

**REAL TOUCH FINANCE LIMITED**  
**CIN: L01111WB1997PLC085164**

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

**Email:** [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com) **Website:** <https://realtouchfinance.com>

**Notice to Members**

Notice is hereby given that the **Forty-first Annual General Meeting ("41<sup>st</sup> AGM")** of the members of M/s. Real Touch Finance Limited will be held on **Saturday, 26<sup>th</sup> September 2026 at 3.00 P.M** 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, 2026, together with the reports of the Board of Directors' and Auditors' thereon
2. To re-appoint Mrs. Padmini Ceruseri Srikanth (DIN:10495231) 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 appointment of Mr. Angalappan Anandakumar (DIN:09045884) as a Director of the Company**

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Angalappan Anandakumar (DIN: 09045884) who was appointed as an additional director of the Company by the Board of Directors with effect from 01<sup>st</sup> September 2026 who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

4. **To consider and approve the appointment of Mr. Angalappan Anandakumar (DIN: 09045884) as a Managing Director of the Company for a term of five consecutive years**

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and all other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the approval granted by the Reserve Bank of India vide its letter dated 5 August 2026, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Angalappan Anandakumar (DIN: 09045884), as the Managing Director of the Company for a term commencing from 1<sup>st</sup> September 2026 till 31 July 2031, at a remuneration of INR 25,00,000 P.A for period not exceeding three years from 1<sup>st</sup> September 2026 to 31<sup>st</sup> August 2029 in accordance with para (B)(iii) of Part II of Schedule V of the Companies Act, 2013 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for terms of remuneration payable to , as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him as set out herein above from 01<sup>st</sup> September 2026 to 31<sup>st</sup> August 2029 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Angalappan Anandakumar such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

**5. To Consider and approve the re-appointment of Mr. Somnath Sarkar (DIN: 09353167) as a Non-Executive Independent Director of the Company for the second term of 5 years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Somnath Sarkar (DIN: 09353167) as a Non-Executive Independent Director of the Company, for a second term of five (5) consecutive years with effect from September 28, 2026 to September 27, 2031, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors hereby confirms that Mr. Somnath Sarkar has submitted his consent and declarations of independence as required under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI LODR and that, in the opinion of the Board, he meets the criteria of independence as laid down in the Act and SEBI LODR for his re-appointment as an Independent Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 197 of the Act read with the applicable rules made thereunder, Mr. Somnath Sarkar shall be entitled to receive sitting fees for attending meetings of the Board and/or Committees thereof, as may be approved by the Board of Directors from time to time, in his capacity as a Non-Executive Independent Director.

**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.

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

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company on 27th September, 2023, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, the applicable circulars, notifications and directions issued by the Reserve Bank of India from time to time, and subject

to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company 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 thereof or any person(s) authorised by the Board) to pledge, mortgage, hypothecate, create charge, lien or any other encumbrance, whether fixed or floating, in addition to the existing charges, in such form, manner, ranking and on such terms and conditions as the Board may deem fit, on all or any of the movable and/or immovable properties, tangible and/or intangible assets, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company, wherever situated, in favour of any bank(s), financial institution(s), non-banking financial company(ies), mutual fund(s), trustee(s), debenture trustee(s), security trustee(s), investor(s), lender(s) or any other person(s) or entity(ies) (collectively referred to as the "Lenders") for securing the borrowings, loans, financial assistance, credit facilities, debentures or any other financial indebtedness availed or to be availed by the Company from time to time, together with interest (including additional interest, default interest and compound interest, wherever applicable), premium on prepayment or redemption, liquidated damages, commitment charges, trustee fees, costs, charges, expenses and all other monies payable by the Company to the Lenders under the respective financing documents and other transaction documents entered into or to be entered into by the Company, provided that the total outstanding amount so borrowed by the board shall not, at any time exceed ₹1,000 Crores (Rupees One Thousand Crores Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise, negotiate, execute and deliver all deeds of mortgage, deeds of hypothecation, pledge agreements, security documents, declarations, confirmations, affidavits, undertakings and all other agreements, writings and documents as may be necessary or expedient, and to do all such acts, deeds, matters and things as may be necessary, proper or desirable for giving 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.

**7. 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 and outstanding (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 1000 Crores (Rupees one Thousand 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.

**8. To approve the material related party transactions of the company with Khivraj Motors Private Limited**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with relevant rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable laws including any amendments, modifications, variations or re-enactments thereof as may be required and the Company's policy on Related Party Transactions and pursuant to the recommendation & approval of Audit Committee and subsequent approval of the Board, approval of Shareholders 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and / or to carry out and / or to continue with material contract(s) / arrangement(s) / transaction(s) whether individually or taken together or series of transactions or otherwise) with Khivraj Motors Private Limited, being a related party of the Company under Section 2(76) of the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise for a sum not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores only) for a period commencing from the conclusion of 41st Annual General Meeting (AGM) upto the 42nd Annual General Meeting (AGM) of the Company as detailed in table forming part of the Explanatory Statement annexed to this notice on such terms and conditions as detailed and as may be considered appropriate by the Board of Directors (including any authorized Committee thereof).”

**“RESOLVED FURTHER THAT** any Director of the Company be and is hereby jointly or severally authorized to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit including delegation of such authority and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

**9. To approve the material related party transactions of the company with Khivrajkamal Motors Private Limited**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with relevant rules framed thereunder and Regulation 23 of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable laws including any amendments, modifications, variations or re-enactments thereof as may be required and the Company's Policy on Related Party Transactions and pursuant to the recommendation & approval of Audit Committee and subsequent approval of the Board, approval of Shareholders 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and / or to carry out and / or to continue with material contract(s) / arrangement(s) / transaction(s) whether individually or taken together or series of transactions or otherwise) with Khivrajkamal Motors Private Limited, being a related party of the Company under Section 2(76) of the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise for a sum not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) for a period commencing from the conclusion of 41st Annual General Meeting (AGM) upto the 42nd Annual General Meeting (AGM) of the Company as detailed in table forming part of the Explanatory Statement annexed to this notice on such terms and conditions as detailed and as may be considered appropriate by the Board of Directors (including any authorized Committee thereof)."

