

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 **Website:** realtouchfinance.com

Notice to Members

Notice is hereby given that the Fortieth Annual General Meeting ("40th AGM") of the members of M/s. Real Touch Finance Limited will be held on Thursday, 25th September 2025, 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, 2025, 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
3. **To appoint M/s. G.S. Chugh & Associates, Chartered Accountants (Firm Registration No. 008884C), as the Statutory Auditors of the Company and to fix their remuneration:**

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

"FURTHER RESOLVED THAT pursuant to provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and RBI guidelines on appointment of statutory auditors of banks and NBFCs (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of M/s. G.S. Chugh & Associates, Chartered Accountants (Firm Registration No. 008884C), as the Statutory Auditors of the Company for a period of 3 (Three) consecutive years and to hold the office from the conclusion of this Fortieth Annual General Meeting until the conclusion of Forty third Annual General Meeting of the Company and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the company in conducting audit .

"RESOLVED FURTHER THAT the Board of Directors or the Audit Committee be and are hereby authorised to fix, revise, alter or vary the terms and conditions of appointment, including remuneration, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

SPECIAL BUSINESSES:

4. **To appoint of M/s. S Satheesh Kumar & Associates., Practicing Company Secretaries as Secretarial Auditor of the company:**

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

"RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A 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) and basis the recommendation of the Board of Directors of the Company, M/s. S Satheesh Kumar & Associates., Practicing Company Secretaries, (Peer Review Certificate no- 3335/2023), be and are hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its duly authorised committee or official) be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution including filing of necessary forms with regulatory authorities.”

5. To approve the material related party transactions with Khivraj Automobile and Infrastructure 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 applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23, 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with **Khivraj Automobiles and Infrastructure Private Limited**, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise for an aggregate value not exceeding Rs.10 crore during the Financial Year 2026-27 , on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.

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 with or without modification(s) the following resolution as an ordinary Resolution;

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23, 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as “Board”, which term

shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with **KhivrajKamal Motors Private Limited**, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise for an aggregate value not exceeding Rs.10 crore during the Financial year 2026-27, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

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 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 applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23, 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with **Khivraj Motors Private Limited**, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise, for an aggregate value not exceeding Rs.100 crore during the Financial Year 2026-27, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

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. Revision of Remuneration of Mr. Gopal Sridharan (DIN: 09460423), Whole-time Director of the Company:

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Schedule V and other applicable provisions, if any, of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, approval of members of the Company be and is hereby accorded for upward revision in payment of remuneration to Mr. Gopal Sridharan, Whole-Time Director (DIN: 09460423) of the Company for his remaining tenure, on the such terms and conditions of revision of remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company may revise the remuneration payable to the Whole-Time Director, in any financial year during the tenure of office, in such manner as may be agreed to between the Board of Directors and the Whole Time Director subject to the condition that the total remuneration by way of salary, perquisites, other allowances and other benefits, shall be within the aforesaid limits as determined under the provisions of the Companies Act 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (which includes the Nomination & Remuneration Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.

By order of the Board
For REAL TOUCH FINANCE LIMITED

Place: Chennai

Date: 4th August, 2025

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 General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("Circulars") in compliance with this Circulars, the 40th AGM of the Company is being held through VC.
2. 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.
3. 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 with a copy marked to evoting@nsdl.co.in.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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 40th 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 40th AGM will be provided by NSDL.
6. 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 40th 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).
7. 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>.

8. In line with the MCA Circulars, 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 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.

9. 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.

10. 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 **18th September 2025** may approach the RTA by e-mail nichetechpl@nichetechpl.com for issuance of the User ID and Password for exercising their right to vote by electronic means.

11. 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.

12. 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).

13. 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.

14. 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.

15. 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.

16. 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.

17. 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 25, 2025. Shareholders/Members seeking to inspect such documents can send an email to cs@realtouchfinance.com.

18. The remote e-voting period starts on Monday, September 22, 2025 at 9.00 am (IST) and ends on Wednesday, September 24, 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 **September 18, 2025** may cast their votes electronically.

19. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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.

