Member of eema Event & Entertainment Management Association

Dated: 9th August, 2021

To,
Listing Department
National Stock Exchange of India
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai -400051

Symbol- TOUCHWOOD	***ISIN- INE486Y01013***	***Series- EQ***

Sub: Notice of Extra Ordinary General Meeting - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of the Extra- Ordinary General Meeting Notice, dated August 9, 2021 ("Notice"), for seeking approval of the Members on proposed resolutions, as set out in the Notice. The Company has completed dispatch of the Notice today i.e. August 9, 2021, to all its shareholders by Electronic Mode, holding equity shares of the Company as on 30th July, 2021 and whose email IDs are registered with the Company/Depositories, in compliance with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, issued by Ministry of Corporate Affairs, and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, issued by SEBI.

The Extra-Ordinary General Meeting of the Company will be held on Tuesday, 31st August, 2021 at 3 P.M. through Video Conferencing/ Other Audio Visual means (VC/OA VM).

A schedule of events relating the EGM is set out below:

Event	Day and Date	Time
Relevant Date/Cut-off date to vote on EGM Resolution	Thursday, 26th August, 2021	N.A.
Book Closure Date for EGM	Saturday, 28th August, 2021 to Sunday, 30th August, 2021	N.A.
Commencing of e-voting	Saturday, 28th August 2021	09:00A.M.
End of e-voting	Monday, 30th August, 2021	05:00 P.M.
EGM	Tuesday, 31st August, 2021	03:00 P.M.

The Notice will also be available on the website of the Company viz. http://www.touchwood.in/investor.php.

This is for your information and records, and also for information of shareholders and the public at large.

Thanking You,

Yours Faithfully,

For Touchwood Entertainment Limited



Ashima Arora
Company Secretary & Compliance Officer

Encl: As above

NOTICE OF EXTRA ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

To,
The Member(s)

Notice is hereby given that an Extra-Ordinary General Meeting No. TEL/EoGM/1/2021-22 of the members of Touchwood Entertainment Limited will be held on Tuesday, August 31, 2021 at 3:00 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

TO CONSIDER AND APPROVE ISSUANCE OF 10,000 EQUITY SHARES AND 2,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS/ PROMOTER GROUP OF THE COMPANY

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

"RESOLVED that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs.10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", is hereby authorised to accept, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot upto 10,000 Equity Shares and 2,00,000 Equity Warrants convertible into Equity Shares at a price of Rs.125 per share {including premium of Rs. 115/- (Rupees One Hundred Fifteen Only) per Equity Share/warrant} or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each Equity Warrant convertible into 1 (One) Equity Share of face value of Rs. 10 each (Rupees Ten Only) each ("the Equity Shares"), aggregating to Rs. 2,62,50,000/- (Rupees Two Crore Sixty-Two Lakhs Fifty Thousand Only) for cash consideration on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees"- Promoters) as detailed below:

Sl. No	Name of Proposed Allottees	Nature of Instrument	No of Warrants convertible into Equity shares proposed to be issued	PAN No.	Demat Details
1.	Manjit Singh	Equity Warrants	1,00,000	ALSPS4542E	IN30223610162650
2.	Vijay Arora	Equity Warrants	1,00,000	ADAPA7314C	IN30154954642697
3.	Kanika	Equity Shares	10,000	AYNPK6448D	1302340000533984

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares/ warrant is **Friday, July 30, 2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date").

a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

b) The Equity Shares and Equity Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the Equity Warrant Issue Price fixed per Equity Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance 75% of the Equity Warrant Issue Price shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

The Equity Warrants, being allotted to the proposed allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

The Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

The Equity Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT entire promoter group, being interested, shall abstain from voting for the above mentioned resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

ITEM NO. 2

TO CONSIDER AND APPROVE ISSUANCE OF 2,80,000 EQUITY SHARES AND 13,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY

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

"RESOLVED that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs.10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", is hereby authorised to accept, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot upto 2,80,000 Equity Shares and upto 13,00,000 Equity Warrants convertible into Equity Shares at a price of Rs.125/- per share {including premium of Rs. 115/- (Rupees One Hundred Fifteen Only) per Equity Share/warrant} or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each Equity Warrant convertible into 1 (One) Equity Share of face value of Rs. 10 each (Rupees Ten Only) each ("the Equity Shares"), aggregating to 19,75,00,000/- (Rupees Nineteen Crores Seventy-Five Lakhs Only) to Non-promoters/public, for cash consideration on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees"- Non Promoters/Public) as detailed below:

Sl. No	Name of Proposed Allottees	Nature of Instrument	No of Equity shares proposed to be issued	PAN No.
1	Rohan Joseph	Equity Shares	280000	AVWPJ5822C
2	Eternity Trust	Equity Warrants	560000	AABTE1560A
3	Punam Chadha Joseph	Equity Warrants	560000	AAHPC7994E
4	Kulbhushan Parashar HUF	Equity Warrants	50000	AAJHK2958Q
5	Dinesh Singla	Equity Warrants	30000	BLVPS6089N
6	Manish Kumar HUF	Equity Warrants	35000	AAKHM8413M
7	Kinchit Sunil Kumar Mehta	Equity Warrants	20000	AIRPM7337H
8	Tashi Securities Limited	Equity Warrants	15000	AAECT9451F
9	Innovana Techlabs Limited	Equity Warrants	15000	AAECI7160A
10	Shrey Khandelwal	Equity Warrants	10000	BKMPK5246H

