



REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164

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

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

NOTICE OF POSTAL BALLOT

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

Dear Members,

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the Circulars issued by the Ministry of Corporate Affairs, Government of India vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 3/2022 dated May 5, 2022 and 11/22 dated December 28, 2022, read with General Circular No. 09/2023 dated September 25, 2023, ("MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020179 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") and other applicable laws and regulations, if any, for seeking approval of members of Real Touch Finance Limited ("**the Company**") to the proposed resolutions appended below through Postal Ballot only through remote voting process ("**e-voting**").

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

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

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

The Board of Directors of the Company vide its resolution dated May 22, 2024 have appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Practicing Company Secretary, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-voting in a fair and transparent manner and communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice to cast their vote

electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05.00 P.M. IST on June 27, 2024, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the meeting after completion of scrutiny of the e-voting. The results shall be declared on or before June 29, 2024 and will be communicated to the Stock Exchange viz., BSE Limited ("BSE"), National Securities Depository Limited ("NSDL"), and will also be displayed on the Company's website at www.realtouchfinance.com.

SPECIAL BUSINESSES:

Item No.1: Approval of "Real Touch Finance Limited - Employee Stock Option Plan 2024":

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

RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the relevant Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder ("SBEBSE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the introduction and implementation of "Real Touch Finance Limited – Employee Stock Option Plan 2024" ("ESOP 2024"/"Plan") and authorising the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this resolution and Regulation 5 of the SBEBSE Regulations and Listing Regulations) to exercise its powers including the powers conferred by this resolution to adopt and implement the ESOP 2024, the salient features of which are furnished in the Explanatory Statement.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five Only), employee stock options ("Options") to the eligible employees of the Company as determined in terms of the Plan, exercisable into not exceeding 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five Only), equity shares of the face value of Rs.10/- (Rupee Ten Only) each fully paid-up, where one (1) Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2024.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the

Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the employees who have been granted Options under the ESOP 2024 and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEBSE Regulations, Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEBSE Regulations, Listing Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the Plan at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SBEBSE Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SBEBSE Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.

Item No.2: Offer or invitation to subscribe, Optionally Convertible Debentures (OCDs) on Private Placement basis aggregating up to Rs.22,00,00,000 (Rupees Twenty Two Crore Only):

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

RESOLVED THAT in accordance with the provisions of Sections 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the (Companies Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) ("the Act"), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover

Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India, (“SEBI”), Reserve Bank of India, the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), and/or any other competent regulatory authorities and in accordance with the uniform listing agreements entered into with the stock exchanges, and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the stock exchanges and Securities and Exchange Board of India and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this Resolution) and subject to the approval/ relaxation/ exemption from SEBI and/or the Stock Exchanges, as may be necessary and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the Members of the Company be and is hereby accorded that the Board is hereby authorized to create, issue, offer and allot on preferential basis by way of private placement upto 2,200 (Two Thousand and Two Hundred only) fully paid up 11% Unlisted Optionally Convertible Debentures of face value Rs.1,00,000/- (Rupees One Lakh only) each at par (“OCDs”), aggregating upto Rs.22,00,00,000/- (Rupees Twenty Two Crores only) to the following identified persons (the “Offeree”) as given in the table below on a preferential basis by way of private placement in one or more tranches, by issue of private placement offer letter in the prescribed Form PAS-4 (“Offer Letter”), on such terms and conditions in accordance with the provisions of the Act and Rules thereunder and, on such terms as contained in the Offer Letter (hereinafter referred to as “Preferential Issue”)

Name of Offeree or Identified person	Category	Address	No of OCDs to be Offered	Subscription amount
Khivraj Motors Private Limited	Company	No.617, Bharat Kumar Bhavan, Anna Salai, Chennai – 600006, Tamil Nadu	Up to 2,200	Up to Rs.22,00,00,000/-

