

**REAL TOUCH FINANCE LIMITED (Formerly ASSOCIATED CEREALS LIMITED)**

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR  
493B / 57A G.T. ROAD ( SOUTH)  
SHIBPUR , HOWRAH – 711102  
PH.NO : 033-26402042  
EMAIL : acaasm@rediffmail.com

Date: 11/03/2017

The Manager  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

Dear Sir,

We wish to inform you that pursuant to provisions of section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, the Company has completed the physical and electronic dispatch of the postal Ballot dated 18/02/2017 along with postal Ballot forms to all the members whose name appear in the Register of Mmembers as on 17/02/2017 i.e cut off date. The Postal Ballot Notice, Ballot Form has been updated on the website of the Company.

Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose postal Ballot notice and form sent to the equity shareholders of the Company.

The copy of Newspaper advertisements for completion of dispatch of postal Ballot as published today are enclosed.

Kindly take the above said information on record as per requirement of the listing agreement.

For Real Touch Finance Limited

*Hetal C. Gudgud.*

Hetal C Gudgud  
Company Secretary



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## NOTICE OF POSTAL BALLOT

Notice is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules 2015 and the relevant provisions of the Securities and Exchange Board of India (LODR) Regulation, 2015 the resolution set out hereunder is proposed to be passed to be passed by means of Postal Ballot/ Electronic Voting (e –voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed.

The Board of Directors of your company at the meeting held on 10<sup>th</sup> November 2016 has appointed M/s P D Randar and Co. Chartered Accountants having firm registration No. 319295E of 13, Ganesh Chandra Avenue, 2<sup>nd</sup> Floor, Kolkata 700013 as the scrutinizer for scrutinizer the postal Ballot and evoting process in a fair and transparent manner.

Members have the option to vote either by postal ballot or through e voting. Members desiring to exercise their votes by postal Ballot are requested to read carefully the instruction printed on the postal ballot form and return the same completed and signed, so as to reach the scrutinizer on or before the close of working hours on **Monday the 10<sup>th</sup> Day of April 2017**. Members desiring to opt for evoting are requested to read carefully the instruction given in the notes forming part of the notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the results of the postal Ballot and evoting will be declared on **Wednesday the 12<sup>th</sup> Day of April 2017** at the registered office of the Company. Such results alongwith the Scrutinizer's report will be available on the Company's website [www.realtouchfinance.com](http://www.realtouchfinance.com) and will be forwarded to the stock Exchange where the Company's shares are listed. National Securities Depository Limited (NSDL) engaged by the board of Directors of the Company for facilitating e-voting, will also display these results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## SPECIAL BUSINESS

1. **To Consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :-**

### **Deletion of Object Clause of the Company**

“RESOLVED that pursuant to section 13 and other applicable provisions of the Companies Act, 2013 the existing clause III.B.2 and III B 17 (b) will be deleted from incidental or ancillary to the attainment of the main objects of the company in the Memorandum of Association of the Company.”

2. **To Consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution :-**

### **Increase in Salary of Managing Director Mr. Binod Chand Kankaria (DIN 00389251)**

“Resolved that pursuant to provisions of Section 196, 197, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof) read Schedule V to Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the company held on 27.09.2014, consent of the company be and is hereby accorded to the revision in the remuneration of Mr. Binod Chand Kankaria



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(DIN 00389251), Managing Director of the Company with effect from 01.04.2017, on the remuneration terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e upto 1<sup>st</sup> April 2019.

RESOLVED FURTHER that except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 27.09.2014.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Binod Chand Kankaria, Managing Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate. Subject to the overall limits specified by the resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above notification."

Registered Office:-  
493B/57A G T Road  
Shibpur Howrah 711102

Dated 18/02/2017

Notes:-

By order of the Board of Directors  
*Hetal C. Gudgud.*  
Hetal C Gudgud  
Company Secretary



1. The statement pursuant to the section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder in respect of the business set out above are annexed hereto.
2. The Board of Directors of the Company has appointed M/s P D Randar and co. practicing chartered Accountants firm having firm Registration No. 319295E of 13 Ganesh Chandra Avenue, 2<sup>nd</sup> Floor, Kolkata-700013 has been appointed as the scrutinizer for conducting the postal Ballot/e- voting process in a fair and transparent manner.
3. The postal Ballot is being sent to the members whose names appear in the register of Members of the Company or in the register of Beneficial owners maintained by the Depositories on **February 17, 2017** and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of February 17, 2017**. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
4. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 as per Regulation 44 of LODR 2015.
5. Members desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will **commence on Sunday 12<sup>th</sup> Day of March 2017 at [9:00AM. IST] and will end on Monday the 10<sup>th</sup> Day of April 2017 at [5:00PM. IST]**. The members will not be able to cast their vote electronically beyond the date and time mentioned above.

