



REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164

Regd. Office: Arihant Enclave, Ground Floor, 493B/57A, G.T. Road (South), Shibpur, Howrah - 711102

E-mail Id: cs@realtouchfinance.com Website: www.realtouchfinance.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India, and other applicable laws and regulations, if any, for seeking approval of members of Real Touch Finance Limited ("**the Company**") to the proposed resolutions appended below through Postal Ballot through e-voting process ("**e-voting**").

The Company is sending Postal Ballot Notice (the "Notice") by e-mail to all its members who have registered their email addresses with the Company or depositories or depository participants and the communication of assent or dissent of the members on the resolution proposed in the Notice shall be restricted only to e-voting. Please note that there will be no dispatch of physical copies of the Postal Ballot Notice.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the proposed resolution appended below, is annexed hereto for your consideration.

The Postal Ballot Notice will also be placed on the website of the Company at www.realtouchfinance.com and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited ("BSE") at www.bseindia.com and on the website of M/s. Niche Technologies Private Limited at <https://nichetechpl.com/>.

The Board of Directors of the Company vide its resolution dated February 24, 2024 have appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Practicing Company Secretary, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting in a fair and transparent manner.

Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05.00 P.M. IST on April 8, 2024, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the meeting after completion of scrutiny of the e-voting. The results shall be declared on or before April 10, 2024 and will be communicated to the Stock Exchange viz., BSE Limited ("BSE"), National Securities Depository Limited ("NSDL"), and will also be displayed on the Company's website at www.realtouchfinance.com.

SPECIAL BUSINESSES:

Item No. 1: Adoption of the restated Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules, circulars and notifications prescribed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the current Articles of Association of the Company ("**Current Articles**"), be altered and replaced with the amended and restated Articles of Association of the Company ("**Restated Articles**") with effect from the "Closing Date" referred to in the Restated Articles, a draft copy of which is available for inspection at the registered office of the Company at Arihant Enclave, Ground Floor, 493B/57A, G.T Road (South), Shibpur, Howrah - 711102 between 09:00 A.M. and 05:00 P.M. and that the Restated Articles be and is hereby approved in substitution for, and to the entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the aforesaid alteration of the Articles of Association shall come into effect on such date as mentioned under "Closing Date" clause of the altered Articles of Association.

RESOLVED FURTHER THAT prior to the "Closing Date" referred to in the Restated Articles, the Current Articles of the Company shall continue to be in force and effect.

RESOLVED FURTHER THAT any Director of the Company and / or the Company Secretary be and are hereby severally authorized to execute, sign and file necessary documents and e-forms with Ministry of Corporate Affairs or Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT any Director of the Company and / or the Company Secretary be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.

Item No. 2: Appointment of Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as a Non-Executive Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to recommendation of the Board and the Nomination and Remuneration Committee and in compliance with the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and all other applicable regulations under Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws, Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has signified her consent to act as a Director of the Company, if so appointed and who is eligible for appointment, and who was appointed as an Additional Director by the Board of Directors at its meeting held on February 14, 2024 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company and / or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time” for the purpose of giving effect to this resolution.

Item No. 3: Appointment of Mr. Ratnesh Kumar Agrawal (DIN: 08477121) as an Independent Director

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

RESOLVED THAT pursuant to recommendation of the Board and the Nomination and Remuneration Committee of the Board and in compliance with the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and all other regulations under Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws, Mr. Ratnesh Kumar Agrawal (DIN: 08477121), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has signified his consent to act as an Independent Director of the Company, if so appointed and has submitted a declaration that he meets the criteria for independence provided in Section 149(6) of the Companies Act and who is eligible for appointment, and who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from February 14, 2024 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from February 14, 2024 and Mr. Ratnesh Kumar Agrawal may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the Board and / or committees thereof and other permissible modes, as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time for the purpose of giving effect to this resolution.