RESOLVED FURTHER THAT the maturity period of the OCDs will be decided by the Board which may not exceed Three (3) years (“Debt Maturity Period”) from the date of allotment and on the date when the Debt Maturity Period ends (“Debt Maturity Date”), the OCDs are to be redeemed by the Company at face value of the OCDs or converted into equity shares, at the option of the debenture holder or the Company in accordance with the applicable regulations. The price of the resultant equity shares pursuant to conversion shall be determined at the time of conversion of the OCDs as per the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT the offer letter in the prescribed Form PAS-4, under the under the Act and Rules along with the draft of serially numbered application form, be and are hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and Rules, the consent of the members is hereby granted to record the name of the Offeree and maintain such record of private placement offer in Form PAS-5 as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Equity Shares to be issued as a result of conversion of OCDs shall be listed and traded on BSE Limited where the equity shares of the Company are currently listed.

RESOLVED FURTHER THAT the entire share subscription monies shall be received by the Company from the Offeree at the time of application into a separate designated account and shall be utilized in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of above resolutions, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion, deem necessary or desirable for such purpose and to settle any question, difficulties or doubts that may arise in this regard, including without limitation, finalization of terms and conditions of the preferential issue, to administer the entire preferential issue, determining the number of OCDs to be offered to the Offeree, timing of the offer, finalization, approval and signing of the private placement offer letter in the prescribed Form PAS - 4, including any amendments or modifications thereto, authenticating the entries made in PAS - 5 and finalising and entering into or execution of all agreements/ arrangement(s)/ document(s), as the Board may in its absolute discretion deem fit, authorizing any director(s) or any officer(s) of the Company, jointly or severally, to sign for and on behalf of the Company the agreement(s) and any other related paper(s)/ document(s), including the authority to amend or modify such document(s), making requisite filings with the Registrar of Companies, Ministry of Corporate Affairs, Reserve Bank of India, and any other government or regulatory body with further powers to delegate all or any of the above authorities conferred on them to any director(s) / officer(s) of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate any of its authorizations to any Director(s) or Officer(s) of the Company as it may in its direction deem fit and necessary.

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.

Item No. 3: 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 based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors and pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and pursuant to the Articles of Association of the company, consent of the Members be and is hereby accorded to the terms of remuneration of Mr. Gopal Sridharan, Whole- Time Director (DIN: 09460423), with effect from 1st April, 2024 till further revision, however, for a period not exceeding three years, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors (which includes the Nomination & Remuneration Committee thereof) be and is hereby authorised to vary the terms of appointment and remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that any such variation is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

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 of Directors
For Real Touch Finance Limited**

Place: Howrah

Date: May 22, 2024

**Manoj Kumar Jena
Company Secretary and Compliance Officer
ACS: 67684**

NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals set out in resolutions above, are annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on May 17, 2024 ("Cut-Off Date").
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company or Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.realtouchfinance.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com, and on the website of M/s. Niche Technologies Private Limited at <https://nichetechpl.com/>
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Niche Technologies Private Limited, having its office at 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on May 17, 2024 will be considered for the purpose of e-voting.
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., June 27, 2024. Further, resolution passed by the shareholders through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on May 17, 2024. A person who is not a shareholder on the cut off or relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by M/s. Niche Technologies Private Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on June 27, 2024, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman of the meeting, after the completion of scrutiny, and the result of the voting by postal ballot through e-voting process will be announced on or before 05.00 P.M. IST on June 29, 2024 and will also be displayed on the website of the Company

(www.realtouchfinance.com), besides being communicated to the Stock Exchanges, Depositories and the Registrar and Share Transfer Agent.

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

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

The e-voting period begins on May 29, 2024 at 9:00 A.M. and ends on June 27, 2024 at 5:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members or Beneficial Owners as on the record date (cut-off date) i.e., May 17, 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 May 17, 2024.





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

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

Step1: Access to NSDL e-voting system

Part A: Individual Shareholders holding securities in demat mode-Steps to Login for e- voting.