20. The Board has appointed M/s. BP & Associates (FRN: P2015TN040200), Company Secretaries, Chennai (E-mail: 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 at least 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 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: 4th August, 2025

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

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

The remote e-voting period begins on 22nd September 2025 at 9.00 A.M. and ends on 24th September 2025 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. 18th September 2025 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 18th September 2025.

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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.3. If you are not registered for IDeAS e-Services, option to register is

	<p>available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. 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. 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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <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"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing

	Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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 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 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 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 with a copy marked to 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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

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. 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 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 EGM/AGM ARE AS UNDER:-

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

2. Only those Members/ shareholders, who will be present in the EGM/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 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. 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, email id, mobile number at cs@realtouchfinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at 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.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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: The following information sets out all material facts relating to item relating to Appointment of Statutory Auditors as mentioned in the accompanying Notice of the 40th Annual General Meeting (AGM) of the Company pursuant to Regulation 36(5) of the Listing Regulations:.

The members of the Company at the 37th Annual General Meeting held on 28th September, 2022 has re-appointed M/s. P.D Randar & Co., Chartered Accountants (FRN NO.319295E), as Statutory Auditors of the Company for the term of next five years till the conclusion 42nd Annual General Meeting.

M/s. P.D Randar & co , Chartered Accountants (FRN NO.319295E), has tender their resignation as the statutory Auditor of the company, stating the reason of resignation that the majority of transaction of company being conducted in Southern part of India basically from Chennai and all related documents are maintained at Chennai office. Hence, it has become operationally difficult to effectively carry out audit and quarterly review of financial statement from our current office which is located in Kolkata. Hence they resign from the post of statutory auditor resulting in a casual vacancy in the office of the Auditors of the company w.e.f 31st July, 2025 as per section 139(8) of the Companies Act, 2013.

In accordance with the aforesaid provision of the act, the casual vacancy caused by the resignation of the statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the company within three months of the recommendations of the Board.

Accordingly based on the recommendations of Audit Committee and confirmation received from M/s. G.S. Chugh & Associates, Chartered Accountants (Firm Registration No. 008884C) on their eligibility, the Board recommends to the members for the appointment of M/s. G.S. Chugh & Associates, Chartered Accountants (Firm Registration No. 008884C) as the statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. PD Randar & Co, Chartered Accountants from July 31st, 2025 until the conclusion of this 40th Annual General Meeting and for a period of three years, from the conclusion of 40th Annual General Meeting till the conclusion of 43rd Annual General Meeting.

The details required to be disclosed under provisions of Regulation 36(5) of the Listing Regulations are as under:

A. Proposed fees payable to the Statutory Auditors: The remuneration proposed to be paid to the Statutory Auditors shall be commensurate with the services to be rendered by them during the said Tenure. Presently, the annual fee is proposed at Rs.3,00,000 per Annum (Rupees) excluding taxes and out of pocket expenses. However, the Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Auditors and the Board of Directors of the Company.

B. Terms of appointment: Appointment as Statutory Auditors of the Company for a term of 3 years from the conclusion of the 40th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company.

C. In case of a new auditor, any material changes in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: The proposed audit fees payable to the incoming Statutory Auditor M/s .G.S Chugh & Associates Chartered Accountants is Rs. 3,00,000 per annum compared with the remuneration of outgoing auditor, M/s. P D Randar & Co.

Rationale for Change: The increase is primarily due to expanded operations of the Company, enhanced audit coverage, and the appointment of a larger firm with broader industry experience.

D. Basis of recommendation for appointment: The Audit Committee & the Board considered various parameters like Market standing of the firm, clientele served, technical knowledge, governance & competitiveness, capability to serve complex business landscape as that of the Company, requisite expertise, experience, and professionalism and recommended M/s. G.S. Chugh & Associates to be best suited to be appointed as Statutory Auditors of the Company.

E. Credentials of the Statutory Auditors proposed to be appointed: M/s. G.S. Chugh & Associates, established in 1998, is a Chartered Accountancy firm comprising experienced Chartered Accountants, Company Secretaries, Exbankers, and Tax Consultants. The firm operates across 13 locations in India with its Head Office at Saharanpur and branches in major cities including Chennai, Gurugram, Hyderabad, Vishakhapatnam, Ernakulam, Mumbai, Kolkata, Udaipur, Pune, Bengaluru, Gorakhpur, Nagpur, and Ahmedabad. The firm offers a wide range of professional services including Audit and Assurance, Taxation (Direct & Indirect), Financial Reporting, Management Consultancy, Accounting, Bookkeeping, Company Law Advisory, and regulatory compliance support. It has extensive experience in handling statutory audits for corporate clients.

