



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

June 28, 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 May 22, 2024, seeking the approval of the Members of the Company by way of Special Resolutions through Remote E-Voting process for the following items as set out in the postal ballot notice:

1. Approval of "Real Touch Finance Limited - Employee Stock Option Plan 2024"
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)
3. Revision of Remuneration of Mr. Gopal Sridharan (DIN: 09460423), Whole-time Director of the Company

We wish to inform that above resolutions has been duly passed by the Members of the Company with requisite majority on Thursday, June 27, 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 June 28, 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	May 22, 2024
Cut-off Date	May 17, 2024
Total number of shareholders on record date	1,354
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 **Approval of “Real Touch Finance Limited - Employee Stock Option Plan 2024”**

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	838075	14.39	787757	50318	94.00	6.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5823070	838075	14.39	787757	50318	94.00
Total		12692690	7707695	60.73	7657377	50318	99.35	0.65

REAL TOUCH FINANCE LIMITED

Resolution required: Special **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)**

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	0
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	0
Public- Non Institutions	E-Voting	5823070	838075	14.39	838057	18	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5823070	838075	14.39	838057	18	100.00	0.00
Total		12692690	7707695	60.73	7707677	18	100.00	0.00

REAL TOUCH FINANCE LIMITED								
Resolution required: Special			Revision of Remuneration of Mr. Gopal Sridharan (DIN: 09460423), Whole-time Director 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. 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	0
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	0
Public- Non Institutions	E-Voting	5823070	838075	14.39	838057	18	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5823070	838075	14.39	838057	18	100.00	0.00
Total		12692690	7707695	60.73	7707677	18	100.00	0.00



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: 28th June 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 22nd May 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 22nd May 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.



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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 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. Thursday, 27th June 2024, 5:00 P.M. (IST).
4. The Members of the Company as on the "cut-off date" i.e. Friday, 17th May 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 Wednesday, 29th May 2024, at 09:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Thursday, 27th June 2024 on the designated website of NSDL i.e. <https://www.evoting.nsdl.com>
6. On Tuesday, 28th May 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 29th May, 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, 29th May, 2024 informing about the completion of dispatch of Postal Ballot notice to



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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-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:

Approval of "Real Touch Finance Limited - Employee Stock Option Plan 2024" (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
23	7657377	99.35%

(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
12	50318	0.65%

(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.

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) (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
25	7707677	100%

(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	18	0.00% #

#Negligible

(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 Special Resolution in Item No. 2 as set out in the Notice is passed.



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Item No. 3:

Revision of Remuneration of Mr. Gopal Sridharan (DIN: 09460423), Whole-time Director 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
25	7707677	100%

(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	18	0.00% #

Negligible

(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

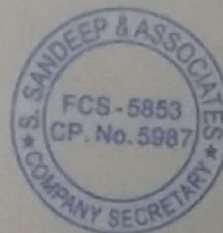
Being the number of votes cast in favour of the resolution, more than three times the number of the votes cast against the resolution, I report that the Special Resolution in Item No. 3 as set out in the Notice is passed.

Place: Chennai

Date: 28th June 2024

UDIN: F005853F000630125

For S Sandeep & Associates



S Sandeep