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

	<p>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual shareholders holding securities in demat mode with CDSL	<p>1. Through CDSL Easi/Easiest</p> <p>1. Existing users who have opted for Easi/Easiest, can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>2. Through e-voting website of CDSL</p> <p>1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the home page of www.cdslindia.com. The system will authenticate the User by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, User will be provided links for the respective ESP i.e., NSDL where the e-voting is in progress.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</p>

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

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

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

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

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

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

4. Your User ID details are as given below:

Manner of Holding Shares i.e., Demat (NSDL or 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:

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

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

7. After entering your password, tick on agree to "Terms & Conditions" by selecting on the checkbox.
8. Thereafter Home page of e-voting will open.

Part B: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" for Real Touch Finance Limited to cast your vote during the e-voting period.
3. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Part C: General Instructions:

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney/Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rtfl_evoting@sandeep-cs.in or Company email at cs@realtouchfinance.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800 1020 990/1800 224 430 or write to Assistant Manager at evoting@nsdl.co.in.
4. Members may send a request evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy), Aadhar (self-attested scanned copy). If you are individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Part D: Instructions for registration of Email Address:

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

1. In case shares are held in physical mode, please provide Folio No., Name of the Shareholder, scanned copies of the Share Certificate (front and back), PAN (self-attested scanned copy), Aadhar (self-attested scanned copy) by email to cs@realtouchfinance.com.

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

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

**By Order of the Board of Directors
For Real Touch Finance Limited**

Place: Howrah

Date: May 22, 2024

**Manoj Kumar Jena
Company Secretary
ACS: 67684**

Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts relating to the special businesses to be transacted is detailed hereunder along with disclosures as may be required:

Item No. 1: Approval of "Real Touch Finance Limited - Employee Stock Option Plan 2024":

The following is the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts relating to the special businesses to be transacted is detailed hereunder as per the business mentioned under Item No.1 of the accompanying Notice along with the disclosures as required under Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBESE Regulations").

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organisational objectives by participating in the ownership of the Company through stock-based compensation scheme.

Your Company believes that equity-based compensation plans are an effective tool to reward the talent working with the Company. With a view to motivate employees for their contribution to corporate growth, to create an employee ownership culture and to retain them for ensuring sustained growth, your Company intends to implement an Employee Stock Option Plan viz. "Real Touch Finance Limited - Employee Stock Option Plan 2024" ("ESOP 2024"/"Plan").

The primary objectives of the Plan are to reward the employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Plan to attract and retain the key talent by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. The Company views employee stock option plan as a long-term incentive tool that would assist in aligning employees' interest with that of the shareholders and enable the employees not only to become co-owners, but also to create wealth out of such ownership in future. The initiative is being introduced to link the employee's performance in the Company along with other initiatives which would contribute to improve the performance of the Company. Accordingly, the Nomination and Remuneration Committee ("NRC" or "Committee") formulated the detailed terms and conditions of the Plan, which were duly approved by the Board of Directors at its meeting, held on May 22, 2024, subject to approval of the Members. Under the Plan, the Company would grant upto 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five Only) Employee Stock Options ("Options"), in one or more tranches, to such eligible employees as may be determined by the NRC in terms of the Plan, that would entitle the grantees (in aggregate) to subscribe upto 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five Only) fully paid up equity shares of Rs.10/- (Rupee Ten only) each.

As per the provisions of Section 62(1)(b) of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Regulation 6 of the SBESE Regulations, the Company seeks approval of the Members for adoption and implementation of ESOP 2024 to the eligible employees of the Company as the NRC/Board may decide under the Plan.

The Plan has been formulated in accordance with the provisions of the Act and SBESE Regulations.

The salient features of the Plan as required under Regulation 6 of the SBESE Regulations are set out as below:

a) Brief Description of ESOP 2024:

The objective of "ESOP 2024" is to attract, retain, encourage and reward the associates, who are the drivers of Company's growth. The ESOP 2024 is intended to reward the associates for their performance, commitment and support for the growth of the Company and to provide an incentive to

continue contributing to the success of the Company. It is envisaged that the ESOP 2024 will enable the Company to attract and retain the best available talent by making them partners in business and its growth.

