



# REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164; PAN: AACCA2470P; GST: 19AACCA2470P1ZC;  
Registered Office: Arihant Enclave, Ground Floor, 493B/57A, G.T. Road (South), Sibpur, Howrah -711102, West Bengal

September 06, 2024

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

**Sub: Notice convening the 39<sup>th</sup> AGM as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip code: 538611; ISIN: INE840I01014**

Dear Sir,

We are enclosing a copy of Notice convening the 39th Annual General Meeting (AGM) which is scheduled to be held on Monday, 30<sup>th</sup> September, 2024 through Video Conference/ Other Audio Visual Means ("VC/OAVM") facility.

The AGM is being convened in due compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder read along with the MCA's General Circulars.

Pursuant to General Circular dated May 5, 2020, read with other relevant circulars issued subsequently from time to time, latest being circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and SEBI Circular no. SEBI/HO /CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other relevant circulars issued subsequently from time to time, latest being Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as "SEBI Circulars"), It has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.

In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members maybe appointed for the purpose of voting through remote e-Voting, for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility

This intimation is in pursuance to provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We request you to take the same on record.

Thanking you,  
Yours faithfully,

**For Real Touch Finance Limited**

**GOPAL**  
**SRIDHARAN**  
Digitally signed by  
GOPAL SRIDHARAN  
Date: 2024.09.06  
16:37:36 +05'30'

**G. SRIDHARAN**  
**Whole-Time Director**  
**DIN: 09460423**



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**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:** [acaasm@rediffmail.com](mailto:acaasm@rediffmail.com) website: [www.realtouchfinance.com](http://www.realtouchfinance.com)

**Notice to Members**

Notice is hereby given that the Thirty Ninth Annual General Meeting ("39<sup>th</sup> AGM") of the members of M/s. Real Touch Finance Limited will be held on Monday, 30<sup>th</sup> September 2024, 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 31<sup>st</sup> March, 2024, together with the reports of the Board of Directors' and Auditors' thereon
2. To re-appoint Mr. Sundaresan Sampathkumar (DIN: 08832266) as Non-Executive Director, who retires by rotation and being eligible, has offered himself for re-appointment

**SPECIAL BUSINESSES:**

3. **To consider and approve the appointment of Mr. Muthusamy Ganeshkumar (DIN: 10727209) as an Independent Non-executive Director.**

**To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Muthusamy Ganeshkumar (DIN: 10727209), who was appointed as an Additional Director in Independent Category by the Board of Directors with effect from 1<sup>st</sup> August 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who and has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act be and is hereby appointed, as an Independent Non-Executive Director of the Company, for a term of five consecutive years with effect from 1<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2029 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors /Whole Time Director/Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution".

#### **4. To consider and approve the material Related Party Transactions with Khivraj Automobile and Infrastructure Private Limited**

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

**“RESOLVED THAT** pursuant to Regulation 23(8) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [SEBI Regulations, 2015) and the relevant provisions of the Companies Act, 2013 read with related rules thereto, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s Khivraj Automobile and Infrastructure Private Limited a related party of the Company, as detailed in the explanatory statement during the financial year 2024-2025 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the transactions entered into by the Company with **M/s. Khivraj Automobile and Infrastructure Private Limited** during the financial year 2023-24 aggregating to Rs.7.38 crores (**Rupees Seven Crore Thirty Eight Lakhs**) being carried out at arm’s length and in the ordinary course of business of the Company be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

#### **5. To consider and approve the material Related Party Transactions with Olympia Techpark (Chennai) Private Limited**

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

**“RESOLVED THAT** pursuant to Regulation 23(8) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [SEBI Regulations, 2015) and the relevant provisions of the Companies Act, 2013 read with related rules thereto, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s.Olympia Techpark (Chennai) Private Limited** a related party of the Company, as detailed in the explanatory statement during the financial year 2024-2025 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the transactions entered into by the Company with **M/s.Olympia Techpark (Chennai) Private Limited** during the financial year 2023-24 aggregating to Rs.5.01 crores (Rupees Five crores One Lakh) being carried out at arm’s length and in the ordinary course of business of the Company be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**6. To consider and approve the material Related Party Transactions with Khivrajkamal Motors Private Limited**

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

“**RESOLVED THAT** pursuant to Regulation 23(8) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [SEBI Regulations, 2015) and the relevant provisions of the Companies Act, 2013 read with related rules thereto, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s. Khivrajkamal Motors Private Limited** a related party of the Company, as detailed in the explanatory statement during the financial year 2024-2025 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the transactions entered into by the Company with **M/s. Khivrajkamal Motors Private Limited** during the financial year 2023-24 aggregating to Rs.7.78 crores (Seven crores Seventy Eight Lakhs) being carried out at arm’s length and in the ordinary course of business of the Company be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**7. To consider and approve the material Related Party Transactions with M/s. Khivraj Motors Private Limited**