Item No. 4: Offer or invitation to subscribe to Non-Convertible Debentures (NCDs) on private placement basis

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

RESOLVED THAT pursuant to the provisions of sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (as amended from time to time), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021, SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (as amended from time to time), and in accordance with the Memorandum of Association and Articles of Association of the Company, and subject to approvals, consents, sanctions, permissions as may be necessary from all other appropriate statutory and regulatory authorities, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may constitute or authorize for this purpose) to issue, offer or invite

subscriptions for all kinds and types of Non-Convertible Debentures (NCDs), including fully or partly paid, listed or unlisted, secured or unsecured Redeemable Non-Convertible Debentures, Market Linked Non-Convertible Debentures, Subordinated Debt qualifying as Tier- II Capital in form of Unsecured, Redeemable, Non-Convertible Debentures, in one or more series or tranches, aggregating up to INR 100 Crores (Indian Rupees One Hundred Crores only), on private placement basis, on such terms and conditions as the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may constitute/authorize for this purpose) may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs are to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or allotment of NCDs, the Board (which term shall be deemed to include any Committee which the Board may constitute or authorize for this purpose) be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters, and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering and allotment of NCDs as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any Director or Directors or to any officer or officers or Key Managerial Personnel of the Company to give effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company and / or the Company Secretary be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

By Order of the Board of Directors

Place: Howrah

Date: February 24, 2024

**Manoj Kumar Jena
Company Secretary**

NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals set out in resolutions above, are annexed herewith. Details of Directors whose appointments are proposed, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings and pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also appended hereto as Annexure-A.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on March 1, 2024 ("Cut-Off Date").
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company or Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.realtouchfinance.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com, and on the website of M/s. Niche Technologies Private Limited at <https://nichetechpl.com/>
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Niche Technologies Private Limited, having its office at 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on March 1, 2024 will be considered for the purpose of e-voting.
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., April 8, 2024. Further, resolution passed by the shareholders through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on March 1, 2024. A person who is not a shareholder on the cut off or relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by M/s. Niche Technologies Private Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on April 8, 2024, failing which it will be strictly considered that no vote has been received from the shareholder.

10. The Scrutinizer will submit his report to the Chairman of the meeting, after the completion of scrutiny, and the result of the voting by postal ballot through e-voting process will be announced on or before 05.00 P.M. IST on April 10, 2024 and will also be displayed on the website of the Company (www.realtouchfinance.com), besides being communicated to the Stock Exchanges, Depositories and the Registrar and Share Transfer Agent.

11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company situated at Arihant Enclave, Ground Floor, 493B/57A, G.T Road (South), Shibpur, Howrah - 711102 between 09:00 A.M. and 05:00 P.M. and will also be applicable for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@realtouchfinance.com.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER:

The e-voting period begins on March 10, 2024 at 9:00 A.M. and ends on April 8, 2024 at 5:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members or Beneficial Owners as on the record date (cut-off date) i.e., March 1, 2024, 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 March 1, 2024.





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.

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 e-voting period. <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.com 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. 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.nsd.com/ 2. Click on the icon "Login" which is available under 'Shareholder/Member'

	<p>section.</p> <p>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.</p> <p>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 e-voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual shareholders holding securities in demat mode with CDSL	<p>1. Through CDSL Easi/Easiest</p> <p>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.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>2. Through e-voting website of CDSL</p> <p>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>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>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.</p> <p>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 e-voting period.</p>

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
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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

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 CSDL) 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:

- a. 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
- b. If you are holding shares in physical mode, click on "**Physical User Reset Password?**" option available on www.evoting.nsdl.com
- c. 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 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 is in active status.

2. Select "EVEN" for Real Touch Finance Limited to cast your vote during the e-voting period.

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 rfl_evoting@sandeeep-cs.in or Company email at cs@realtouchfinance.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 individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Part D: Instructions for registration of Email Address:

The Members whose e-mail 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 cs@realtouchfinance.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 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.

By Order of the Board of Directors

Place: Howrah

Date: February 24, 2024

Manoj Kumar Jena
Company Secretary

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

Item No. 1: Adoption of the restated Articles of Association

Your Company is proposing to adopt a restated Articles of Association in place of the existing Articles of Association, to align the same with amendments in the Companies Act, 2013 and the rules made thereunder and the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested financially or otherwise in the above resolution, except to the extent of their shareholding.