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby jointly or severally authorized to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit including delegation of such authority and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

**10. To approve the material related party transactions of the company with Khivraj Automobiles and infrastructure Private Limited**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with relevant rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable laws including any amendments, modifications, variations or re-enactments thereof as may be required and the Company's Policy on Related Party Transactions and pursuant to the recommendation & approval of Audit Committee and subsequent approval of the Board, approval of Shareholders 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and / or to carry out and / or to continue with material contract(s) / arrangement(s) / transaction(s), whether individually or taken together or series of transactions or otherwise, with Khivraj Automobiles and Infrastructure Private Limited, being a related party of the Company under Section 2(76) of the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise for a sum not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) for a period commencing from the conclusion of 41st Annual General Meeting (AGM) upto the 42nd Annual General Meeting (AGM) of the Company as detailed in the table forming part of the Explanatory Statement annexed to this Notice on such terms and conditions as detailed and as may be considered appropriate by the Board of Directors (including any authorized Committee thereof).

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby jointly or severally authorized to perform and execute all such acts, deeds and things, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit including delegation of

such authority and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

By order of the Board  
**For REAL TOUCH FINANCE LIMITED**

**Place: Chennai**

**Date: 31<sup>st</sup> August 2026**

**Registered Office:** Arihant Enclave,  
Ground Floor, 493B/57A, G.T Road (South),  
Shibpur, Howrah, West Bengal, India, 711102

**Corporate Branch Office:** Khivraj Complex 1 3rd -Floor,  
No 480 Anna Salai, Nandanam, Chennai,  
Tamil Nadu, India, 600035

**E-mail:** cs@realtouchfinance.com

**CIN:** L01111WB1997PLC085164

**Website:** <https://realtouchfinance.com>

**SD/-**  
**Varsha Gupta**  
Company Secretary

**NOTES:**

1. Pursuant to the latest General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
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. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting
3. Pursuant to the MCA Circulars, physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. As per the MCA Circulars, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice.
4. Corporate / institutional shareholders who are intending to authorize 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 [chandramouli@bpcorpadvisors.com](mailto:chandramouli@bpcorpadvisors.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 41<sup>st</sup> 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 e-voting on the date of the 41<sup>st</sup> AGM will be provided by NSDL.
7. 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 MCA Circulars, notice of 41<sup>st</sup> AGM along with the Annual Report is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s).
8. Those Shareholders whose email IDs are not registered, are requested to register their email ID by submitting form ISR-1 to the Company's Registrars and Transfer Agents Niche Technologies Pvt. Ltd, 3A

Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 Phone: (033) 2280 6616 / 17 / 18 and by using the website <https://www.nichetechpl.com>.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://realtouchfinance.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) 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](http://www.evoting.nsdl.com).

10. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility to cast their vote by electronic means (i.e. voting electronically from a place other than the venue of the general meeting) on all resolutions set forth in the Notice.

11. Members are eligible to cast vote electronically only if they are holding shares as on cut-off date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date **Saturday, 19<sup>th</sup> September 2026** may approach the RTA by e-mail [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) for issuance of the User ID and Password for exercising their right to vote by electronic means.

12. 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.

13. 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 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).

14. 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.

15. 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.

16. 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.

17. 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.

18. 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. Further, the documents referred to in the resolutions set out in the Notice of the AGM shall be available for electronic inspection by the shareholders/members up to the date of AGM, i.e. September 26, 2026. Shareholders/Members seeking to inspect such documents can

send an email to [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com).

19. The remote e-voting period starts **on Wednesday, September 23, 2026 at 9.00 am (IST) and ends on Friday, September 25, 2025 at 5.00 pm (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 19<sup>th</sup> September, 2026** may cast their votes electronically.

20. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> 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.

21. The Board has appointed M/s. BP & Associates (FRN: P2015TN040200), Company Secretaries, Chennai (E-mail: [chandramouli@bpcorpadvisors.com](mailto:chandramouli@bpcorpadvisors.com)) 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. <https://realtouchfinance.com> and will also be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited.

By order of the Board  
**For REAL TOUCH FINANCE LIMITED**

**Place: Chennai**

**Date: 31<sup>st</sup> August 2026**

**Registered Office:** Arihant Enclave,  
Ground Floor, 493B/57A, G.T Road (South),  
Shibpur, Howrah, West Bengal, India, 711102

**Corporate Branch Office:** Khivraj Complex 1 3rd Floor,  
No 480 Anna Salai, Nandanam, Chennai,  
Tamil Nadu, India, 600035

**E-mail:** [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com)

**CIN:** L01111WB1997PLC085164

**Website:** <https://realtouchfinance.com>

**SD/-**  
**Varsha Gupta**  
Company Secretary

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

The remote e-voting period begins on Wednesday, 23<sup>rd</sup> September 2026 at 9.00 A.M. and ends on Friday, 25<sup>th</sup> September 2026 at 5.00P.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. 19<sup>th</sup> September 2026 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 Saturday, 19<sup>th</sup> September 2026.

**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:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol> |

|                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                    | <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>                                                                                                                                                                                             |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |

|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging 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. Click on company name or e-Voting service provider i.e. 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 & voting during the meeting. |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                            |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                           |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is |

|                                                            |                                                                                                                                                               |
|------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                            | IN300***12*****.                                                                                                                                              |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****                                                     |
| c) For Members holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then 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) How 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. a .pdf file. Open the .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 below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General 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" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to 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 [chandramouli@bpcorpadvisors.com](mailto:chandramouli@bpcorpadvisors.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com). If you are an Individual shareholders 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, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com). The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, PAN, email id, mobile number at [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com). These queries will be replied by the company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

## EXPLANATORY STATEMENT

**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: To consider and approve the appointment of Mr. Angalappan Anandakumar (DIN:09045884) as a Director of the Company**

**And**

**Item No 4: To consider and approve the appointment of Mr. Angalappan Anandakumar (DIN: 09045884) as a Managing Director of the Company**

The Board of Directors of the Company, at its Meeting held on 31<sup>st</sup> August 2026, on the recommendation of the Nomination and Remuneration Committee and pursuant to the approval granted by the Reserve Bank of India ("RBI") vide its letter dated 5 August 2026, appointed Mr. Angalappan Anandakumar (DIN: 09045884) as an Additional Director, of the Company with effect from 1<sup>st</sup> September 2026, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Angalappan Anandakumar shall hold office as an Additional Director up to the date of this Annual General Meeting. In terms of Sections 196, 197, 198, 203 and other applicable provisions of the Act read with Schedule V of the companies act 2013(the 'Act') and the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re -enactment thereof for the time being in force), thereto and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members is sought for his appointment as the Managing Director of the Company.