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

“**RESOLVED THAT** pursuant to Regulation 23(8) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [SEBI Regulations, 2015) and the relevant provisions of the Companies Act, 2013 read with related rules thereto, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s.Khivraj Motors Private Limited** a related party of the Company, as detailed in the explanatory statement during the financial year 2024-2025 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the transactions entered into by the Company with **M/s.Khivraj Motors Private Limited** during the financial year 2023-24 aggregating to Rs.238.10 crores (Two Hundred Thirty Eight crores Ten Lakhs) being carried out at arm's length and in the ordinary course of business of the Company be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**8. To consider and approve the material Related Party Transactions with M/s.Alwarpet Properties Private Limited**

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

“**RESOLVED THAT** pursuant to Regulation 23(8) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [SEBI Regulations, 2015) and the relevant provisions of the Companies Act, 2013 read with related rules thereto, the Company's

Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s.Alwarpet Properties Private Limited** a related party of the Company, as detailed in the explanatory statement during the financial year 2024-2025 provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the transactions entered into by the Company with **M/s.Alwarpet Properties Private Limited** during the financial year 2023-24 aggregating to Rs.11.97 crores (Eleven crores Ninety Seven Lakhs) being carried out at arm's length and in the ordinary course of business of the Company be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

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

**Gopal Sridharan**  
Whole-Time Director  
(DIN: 09460423)

**Place: Howrah**  
**Date: 1<sup>st</sup> August, 2024**

**NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (**MCA Circulars**) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and October 7, 2023 (**SEBI Circular**) and all other relevant circulars issued from time to time, companies are allowed to hold annual general meeting (AGM) through video conference (VC). In compliance with the circulars, the 39<sup>th</sup> AGM of the company is being held through VC. Hence, the members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the company through National Securities Depository Limited (“NSDL”).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy form, attendance slip and route map are not attached to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate / institutional shareholders who are intending to authorise their representative(s) to attend the e-AGM are requested to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutinizer at [secretarial@sandeepcs.in](mailto:secretarial@sandeepcs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of directors is furnished and forms part of the notice.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from 24<sup>th</sup> September 2024 to 30<sup>th</sup> September 2024 (both days inclusive).
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to the registrar and share transfer agent (RTA). The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s). The Notice calling the AGM has been uploaded on the website of the Company at [www.resltouchfinance.com](http://www.resltouchfinance.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
11. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
12. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.
13. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://nichetechpl.com/>. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
14. In terms of the requirements of Regulation 36 of SEBI (LODR) Regulations and the Secretarial Standards- 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, brief resume and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is enclosed as Annexure A.
15. The Registers as required to be maintained under Section 170 and Section 189 of the Companies Act, 2013 and other requisite documents mandated under applicable statutory regulations will be available for inspection by the members during the AGM. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 10 am to 5 pm on all working days of the Company.



16. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<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.
17. The Board has appointed Mr. S Sandeep (FCS- 5853 /COP- 5987), Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose. The scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of atleast two witnesses not in the employment of the company and make a consolidated scrutinizer’s report to the chairman of the company or person authorised by him in writing who shall countersign the same. The voting results along with scrutinizers report shall be posted on the company’s website viz. [www.realtouchfinance.com](http://www.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 and NSE Limited.

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

**Gopal Sridharan**  
Whole-Time Director  
(DIN: 09460423)

Place: Howrah  
Date: 1<sup>st</sup> August, 2024

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

**The remote e-voting period begins on 27<sup>th</sup> September 2024 at 9:00 A.M. and ends on 29<sup>th</sup> September 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 23<sup>rd</sup> September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2024.





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

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

**Step1: Access to NSDL e-voting system**

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

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

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

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

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

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

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

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

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

4. Your User ID details are as given below:

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

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

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

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

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

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

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

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

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

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

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

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

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

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

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

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

### **Part C: General Instructions:**

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney/Authority Letter by clicking on "Upload

Board Resolution/Authority Letter” displayed under “e-voting” tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [secretarial@sandeep-cs.in](mailto:secretarial@sandeep-cs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](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 Toll Free No. : 1800 1020 990/1800 224 430 or write to Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

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

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

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

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

#### **Part E: Instructions for registration of Email Address:**

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

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

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

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

## 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. Muthusamy Ganeshkumar (DIN: 10727209) as an Independent Non-executive Director of the company**

The Board at its meeting held on 1<sup>st</sup> August, 2024 based on the recommendation of Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, approved the appointment of Mr. Muthusamy Ganeshkumar (DIN: 10727209) as an additional Director in the category of Independent Director of the Company with effect from 1<sup>st</sup> August 2024 for a term of five consecutive years with effect from 1<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2029 subject to the approval of members of the Company.

Mr. Muthusamy Ganeshkumar is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Muthusamy Ganeshkumar that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Muthusamy Ganeshkumar for the office of Independent Director of the Company.

In terms of section 149, 152 of the Companies Act 2013, Mr. Muthusamy Ganeshkumar (DIN: 10727209) was appointed as an Additional Director (Independent Category) of the Company with effect from 1<sup>st</sup> August 2024, who holds office up to the date of this Annual General Meeting. It is now proposed to appoint Mr. Muthusamy Ganeshkumar (DIN: 10727209) as a Director (Independent Category) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office.