Keeping the aforesaid objectives in view, ESOP 2024 contemplates grant of options to the eligible employees of the Company. After vesting of options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination & Remuneration Committee shall act as the compensation committee for the administration of ESOP 2024. All questions of interpretation of the ESOP 2024 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2024.

b) Total number of options to be offered and granted:

The total number of options to be granted under the ESOP 2024 shall not exceed 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five Only), being 5% of the paid-up equity share capital of the Company as on March 31, 2024 (which number shall be adjusted in the event of any adjustments/ re-organisation of capital structure of the Company from time to time). Each option when exercised would be exercisable in to one equity share ("Share") of Rs.10.00 (Rupees Ten Only) each fully paid-up.

Further, SBEBSE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the ESOP 2024 remain the same after any such corporate action. Accordingly, any additional options issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five Only) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2024:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole time director (in whatsoever name called including but not limited to executive director) or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above, but does not include:
 - (a) an employee who is a promoter or person belonging to the promoter group; or
 - (b) a director who, either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company.

The eligibility to participate and be beneficiaries in the ESOP 2024 is subject to such criteria as may be determined by the Committee at its discretion, including, but not limited to, the performance metrics on the achievement of which the granted options would vest and which may be specified in the respective letters of grant to be issued to the grantee. An ESOP Selection Committee may be constituted by the Committee, if necessary, to enable it to identify the employees eligible to participate in this ESOP 2024 in accordance with terms hereof and the Applicable Law.

d) Requirements of Vesting and period of Vesting:

The options shall vest not less than One (1) year from the date of grant and not later than Five (5) years from the date of grant. However, in case of death or permanent incapacity, the minimum vesting period of One (1) year shall not apply, in which case the unvested options shall vest immediately. The vesting of the options shall be subject to such conditions as may be prescribed under the ESOP 2024.

e) Maximum period within which the options shall be vested:

The options shall vest not less than One (1) year from the date of grant not later than Five (5) years from the date of grant. However, in case of death or permanent incapacity, the minimum Vesting period of One (1) year shall not apply, in which case the options shall vest immediately.

Vesting of options granted to the employees may expire or lapse or deemed forfeited or get accelerated (as the case may be) in the following circumstances:

1. Options granted to the grantee shall expire if the vesting related requirements set forth in the grant letter or the ESOP 2024 is not satisfied.
2. In the event of death of the grantee, options granted and remaining unvested as on the date of death of the grantee, shall vest immediately on the date of death in the legal heirs or nominees of the deceased grantee, as the case may be, in accordance with ESOP 2024.
3. In the event of permanent incapacity of the grantee, options granted and remaining unvested as on the date of permanent incapacity, shall vest immediately in the grantee or his/her legal heir/nominee, on the date of the disability in accordance with the ESOP 2024.
4. In the event of termination of the employment of a grantee without cause, the options which would vest within the next One (1) year from the date of termination shall vest immediately, on an accelerated basis, on the date of termination. All other unvested options as on the date of termination under the ESOP 2024 shall lapse. The vested options shall be exercised within the time period specified in the ESOP 2024.
5. In the event of termination of employment for cause (including in case of misconduct), the options granted which have not vested in such grantee as on the last working date would lapse. The vested options in such situation would be treated in the manner as provided in the ESOP 2024.
6. In the event of an eligible option grantee's services being discontinued on account of resignation, the options granted to him but not vested as on the last working date under the ESOP 2024 shall lapse. The vested options shall be exercised within the time period specified in the ESOP 2024.
7. In the event of retirement or superannuation of an option grantee, the options granted which have not vested as on that date shall continue to vest in accordance with the respective vesting schedules, even after retirement or superannuation in accordance with the Company's policies and the applicable law.
8. In the event of deputation or transfer by the Company to a group company, including a subsidiary company, if any, holding company or associate company, the unvested options will continue to vest and be exercised as per the terms of the grant and provisions of the ESOP 2024.

f) Exercise price or pricing formula:

The exercise price per option shall be such price as may be fixed by the Committee which may be the face value per equity share or may be fixed based on the latest available closing price on recognized

stock exchange (having the higher trading volume, if listed on more than one recognized stock exchange) on the date immediately prior to the date of Grant and shall be included in the grant letter.