The Company has received from Mr. Angalappan Anandakumar his consent to act as a Director, the requisite declarations confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act, disclosure of interest, and other statutory declarations and confirmations as required under the Companies Act, 2013 and the rules made thereunder.

As per Part II of Schedule V, considering the Company is paying remuneration to Mr. Angalappan Anandakumar, the requirements as per Para(iv) is as follows:

| S. No.              | Particulars                                                           | Remarks                                                                                                                                   |            |
|---------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|------------|
| General Information |                                                                       |                                                                                                                                           |            |
| 1.                  | Nature of Industry                                                    | Non- Banking Financial Company (NBFC)                                                                                                     |            |
| 2.                  | Date or expected date of commencement of commercial production        | The Company commenced its NBFC business operations on July 5,1999 pursuant to obtaining registration from the Reserve Bank of India (RBI) |            |
| 3.                  | In case of new companies, expected date of commencement of activities | Not applicable                                                                                                                            |            |
| 4.                  | Financial performance based on given indicators                       | As per Standalone Audited Financials (Rs. in Lakhs)                                                                                       |            |
|                     |                                                                       | Particular                                                                                                                                | FY 2025-26 |
|                     |                                                                       | Paid up Share Capital                                                                                                                     | 1269.27    |
|                     |                                                                       | Reserve                                                                                                                                   | 3957.56    |
|                     |                                                                       | Revenue Including Other Income                                                                                                            | 4044.85    |
|                     |                                                                       | Total Expenses                                                                                                                            | 3276.74    |
|                     |                                                                       | Profit before Tax                                                                                                                         | 768.11     |
|                     |                                                                       | Profit After Tax                                                                                                                          | 519.26     |
| 5.                  | Foreign investments or collaborations, if                             | Not applicable                                                                                                                            |            |

|                                                              |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                              | any                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Information about the Appointee (Mr. Angalappan Anandakumar) |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 1.                                                           | Background details                                                                                             | Mr. Angalappan Anandakumar possesses extensive experience in the areas of finance, treasury, credit, risk management and the NBFC sector. He has been associated with the Company as its Chief Financial Officer (CFO) for approximately 2.5 years, during which he has made significant contributions to the financial management and overall affairs of the Company. His experience and understanding of the Company's operations, coupled with his leadership capabilities and professional expertise, make him well-suited to assume greater responsibilities in the Company. Considering his rich professional experience, knowledge of the NBFC sector and significant contribution to the affairs of the Company, the Board considers his appointment to be in the best interests of the Company. |
| 2.                                                           | Past remuneration                                                                                              | Rs. 11,00,000 Per annum                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 4.                                                           | Job profile and suitability                                                                                    | <p>Mr. Angalappan Anandakumar has been associated with the Company as its Chief Financial Officer for approximately 2.5 years and has extensive experience in finance, treasury, credit, risk management and the NBFC sector. As Managing Director, he will be responsible for the overall management and strategic direction of the Company, including business growth, financial performance, risk management and regulatory compliance.</p> <p>Considering his professional experience, knowledge of the NBFC sector and familiarity with the Company's operations, the Board is of the view that he is well-suited to discharge the responsibilities of Managing Director and that the Company would benefit from his leadership and guidance.</p>                                                   |
| 5.                                                           | Remuneration proposed                                                                                          | Rs. 25,00,000 Per annum                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 6.                                                           | Comparative remuneration profile with respect to industry, size of company, profile of the position and person | Keeping in view the profile and the position of Managing Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry. He devotes his time and attention to the business of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 7.                                                           | Pecuniary relationship, if any, directly or indirectly, with the company or managerial personnel               | Apart from the remuneration proposed, Mr. Angalappan Anandakumar does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Other Information                                            |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 1.                                                           | Reasons for loss/inadequate profits                                                                            | The Company has adequate profits; however, profitability can be impacted by finance costs, operating expenses and prudent provisioning towards credit and risk management.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

|    |                                                                   |                                                                                                                                                                                                                                                                                                                                            |
|----|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. | Steps taken or proposed to be taken for improvement               | The Company proposes to improve its credit and risk management practices, enhance collection efficiency, optimise operating costs and strengthen technology-driven processes, while ensuring compliance with applicable RBI regulations, with a view to achieving sustainable growth and profitability.                                    |
| 3. | Expected increase in productivity and profits in measurable terms | The Company expects sustainable growth in its loan portfolio and revenue through prudent credit expansion, improved operational efficiency and effective risk management, which is expected to contribute to improved profitability. Specific projections have not been quantified, as they are subject to business and market conditions. |

The information required to be disclosed pursuant to Secretarial Standard-2 on General Meetings, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions is provided in the Annexure forming part of this Notice.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution set out at Item No. 3 & 4 of the Notice for approval of the Members.

Except Mr. Angalappan Anandakumar being the appointee and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Said Resolution.

**Item No. 5: Re-appointment of Mr. Somnath Sarkar (DIN: 09353167) as an Independent Director of the Company for the second term of 5 years**

The members are informed that Mr. Somnath Sarkar (DIN: 09353167) was appointed as an Independent Director of the Company for his first term of five (5) years with effect from 28<sup>th</sup> September, 2021 to 27<sup>th</sup> September, 2026, in accordance with the provisions of Section 149 of the Companies Act, 2013. His present term shall accordingly expire on 27<sup>th</sup> September 2026.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the proposal for re-appointment of Mr. Somnath Sarkar as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 28<sup>th</sup> September, 2026 to 27<sup>th</sup> September, 2031 is placed before the members by way of a Special Resolution.

Mr. Somnath Sarkar has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, he possesses appropriate skills, experience, knowledge and independence of judgment to discharge his duties effectively as an Independent Director.

The Board considers that the continued association of Mr. Somnath Sarkar would be beneficial to the Company, in view of his extensive experience of more than 20 years in the field of accounts and finance. Accordingly, the Board recommends passing of the resolution set out in the Notice as a Special Resolution.

Except for Mr. Somnath Sarkar and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 6: To consider and approve the creation of charges, mortgage hypothecation on the immovable and movable properties of the company under Section 180(1)(a) of the Companies Act, 2013**

**And**

**Item No 7: To consider and approve the increase in borrowings of company under Section 180(1)(c) of the Companies Act, 2013**

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 38<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2023 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 the total outstanding amount so borrowed by the board shall not at any time exceed of Rs. 500 Crores (Rupees Five 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. 1000 Crores (Rupees One Thousand Crores Only)

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. 5 and Item No. 6 of the Notice, to enable the Board of Directors to borrow money upto Rs. 1000 Crores (Rupees One Thousand Crores only) from the existing limits of Rs. 500 Crores (Rupees Five 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. 5 and Item No. 6 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. 8: To consider and approve the material related party transaction with Khivraj Motors Private Limited**

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aims to ensure transparency in the transactions entered into by the Company with its related parties from time to time. The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time states that no company shall enter transaction with a Related Party except with the consent of the Board and members of the Company provided that nothing shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. The transaction with the related parties as per the resolution as mentioned in Item no. 8 are at arm's length basis and in the ordinary course of business of the Company.