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6. Members(s) desirous of exercising vote by Postal Ballot is requested to carefully read the instructions printed on the Postal ballot Form. The duly completed Postal ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on **Monday, 10<sup>th</sup> Day of April 2017 at [5:00PM. IST]**. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.
7. Members can opt for only one mode of voting i.e either Postal Ballot or e-voting. In case any Member votes both by Postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal ballot shall be considered invalid.
8. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the directors or Company Secretary of the Company on **12<sup>th</sup> Day of April, 2017** at the Corporate Office of the Company. The results along with the Report will be posted on the website of the Company: [www.realtouchfinance.com](http://www.realtouchfinance.com) besides communicating to the Stock Exchanges where the Shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
9. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, M/s Real Touch Finance Limited "Arihant Enclave" 493B/57A G T Road (s), Ground Floor, Shibpur, Howrah 711102 or at email: [acaasm@rediffmail.com](mailto:acaasm@rediffmail.com) or any query pertains to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 or at email: [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in).
10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. The Scrutinizer's decision on the validity of a Postal Ballot for shall be final.

## I. The Process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
  - (i) Open email and open PDF file viz: "remote e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder- Login
  - (iv) Put user ID and password as initial password/PIN noted in Step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combinations thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Real Touch Finance Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution. You will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. Mutual Funds, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/Authority letter etc. together with attested



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- specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [evoting.pdrandar@outlook.com](mailto:evoting.pdrandar@outlook.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) User ID and Initial Password is provided at the bottom of the Postal ballot Form enclosed herewith with this Notice.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. The Postal Ballot Notice shall be available on the website of the Company i.e. [www.realtouchfinance.com](http://www.realtouchfinance.com).
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The period for e-voting **starts at 9:00 a.m. on 12<sup>th</sup> Day of March, 2017 and ends at 5:00 p.m. on 10<sup>th</sup> Day of April, 2017**, e-voting will be disabled by NSDL after 5:00 p.m. on 10<sup>th</sup> Day of April, 2017. During the period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date 17<sup>th</sup> Day of February 2017 may cast their vote electronically.
- VI. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit his report to the Chairman of the Company.

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Annexed to the notice dated 18<sup>th</sup> February 2017

### Item No. 1

The Company is a Non-Banking Financial Company (NBFC) and carrying on such business activities. The Company received a letter from Reserve Bank of India, Department of Non Banking Supervision stating to delete the Clause of entering into partnership sharing profit under para B(2) and deposit taking provisions under para B(17)(b) of Memorandum of Association. Further Non Banking Financial Companies are not allowed to enter into partnership as per Notification No.DNBS (PD).256/CGM (CRS) 2013 dated June 11, 2013 and they are not allowed to accept Public Deposit unless the company has received approval from Department of Non Banking Supervision, Reserve Bank of India.

### Item No. 2

Mr. Binod Chand Kankaria was appointed as Managing Director of the Company with effect from 02.04.2014 for a period of 5 years at the meeting of the Board of Directors as on 02.04.2014 and subsequently by resolution passed at Shareholders meeting held at Annual General Meeting held on 27.09.2014.





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The Company during the year, has achieved remarkable growth. Moreover, the Company is aggressively concentrating on its expansion plans.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 10.02.2017 on the recommendations made by the nomination and remuneration committee, has approved the proposal to increase the salary of Mr. Binod Chand Kankaria, Managing Director from the present Rs. 10,000 per month to Rs. 50,000 per month with effect from 01.04.2017 for the remaining period of his tenure i.e., upto 02.04.2019. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provision of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.



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## POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address of the Sole/First named Member :
2. Joint Holder(s) Name (if any) :
3. Folio No. / DP ID and Client ID No. :
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 18<sup>th</sup> Day of February 2017 by conveying my/our assent or dissent to be said Resolutions by placing the Tick ( ✓ ) mark at the appropriate box below:

| Description of the Resolution  | No. of Shares | I/We assent to the resolution (FOR) | I/We Dissent to the resolution (AGAINST) |
|--|---------------|-------------------------------------|--|
| Special resolution for Deletion of Object Clause of the Company                          |               |                                     |  |
| Ordinary resolution for Increase in Salary of Managing Director Mr. Binod Chand Kankaria |               |                                     |  |

Place: Kolkata  
Date: 18.02.2017

\_\_\_\_\_  
(Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

| EVEN<br>(Electronic Voting Event Number) | USER ID | PASSWORD |
|--|---------|----------|
|  |         |          |

### NOTES:

1. Please read the instructions mentioned in the Notice before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is 10<sup>th</sup> Day of April 2017.
3. The e-voting will start from Sunday, 12<sup>th</sup> Day of March 2017 at [9:00AM. IST] and will end on Monday, 10<sup>th</sup> Day of April 2017 at [5:00PM. IST].