Provided that the exercise price shall be in compliance with the accounting standards specified under Regulation 15 of the SBEBSE Regulations, including any "Guidance Note on Accounting for employee share-based Payments" issued in that regard from time to time.

g) Exercise period or offer period and the process of exercise or acceptance of offer:

The exercise period shall not be more than Three (3) years from the date of vesting of options or such other shorter period as may be determined by the Committee, subject to company policies and applicable laws, and intimated in the relevant grant letter.

Further,

(a) If the services of an option grantee are terminated by such option grantee (resignation of the option grantee) or by the Company (termination without cause), then, such option grantee may exercise the vested options within 90 (Ninety) days from the last working day, failing which the options shall lapse. If the exercise of options is delayed by operation of any applicable law as per the policy of the Company, the 90 (Ninety) days mentioned above shall be extended by such period of delay or as the Committee may deem fit prior to the expiry of the exercise period.

(b) Unless otherwise determined by the Committee (which determination may be made at the time of cessation of the option grantee's association with the Company), in case of an option grantee, whose services are terminated for cause, such option grantee may exercise the vested options within 30 (Thirty) days from the last working day, failing which the options shall lapse. It is hereby clarified that the Committee reserves the right to cancel all rights pertaining to exercise of vested options under the ESOP 2024 as may be decided by the Committee.

(c) In case of death or permanent incapacity of an option grantee, options which are vested as on the date of demise or permanent incapacity but not exercised and options which shall be vested as on the date of death or permanent incapacity (as per the ESOP 2024), shall be exercised within 180 (One hundred and eighty) days from the date of death or permanent incapacity by the nominees or legal heirs of the deceased option grantee or such option grantee as the case may be, upon proper verification and approval by the Committee.

(d) The date of the termination of employment of an option grantee shall mean the date of termination of the employment specified by the Company in the letter of termination issued by the Company to that grantee or the last working day, whichever is later. In the event of disputes, the Committee shall, for the purposes of the ESOP 2024, determine whether there has been a termination of employment for cause or otherwise in terms of the applicable employment policies, or whether there has been Permanent Incapacity during the course of employment, as provided for herein. The decision of the Committee in this regard shall be binding on the option grantee(s).

The options will be exercisable by the associates by way of an application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board of Directors or the Committee from time to time.

In the event of a merger or acquisition or other similar transaction of Real Touch with any other company or body corporate ("Merger Event") which would result in the creation of a new entity or otherwise, wherein the Shares of Real touch shall be swapped with the new entity or otherwise, all the unvested options shall follow an accelerated vesting and the vested options shall have to be exercised before the binding documents are signed resulting in the consummation of the Merger Event. For abundant clarity, it is to be understood that as defined above, upon the accelerated vesting and

exercise of the options, the option grantees shall have become shareholders of the Company on or before the date of the Merger Event. The date of vesting and timeline for exercise shall be discussed and mutually agreed to between the Company and the associates but in no event shall the vesting and exercise go beyond the date of consummation of the Merger Event. Alternatively, where the acceleration of unvested options is not preferred by the Committee or the Board of Directors, the vested or unvested options prior to such Merger Event shall be treated as per the adjustments to be made and recommended by the Committee, and the Committee shall take appropriate measures whereby the option grantees are issued options of the resultant entity in lieu of the granted and/or vested options. In such case, subject to compliance with the Applicable Law, the Committee (i) shall ensure that the value of the options of the successor entity shall be comparable to the value of the options held by the option grantee, and (ii) the terms relating to vesting, exercise price, exercise period are comparable to such terms of the options. Notwithstanding the generality of the above, the terms and conditions of the options issued in lieu of the options granted to such option grantee may be at variance with the terms contained in the ESOP 2024.

In the event of a dissolution or liquidation of the Company, any vested options outstanding under the Plan shall be cancelled if not exercised prior to such event and no compensation shall be payable in respect of the options so cancelled.