Further, the Securities and Exchange Board of India ("SEBI"), vide its notification dated 18th November, 2025 notified SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment), Regulations, 2025 ("Amendments") introducing amendments to the provisions pertaining to Related Party Transactions under the SEBI (LODR) Regulations.

Pursuant to the aforesaid amendments inter-alia included turnover based thresholds for determining materiality of Related Party Transactions by inclusion of Schedule XII to the SEBI (LODR) Regulations. the listed entity whose annual consolidated turnover is up to Rs. 20,000 Crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Pursuant to amendment of SEBI (LODR), the Company is required to enter into various contracts or arrangements with its "Related Party" as mentioned in Resolution in Item No. 8 for a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to 42<sup>nd</sup> Annual General Meeting of the Company in the ordinary course of its operations at arm's length basis. These transactions are estimated at Rs. 800 Crores (Rupees Eight Hundred Crores only) for or a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company as detailed in the table forming part of this explanation which may likely to exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company. Thus, these transactions qualify under material related party transactions and since such transactions are repetitive in nature, the Company is required to obtain omnibus approval for material related party transactions from the shareholders of the Company. Accordingly, approval of the shareholders of the Company is sought for omnibus approval for material related party transactions entered or to be entered with related parties or a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company by passing an Ordinary Resolution.

The mandatory disclosures required to be made to the Members, in accordance with Rule 15 Companies (Meeting of Board and its Power) Rules, 2014 and SEBI Master Circular No. SEBI/HO/CFD/Pod2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, read with Master circular No.: HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30 2026 and the SEBI- mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out below:

|        |                                               |                                        |
|--------|-----------------------------------------------|----------------------------------------|
| A(1)   | Basic details of the related party            |                                        |
| S. No. | Particulars of the information                | Information provided by the management |
| 1.     | Name of the related party                     | Khivraj Motors Private Limited         |
| 2.     | Country of incorporation of the related party | India                                  |
| 3.     | Nature of business of the related party       | Trading of four-wheeler automobiles    |

|        |                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                     |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(2)   | Relationship and ownership of the related party                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                     |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                          | Information provided by the management                                                                                                                                              |
| 1.     | Relationship between the listed entity/subsidiary <sup>1</sup> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary),</li> </ul> | a) Khivraj Motors Private Limited- Enterprise over which promoters have significant influence<br>b) There is no cross holding between Khivraj Motors Private Limited and Real touch |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                  |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
|  | <p>whether direct or indirect, in the related party.</p> <ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> | Finance Limited. |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|

|        |                                                                                                                                                                                                                              |                                                                                                                        |                          |                        |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|
| A(3)   | Details of previous transactions with the related party                                                                                                                                                                      |                                                                                                                        |                          |                        |
| S. No. | Particulars of the information                                                                                                                                                                                               | Information provided by the management                                                                                 |                          |                        |
| 1.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.                                                                                    | S.No                                                                                                                   | Nature of Transaction    | FY 25-26 (Rs in Lakhs) |
|        |                                                                                                                                                                                                                              | 1                                                                                                                      | Inter corporate Deposits | 8801                   |
|        |                                                                                                                                                                                                                              | 2                                                                                                                      | Rent Paid                | 10.85                  |
|        |                                                                                                                                                                                                                              |                                                                                                                        |                          |                        |
| 2.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Up to 30.06.2026 (FY-2026-27)<br>a) Rent Paid – Rs 2.71 Lakhs<br>b) Corporate Guarantee commission Paid- Rs 3.75 Lakhs |                          |                        |
| 3.     | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.             | NIL                                                                                                                    |                          |                        |

|        |                                                                                                                    |                                                                                                                                                                                                                                    |
|--------|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(4)   | Amount of the proposed transaction(s)                                                                              |                                                                                                                                                                                                                                    |
| S. No. | Particulars of the information                                                                                     | Information provided by the management                                                                                                                                                                                             |
| 1.     | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Corporate Guarantee commission –Rs 5 crores<br>Optionally Convertible Debenture/<br>Subordinate debts – Rs. 50 Crores<br>Inter Corporate Deposit – Rs. 740 crores<br>Rent & other Payments– Rs. 5 crores<br>Total – Rs. 800 crores |

|    |                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                      |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                               | Yes                                                                                                                                                                                                                                  |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                                                                            | Rs. 800 crores (Rupees Eight Hundred Crores only) constitute 2042.37 % of the Company's Annual Turnover for the financial year ended 31st March, 2026.                                                                               |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)                   | Not Applicable                                                                                                                                                                                                                       |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | Rs. 800 crores (Rupees Eight Hundred Crores only constitutes 162.99 % of the related party's annual turnover for the immediately preceding financial year.                                                                           |
| 6. | Financial performance of the related party for the immediately preceding financial year:                                                                                                                                                                                       | <p>The Financial performance of the Related Party of Khivraj Motors Private Limited for the FY-2024-25 is as under-</p> <p>a) Turnover = Rs. 49080.54 Lakhs<br/> b) PAT- Rs. 2362.39 Lakhs<br/> c) Net worth- Rs. 29348.14 Lakhs</p> |

|        |                                                                                                                                  |                                                                                                                                                                                                                                    |
|--------|----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(5)   | Basic details of the proposed transaction                                                                                        |                                                                                                                                                                                                                                    |
| S. No. | Particulars of the information                                                                                                   | Information provided by the management                                                                                                                                                                                             |
| 1.     | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Corporate Guarantee commission–Rs.5 crores<br>Optionally Convertible Debenture/<br>Subordinate debts – Rs. 50 Crores<br>Inter Corporate Deposit – Rs. 740 crores<br>Rent & other Payments – Rs. 5 crores<br>Total – Rs. 800 crores |
| 2.     | Details of each type of the proposed transaction                                                                                 | Corporate Guarantee commission– Rs.5 crores<br>Optionally Convertible Debenture/<br>Subordinate debts – Rs.50 Crores<br>Inter Corporate Deposit – Rs. 740 crores<br>Rent & other Payments – Rs. 5 crores<br>Total – Rs 800 crores  |

