores only) in one or more tranches to the entities on such terms and conditions as may be agreed to between the Company and the borrower from time to time.

RESOLVED FURTHER THAT any prior loan given including loan represented by way of book debt or giving of guarantee(s), and/or providing of security (ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or group entity of the Company or any other person in which any of the Director of the Company, shall hereby stand ratified

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary to give effect to this resolution including negotiation, finalization and acceptance of the terms and conditions of the aforesaid loan facilities preparing, entering into and execution of agreements and other documentation and generally to do all such acts and deeds as may be necessary for extending the said loan facility and for all matters connected therewith and/or incidental thereto.

6. To consider and approve the remuneration payable to Mr. G Sridharan (DIN: 09460423), Whole time Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 196, 197 of the Companies Act, 2013, (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the terms of remuneration payable to Mr. G Sridharan, Whole time Director (DIN: 09460423), of the Company for the financial year 2023-24 as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. G Sridharan, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of Salary as specified above and subject to the receipt of the requisite approvals, if any required.

RESOLVED FURTHER THAT the Board of Director/ Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements of the Act as may be deemed to be in the best interest of the company.

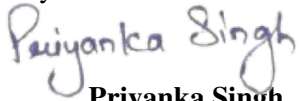
7. To consider and ratify the remuneration paid to Mr. G Sridharan (DIN: 09460423), Whole time Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, the remuneration paid to Mr. G Sridharan Whole time Director (DIN: 09460423), for the Financial Year ended 31st March 2023 as set out in the Explanatory Statement annexed to the Notice convening this meeting be and is hereby ratified.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. G Sridharan, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of Salary as specified above and subject to the receipt of the requisite approvals, if any required.

RESOLVED FURTHER THAT the Board of Director/Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements of the Act as may be deemed to be in the best interest of the company.

By Order of the Board

Priyanka Singh
Company Secretary

Place: Howrah

Date: 24th July 2023

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (**MCA Circulars**) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (**SEBI Circular**) and all other relevant circulars issued from time to time, companies are allowed to hold annual general meeting (AGM) through video conference (VC). In compliance with the circulars, the 38th AGM of the company is being held through VC. Hence, the members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the company through National Securities Depository Limited (“NSDL”).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy form, attendance slip and route map are not attached to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate / institutional shareholders who are intending to authorise their representative(s) to attend the e-AGM are requested to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutinizer at cs.agarwalshruti@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of directors is furnished and forms part of the notice.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from 21st September 2023 to 27th September 2023 (both days inclusive).
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to acaasm@rediffmail.com, the registrar and share transfer agent (RTA). The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

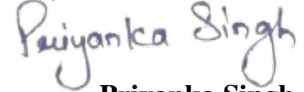
and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s). The Notice calling the AGM has been uploaded on the website of the Company at www.resltouchfinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
11. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
12. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.
13. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://nichetechpl.com/>. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
14. In terms of the requirements of Regulation 36 of SEBI (LODR) Regulations and the Secretarial Standards- 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, brief resume and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is enclosed as Annexure A.
15. The Registers as required to be maintained under Section 170 and Section 189 of the Companies Act, 2013 and other requisite documents mandated under applicable statutory regulations will be available for inspection by the members during the AGM. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 10 am to 5 pm on all working days of the Company.
16. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to

all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. The Board has appointed Mrs Shruti Agarwal (ACS 38797 /COP 14602), Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose. The scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of atleast two witnesses not in the employment of the company and make a consolidated scrutinizer's report to the chairman of the company or person authorised by him in writing who shall countersign the same. The voting results along with scrutinizers report shall be posted on the company's website viz. www.realtouchfinance.com and will also be posted on the website of NSDL at www.evoting.nsdl.com after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and NSE Limited.

By Order of the Board



Priyanka Singh

Company Secretary

Place: Howrah

Date: 24th July 2023

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 24th September 2023 at 9:00 A.M. and ends on 26th September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 20th September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September 2023.




How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two steps” which are mentioned below:

Step1: Access to NSDL e-voting system

Part A: Individual Shareholders holding securities in demat mode-Steps to Login for e-voting and for joining the Virtual Annual General Meeting (the Meeting).

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>1.Through NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps :</p> <ol style="list-style-type: none">1. Visit the e-services website of NSDL. Open web browser by typing the following URL : https://eservices.nsd.com/ either on a Personal Computer or on a mobile.2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services.4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page.5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. <p>If you are not registered, follow the below steps :</p> <ol style="list-style-type: none">1. Option to register is available at https://eservices.nsd.com2.Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Please follow steps given in points 1-5.