In a scenario where an individual or company or body corporate acquires majority shareholding (greater than or equal to 51%) ("Buyout") in the Company or in case of change in Control ("Control Event") of the Company, all the unvested options shall follow an accelerated vesting and all the vested shares shall have to be exercised before the binding documents are signed resulting in the consummation of the Buyout or the Control Event. For abundant clarity, it is to be understood that as defined above, upon the accelerated vesting and exercise of the options, the option grantees shall have become shareholders of the Company on or before the date of the Buyout or Control Event. The date of vesting and timeline for exercise shall be discussed and mutually agreed to between the Company and the associates but in no event shall the vesting and exercise go beyond the date of consummation of the Buyout or Control Event. For the purpose of this clause, "Control" shall mean and include the right to appoint a majority of directors, or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

Notwithstanding anything above, the Committee shall have the right to accelerate the timeline for the vesting or exercise of options by the option grantees in view of any proposed corporate actions being undertaken in the Company.

h) Appraisal process for determining the eligibility of employees under the Plan:

The Board or Committee or the ESOP Selection Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance or appraisal metrics, future potential and criticality and other relevant metrics/parameters (as applicable at the relevant stage and as determined by the Committee, and which may be specified in the respective Grant Letters or the vesting letters to be issued) based on which the options shall be granted and/or vest and to help in quantifying the options to be granted to associates.

i) Maximum number of options to be offered and issued per employee and in aggregate, if any:

The maximum number of ESOPs that can be granted per employee or associate shall be as determined by the Committee subject to overall limits as approved by the shareholders.

A maximum of 6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred and Thirty Five only) options may be granted under the ESOP 2024, corresponding to 6,34,635 (Six Lakhs Thirty Four Thousand Six

Hundred and Thirty Five only) equity shares of Rs.10/- each (approximately 5 % of the paid-up equity share capital as on March 31, 2024), with each such option conferring a right upon the grantee to apply for one equity share of the Company, which may be adjusted for any corporate action(s) in terms of the ESOP 2024.

j) Maximum quantum of benefits to be provided per employee under the Plan:

Unless otherwise determined by the Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

k) Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

ESOP 2024 will be implemented through direct route and administered by the Committee.

l) Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

ESOP 2024 involves new issue of shares by the Company in compliance with the SBEBSE Regulations and other applicable laws.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the scheme(s):

Not applicable

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

The Company shall follow and conform to the applicable accounting policies issued by the Institute of Chartered Accountants of India from time to time and/ or accounting policies as per the Act and/or Regulation 15 of the SBEBSE Regulations as applicable. In addition, the Company shall disclose such details as required under the applicable laws.

p) Method of valuation which the company shall use to value its options:

To calculate the employee compensation cost, the Company shall follow the intrinsic method for valuations of Options unless otherwise required by the Accounting Standards followed by the Company.

In the event the Company opts to use intrinsic method, then the following statement would be applicable:

"In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in

the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report".

q) Lock-in period, if any:

The equity shares arising out of exercise of vested options may be subject to such lock - in restrictions after such exercise as may be decided by the Committee.

r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the ESOP 2024:

Not applicable

Declaration:

A draft copy of the ESOP 2024 is available for electronic inspection at the Company's website at www.realtouchfinance.com

The copies of the draft Plan setting out the terms and conditions of the Plan and the relevant resolutions passed by the NRC/Board referred to in the resolutions, would be available for inspection by the Members are available for inspection at the registered office of the Company situated at Arihant Enclave, Ground Floor, 493B/57A, G.T Road (South), Shibpur, Howrah - 711102 between 09:00 A.M. and 05:00 P.M. and will also be applicable for inspection electronically until the last date for receipt of votes through the e-voting process. A copy of the same would be provided on request to any member.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP 2024.

The Board recommends the Resolution set out at Item Nos.1 in this Notice, for approval of the Members by way of Special Resolutions.

