



## 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 Rule 20 & 22 of 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) the ("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, General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 09 / 2024 dated September 19, 2024 ("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/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("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 Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

The Postal Ballot Notice will also be placed on the website of the Company at [www.realtouchfinance.com](http://www.realtouchfinance.com) and the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://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](http://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 February 25, 2025 has appointed Mr. A. Mohan Kumar, Mohan Kumar & Associates (FCS No. 4347, COP No. 19145), 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 Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. 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 March 31, 2025, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Company secretary of the company, after completion of scrutiny of the e-voting. The results shall be declared on or before April 2, 2025 and will be communicated to the Stock Exchange viz., BSE Limited ("BSE"), National Securities Depository Limited ("NSDL"), Niche Technologies Private Limited "Registrar and Share Transfer Agent" and will also be displayed on the Company's website at [www.realtouchfinance.com](http://www.realtouchfinance.com).

### **SPECIAL BUSINESSES:**

#### **Item No.1: To consider and approve the re-appointment of Mr. Gopal Sridharan (DIN: 09460423) as whole time director of the company for a period of five years:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable (including any statutory modification(s) or re-enactment(s) thereto, for the time being in force and in accordance with the applicable provisions of the Articles of Association of the Company, and all applicable guidelines issued by the Central Government from time to time and such other approvals, as may be necessary, and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Gopal Sridharan (DIN: 09460423) as a Whole-time Director, for a period of 5 (Five) years with effect from 6<sup>th</sup> January 2025 to 5<sup>th</sup> January 2030 on the terms and conditions including remuneration as set out in Explanatory Statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall include the Nomination and Remuneration Committee"NRC) to alter and vary the terms and conditions including remuneration as it may deem fit provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act, 2013 and /or Listing Regulations.

**RESOLVED FURTHER THAT** in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. Gopal Sridharan the above remuneration as a minimum remuneration by way of salary, perquisites and allowances, in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** the remuneration will be the same as approved by the shareholders in the previous postal ballot notice dated 28<sup>th</sup> May 2024 and approved by the shareholders on 28<sup>th</sup> June 2024 and would include an authority being granted to Board and Committee to vary and increase the remuneration within the limit laid down there under from time to time.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**Item No 2: To consider and approve the material related party transactions with Khivraj Automobiles 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 provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], read with related rules thereto, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s Khivraj Automobiles and Infrastructure Private Limited**, a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations as detailed in the explanatory statement, is proposed to enter into transactions with the Company during the financial year 2025-2026, provided that such transactions are conducted on an arm's length basis and on ordinary course of business on terms and conditions deemed appropriate by the Board of Directors, or any authorised Committee thereof.”

**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.”

**Item No 3: 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 provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], read with related rules thereto, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s. Khivrajkamal Motors Private Limited** a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations as detailed in the explanatory statement, is proposed to enter into transactions with the Company during the financial year 2025-2026, provided that such transactions are conducted on an arm's length basis and on ordinary course of business on terms and conditions deemed appropriate by the Board of Directors, or any authorised Committee thereof.”

**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."

**Item No 4: 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 provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], read with related rules thereto, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **M/s.Khivraj Motors Private Limited** a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations as detailed in the explanatory statement, is proposed to enter into transactions with the Company during the financial year 2025-2026, provided that such transactions are conducted on an arm's length basis and on ordinary course of business on terms and conditions deemed appropriate by the Board of Directors, or any authorised Committee thereof."

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

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

**Place: Howrah**

**Date: February 25, 2025**

**SD/-  
Varsha Gupta  
Company Secretary**

**Registered Office:**

493B/57A, Arihant Enclave,  
Ground Floor, G.T Road (South),  
Shibpur, Howrah,  
West Bengal – 711102

## 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 February 21, 2025 ("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](http://www.realtouchfinance.com), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://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, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata - 700017.
5. In accordance with the provisions of the MCA Circulars, Shareholders would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote 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 February 21, 2025 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., March 31, 2025. 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 February 21, 2025. 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 March 31, 2025, 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 company Secretary of the company, 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 April 2, 2025 and will also be displayed on the website of the Company ([www.realtouchfinance.com](http://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](mailto:cs@realtouchfinance.com).