	<p>Through e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL : https://www.evoting.nSDL.com/ 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>1. Through CDSL Easi/Easiest</p> <ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>2. Through e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the home page of www.cdslindia.com. The system will authenticate the User by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, User will be provided links for the respective ESP i.e., NSDL where the e-voting is in progress.
<p>Individual shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk numbers for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk Details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 224 430
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 or 022-2305 8542/43

B. Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode-Steps to Login for e-voting and for joining the virtual Meeting

1. Visit the e-voting website of NSDL at <https://www.evoting.nsdl.com/>
2. Click on “Login” under ‘Shareholder/Member’ section.
3. Enter your User ID, your Password/OTP and a Verification Code as shown on the new screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are as given below:

Manner of Holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if Folio Number is 001*** and EVEN is 101456 then your User ID is 101456001***

5. Password details for shareholders other than Individual Shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the

‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c. Process to retrieve your ‘initial password’:
 - i. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘Initial Password’.
 - ii. If your email ID is not registered, please follow steps mentioned in Part E.

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- d. If you are holding shares in your demat account with NSDL or CDSL, click on **“Forgot User Details/Password?”** option available on www.evoting.nsdl.com
- e. If you are holding shares in physical mode, click on **“Physical User Reset Password?”** option available on www.evoting.nsdl.com
- f. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on agree to “Terms and Conditions” by selecting on the check box.

8. Thereafter Home page of e-voting will open.

Part B: Cast your vote electronically and join the Meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” for Abbott India Limited to cast your vote during the remote e-voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

4. Upon confirmation, the message “Vote cast successfully” will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Part C: General Instructions:

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney/Authority Letter by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.agarwalshruti@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No. : 1800 1020 990/1800 224 430 or write to Assistant Manager at evoting@nsdl.co.in.

4. Members may send a request evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy),AADHAR (self-attested scanned copy). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Part D: Instructions for voting by the Members at Meeting attended through VC/OAVM:

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.

3. Members who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

4. The Members may connect with Assistant Manager-NSDL at evoting@nsdl.co.in for any grievances/ concerns relating to e-voting during the Meeting.

Part E: Instructions for registration of Email Address:

The Members whose email addresses are not registered with the Company are requested to do so by following the process given below:

1. In case shares are held in physical mode, please provide Folio No., Name of the Shareholder, scanned copies of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to acaasm@rediffmail.com

2. In case shares are held in demat mode, the Shareholders are requested to get in touch with their respective Depository Participants for updating their email address. If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-voting and joining virtual Meeting for individual Shareholders holding securities in demat mode.

3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above-mentioned documents.

Statement pursuant to section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the special businesses to be transacted at the AGM is detailed hereunder:

Item No. 3 & 4:

In terms of the provisions under of Section 180(1)(c) of the Companies Act, 2013 ("the Act") , the Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves.

The members of the Company at the 37th Annual General Meeting held on 28.09.2022 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 200 Crores (Rupees Two Hundred Crores only). Considering the increased fund requirements of the company and to enable the Board to raise such funds, it is necessary to increase the existing borrowing limit approved by the members. Accordingly it is proposed to seek approval of the members in terms of the provisions under Section 180(1) (c) of the Act to increase the borrowing limit to Rs.500 Crores.

For the purpose of funding its lending business operations, the Company raises resources inter-alia by borrowing monies from time to time from various bodies corporate, banks, financial institutions, etc. and by way of issue of debentures including market linked debentures whether secured or unsecured, bonds or any other debt instruments and these borrowings are inter-alia secured by hypothecation of receivables/book debts, mortgage of immovable properties, promissory notes and pledge on the movable assets of the Company as recommended by the Board. During this process it would be necessary for the company to create charges in favor of lenders which sometimes involves creating of charge on the substantial portion of the assets of the company requiring approval under Section 180(1)(a) of the Act.

It is therefore, necessary to seek approval of the members by way of a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 3 and Item No. 4 of the Notice, to enable the Board of Directors to borrow money upto Rs. 500 Crores (Rupees Five Hundred Crores only) from the existing limits of Rs.200 Crores (Rupees Two Hundred Crores only) and also to facilitate creation of charges on the assets of the company wherever required to comply with any loan covenant to be entered with the lenders.. The Board recommends the Special Resolution as set out at Item No. 3 and Item No. 4 of the Notice, for approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 5: To consider and approve Inter Corporate Loan Facility under section 185 and 186 of the Companies Act 2013

The Company is expected to render support for the business requirements of other companies in

the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. Pursuant to the provisions of the section, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities. Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, it is proposed to grant loans or provide guarantee/security to the following entity upto an aggregate amount of Rs. 500 Crores.

Any prior loan given including loan represented by way of book debt or giving of guarantee(s), and/or providing of security (ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or group entity of the Company or any other person in which any of the Director of the Company, shall also hereby stand ratified by the Shareholders in this meeting.

In terms of the provisions under Section 185 of the Act, approval of members by way of a Special Resolution is necessary to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly. Accordingly, the approval of the members is sought in terms of Section 185 of the Act for the above proposal.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for making loans to any person or other bodies corporate; giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:

1. 60% of the paid-up share capital and free reserves and securities premium account; or
2. 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of members is being sought for enhancing the limit up to an aggregate sum of Rs. 500 Crores. No loan shall be given under this section at a rate of interest lower than the prevailing market rate of the same, from time to time. Since the proposed loans/investments from the Company are expected to exceed limits available under Section 186 of the Companies Act, 2013, approval of the members by way of Special resolution is required.

