



REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164; PAN: AACCA2470P; GST: 19AACCA2470P1ZC;

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

April 10, 2024

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001,
Maharashtra, India

Scrip Code: 538611 ISIN: INE840I01014

Sub: Intimation of Postal Ballot Results pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

This is in furtherance to our postal ballot notice dated February 24, 2024, seeking the approval of the Members of the Company by way of Ordinary or Special Resolutions through Remote E-Voting process for the following items as set out in the postal ballot notice:

1. Adoption of Restated Articles of Association of the Company;
2. Appointment of Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as a Non – Executive Director;
3. Appointment of Mr. Ratnesh Kumar Agrawal (DIN: 08477121) as an Independent Director; and
4. Offer or invitation to subscribe to Non – Convertible Debentures on private placement basis.

We wish to inform that above resolutions has been duly passed by the Members of the Company with requisite majority on Monday, April 8, 2024, being the last date of the Remote E-Voting. In this regard, please find enclosed the following:

1. Voting results through Remote E-Voting, under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per Annexure 1; and
2. Scrutinizer's Report dated April 9, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as per Annexure 2.

You are requested to take the above information on record.

Thanking you,
Yours Sincerely,

For Real Touch Finance Limited

Manoj Kumar Jena

Company Secretary and Compliance Officer
ACS 67684

Voting Results of Postal Ballot through Remote E-Voting

Date of the AGM/EGM/ Postal Ballot Notice	February 24, 2024
Cut-off Date	March 1, 2024
Total number of shareholders on record date	1,372
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> • Promoters and Promoter group • Public 	Not applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> • Promoter and Promoter group • Public 	Not applicable (Resolutions passed through Postal Ballot)

REAL TOUCH FINANCE LIMITED

Resolution required: Special Adoption of the restated Articles of Association of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No			
					No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6869620	6869620	100	6869620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6869620	6869620	100	6869620	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5823070	877269	15.07	822810	54459	93.79	6.21
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5823070	877269	15.07	822810	54459	93.79
Total		12692690	7746889	61.03	7692430	54459	99.30	0.70

REAL TOUCH FINANCE LIMITED

Resolution required: Ordinary **Appointment of Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as a Non-Executive Director**

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6869620	6869620	100	6869620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6869620	6869620	100	6869620	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5823070	877269	15.07	822810	54459	93.79	6.21
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5823070	877269	15.07	822810	54459	93.79
Total		12692690	7746889	61.03	7692430	54459	99.30	0.70

REAL TOUCH FINANCE LIMITED

Resolution required: Special Appointment of Mr. Ratnesh Kumar Agrawal (DIN: 08477121) as an Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6869620	6869620	100	6869620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6869620	6869620	100	6869620	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5823070	877269	15.07	822610	54659	93.77	6.23
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5823070	877269	15.07	822610	54659	93.77
Total		12692690	7746889	61.03	7692230	54659	99.29	0.71

REAL TOUCH FINANCE LIMITED

Resolution required: Special **Offer or invitation to subscribe to Non-Convertible Debentures on private placement basis**

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6869620	6869620	100	6869620	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6869620	6869620	100	6869620	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5823070	877269	15.07	822612	54657	93.77	6.23
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5823070	877269	15.07	822612	54657	93.77
Total		12692690	7746889	61.03	7692232	54657	99.29	0.71



Annexure - 2

S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

REPORT OF SCRUTINIZER - POSTAL BALLOT
[Pursuant to section 110 of the Companies Act, 2013 and
Rule 22 of the Companies (Management and Administration) Rules, 2014 and
Regulation 44 of the Securities and Exchange Board of India (Listing Obligations
and Disclosure Requirements) Regulations, 2015]

Date: 9th April 2024

To
The Chairman / Company Secretary
M/s. Real Touch Finance Limited,
Arihant Enclave, Ground Floor,
493B/57A, G.T Road (South) ,
Shibpur, Howrah,
West Bengal - 711102