The Firm has given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

The Board recommends passing of this Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

None of the Directors and Key Managerial Personnel and their relatives of the Company are concerned or interested in the said resolution.

Item No. 4 Appointment of M/s. S Satheesh Kumar & Associates., Practising Company Secretaries as Secretarial Auditor of the company

Your Company is required to obtain a Secretarial Audit Report from a Practising Company Secretary in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (LODR) Regulations, 2015. Based on recommendation of Audit Committee the Board of Directors at its meeting held on August 04, 2025 has approved the appointment of M/s. S satheesh Kumar & Associates, Practising Company Secretaries, having Peer Review Certificate No-3335/2023 and Firm Registration Number-S2021TN786700, as the Secretarial Auditor of the Company for five financial years from 2025-26 to 2029-30 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors including its duly authorised committee or official) and the Secretarial Auditor. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. S Satheesh Kumar & Associates., Practising Company Secretaries, as Secretarial Auditor of the company for the period of Five years. The appointment is subject to shareholders' approval at this Annual General Meeting.

Brief Profile of the firm:

M/s. S Satheesh Kumar & Associates., Practicing Company Secretaries, is a peer reviewed having (Peer Review Certificate No-3335/2023), and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. M/s. S Satheesh Kumar & Associates have over 15 years of rich experience in various industries and have handled several assignments related to Secretarial Audit, Restructuring, Valuation, Takeover, Mergers & Amalgamations. They also have good exposure to Compliance Audit and Compliance Management System, Legal Due Diligence, drafting and vetting of various legal agreements. The terms and conditions of the appointment include a tenure of five consecutive years, from the conclusion of this AGM till the conclusion of AGM of the company to be held in the year 2030.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Proposed statutory audit fee payable to Auditors	1,20,000
Terms of appointment	5 Years
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	<p>Material change in audit fees: The proposed audit fees payable to the incoming Statutory Auditor of M/s. S Satheesh Kumar & Associates, is ₹1,20,000 per annum as compared to Rs 1,00,000 paid to the Outgoing Auditor S Sandeep & Associates, Company Secretary.</p> <p>Rationale for change: The increase is primarily due to expanded operations of the Company, enhanced audit coverage, and the appointment of a larger firm with broader industry expertise</p>
Basis of recommendation and auditor Credentials	The Board, on the recommendation of the Audit Committee, proposes to appoint M/s. S Satheesh Kumar & Associates., Practicing Company Secretaries of the Company for the financial year 2025-26, based on their strong domain expertise in company law and SEBI regulations, prior performance in conducting secretarial audits, and their experience with listed entities.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. S Satheesh Kumar & Associates., Practicing Company Secretaries as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

The Board of Directors recommends the resolution as set out at Item No. 4 of the Notice for approval by the Members as an Ordinary Resolution.

Item No 5: To consider and approve the material related party transaction with Khivraj Automobiles and Infrastructure Private Limited

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between listed entity and a related party, regardless of whether a price is charged or not.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

It is in the above context that, Resolution No(s). 5 is placed for the approval of the Members of the Company.

The Company proposes to enter into transactions with its related parties, during financial year 2026-27 which are likely to be material transactions as per Regulation 23(1) of the SEBI Listing Regulations. **The company will be involved in transactions with its related parties, including receiving loans, giving loans, receiving interest, paying interest and Maintenance fees paid etc.** Therefore, the Board is of the opinion that the proposed transactions with such related parties are in the best interest of the Company and the members. These transactions are in ordinary course of business and at arm's length basis.