Item No. 2: Offer or invitation to subscribe, Optionally Convertible Debentures (OCDs) on Private Placement basis aggregating up to Rs.22,00,00,000 (Rupees Twenty Two Crore Only):

As part of its capital raising plans, the Company intends to raise funds by issuing upto 2,200 (Two Thousand and Two Hundred only) 11% Optionally Convertible Debentures of face value Rs.1,00,000/- (Rupees One Lakh only) each ("OCDs"), aggregating upto Rs.22,00,00,000/- (Rupees Twenty Two Crore only) on preferential basis by way of private placement by issue of private placement offer letter to the Offeree/Identified Persons in one or more tranches, as given in the table below for meeting the requirement of business and working capital requirements of the Company.

Name of Offeree or Identified person	Category	Address	No of OCDs to be Offered	Subscription amount
Khivraj Motors Private Limited	Company	No.617, Bharat Kumar Bhavan, Anna Salai, Chennai – 600006, Tamil Nadu	Up to 2,200	Up to Rs.22,00,00,000/-

The following disclosures are made in terms of Rule 13(2) of the Companies (Share Capital and Debentures) Rules 2014:

a) Object of the issue:

To raise funds for meeting the business and working capital requirements of the Company.

b) Total number of shares to be issued:

Upto 2,200 (Two Thousand and Two Hundred only) of 11% OCDs, of Rs.10/-(Rupees Ten Only) aggregating to Rs.22,00,00,000/-(Rupees Twenty Two crores only) on private placement basis.

c) The price at which allotment is proposed:

OCDs are proposed to be allotted at Rs.1,00,000/- (Rupees One Lakh only) each, at par.

d) Basis on which the price has been arrived at along with report of the Registered Valuer:

OCDs at issued at Par.

e) Relevant date with reference to which price has been arrived at:

Not applicable

f) The class or classes of persons to whom the allotment is proposed to be made is as under:

Name of the Offeree/Identified Person	Category	Number of OCDs to be offered
Khivraj Motors Private Limited	Company	Upto 2,200 OCDs

g) Intention of Promoters, Directors or Key Management persons to subscribe to the offer:

Nil

h) Proposed time within which the allotment shall be completed:

The allotment shall be completed within a period of 60 (Sixty) days from the date of receiving the subscription amount.

i) The names of the proposed allottee(s) and the percentage of post preferential offer capital that may be held by them:

Name of the proposed allottee(s)	% of post preferential offer of OCDs (on a fully diluted basis)*
Khivraj Motors Private Limited	

*Since the conversion of OCDs is at the option of the Issuer and the allottees which will be determined at relevant time, by complying with applicable laws including the Companies Act, 2013 and the extant regulations/guidelines by the Securities and Exchange Board India, therefore it is not possible to determine and disclose the post issue shareholding pattern now.

j) Change in control, if any, in the company that would occur consequent to the preferential offer:

The Directors do not envisage any change in the control of the Company consequent to the preferential offer of the OCD's.

k) The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made allotments to any persons on preferential basis during the year.

l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

No allotment is proposed to be made under this preferential issue for consideration other than cash.

m) The pre-issue and post issue shareholding pattern of the Company:

Please refer **Annexure - A**.

The following disclosures are being made pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

a) Particulars of the offer including date of passing of Board resolution:

Issue and offer upto 2,200 (Two Thousand and Two Hundred only) OCDs at par on preferential basis by way of private placement as approved by the Board of Directors at their meeting held on May 22, 2024.

b) Kinds of Securities offered and the price at which security is being offered:

Optionally Convertible Debentures (OCDs) of face value Rs.1,00,000/- each are being offered at par.

c) Basis or Justification for the price (including premium, if any) at which the offer or invitation is being made:

OCDs are issued at Par.

d) Name and address of Valuer who performed valuation:

Not applicable as OCDs are issued at Par.

e) Amount which the company intends to raise by way of such securities:

Up to Rs.22,00,00,000 (Rupees Twenty Two Crore Only)

f) Material terms of raising such securities:

Type of Instrument	Optionally Convertible Debentures (OCDs)
Nature of Instrument and Classification	Unsecured Unlisted Redeemable/Optionally Convertible Debentures in the nature of Hybrid Debt. The OCDs are classified as Hybrid debt with no option available to the company for recall of the OCDs during the Debenture Maturity period.
Mode of Issue	Private Placement
Debenture Tenure/ Maturity period	3 years
Interest/ Coupon Rate	11% per annum