|    |                                                                                                                                                                                               |                                                                                                                  |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                      | For a period from the conclusion of 41 <sup>st</sup> AGM to 42 <sup>nd</sup> AGM to be held in the year of 2027. |
| 4. | Whether omnibus approval is being sought?                                                                                                                                                     | Yes                                                                                                              |
| 5. | Value of the proposed transaction during a financial year.<br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Not Applicable                                                                                                   |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                         | The company takes support from the Group company for the growth and expansion of the business.                   |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                 | NIL                                                                                                              |
|    | a. Name of the director / KMP                                                                                                                                                                 | -                                                                                                                |
|    | b. Shareholding of the director / KMP, whether direct or indirect, in the related party                                                                                                       | NIL                                                                                                              |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.                                                                                   | Not Applicable                                                                                                   |
| 9. | Other information relevant for decision making.                                                                                                                                               | NIL.                                                                                                             |

|        |                                                                                                        |                                                                                                                                                 |
|--------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| B(5)   | Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary. |                                                                                                                                                 |
| S. No. | Particulars of the information                                                                         | Information provided by the management                                                                                                          |
| 1.     | Material covenants of the proposed transaction                                                         | The Company Shall maintain CRAR ratio and debt to equity ratio to be maintained minimum RBI requirement.                                        |
| 2.     | Interest rate (in terms of numerical value or base rate and applicable spread)                         | The rate of interest shall not exceed 13% per annum                                                                                             |
| 3.     | Cost of borrowing<br><br>Note: This shall include all costs associated with the borrowing              | The overall cost of borrowing, including all applicable charges and expenses, shall not exceed 13% per annum.                                   |
| 4.     | Maturity / due date                                                                                    | Five (5) years from the date of disbursement, unless redeemed earlier in accordance with the terms of the borrowing.                            |
| 5.     | Repayment schedule & terms                                                                             | Interest shall be payable annually. The principal amount shall be repayable on or before the maturity date, with an option of prepayment by the |

|    |                                                                                   |                                                                       |
|----|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------|
|    |                                                                                   | borrower, subject to the terms of the borrowing agreement.            |
| 6. | Whether secured or unsecured                                                      | Unsecured                                                             |
| 7. | If secured, the nature of security & security coverage ratio                      | Not applicable                                                        |
| 8. | The purpose for which the funds will be utilized by the listed entity/ subsidiary | Onward lending, Working capital and other business operations purpose |

|        |                                                                                                                                                                                                                                                                               |                                        |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| C(4)   | Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary                                                                                                                                                                         |                                        |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                | Information provided by the management |
| 1.     | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements<br><br>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.<br>a. Before transaction<br>b. After transaction         | Not Applicable, being a listed NBFC    |
| 2.     | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements<br><br>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.<br>a. Before transaction<br>b. After transaction | Not Applicable, being a listed NBFC    |

Audit Committee and the Board of Directors have approved the said related party transaction which was placed before them in their meeting held on 31st July 2026. Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommended the resolution(s) at Item No. 8 of the Notice for approval of Members as an Ordinary Resolution in terms of the Act and the SEBI (LODR) Regulations, 2015.

The Members may please note that in terms of provisions of the SEBI (LODR) Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 8 of the accompanying Notice, whether the entity is related party to the transaction or not.

None of the Directors or Key Managerial Personnel (KMP), or their relatives is directly or indirectly concerned or interested, financially or otherwise, except as mentioned above to the extent of his/her respective shareholding, if any, in the Company, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

**Item No. 9: To consider and approve the material related party transaction with KhivrajKamal Motors Private Limited**

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aims to ensure transparency in the transactions entered into by the Company with its related parties from time to time. The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time states that no company shall enter transaction with a Related Party except with the consent of the Board and members of the Company provided that nothing shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. The transaction with the related parties as per the resolution as mentioned in Item no. 9 are at arm's length basis and in the ordinary course of business of the Company.

Further, the Securities and Exchange Board of India ("SEBI"), vide its notification dated 18th November, 2025 notified SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment), Regulations, 2025 ("Amendments") introducing amendments to the provisions pertaining to Related Party Transactions under the SEBI (LODR) Regulations.

Pursuant to the aforesaid amendments inter-alia included turnover based thresholds for determining materiality of Related Party Transactions by inclusion of Schedule XII to the SEBI (LODR) Regulations. the listed entity whose annual consolidated turnover is up to Rs. 20,000 Crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Pursuant to amendment of SEBI (LODR), the Company is required to enter into various contracts or arrangements with its "Related Party" as mentioned in Resolution in Item No. 9 for a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company in the ordinary course of its operations at arm's length basis. These transactions are estimated at Rs. 100 crores (Rupees one hundred Crores only) for or a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company as detailed in the table forming part of this explanation which may likely to exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company. Thus, these transactions qualify under material related party transactions and since such transactions are repetitive in nature, the Company is required to obtain omnibus approval for material related party transactions from the shareholders of the Company. Accordingly, approval of the shareholders of the Company is sought for omnibus approval for material related party transactions entered or to be entered with related parties or a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company by passing an Ordinary Resolution.

The mandatory disclosures required to be made to the Members, in accordance with Rule 15 Companies (Meeting of Board and its Power) Rules, 2014 and SEBI Master Circular No. SEBI/HO/CFD/Pod2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, read with Master circular No.: HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30 2026 and the SEBI- mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out below

|        |                                               |                                        |
|--------|-----------------------------------------------|----------------------------------------|
| A(1)   | Basic details of the related party            |                                        |
| S. No. | Particulars of the information                | Information provided by the management |
| 1.     | Name of the related party                     | Khivrajkamal Motors Private Limited    |
| 2.     | Country of incorporation of the related party | India                                  |
| 3.     | Nature of business of the related party       | Trading of four-wheeler automobiles    |

|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                          |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(2)   | Relationship and ownership of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                          |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Information provided by the management                                                                                                                                                                                   |
| 1.     | <p>Relationship between the listed entity/subsidiary<sup>1</sup> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> | <p>a) Khivrajkamal Motors Private Limited-Enterprise over which promoters have significant influence</p> <p>b) There is no cross holding between Khivrajkamal Motors Private Limited and Real touch Finance Limited.</p> |