The particulars of proposed material related party transactions for the financial year 2026-27 are as below:

Sl no	Name of the Related Party	Nature of Transaction	Nature of relationship	Amount of Transaction Proposed during the financial year 2026-27 (Rs in Crores)
1.	Khivraj Automobile and Infrastructure Private Limited	Loan received/ Loan repaid/ Interest paid/ Maintenance fees paid or any other transactions.	Enterprise over which promoters have significant influence	Rs. 10 Crores

Details w.r.t Material Related Party Transaction as required under SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

Serial No	Particulars	Details										
a.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Khivraj Automobiles and Infrastructure Private Limited- Enterprise over which promoters have significant influence										
b.	Type of Transactions and particulars of the proposed transactions	Loan received/ Loan repaid/ Interest paid/ Maintenance fees paid or any other transactions										
c.	Material terms	A). Unsecured Loans 1. Rate of interest on Loan - Not exceeding 10% 2. Tenure: Short Term / Long Term 3. Purpose of Utilization of funds: Onward Lending of Funds 4. Repayment Schedule: upto 3 years with prepayment permitted without penalty.										
d.	Tenure of the proposed transactions	Financial Year 2026-27										
e.	Value of the proposed transactions	Rs. 10 Crore										
f.	Value of RPT as % of Company's annual standalone turnover	34.64%										
g.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <table border="1"> <tr> <th>Sr No</th><th>Particular</th><th></th></tr> <tr> <td>a.</td><td>Details of the source of funds in connection with the proposed transaction</td><td rowspan="3">The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are not applicable to your company.</td></tr> <tr> <td>b.</td><td>Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary</td></tr> <tr> <td>c.</td><td>Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured</td></tr> </table>		Sr No	Particular		a.	Details of the source of funds in connection with the proposed transaction	The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are not applicable to your company.	b.	Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured
Sr No	Particular											
a.	Details of the source of funds in connection with the proposed transaction	The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are not applicable to your company.										
b.	Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary											
c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured											

	d.	Purpose for which funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction	
h.		Justification as to why the RPT is in the interest of the Company.	The company takes support from the Group company for the growth and expansion of the business.
i.		Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
j.		Value of RPT as % of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	9.05 %
k.		Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and 110 of the Act which have been mentioned in foregoing paragraphs.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The above proposed transactions are not unfavorable to the Company, compared to the terms and conditions, had similar transactions been entered into between two unrelated parties.

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary Resolution for the above transactions and the related parties are abstained from voting on the resolution proposed at item no. 5.

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 of Directors recommends the resolution as set out at Item No. 5 of the Notice for approval by the Members as an Ordinary Resolution.

Item No 6: To consider and approve the material related party transaction with KhivrajKamal Motors Private Limited

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the

transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between listed entity and a related party, regardless of whether a price is charged or not.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

It is in the above context that, Resolution No(s). 6 is placed for the approval of the Members of the Company.

The Company proposes to enter into transactions with its related parties, during financial year 2026-27 which are likely to be material transactions as per Regulation 23(1) of the SEBI Listing Regulations. **The company will be involved in transactions with its related parties, including loan granted/ Interest received etc.** Therefore, the Board is of the opinion that the proposed transactions with such related parties are in the best interest of the Company and the members. These transactions are in ordinary course of business and at arm's length basis.

The particulars of proposed material related party transactions for the financial year 2026-27 are as below:

Sl no	Name of the Related Party	Nature of Transaction	Nature of relationship	Amount of Transaction Proposed during the financial year 2026-27 (Rs in Crores)
1.	Khivrajkamal Motors Private Limited	Loan Granted/ Interest received or any other transactions.	Enterprise over which promoters have significant influence.	Rs 10 Cr

Details w.r.t Material Related Party Transaction as required under SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

Serial No	Particulars	Details
a.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	KhivrajKamal Motors Private Limited- Enterprise over which promoters have significant