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

The e-voting period begins on March 2, 2025 at 9:00 A.M. and ends on March 31, 2025 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., February 21, 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 February 21, 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 for Individual shareholders holding securities in demat mode**

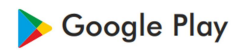
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="708 1178 1416 1667">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="708 1675 1416 1822">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="708 1831 1416 1967">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the</li></ol>

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.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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. 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](http://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](http://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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat</b>	<b>Your User ID is:</b>
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<b>(NSDL or CDSL) or Physical</b>	
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.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

**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 [needamohan@gmail.com](mailto:needamohan@gmail.com) or Company email at [cs@realtouchfinance.com](mailto:cs@realtouchfinance.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800 1020 990/1800 224 430 or write to Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

4. Members may send a request [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy), Aadhar (self-attested scanned copy). If you are 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](mailto: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](mailto: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: February 25, 2025**

**SD/-  
Varsha Gupta  
Company Secretary**

**Registered Office:**

493B/57A, Arihant Enclave,  
Ground Floor, G.T Road (South),  
Shibpur, Howrah,  
West Bengal – 711102

## EXPLANATORY STATEMENT

**Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (“SS2”) 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: Re-appointment of Mr. Gopal Sridharan (DIN: 09460423) as whole time director of the company for a period of five years.**

Mr. Gopal Sridharan (DIN: 09460423), has been associated with the company as a whole time director from 6<sup>th</sup> January 2022. The Board considers that the re-appointment will be in the best interest and beneficial of the Company operations and growth. The Board of Directors on the basis of recommendation of Nomination and Remuneration Committee has re-appointed him as Whole-Time Director of the company on the Board meeting held on 4<sup>th</sup> January 2025 for a further period of 5 (Five) years from 6<sup>th</sup> January 2025 to 5<sup>th</sup> January 2030 pursuant to Sections 196, 197 and 203 and other applicable provisions of the Act read with Schedule V to the Act on the terms and conditions including remuneration as set out below. Approval of the members by way of Special Resolution is being sought for the same.

The Board of Directors wish to inform the shareholders that the proposed remuneration for the Mr. Gopal Sridharan (DIN: 09460423) will remain the same as previously approved by the shareholders in the postal ballot notice issued on 28<sup>th</sup> May 2024 and approved by members on 28<sup>th</sup> June 2024.

Mr. Gopal Sridharan satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act. The Company has received the consent from Mr. Gopal Sridharan to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The details as required to be provided under Section II Part II of Schedule V of Companies Act, 2013 owing to insufficiency of profit, is given below. Further, the information as provided herein under may be treated as a written memorandum setting out the terms of appointment of Mr. Gopal Sridharan under Section 190 of the Act.

Further, Mr. Gopal Sridharan is not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Your Board of Directors recommends the **Special resolution** in Item No. 1 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 reappointment. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

**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: Please refer Annexure to Notice

(2) Past Remuneration:

Particulars	(Rs.)
A. Fixed Salary	Up to Rs.50.00 Lakhs per annum
B. Perquisites and expenses reimbursed	<ol style="list-style-type: none"> <li>1. Medical Insurance for self and family as per the scheme of the Company.</li> <li>2. Earned/Privilege Leave with right to accumulate/encash as per the rules of the Company</li> <li>3. Personal accident insurance is as per the rules of the Company</li> <li>4. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company.</li> <li>5. Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service.</li> <li>6. Performance linked bonus as per the policies of the Company</li> </ol>

(3) Recognition or awards: Mr. Gopal Sridharan won many accolades in his professional carrier, including the Best People Manager award from Reliance Capital.

(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: The proposed remuneration shall remain the same as approved in the postal ballot notice issued on 28<sup>th</sup> May 2024 and approved by the members on 28<sup>th</sup> June 2024.

(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 will be same as approved in the postal ballot notice issued on 28<sup>th</sup> May 2024 and approved by the members on 28<sup>th</sup> June 2024.