|      |                                                                                                                                                                                                                              |                                        |                                |                        |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------|------------------------|
| A(3) | Details of previous transactions with the related party                                                                                                                                                                      |                                        |                                |                        |
| S    | Particulars of the information                                                                                                                                                                                               | Information provided by the management |                                |                        |
| 1.   | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.                                                                                    | S.No                                   | Nature of Transaction          | FY 25-26 (Rs in Lakhs) |
|      |                                                                                                                                                                                                                              | 1                                      | Purchase of Fixed Assets (Car) | 15.31                  |
| 2.   | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Up to 30.06.2026 (FY-2026-27)          |                                |                        |
|      |                                                                                                                                                                                                                              | NIL                                    |                                |                        |

|    |                                                                                                                                                                                                                  |     |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | NIL |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|

|        |                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                   |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(4)   | Amount of the proposed transaction(s)                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                   |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                 | Information provided by the management                                                                                                                                                                                                            |
| 1.     | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.                                                                                                                                                             | Term Loan Rs.100 Crores                                                                                                                                                                                                                           |
| 2.     | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                               | Yes                                                                                                                                                                                                                                               |
| 3.     | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                                                                            | Rs.100 Crores (Rupees one hundred Crores Only) constitutes 255.30 % of the Company's Annual Turnover for the financial year ended 31st March, 2026.                                                                                               |
| 4.     | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)                   | Not Applicable                                                                                                                                                                                                                                    |
| 5.     | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | Rs.100 Crores (Rupees One Hundred Crores Only), constituting 31.42 % of the related party's annual turnover for the immediately preceding financial year.                                                                                         |
| 6.     | Financial performance of the related party for the immediately preceding financial year:                                                                                                                                                                                       | <p>The Financial performance of the Related Party Khivrajkamal Motors private limited for the FY-2024-25 is as under-</p> <p>a) Turnover =Rs. 31824.93 Lakhs<br/> b) Loss After Tax- Rs. (139.67) Lakhs<br/> c) Net worth- Rs. (263.46) Lakhs</p> |

|        |                                           |                                        |
|--------|-------------------------------------------|----------------------------------------|
| A(5)   | Basic details of the proposed transaction |                                        |
| S. No. | Particulars of the information            | Information provided by the management |

|    |                                                                                                                                                                                               |                                                                                                                  |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                              | Term Loan Rs.100 crores                                                                                          |
| 2. | Details of each type of the proposed transaction                                                                                                                                              | Term Loan Rs.100 crores                                                                                          |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                      | For a period from the conclusion of 41 <sup>st</sup> AGM to 42 <sup>nd</sup> AGM to be held in the year of 2027. |
| 4. | Whether omnibus approval is being sought?                                                                                                                                                     | Yes                                                                                                              |
| 5. | Value of the proposed transaction during a financial year.<br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Not Applicable.                                                                                                  |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                         | The company takes support from the Group company for the growth and expansion of the business.                   |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                 | NIL                                                                                                              |
|    | a. Name of the director / KMP                                                                                                                                                                 | -                                                                                                                |
|    | b. Shareholding of the director / KMP, whether direct or indirect, in the related party                                                                                                       | NIL                                                                                                              |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.                                                                                   | Not Applicable                                                                                                   |
| 9. | Other information relevant for decision making.                                                                                                                                               | NIL.                                                                                                             |

|        |                                                                                                                                                                                                                                                     |                                        |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| B(2)   | Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary                                                                         |                                        |
| S. No. | Particulars of the information                                                                                                                                                                                                                      | Information provided by the management |
| 1.     | Source of funds in connection with the proposed transaction.<br><br>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.                                                           | Not Applicable, being a listed NBFC    |
| 2.     | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:<br><br>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. | Not Applicable, being a listed NBFC    |

|    |                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                          |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    | a. Nature of indebtedness                                                                                                                                                                                                                                                                                                                                                                                 | Not Applicable                                                                                                                                                                                           |
|    | b. Total cost of borrowing                                                                                                                                                                                                                                                                                                                                                                                | Not Applicable                                                                                                                                                                                           |
|    | c. Tenure                                                                                                                                                                                                                                                                                                                                                                                                 | Not Applicable                                                                                                                                                                                           |
|    | d. Other details                                                                                                                                                                                                                                                                                                                                                                                          | Not Applicable                                                                                                                                                                                           |
| 3. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.<br>Note:<br>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.<br>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity. | Not Applicable, being a listed NBFC.                                                                                                                                                                     |
| 4. | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.                                                                                                                                                                                                                                                                                                           | The interest rate shall be variable and shall range between 10% p.a. and 18% p.a., as may be determined in accordance with the Company's lending policy and based on the credit profile of the borrower. |
| 5. | Maturity / due date                                                                                                                                                                                                                                                                                                                                                                                       | The tenure of the loan shall not exceed five (5) years from the date of disbursement.                                                                                                                    |
| 6. | Repayment schedule & terms                                                                                                                                                                                                                                                                                                                                                                                | Repayable in Equated Monthly Instalments (EMIs) or in such manner as specified in the respective loan agreement.                                                                                         |
| 7. | Whether secured or unsecured?                                                                                                                                                                                                                                                                                                                                                                             | Unsecured loan                                                                                                                                                                                           |
| 8. | If secured, the nature of security & security coverage ratio                                                                                                                                                                                                                                                                                                                                              | NA                                                                                                                                                                                                       |
| 9. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.                                                                                                                                                                                                                                                                                   | Working capital and other business operations purpose                                                                                                                                                    |

The Audit Committee and the Board of Directors have approved the said related party transaction which was placed before them in their meeting held on 31st July 2026. Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommended the resolution(s) at Item No. 9 of the Notice for approval of Members as an Ordinary Resolution in terms of the Act and the SEBI (LODR) Regulations, 2015.

The Members may please note that in terms of provisions of the SEBI (LODR) Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 9 of the accompanying Notice, whether the entity is related party to the transaction or not.

None of the Directors or Key Managerial Personnel (KMP), or their relatives is directly or indirectly concerned or interested, financially or otherwise, except as mentioned above to the extent of his/her respective shareholding, if any, in the Company, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

**Item No.10: To consider and approve the material related party transaction with Khivraj Automobiles and Infrastructure Private Limited**

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aims to ensure transparency in the transactions entered into by the Company with its related parties from time to time. The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time states that no company shall enter transaction with a Related Party except with the consent of the Board and members of the Company provided that nothing shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. The transaction with the related parties as per the resolution as mentioned in Item no. 10 are at arm's length basis and in the ordinary course of business of the Company.