		influence												
b.	Type of Transactions and particulars of the proposed transactions	Loan Granted/ Interest received or any other transactions.												
c.	Material terms	A). Unsecured Loans 1. Rate of interest on granted Loan - Not exceeding 12% 2. Tenure: Short Term / Long Term 3. Purpose of Utilization of funds: lended for their Working capital purpose 4. Repayment Schedule: upto 5 years with repayment permitted without penalty.												
d.	Tenure of the proposed transactions	Financial Year 2026-27												
e.	Value of the proposed transactions	Rs. 10 Crore												
f.	Value of RPT as % of Company's annual standalone turnover	34.64%												
g.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <table border="1"> <thead> <tr> <th>Sr No</th><th>Particular</th><th></th></tr> </thead> <tbody> <tr> <td>a.</td><td>Details of the source of funds in connection with the proposed transaction</td><td rowspan="4">The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are not applicable to your company</td></tr> <tr> <td>b.</td><td>Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary</td></tr> <tr> <td>c.</td><td>Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured</td></tr> <tr> <td>d.</td><td>Purpose for which funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction</td></tr> </tbody> </table>		Sr No	Particular		a.	Details of the source of funds in connection with the proposed transaction	The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are not applicable to your company	b.	Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	d.	Purpose for which funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction
Sr No	Particular													
a.	Details of the source of funds in connection with the proposed transaction	The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are not applicable to your company												
b.	Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary													
c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured													
d.	Purpose for which funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction													
h.	Justification as to why the RPT is in the interest of the Company.	The company has granted loan as												

		part of its onward lending activities.
i.	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
j.	Value of RPT as % of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	3.14 %
K.	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and 110 of the Act which have been mentioned in foregoing paragraphs.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The above proposed transactions are not unfavorable to the Company, compared to the terms and conditions, had similar transactions been entered into between two unrelated parties.

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary Resolution for the above transactions and the related parties are abstained from voting on the resolution proposed at item no. 6.

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 of Directors recommends the resolution as set out at Item No. 6 of the Notice for approval by the Members as an Ordinary Resolution.

Item No 7: To consider and approve the material related party transaction with Khivraj Motors Private Limited

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between listed entity and a related party, regardless of whether a price is charged or not.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

It is in the above context that, Resolution No(s).7 is placed for the approval of the Members of the Company.

The Company proposes to enter into transactions with its related parties, during financial year 2026-27 which are likely to be material transactions as per Regulation 23(1) of the SEBI Listing Regulations. **The company will be involved in transactions with its related parties, including receiving loans, giving loans, receiving interest, and paying interest, Corporate Guarantee Commission, Rent paid etc.** Therefore, the Board is of the opinion that the proposed transactions with such related parties are in the best interest of the Company. These transactions are in ordinary course of business and at arm's length basis.

The particulars of proposed material related party transactions for the financial year 2026-27 are as below:

Sl no	Name of the Related Party	Nature of Transaction	Nature of relationship	Amount of Transaction Proposed during the financial year 2026-27 (Rs in Crores)
1.	Khivraj Motors Private Limited	Loan received/ Loan repaid/ Interest paid / Corporate Guarantee Commission/ Rent paid or any other transctions.	Enterprise over which promoters have significant influence.	Rs.100 Cr

Details w.r.t Material Related Party Transaction as required under SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Serial No	Particulars	Details
a.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Khivraj Motors Private Limited- Enterprise over which promoters have significant influence

b.	Type of Transactions and particulars of the proposed transactions	Loan received/ Loan repaid/ Interest paid / Corporate Guarantee Commission/ Rent paid or any other transactions.								
c.	Material terms	<p>A). Unsecured Loans</p> <p>1. Rate of interest on Loan - Not exceeding 11 % p.a.</p> <p>2. Tenure: Short Term / Long Term</p> <p>3. Purpose of Utilization of funds: Working Capital / Onward Lending activities</p> <p>4. Repayment Schedule: upto 3 years with prepayment permitted without penalty. Facility</p> <p>5. Guarantee commission paid/ to be paid within the limit mentioned above towards the loan availed by the company from banks for the corporate guarantee extended by Khivraj Motors Pvt Ltd</p>								
d.	Tenure of the proposed transactions	Financial Year 2026-27								
e.	Value of the proposed transactions	Rs. 100 Crore								
f.	Value of RPT as % of Company's standalone consolidated turnover	346.38%								
g.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <table border="1"> <thead> <tr> <th>Sr No</th><th>Particular</th><th></th></tr> </thead> <tbody> <tr> <td>a.</td><td>Details of the source of funds in connection with the proposed transaction</td><td rowspan="2">The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are</td></tr> <tr> <td>b.</td><td>Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary</td></tr> </tbody> </table>		Sr No	Particular		a.	Details of the source of funds in connection with the proposed transaction	The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are	b.	Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary
Sr No	Particular									
a.	Details of the source of funds in connection with the proposed transaction	The requirement of disclosing source of funds and cost of funds shall not be applicable to Non-Banking Financial Company (NBFC). Hence, the details are								
b.	Details of financial indebtedness incurred to make loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary									