11	Krisha Advisory Services Private Limited	Equity Warrants	5000	AAECK2775K

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares/ warrant is **Friday, July 30, 2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date").

a) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

b) The Equity Shares and Equity Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares and Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the Equity Warrant Issue Price fixed per Equity Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance 75% of the Equity Warrant Issue Price shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

The Equity Warrants, being allotted to the proposed allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

The Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

The Equity Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT Mr. Dinesh Singla and Mr. Shrey Khandelwal, the Key Managerial Personnel of the Company be and are hereby subscribing to this issue in Non-Promoter/Public Shareholder category. Also, all the shareholders other than those mentioned as Non-Promoter/public allottees can cast their votes.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

By order of the Board
For Touchwood Entertainment Limited

Sd/-

Date: August 6, 2021
Place: Delhi

Ashima Arora
Company Secretary
Membership No. 58754

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice dated August 6, 2021:

ITEM NO.1

TO CONSIDER AND APPROVE ISSUANCE OF 10,000 EQUITY SHARES AND 2,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS/ PROMOTER GROUP OF THE COMPANY

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of Equity Warrants by way of private placement on a preferential basis to Mr. Manjit Singh, Promoter and Managing Director, Mr. Vijay Arora, Promoter and Whole-Time Director and Ms. Kanika belonging to the Promoter Group of the Company ("Proposed Allottees") at a price of Rs. 125/- per Equity Share ("Issue Price")

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. Proposed Allottees hold Equity shares in the Company as follows:

S. No.	Name of the Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee
1.	Manjit Singh	Promoter and Managing Director	33,57,300	32.98 %
2.	Vijay Arora	Promoter and Whole-Time Director	31,63,470	31.07%
3.	Kanika	Promoter Group	12,750	0.13%

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 6 (six) months preceding the relevant date.

ITEM NO.2

TO CONSIDER AND APPROVE ISSUANCE OF 2,80,000 EQUITY SHARES AND 13,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/ PUBLIC SHAREHOLDERS OF THE COMPANY

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of Equity Warrants by way of private placement on a preferential basis to Non-Promoters/ Public Shareholders of the Company ("Proposed Allottees") at a price of Rs. 125/- per Equity Share ("Issue Price")

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;

2. Proposed Allottees hold Equity shares in the Company as follows:

S. No.	Name of the Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee
1.	Rohan Joseph	Non-Promoter/Public Shareholder	0	0
2.	Dinesh Singla	Non-Promoter/ Public Shareholder	28495	0.28
3.	Shrey Khandelwal	Non-Promoter/ Public Shareholder	100	0.001
4.	Eternity Trust	Non-Promoter/ Public Shareholder	0	0
5.	Punam Chadha Joseph	Non-Promoter/ Public Shareholder	0	0
6.	Kulbhushan Parashar HUF	Non-Promoter/ Public Shareholder	0	0
7.	Manish Kumar HUF	Non-Promoter/ Public Shareholder	15000	0.15
8.	Kinchit Sunil Kumar Mehta	Non-Promoter/ Public Shareholder	0	0
9.	Tashi Securities Limited	Non-Promoter/ Public Shareholder	0	0
10.	Innovana Techlabs Limited	Non-Promoter/ Public Shareholder	0	0
11.	Krisha Advisory Services Private Limited	Non-Promoter/ Public Shareholder	0	0

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on August 6, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto 15,00,000 Equity Warrants convertible into Equity Shares and upto 2,90,000 Equity Shares at a price of Rs. 125/- per Equity Share, aggregating upto Rs.22,37,50,000/- (Rupees Twenty Two Crores Thirty Seven Lakhs Fifty Thousand Only) for cash consideration, on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered

Upto 15,00,000 Equity Warrants convertible into Equity Shares and upto 2,90,000 Equity Shares at a price of Rs. 125 per Equity Share, aggregating upto Rs.22,37,50,000/- (Rupees Twenty Two Crores Thirty Seven Lakhs Fifty Thousand Only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to Rs.22,37,50,000/- (Rupees Twenty-Two Crores Thirty-Seven Lakhs Fifty Thousand Only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for building and developing digital and technological platforms for Make Me Up, We'd Advisors, Nail Me Up & others. The proceeds will be primarily used to meet the tech development, promotional and long term capital requirement, not only for updation purpose but also for upgradation of Intellectual Properties (IPs) initiated by the Company.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is **Friday, July 30, 2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (EGM).

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on National Stock Exchange Limited ("NSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued is Rs.125/- per Equity Share, being higher of the following:

a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. Rs. 97.43 per Equity Share; or

b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. Rs.93.66per Equity Share.