Further, the Securities and Exchange Board of India ("SEBI"), vide its notification dated 18th November, 2025 notified SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment), Regulations, 2025 ("Amendments") introducing amendments to the provisions pertaining to Related Party Transactions under the SEBI (LODR) Regulations.

Pursuant to the aforesaid amendments inter-alia included turnover based thresholds for determining materiality of Related Party Transactions by inclusion of Schedule XII to the SEBI (LODR) Regulations. the listed entity whose annual consolidated turnover is up to Rs. 20,000 Crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Pursuant to amendment of SEBI (LODR), the Company is required to enter into various contracts or arrangements with its "Related Party" as mentioned in Resolution in Item No. 10 for a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company in the ordinary course of its operations at arm's length basis. These transactions are estimated at Rs. 100 Crores (Rupees one Hundred Crores only) for or a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company as detailed in the table forming part of this explanation which may likely to exceed 10% of the Annual Turnover of the Company as per the last audited financial statements of the Company. Thus, these transactions qualify under material related party transactions and since such transactions are repetitive in nature, the Company is required to obtain omnibus approval for material related party transactions from the shareholders of the Company. Accordingly, approval of the shareholders of the Company is sought for omnibus approval for material related party transactions entered or to be entered with related parties or a period commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting up to the 42<sup>nd</sup> Annual General Meeting of the Company by passing an Ordinary Resolution.

The mandatory disclosures required to be made to the Members, in accordance with Rule 15 Companies (Meeting of Board and its Power) Rules, 2014 and SEBI Master Circular No. SEBI/HO/CFD/Pod2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, read with Master circular No.: HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30 2026 and the SEBI- mandated Industry Standards on "Minimum Information to be

provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out below

|        |                                               |                                                        |
|--------|-----------------------------------------------|--------------------------------------------------------|
| A(1)   | Basic details of the related party            |                                                        |
| S. No. | Particulars of the information                | Information provided by the management                 |
| 1.     | Name of the related party                     | Khivraj Automobiles and Infrastructure Private Limited |
| 2.     | Country of incorporation of the related party | India                                                  |
| 3.     | Nature of business of the related party       | Trading of Two-wheeler automobiles                     |

|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                          |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(2)   | Relationship and ownership of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                          |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Information provided by the management                                                                                                                                                                                                                   |
| 1.     | Relationship between the listed entity/subsidiary <sup>1</sup> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> | a) Khivraj Automobiles and Infrastructure Private Limited- Enterprise over which promoters have significant influence<br><br>b) There is no cross holding between Khivraj Automobiles and Infrastructure Private Limited and Real touch Finance Limited. |

|        |                                                                                                                                                                                                                              |                                                                         |                         |                        |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------|------------------------|
| A(3)   | Details of previous transactions with the related party                                                                                                                                                                      |                                                                         |                         |                        |
| S. No. | Particulars of the information                                                                                                                                                                                               | Information provided by the management                                  |                         |                        |
| 1.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.                                                                                    | S.No                                                                    | Nature of Transaction   | FY 25-26 (Rs in Lakhs) |
|        |                                                                                                                                                                                                                              | 1                                                                       | Inter corporate Deposit | 1000                   |
|        |                                                                                                                                                                                                                              |                                                                         |                         |                        |
| 2.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Up to 30.06.2026 (FY-2026-27)<br><br>a) Maintenance fees: Rs.1.48 Lakhs |                         |                        |

|    |                                                                                                                                                                                                                  |     |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | NIL |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|

|        |                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                      |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A(4)   | Amount of the proposed transaction(s)                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                      |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                 | Information provided by the management                                                                                                                                                                                                               |
| 1.     | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.                                                                                                                                                             | Intercompany Deposit – Rs. 95 crores<br>Maintenance Fees & Other payments – Rs. 5 crores<br>Total Rs. 100 crores.                                                                                                                                    |
| 2.     | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                               | Yes                                                                                                                                                                                                                                                  |
| 3.     | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                                                                            | Rs. 100 Crores (Rupees one Hundred Crores Only) constitutes 255.30 % of the Company's Annual Turnover for the financial year ended 31st March, 2026.                                                                                                 |
| 4.     | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)                   | Not Applicable                                                                                                                                                                                                                                       |
| 5.     | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | Rs. 100 (Rupees one Hundred Crores Only) constitutes 88.92% of the related party's annual turnover for the immediately preceding financial year.                                                                                                     |
| 6.     | Financial performance of the related party for the immediately preceding financial year:                                                                                                                                                                                       | The Financial performance of the Related Party Khivraj Automobiles and Infrastructure Private Limited Limited for the FY-2024-25 is as under-<br><br>a) Turnover = Rs.11246.94 Lakhs<br>b) PAT- Rs. 390.06 Lakhs<br>c) Net worth - Rs. 9371.16 Lakhs |

|      |                                           |
|------|-------------------------------------------|
| A(5) | Basic details of the proposed transaction |
|------|-------------------------------------------|

| S. No. | Particulars of the information                                                                                                                                                                | Information provided by the management                                                                            |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 1.     | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                              | Intercompany Deposit – Rs. 95 crores<br>Maintenance Fees & Other payments – Rs. 5 crores<br>Total Rs. 100 crores. |
| 2.     | Details of each type of the proposed transaction                                                                                                                                              | Intercompany Deposit – Rs. 95 crores<br>Maintenance Fees & Other payments – Rs.5 crores<br>Total Rs.100 crores.   |
| 3.     | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                      | For a period from the conclusion of 41 <sup>st</sup> AGM to 42 <sup>nd</sup> AGM to be held in the year of 2027.  |
| 4.     | Whether omnibus approval is being sought?                                                                                                                                                     | Yes                                                                                                               |
| 5.     | Value of the proposed transaction during a financial year.<br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Not Applicable                                                                                                    |
| 6.     | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                         | The company takes support from the Group company for the growth and expansion of the business.                    |
| 7.     | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                 | NIL                                                                                                               |
|        | a. Name of the director / KMP                                                                                                                                                                 | -                                                                                                                 |
|        | b. Shareholding of the director / KMP, whether direct or indirect, in the related party                                                                                                       | NIL                                                                                                               |
| 8.     | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.                                                                                   | Not Applicable                                                                                                    |
| 9.     | Other information relevant for decision making.                                                                                                                                               | NIL.                                                                                                              |