			not applicable to your company.
	c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	
	d.	Purpose for which funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction	
h.	Justification as to why the RPT is in the interest of the Company.		The company takes support from the Group company for the growth and expansion of the business.
i.	Copy of the valuation or other external party report, if any such report has been relied upon		Not Applicable
j.	Value of RPT as % of counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;		21.02 %
K.	Any other information relevant or important for the members to take a decision on the proposed transaction.		All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and 110 of the Act which have been mentioned in foregoing paragraphs.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The above proposed transactions are not unfavorable to the Company, compared to the terms and conditions, had similar transactions been entered into between two unrelated parties.

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary Resolution for the above transactions and the related parties are abstained from voting on the resolution proposed at item no. 7.

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 of Directors recommends the resolution as set out at Item No. 7 of the Notice for approval by the Members as an Ordinary Resolution.

Item No. 8: Revision of Remuneration of Mr. Gopal Sridharan (DIN: 09460423), Whole-time Director of the Company:

In accordance with the provisions Sections 196, 197, 198, 203, Schedule V, etc. of the Companies Act, 2013, the terms of remuneration of Mr. Gopal Sridharan, Whole Time Director as given in the table below was approved by the Nomination and Remuneration Committee and the Board of Directors at its meetings held on May 30, 2025.

Particulars	(Rs.)
A. Fixed Salary	In the range of Rs. 50,00,000/- (Rupees Fifty lakhs only) to Rs,1,00,00,000/- (Rupees One crore only) per annum as may be approved and/ or revised from time to time by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.
B. Perquisites and expenses reimbursed	<ol style="list-style-type: none"> 1. Medical Insurance for self and family as per the scheme of the Company. 2. Earned/Privilege Leave with right to accumulate/encash as per the rules of the Company 3. Personal accident insurance is as per the rules of the Company 4. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company. 5. Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service. 6. Performance linked bonus as per the policies of the Company

Other Perquisites- Perquisites not specified in this above Table, subject to a limit of 50% of Salary and Allowances set out above.

The Nomination and Remuneration Committee and the Board have taken cognizance of the following while approving the remuneration:-

- Mr. Gopal Sridharan, Whole- Time Director (DIN: 09460423), vast multi-functional experience
- Robust growth in the Turnover and Profitability of the Company

Mr. Gopal Sridharan will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof. Further, revisions to the above to be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

In compliance with the applicable provisions of the Act, the approval of the remuneration of Mr. Gopal Sridharan proposed under Item No.4 of the Notice for the Members for approval.

The disclosures as required under Section II of Part II of Schedule V to the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure - B**. Further, details of Mr. Gopal Sridharan, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings are provided in **Annexure – A**.

Except for Mr. Gopal Sridharan, no other Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

The Board of Directors recommends the resolution as set out at Item No. 8 of the Notice for approval by the Members as a Special Resolution.

Annexure – B

Disclosures as required under Section II of Part II of Schedule V to the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

I. General Information:

- (1) Nature of industry – The Company is engaged in the business of Non-Banking Financial Company
- (2) Date or expected date of commencement of commercial production – Commenced operations on December 27, 1984
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not applicable
- (4) Financial performance based on given indicators:

(Figures are in Lakhs)

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 30 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Operating Income	2866.69	1,873.61	927.62	236.07	226.90
Other Income	20.58	14.66	100.45	5.13	0.00
Less: Expenditure including Depreciation	2320.79	1,495.53	655.02	46.52	32.79
Profit before taxation	566.48	392.74	373.05	194.68	194.11
Profit after taxation	461.02	263.30	261.96	145.18	144.11

- (5) Foreign investments or collaborations, if any – Nil

II. Information about the appointee: Mr. Gopal Sridharan, Whole- Time Director

(1) Background details: Mr. Gopal Sridharan is a Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta having over 25 years of rich experience in the finance industry with the leading institutions like ICICI bank, Reliance capital and InCred Financial Service Limited. He has sound knowledge about Retail and SME loan products. In his last assignment as Director Sales (SME), he played a significant role in setting up the complete Secured business loan vertical for InCred. Later, he was elevated to handle unsecured business loans and Loan against property. He has managed an AUM 880 Cr., and it was one of the most profitable businesses for InCred. He won many accolades in his professional carrier, including the Best People Manager award from Reliance Capital.