In the opinion of the Board of Directors, Mr. Muthusamy Ganeshkumar fulfils the conditions for appointment as an Independent Director. In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Muthusamy Ganeshkumar (DIN: 10727209) as an Independent Director requires approval of members of the Company.

Accordingly, the Board recommends the ordinary resolution in Item No.3 for the approval of the Members.

The notice of candidature and other consents / declarations received from Mr. Muthusamy Ganeshkumar (DIN: 10727209) and copy of his appointment letter will be available electronically for inspection by the members during the AGM and will also be available for electronic inspection by the members up to the date of AGM, i.e 30<sup>th</sup> September 2024.

Details of Mr. Muthusamy Ganeshkumar, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards and **in pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** on General Meetings are provided in Annexure A to this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice.

**Item No. 4 to 8: To consider and approve Material Related Party Transactions**

The Company has adopted a policy on dealing with related party transactions. The Company main object is to provide and avail loan for its working capital purpose. All such transactions were on an arm’s length basis and in the ordinary course of business. In accordance with Regulation 27(2) (b) of SEBI Regulation 2015 all material transactions with related parties have been disclosed quarterly along with the compliance report on Corporate Governance. For the details of all related party transactions as required by the Accounting Standard 18 on “Related Party Disclosures” issued by the Institute of Chartered Accountants of India, please refer Note No. 33 of notes to the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024.

The entities mentioned below are “Related Parties” within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Management has provided the Audit Committee and the Board with relevant details of the transactions entered / proposed to be entered with RPTs, including material terms and basis of pricing. The Audit Committee and Board, after reviewing all necessary information, has granted its approval for the transactions entered / proposed to be entered with the afore mentioned RPTs. Therefore, in terms of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the aforesaid transactions require approval and ratification of the Shareholders for the transactions entered and also for enabling the Company to undertake material related party transactions in future upto a limit stipulated in the resolution.

Details of the proposed transactions with related parties of the Company, including the information pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Para 3 of the Explanations to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as follows:

<b>Sl No</b>	<b>Name of the Related Party</b>	<b>Nature of Transaction</b>	<b>Nature of Relationship</b>	<b>Amount of Transaction during the financial year 2023-24 (Rs in crores)</b>	<b>Amount of Transaction proposed for the financial year 2024-25 (Rs in crores)</b>
1	Khivraj Automobile and Infrastructure Private Limited	Loan received/ Loan repaid/ Interest paid	Enterprise over which promoters have significant influence.	7.38	10.00
2	Olympia Techpark (Chennai) Private Limited	Loan received/ Interest paid	Enterprise over which promoters have significant influence.	5.01	7.00
3	Khivrajkamal Motors Private Limited	Loan given/ Interest received	Enterprise over which promoters have significant influence.	7.78	10.00



4	Khivraj Motors Private Limited	Loan received/ Loan repaid/ Interest paid / Rent paid / Commission paid	Enterprise over which promoters have significant influence.	238.10	286.00
5	Alwarpet Properties Private Limited	Loan received/ Loan repaid/ Interest paid	Enterprise over which promoters have significant influence	11.97	10.00

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has not been evaluated by any external independent person. However, based on the management representation and the details provided to the Audit Committee, the Committee has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/ contract(s) /arrangement(s) also qualifies as contract under ordinary course of business.

In terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party (ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution.

The Board is of the opinion that the transactions with the related parties are in the interest of the Company. The Board therefore recommends the Resolution as set out at Item No. 4 to 8 of the Notice for approval of the members in terms of Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel is concerned or interested in the aforesaid Resolutions.

**Annexure – A**

Details of Mr. Muthusamy Ganeshkumar, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards and in pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on General Meetings are as follows.

<b>Name of Director</b>	<b>Muthusamy Ganeshkumar</b>
DIN	<b>09460423</b>
Date of Birth / (Age)	08/07/1974
Qualifications	Master of Business Administration in Marketing
Expertise in specific Functional areas	25 years of rich experience in in the field of Sales, Marketing and retail finances
Terms and conditions of appointment	Mr. Muthusamy Ganeshkumar appointed as an Additional Independent Non-executive Director of the Company with effect from 1 <sup>st</sup> August 2024, for a term of five consecutive years with effect from 1 <sup>st</sup> August, 2024 to 31 <sup>st</sup> July, 2029
Remuneration sought to be paid	He shall be paid sitting fees for attending the Meetings of the Board and Committees if any thereof
Remuneration last drawn (for financial year 2023-24)	Nil
Date of first appointment on the Board	01/08/2024
Shareholding in the Company as of March 31, 2024	Nil
Relationship with other Directors, Manager and KMP of the Company	Nil
Number of Board Meetings attended during FY 2023-24	Nil
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Muthusamy Ganeshkumar, aged about 50 years is a Master of Business Administration from the University of Madras, Chennai. He has over 25 years rich experience in the field of Sales, Marketing and retail finances. He has held various leadership positions in various companies.  The Board thinks that Mr. Muthusamy Ganeshkumar shall be competent professional to continue as Independent Director of the Company.

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

**Gopal Sridharan  
Whole-Time Director  
(DIN: 09460423)**

**Place: Howrah  
Date: 1<sup>st</sup> August, 2024**