| B(5)   | Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary. |                                                                                                          |
|--------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| S. No. | Particulars of the information                                                                         | Information provided by the management                                                                   |
| 1.     | Material covenants of the proposed transaction                                                         | The Company Shall maintain CRAR ratio and debt to equity ratio to be maintained minimum RBI requirement. |
| 2.     | Interest rate (in terms of numerical value or base rate and applicable spread)                         | The rate of interest shall not exceed 13% per annum                                                      |

|    |                                                                                           |                                                                                                                                                                                                            |
|----|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3. | Cost of borrowing<br><br>Note: This shall include all costs associated with the borrowing | The overall cost of borrowing, including all applicable charges and expenses, shall not exceed 13% per annum.                                                                                              |
| 4. | Maturity / due date                                                                       | Five (5) years from the date of disbursement, unless redeemed earlier in accordance with the terms of the borrowing.                                                                                       |
| 5. | Repayment schedule & terms                                                                | Interest shall be payable annually. The principal amount shall be repayable on or before the maturity date, with an option of prepayment by the borrower, subject to the terms of the borrowing agreement. |
| 6. | Whether secured or unsecured                                                              | Unsecured                                                                                                                                                                                                  |
| 7. | If secured, the nature of security & security coverage ratio                              | Not applicable                                                                                                                                                                                             |
| 8. | The purpose for which the funds will be utilized by the listed entity/ subsidiary         | Onward lending, Working capital and other business operations purpose                                                                                                                                      |

|        |                                                                                                                                                                                                                                                                               |                                        |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| C(4)   | Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary                                                                                                                                                                         |                                        |
| S. No. | Particulars of the information                                                                                                                                                                                                                                                | Information provided by the management |
| 1.     | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements<br><br>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.<br>a. Before transaction<br>b. After transaction         | Not Applicable, being a listed NBFC    |
| 2.     | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements<br><br>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.<br>a. Before transaction<br>b. After transaction |                                        |
|        |                                                                                                                                                                                                                                                                               |                                        |

The Audit Committee and the Board of Directors have approved the said related party transaction which was placed before them in their meeting held on 31st July 2026. Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommended the resolution(s) at Item No. 10 of the Notice for approval of Members as an Ordinary Resolution in terms of the Act and the SEBI (LODR) Regulations, 2015.

The Members may please note that in terms of provisions of the SEBI (LODR) Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 10 of the accompanying Notice, whether the entity is related party to the transaction or not.

None of the Directors or Key Managerial Personnel (KMP), or their relatives is directly or indirectly concerned or interested, financially or otherwise, except as mentioned above to the extent of his/her respective shareholding, if any, in the Company, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

## Annexure-A

Details under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in terms of secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment:

Directors seeking re-appointment at the 41<sup>st</sup> AGM under Item Nos. 2 to 5 in terms of SEBI Listing Regulations and Secretarial Standard-2 are as follows

| <b>Name of Director</b>                                                                                            | <b>Mrs. Padmini Ceruseri Srikanth</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Mr. Angalappan Anandakumar</b>                                                                                                                                                                                                                                                                                            | <b>Mr. Somnath Sarkar</b>                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN                                                                                                                | 10495231                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 09045884                                                                                                                                                                                                                                                                                                                     | 09353167                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Date of Birth / (Age)                                                                                              | 04-06-1965                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 30-10-1972                                                                                                                                                                                                                                                                                                                   | 01-01-1975                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Date of Appointment                                                                                                | February 14, 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | September 1, 2026                                                                                                                                                                                                                                                                                                            | September 28, 2021                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Qualifications                                                                                                     | M. Com. and Intermediate CA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Cost management accountant and B.com                                                                                                                                                                                                                                                                                         | M.com                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Brief resume & Experience                                                                                          | <p>Mrs. Padmini Ceruseri Srikanth, aged about 61 years is a Master of Commerce from Madurai Kamaraj University and an Intermediate qualified Chartered Accountant from the Institute of Chartered Accountant India. She is a seasoned 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.</p> | <p>Mr. Angalappan Anandakumar is a B. Com graduate and a qualified Cost Accountant from the Institute of Cost Accountants of India. He is an accomplished leader with close to three decades of rich experience in the field of finance, accounts, indirect taxation and planning, audit, MIS, reporting and compliance.</p> | <p>Mr. Somnath Sarkar holds a Master of Commerce (M.Com.) degree and possesses around 26 years of rich professional experience in the fields of Accounts, Finance, and Administration. Throughout his career, he has been associated with the administrative division of educational institutions, where he has handled various functions relating to financial management, accounting, budgeting, statutory compliance, and general administration.</p> |
| Expertise in specific Functional areas                                                                             | Finance, Accounts, Indirect Taxation and Statutory Compliance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Finance, Accounts, indirect taxation and planning, audit, MIS reporting                                                                                                                                                                                                                                                      | Accounts, Finance, and Administration.                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the | Sitting Fees for attending the Board Meeting to be paid                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Cost to Company (CTC) of ₹25,00,000 (Rupees Twenty-Five Lakhs only) per annum, comprising salary, allowances,                                                                                                                                                                                                                | Sitting Fees for attending the Board Meeting to be paid                                                                                                                                                                                                                                                                                                                                                                                                  |

|                                                                            |                                                                                                |                                                                                                                                                                                                                                                  |                                                                                   |
|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| remuneration last drawn by such person                                     |                                                                                                | perquisites and other benefits, as may be determined by the Board of Directors from time to time within the overall approved CTC and in accordance with the provisions of the Companies Act, 2013, Schedule V thereto and other applicable laws. |                                                                                   |
| Directorship held in other Companies                                       | NIL                                                                                            | Castle Traders Limited                                                                                                                                                                                                                           | NIL                                                                               |
| Listed entities from which he/she resigned in the past three years         | NIL                                                                                            | NIL                                                                                                                                                                                                                                              | NIL                                                                               |
| Other Directorships, Membership/Chairmanship of Committees of other Boards | NIL                                                                                            | Castle Traders Limited – Non-executive Director                                                                                                                                                                                                  | NIL                                                                               |
| Number of Board Meetings attended during FY 2025-26                        | 8 (Eight)                                                                                      | NIL                                                                                                                                                                                                                                              | 8 (Eight)                                                                         |
| 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 Angalappan Anadakumar is not related to any Directors, Manager and KMP of the Company                                                                                                                                                         | Mr Somnath sarkar is not related to any Directors, Manager and KMP of the Company |
| No of shares held                                                          | NIL                                                                                            | NIL                                                                                                                                                                                                                                              | NIL                                                                               |