Maturity/ Conversion Terms	On the date when the Debenture Maturity Period ends (“Debenture Maturity Date”), the OCDs must either be redeemed by the Company at face value of the OCDs or converted into equity shares at the option of the debenture holder or the Company. The price of the resultant equity shares pursuant to conversion shall be determined at the time of conversion of the OCDs as per the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014.
Price at which the OCD is being offered	The OCDs are being offered at face value of Rs.1,00,000/- (Rupees One Lakhs Only) per OCD. There is no premium involved in this issuance.
Coupon Payment Frequency	Interest amount is to be paid to the debenture holders on an Annual basis
Coupon Type	Fixed Coupon Rate of 11% per annum

g) Proposed time schedule:

The offer shall be valid for a period of 12 (Twelve) months from the date of issuance of the offer letter and the allotment shall be completed within a period of 60 (Sixty) days from the date of receiving the subscription amount.

h) Purposes or objects of offer:

The proceeds of this issue shall be utilized by the Company for the working capital requirements and for general business purposes. The main objects clause of the Memorandum of Association of the Company enables the Company to undertake the activities, which the Company has been carrying out till date and the proposed activities for which funds are proposed to be raised through this Offer.

i) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Not Applicable

j) Principle terms of assets charged as securities:

The OCDs are classified as Hybrid debt as per SEBI/RBI regulations, with no option available to the company for recall of the OCD's during the Debenture Maturity period. Being a Hybrid debt, no assets of the Company are being charged as security.

The Board at its meeting held on May 22, 2024 had approved the Preferential Issue and recommends the adoption of the resolution as set out in Item No.2 of the Notice as a Special Resolution.

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

Item No. 3: 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 22, 2024.

Particulars	(Rs.)
A. Fixed Salary	Up to Rs.50.00 Lakhs per annum

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
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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.3 of the Notice of the Postal Ballot 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 - B**.

Your Board of Directors recommends the Special resolution in Item No.3 for the approval of the Members.

Mr. Gopal Sridharan is directly interested in this resolution as the subject matter of the Resolution pertains to his remuneration. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

**By Order of the Board of Directors
For Real Touch Finance Limited**

**Place: Howrah
Date: May 22, 2024**

**Manoj Kumar Jena
Company Secretary
ACS: 67684**

Pre and Post Shareholding Pattern on fully diluted basis

Sl. No.	Category	Pre Issue		Post Issue	
		No of shares	% of shareholding	No of shares	% of shareholding
A	Promoter Holding				
1	Indian:				
	Individual				
	Body Corporate				
	Sub Total				
2	Foreign Promoters				
	Sub Total (A)				
B	Non Promoters Holding				
	Institutional Investors				
	Non Institution:				
	Private corporate bodies				
	Indian Public				
	Directors and relatives				
	others (including NRIs)				
C	ESOP Pool				
	GRAND TOTAL				

Note: Since the conversion of OCDs are at the option of the Issuer which will be determined at relevant time, by complying with applicable laws including the Companies Act, 2013 and the extant regulations or guidelines by the Securities and Exchange Board of India, therefore, it is not possible to determine and disclose the post issue shareholding pattern.

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, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021	Financial Year ended March 31, 2020
Operating Income	1,873.61	927.62	236.07	226.90	187.50
Other Income	14.66	100.45	5.13	0.00	0.00
Less: Expenditure including Depreciation	1,495.53	655.02	46.52	32.79	29.72
Profit before taxation	392.74	373.05	194.68	194.11	157.78
Profit after taxation	263.30	261.96	145.18	144.11	113.70

- (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 2023-24
Salary and Allowances	Rs.3,78,370/- per month
Commission, if any	Nil
Perquisites/Expenses reimbursed	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

	<p>4. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company.</p> <p>5. Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service.</p> <p>6. Performance linked bonus as per the policies of the Company</p>
Total	Rs.3,78,370/- 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.50.00 Lakhs

(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.