Copies of the existing Articles of Association and draft of the amended Articles of Association are available for inspection at the registered office of the Company situated at Arihant Enclave, Ground Floor, 493B/57A, G.T Road (South), Shibpur, Howrah – 711102 between 09:00 A.M. and 05:00 P.M. and will also be applicable for inspection electronically until the last date for receipt of votes through the e-voting process. A copy of the same would be provided on request to any member.

The Board at its meeting held on February 24, 2024, had approved the Adoption of the Restated Articles and recommends the adoption of the resolution as set out in item no. 1 of the Notice as a Special Resolution.

Item No. 2: Appointment of Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as a Non-Executive Director

In terms of Sections 149, 152 and 161 of the Companies Act 2013 and the Articles of Association of the Company, the Board has appointed Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as an Additional Director with effect from February 14, 2024. It is now proposed to appoint Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as a Non-Executive Director, liable to retire by rotation, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director. The proposal has been approved and recommended by the Nomination & Remuneration Committee and the Board of Directors.

The notice of candidature and other consents or declarations received Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) and copy of her appointment letter will be available for inspection by the members at the registered office of the Company situated at Arihant Enclave, Ground Floor, 493B/57A, G.T Road (South), Shibpur, Howrah – 711102 between 09:00 A.M. and 05:00 P.M. and will also be applicable for inspection electronically until the last date for receipt of votes through the e-voting process.

Further details of Mrs. Padmini Ceruseri Srikanth (DIN: 10495231), as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings and pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure A to this notice.

Mrs. Padmini Ceruseri Srikanth is directly interested in this resolution to the extent of his shareholding, if any. None of the other Directors or Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution in item No. 2 for the approval of the Members.

Item No. 3: Appointment of Mr. Ratnesh Kumar Agrawal (DIN: 08477121) as an Independent Director

Mr. Ratnesh Kumar Agrawal was appointed as a Non – Executive Additional Director (Independent Category) of the Company by the Board of Directors on February 14, 2024. Pursuant to provisions of Section 161(1), Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 read with Schedule IV and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Ratnesh Kumar Agrawal (DIN: 08477121), as a candidate for the office of an Independent Director. The proposal has been approved and recommended by the Nomination & Remuneration Committee and the Board of Directors.

In the opinion of the Board and the Nomination & Remuneration Committee, Mr. Ratnesh Kumar Agrawal (DIN: 08477121) fulfils the conditions specified in the Companies Act, 2013 for his appointment as an Independent Director of the Company including integrity, expertise and experience or proficiency and is independent of the management. The Board has formed an opinion that Mr. Ratnesh Kumar Agrawal possesses appropriate mix of qualifications, skills, expertise, experience, (including proficiency) value additions, integrity and other attributes, his association would be of immense benefit to the Company, and it is desirable to avail his services as Independent Director.

As per provisions of Section 149 of the Companies Act, 2013, Mr. Ratnesh Kumar Agrawal will hold office as an Independent Director for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. The Company has also received declaration from him to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The notice of candidature and other consents or declarations received Mr. Ratnesh Kumar Agrawal and copy of his appointment letter will be available for inspection by the members at the registered office of the Company situated at Arihant Enclave, Ground Floor, 493B/57A, G.T Road (South), Shibpur, Howrah – 711102 between 09:00 a.m. and 05:00 p.m and will also be applicable for inspection electronically until the last date for receipt of votes through the e-voting process.

Further details of Mr. Ratnesh Kumar Agrawal (DIN: 08477121), as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings and pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure A to this notice.

Mr. Ratnesh Kumar Agrawal is directly interested in this resolution to the extent of his shareholding, if any. None of the other Directors or Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice.

Accordingly, your directors recommend the Special Resolution in item no. 3 for your approval.