The Board recommends passing the Special Resolution set out in Item No. 5 for the approval of members. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Item No. 6: To consider and approve the remuneration payable to Mr. G Sridharan (DIN: 09460423), Whole time Director of the Company

As part of annual revision in remuneration for FY 2023-24, the Nomination & Remuneration Committee at its meeting held on 24th July, 2023, has recommended the revised remuneration payable to Mr. Gopal Sridharan (holding DIN: 09460423), Whole-time Director from April 1, 2023. Subsequently the Board of Directors at its meeting held on 24th July, 2023 approved the remuneration payable to Mr. G Sridharan (holding DIN: 09460423), Whole-time Director with effect from April 01, 2023, subject to approval of shareholders at the ensuing AGM by way of ordinary resolution, the details of remuneration is provided below:

- (A) Salary: Rs. 3,78,370/- (Rupees Three Lakhs Seventy Eight Thousand and Three Hundred Seventy Only) per month.
- (B) Perquisites:
1. Medical Insurance for self and family as per the scheme of the Company.
 2. Earned/Privilege Leave with right to accumulate/encash as per the rules of the Company
 3. Personal accident insurance is as per the rules of the Company
 4. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company.
 5. Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service.
 6. Performance linked bonus as per the policies of the Company

The remuneration payable to Mr. G Sridharan (holding DIN: 09460423), is within the conditions and limits as prescribed in Part I and Section 1 of Part II of Schedule V of the Companies Act, 2013 read with Section 197 of the Companies Act, 2013. Furthermore, brief details of Mr. G Sridharan (holding DIN: 09460423), Whole-time Director, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is provided in Annexure A.

Mr. G Sridharan (holding DIN: 09460423), Whole-time Director is directly interested in the said resolution and his relatives are interested to the extent of their shareholding in the Company. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

Accordingly, your directors recommend the Ordinary Resolution in item no. 6 for your approval.

Item No. 7: Ratification of Remuneration paid to Mr. G Sridharan, Whole-time Director (DIN: 09460423)

Mr. G Sridharan was appointed as Whole-time Director of the Company for a period of three years commencing from 6th January 2022. The appointment of Mr. G Sridharan as Whole-time Director and the remuneration payable to him was also approved by the Shareholders. Accordingly, the remuneration in the form of Salary of Rs. 33,00,000 (Rupees Thirty Three Lakhs Only) per annum with the monthly payouts on a proportionate basis was being made.

Where in any financial year during the currency of the tenure of Mr. G Sridharan, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of Salary as specified above and subject to the receipt of the requisite approvals, if any required.

In accordance with the provisions of Section 197, 198, the resolution is being placed before the shareholders for ratification. Additionally, in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Mr. G Sridharan is paid in accordance with section II of part II of Schedule V of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mr. G Sridharan was not entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

In compliance with the provisions under section 196, 197 of the Act, the ratification of the remuneration of Mr. G Sridharan, Whole-time Director proposed under Item No. 7 of the Notice is placed before the Members.

The Board recommends the ordinary resolution in Item No.7 for the ratification by the Members. Mr. Gopal Sridharan is directly interested in this resolution as the subject matter of the Resolution pertains to his remuneration. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings:

Name of Director	Gopal Sridharan
<i>DIN</i>	09460423
<i>Date of Birth / (Age)</i>	06/03/1974
<i>Qualifications</i>	Science Graduate and PGDM from IIM Kolkata
<i>Brief resume & Experience</i>	Mr. G. Sridharan is about 49 years is a Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta. Mr. Sridharan has over 20 years of rich experience in the finance industry with the leading institutions like ICICI bank, Reliance capital and InCred Financial Service Limited. He has sound knowledge about Retail and SME loan products. In his last assignment as Director Sales (SME), he played a significant role in setting up the complete Secured business loan vertical for InCred. Later, he was elevated to handle unsecured business loans and Loan against property. He has managed an AUM 880 Cr., and it was one of the most profitable businesses for InCred. He won many accolades in his professional carrier, including the Best People Manager award from Reliance capital.
<i>Expertise in specific Functional areas</i>	Finance, Retail Asset, Sales, SME Retail & Strategic, inventory funding, LAP
<i>Terms and conditions of appointment</i>	Mr. G. Sridharan appointed as Whole time Director at the Board Meeting held on 6 th January, 2022 for a period of three years till 5 th January, 2025
<i>Remuneration sought to be paid</i>	Rs. 45,60,000
<i>Remuneration last drawn (for financial year 2022-23)</i>	Rs. 33,00,000
<i>Date of first appointment on the Board</i>	6 th January 2022
<i>Shareholding in the Company as of March 31, 2023</i>	He does not hold any shares in the Company
<i>Relationship with other Directors, Manager and KMP of the Company</i>	Not Applicable
<i>Number of Board Meetings attended during FY 2022-23</i>	2
<i>Other Directorships, Membership/ Chairmanship of Committees of other Boards</i>	Not Applicable
<i>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</i>	Not Applicable