(2) Past Remuneration:

Particulars	For the Financial Year 2024-25
Salary and Allowances	Rs.2,36,642/- per month
Commission, if any	Nil
Perquisites/Expenses reimbursed	<ol style="list-style-type: none">1. Medical Insurance for self and family as per the scheme of the Company.2. Earned/Privilege Leave with right to accumulate/encash as per the rules of the Company3. Personal accident insurance is as per the rules of the Company4. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company.5. Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service.6. Performance linked bonus as per the policies of the Company
Total	Rs.2,36,642/- per Month

(3) Recognition or awards: Nil

(4) Job profile and his suitability: Mr. Gopal Sridharan is a Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta having over 25 years of rich experience in the finance industry with the leading institutions like ICICI bank, Reliance capital and InCred Financial Service Limited. He has sound knowledge about Retail and SME loan products. In his last assignment as Director Sales (SME), he played a significant role in setting up the complete Secured business loan vertical for InCred. Later, he was elevated to handle unsecured business loans and Loan against property. He has managed an AUM 880 Cr., and it was one of the most profitable businesses for InCred. He won many accolades in his professional carrier, including the Best People Manager award from Reliance Capital. Further, under the

leadership of Mr. Gopal Sridharan the Company has achieved new heights in terms of getting business and generating revenue.

(5) Remuneration proposed: Gross Annual Remuneration up to Rs.1 Crores

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration proposed is at par with the Industry standards

(7) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: Nil

III. Other information:

(1) Reasons for loss or inadequate profits: The Company was not able to achieve the desired level of profit since the Company is in its growth phase.

(2) Steps taken or proposed to be taken for improvement: The Company is in the growth phase and is in the process of raising capital and debt funds to support its growth. The management is confident of achieving the desired profit levels in the forthcoming years.

(3) Expected increase in productivity and profits in measurable terms – The productivity matches those of similar large companies.

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 and revision of remuneration at the 40th AGM under Item Nos. 2 & 8, in terms of SEBI Listing Regulations and Secretarial Standard-2 are as follows

Name of Director	Mrs. Padmini Ceruseri Srikanth	Mr. Gopal Sridharan
DIN	10495231	09460423
Date of Birth / (Age)	04-06-1965	06-03-1974
Date of Appointment	February 14, 2024	January 1, 2022
Qualifications	M. Com. and Intermediate CA	Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta
Brief resume & Experience	<p>Mrs. Padmini Ceruseri Srikanth, aged about 60 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. Gopal Sridharan, 50 years old is a Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta. Mr. Sridharan has over 22 years of rich experience in the finance industry with the leading institutions like ICICI bank, Reliance capital and InCred Financial Service Limited. He has sound knowledge about Retail and SME loan products. In his last assignment as Director Sales (SME), he played a significant role in setting up the complete Secured business loan vertical for InCred. Later, he was elevated to handle unsecured business loans and Loan against property. He has managed an AUM 880 Cr., and it was one of the most profitable businesses for InCred. He won many accolades in his professional carrier, including the Best People Manager award from Reliance Capital.</p>
Expertise in specific Functional areas	Finance, Accounts, Indirect Taxation and Statutory Compliance	Finance and Accounts
Terms and conditions of appointment or re-	Sitting Fees for attending the Board Meeting to be paid	Mentioned above in the explanatory statement

appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person		
Directorship held in other Companies	NIL	NIL
Listed entities from which he/she resigned in the past three years	NIL	NIL
Other Directorships, Membership/Chairmanship of Committees of other Boards	NIL	NIL
Number of Board Meetings attended during FY 2024-25	7 (Seven)	7 (Seven)
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. Gopal Sridharan is not related to any Directors, Manager and KMP of the Company
No of shares held	NIL	NIL