(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

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Name of Director	Mr. Gopal Sridharan
DIN	09460423
Date of Birth / (Age)	06-03-1974
Qualifications	Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta
Brief resume & Experience	Mr. Gopal Sridharan aged about 50 Years 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.
Terms and conditions of re-appointment	Mr. Gopal Sridharan is appointed for a term of five years from 6 <sup>th</sup> January 2025 to 5 <sup>th</sup> January 2030.
Nature of expertise in specific Functional	Finance and Accounts

areas	
Details of remuneration sought to be paid	Remuneration will be the same as approved by the shareholders on the postal ballot dated 28 <sup>th</sup> June 2024
Remuneration last drawn (for financial year 2023-24)	Mentioned above in the explanatory statement
Date of first appointment on the Board	January 6, 2022
Shareholding in the Company as of March 31, 2024	Nil
Relationship with other Directors, Manager and KMP of the Company	Mr. Gopal Sridharan is not related to any Directors, Manager and KMP of the Company
Number of Board Meetings attended during FY 2023-24	6 Board Meetings
Other Directorships, membership/Chairmanship of Committees of other Boards	Nil

**Item No 2: To consider and approve the material related party transaction with Khivraj Automobiles and Infrastructure Private Limited**

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the Members by resolution in case related party transactions exceed such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the company in the ordinary course of business and on an arm's length basis.

As per amended Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the shareholders through resolution. Proviso to Regulation 23(1), provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual standalone turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into transactions with its related parties, during financial year 2025-26 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 2025-26 are as below:

Sl no	Name of the Related Party	Nature of Transaction	Nature of relationship	Amount of Transaction Proposed during the financial year 2025-26 (Rs in Crores)
1.	Khivraj Automobile and	Loan received/ Loan repaid/ Interest paid/	Enterprise over which promoters have significant influence.	Rs. 10 Crores

	Infrastructure Private Limited	Maintenance fees paid or any other transactions.		
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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)	<b>Khivraj Automobiles and Infrastructure Private Limited</b>												
b.	Type of Transactions and particulars of the proposed transactions	As given in Table above												
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 2025-26												
e.	Value of the proposed transactions	Rs. 10 Crore												
f.	Value of RPT as % of Company's annual standalone turnover	52.96%												
g.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:													
	<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 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.	7.95 %
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. 2. None of the Directors or Key Managerial Personnel 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 said resolution.

**Item No 3: To consider and approve the material related party transaction with KhivrajKamal Motors Private Limited**

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the Members by resolution in case related party transactions exceed such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the company in the ordinary course of business and on an arm's length basis.

As per amended Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the shareholders through resolution. Proviso to Regulation 23(1), provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual standalone turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into transactions with its related parties, during financial year 2025-26 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 2025-26 are as below:

Sl no	Name of the Related Party	Nature of Transaction	Nature of relationship	Amount of Transaction Proposed during the financial year 2025-26 (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
b.	Type of Transactions and particulars of the proposed transactions	As given in Table above
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 2025-26
e.	Value of the proposed transactions	Rs. 10 Crore
f.	Value of RPT as % of Company's annual standalone turnover	52.96%
g.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 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 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;	9.88 %
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. 3. None of the Directors or Key Managerial Personnel 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 said resolution.

**Item No 4: To consider and approve the material related party transaction with Khivraj Motors Private Limited**

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior

approval of the Members by resolution in case related party transactions exceed such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the company in the ordinary course of business and on an arm's length basis.

As per amended Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the shareholders through resolution. Proviso to Regulation 23(1), provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual standalone turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into transactions with its related parties, during financial year 2025-26 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 2025-26 are as below:

Sl no	Name of the Related Party	Nature of Transaction	Nature of relationship	Amount of Transaction Proposed during the financial year 2025-26 (Rs in Crores)
1.	Khivraj Motors Private Limited	Loan received/ Loan repaid/ Interest paid / Corporate Guarantee Commission/ Rent paid or any other transactions.	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)	<b>Khivraj Motors Private Limited</b>
b.	Type of Transactions and particulars of the proposed transactions	As given in Table above
c.	Material terms	A). Unsecured Loans 1. Rate of interest on Loan - Not exceeding 11 % p.a.

		<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 2025-26												
e.	Value of the proposed transactions	Rs. 100 Crore												
f.	Value of RPT as % of Company's standalone consolidated turnover	529.66%												
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
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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	19.89 %												

	of the proposed RPT, on a voluntary basis;	
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. 4. None of the Directors or Key Managerial Personnel 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 said resolution.