Respected Sir,

Sub: Scrutinizer's Report - Passing of Resolutions through Postal Ballot

I, S Sandeep, Managing Partner of M/s. Sandeep & Associates, Company Secretaries having office at Flat No. 10, Second Floor, Sucons Padmalaya, No. 5, Venkatnarayana Road, T Nagar, Chennai - 600017, was appointed as Scrutinizer on 24th February 2024 pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 by the Board of Directors of Real Touch Finance Limited ("the Company") for scrutinizing the Postal Ballot by way of voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice dated 24th February 2024 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder, (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("Listing Regulations") Regulations, 2015 and (iii) the circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India and Securities and Exchange Board of India relating to postal ballot by way of electronic voting means and other applicable laws and regulations, if any.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made thereunder relating to e-voting on the resolution(s) contained in the notice of the Postal Ballot of the Company. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast





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by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. <https://www.evoting.nsdl.com> authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Monday, 8th April 2024, 5:00 P.M. (IST).

4. The Members of the Company as on the "cut-off date" i.e. Friday, 1st March 2024 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.
5. The remote e-voting period remained open from Sunday, 10th March 2024, at 09:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Monday, 8th April 2024 on the designated website of NSDL i.e. <https://www.evoting.nsdl.com>
6. On Friday, 8th March 2024, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Depositories i.e. National Securities Depository Limited ("NSDL"), Registrars and Share Transfer Agent of the Company ("RTA") and whose e-mail IDs were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.
7. However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.realtouchfinance.com) and BSE Limited (www.bseindia.com) and also published by way of newspaper advertisements dated 9th March, 2024 in "Financial Express" (English), all editions and "Arthik Lipi" (Bengali), regional edition, to the members to register their e-mail id's with the Company and/ or their depository participants.
8. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in "Financial Express" (English), all editions and "Arthik Lipi" (Bengali), Regional edition on, 9th March 2023 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
9. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by NSDL through its designated website. After completion of e-





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voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Santhanakrishnan Visweswaran and Ms. Sanjana who are not in the employment of the Company.

10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. <https://www.evoting.nsdl.com>
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

Item No. 1:

Adoption of the restated Articles of Association of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
33	7692430	99.30%

(ii) Voted against the resolution:

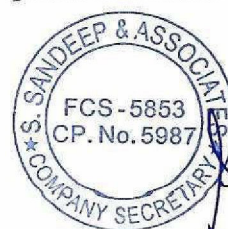
Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
10	54459	0.70%

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
0	0	0

RESULT

Being the number of votes cast in favour of the resolution, more than three times the number of the votes cast against the resolution, I report that the Special Resolution in Item No. 1 as set out in the Notice is passed.





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Item No. 2:

Appointment of Mrs. Padmini Ceruseri Srikanth (DIN: 10495231) as a Non-Executive Director (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
33	7692430	99.30%

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
10	54459	0.70%

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
0	0	0

RESULT

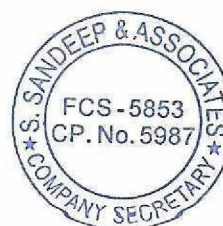
Being the number of votes cast in favour of the resolution, more than the number of the votes cast against the resolution, I report that the Ordinary Resolution in Item No. 2 as set out in the Notice is passed.

Item No. 3:

Appointment of Mr. Ratnesh Kumar Agarwal (DIN: 08477121) as an Independent Director (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
32	7692230	99.29%





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(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
11	54659	0.71%

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
0	0	0

RESULT

Being the number of votes cast in favour of the resolution, more than three times the number of the votes cast against the resolution, I report that the Special Resolution in Item No. 3 as set out in the Notice is passed.

Item No. 4:

Offer or invitation to subscribe to Non-Convertible Debentures (NCDs) on private placement basis (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
33	7692232	99.29%

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
10	54657	0.71%

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
0	0	0





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RESULT

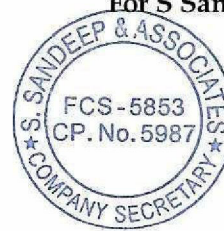
Being the number of votes cast in favour of the resolution, more than three times the number of the votes cast against the resolution, I report that the Special Resolution in Item No. 4 as set out in the Notice is passed.

Place: Chennai

Date: 9th April 2024

UDIN: F005853F000063669

For S Sandeep & Associates



S Sandeep