Item No. 4: Offer or invitation to subscribe to Non-Convertible Debentures (NCDs) on private placement basis

As part of its fundraising plans, the Company proposes to issue NCDs aggregating upto INR 100 Crores (Indian Rupees One Hundred Crore only), on private placement basis as per the recommendation of the Board of Directors at their meeting held on February 24, 2024, to persons including to individuals, institutions, and bodies corporate, both domestic and non-domestic as may be identified by the Board of Directors or any Committee of the Board authorised in this behalf from time to time. The Company may offer or invite subscription for all kinds and types of NCDs including fully or partly paid, listed or unlisted, secured or unsecured Redeemable Non-Convertible Debentures,

Market Linked Non-Convertible Debentures, Subordinated Debt qualifying as Tier- II Capital in form of Unsecured, Redeemable, Non-Convertible Debentures, in one or more series or tranches on private placement basis on such terms & conditions as may be decided by the Board or any Committee of the Board authorised in this behalf from time to time, subject to provisions of and including Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (as amended from time to time), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, applicable circulars and notifications as may be issued by RBI, SEBI, Stock Exchanges in this regard.

Pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of an offer or invitation to subscribe for Non – Convertible Debentures (“NCDs”) on private placement basis, the Company has an option to obtain omnibus approval from its shareholders by means of a special resolution once in a year for all the offers or invitations for such debentures during the year.

This resolution enables the Board of Directors (which term shall be deemed to include any Committee which the Board may constitute or authorize for this purpose) of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time for one year from the conclusion of this General Meeting.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested financially or otherwise in the above resolution, except to the extent of their shareholding in the Company, if any.

Accordingly, the Board of Directors recommends an Omnibus approval of the members by way of a Special Resolution as set out at item no. 4 of the Notice.

By Order of the Board of Directors

Place: Howrah

Date: February 24, 2024

Manoj Kumar Jena
Company Secretary

Annexure – A

Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings and pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mrs. Padmini Ceruseri Srikanth	Mr. Ratnesh Kumar Agrawal
DIN	10495231	08477121
Date of Birth / (Age)	04-06-1965	05-12-1957
Qualifications	Master in Commerce & Intermediate qualified Chartered Accountant	Master in Commerce
Brief resume & Experience	<p>Mrs. Padmini Ceruseri Srikanth, aged about 58 years is a Master in Commerce from Madurai Kamaraj University apart from an Intermediate qualified Chartered Accountant from the Institute of Chartered Accountant India. She is a competent professional with more than three decades of rich experience in the field of finance, accounts, indirect taxation and statutory compliance.</p> <p>Mrs. Padmini has led various teams across multiple industries and was associated with dynamic businesses and held various leadership positions. The Board considers that her association would be of immense benefit to the Company</p>	<p>Mr. Ratnesh Kumar Agrawal, aged about 66 years is a Master in Commerce from the University of Rajasthan, Jaipur and having rich experience in the field of business strategy, finance and accounts, taxation with more than three decades.</p> <p>He has worked mostly across Automobile Industries, Manufacturing industries and has held various leadership positions.</p> <p>The Board thinks Mr. Ratnesh is very competent personnel to hold and accomplish the duty of Independent Director of our Company since he has adequate experience and expertise in the above said areas.</p>
Expertise in specific Functional areas	Finance, Accounts, Indirect Taxation and Statutory Compliance	Business Strategy, Finance, Accounts and Taxation
Terms and conditions of appointment	Proposed to be appointed as Non-executive Director	Proposed to be appointed as Independent Director for a period of five years with effect from February 14, 2024
Remuneration sought to be paid	-	Sitting fees only
Remuneration last drawn (for financial year 2022-23)	Not Applicable	Not Applicable
Date of first appointment on the Board	February 14, 2024	February 14, 2024
Shareholding in the Company as of March 31, 2023	Nil	Nil
Relationship with other Directors, Manager and KMP of the Company	Mrs. Padmini Ceruseri Srikanth is not related to any Directors, Manager and KMP of the Company	Mr. Ratnesh Kumar Agrawal is not related to any Directors, Manager and KMP of the Company
Number of Board Meetings attended during FY2022-23	Not Applicable	Not Applicable
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	Mr. R. K. Agrawal holding the position of Independent Director, chairmanship in the Audit Committee and Nomination & Remuneration Committees of Castle Traders Limited; and is a designated partner and 35% contributed to the capital of Grant Ventures LLP
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	Not Applicable	Refer Notice and Explanatory Statement