The pricing of the Equity Shares to be allotted on preferential basis is **Rs. 125/- per Equity Share** which is not lower than the floor price determined in the manner set out above.

vi) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

vii) The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the issuer is interested to subscribe the Offer except Mr. Manjit Singh, Promoter and Managing Director and Mr. Vijay Arora, Promoter and Whole Time Director of the company are intending to subscribe for 2,00,000 Equity Warrants convertible into Equity shares and Ms. Kanika belonging to the Promoter Group of the Company is intending to subscribe for 10,000 Equity shares.

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

The allotment is proposed to be made to Mr. Manjit Singh, Mr. Vijay Arora and Ms. Kanika, Promoters of the Company and also to the Non-Promoters/ Public shareholders of the Issuer Company.

ix) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares and Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

x) Shareholding pattern of the Company before and after the Preferential Issue

The Equity Shares and Equity Warrants are proposed to be allotted to the Non-promoters. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Shareholder	**Pre Issue[(1)]**		**Post Issue[(2)]**	
	No. of Equity Shares	**%**	**No. of Equity Shares**	**%**
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	**7110157**	**69.84**	**7320157**	**61.15**

Bodies Corporate	**-**	**-**	**-**	**-**
Sub Total (A)(1)	**7110157**	**69.84**	**7320157**	**61.15**
2. Foreign	**-**	**-**	**-**	**-**
Sub Total (A)(2)	**-**	**-**	**-**	**-**
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**7110157**	**69.84**	**7320157**	**61.2**
B. Non-promoters' holding (Public shareholding)				
1. Institutions	**-**	**-**	**-**	**-**
Sub-Total (B) (1)	**-**	**-**	**-**	**-**
2. Central Government/State Government(s)/President of India	**-**	**-**	**-**	**-**
Sub-Total (B) (2)	**-**	**-**	**-**	**-**
3. Non-institutions				
a) Body Corporates				
i. Indian	**524951**	**5.1561**	**559951**	**4.68**
ii. Overseas	**-**	**-**		
b) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	**657263**	**6.4556**	**687263**	**5.74**
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	**1580754**	**15.5261**	**2450754**	**20.47**
c) Others				
i) Hindu Undivided Families	**58239**	**0.572**	**143239**	**1.2**
ii) Non-Resident Indian	**172803**	**1.6973**	**172803**	**1.44**
iii) Foreign National	**-**	**-**	**-**	**-**
iv) Clearing Members	**9578**	**0.0941**	**9578**	**0.08**
v) Trust	**-**	**-**	**560000**	**4.68**
vi) Foreign Bodies-DR	**-**	**-**	**-**	**-**
vii) NBFCs registered with RBI	**-**	**-**	**-**	**-**
viii) Others	**67500**	**0.663**	**67500**	**0.56**
Sub-Total (B) (3)	**3071088**	**30.164**	**4651088**	**38.9**

Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**10181245**	**100**		
C. Shares held by Custodians and against which Depository Receipts have been issued	**-**	**-**	**-**	**-**
GRAND TOTAL (A)+(B)+(C)	**10181245**	**100**	**11971245**	**100**

Note:

1) *The Pre Issue Shareholding Pattern is based on Benpose as on Friday, July 30, 2021.*
2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 15,00,000 Equity Warrants which gets converts into Equity Shares and 2,90,000 Equity Shares which they are intended to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.*
3) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
4) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.*

xi) Details of Proposed Allottees and the Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Sr. No.	Name of Proposed Allottees	Category	Ultimate beneficial Owner	Post Issue Shareholding*	
				No. of Equity Shares/ Equity Warrants	%*
1	Manjit Singh	Promoter and Promoter Group	Self	3457300	28.88
2	Vijay Arora	Promoter and Promoter Group	Self	3263470	27.26
3	Kanika Arora	Promoter and Promoter Group	Self	22750	0.19
4	Rohan Joseph	Individual Person other than the Promoter and Promoter Group	Self	280000	2.34
5	Eternity Trust	Trust other than the Promoter and Promoter Group	Trustee	560000	4.68
6	Punam Chadha Joseph	Individual Person other than the Promoter and Promoter Group	Self	560000	4.68

7	Kulbhushan Parashar HUF	HUF other than Promoter and Promoter Group	Karta	50000	0.42
8	Dinesh Singla	Individual Person other than the Promoter and Promoter Group	Self	30000	0.25
9	Manish Kumar HUF	HUF other than Promoter and Promoter Group	Karta	35000	0.29
10	Kinchit Sunil Kumar Mehta	Individual Person other than the Promoter and Promoter Group	Self	20000	0.17
11	Tashi Securities Limited	Body Corporate other than Promoter and Promoter Group	Significant Beneficial Owner	15000.000	0.13
12	Innovana Techlabs Limited	Body Corporate other than Promoter and Promoter Group	Significant Beneficial Owner	15000.000	0.13
13	Shrey Khandelwal	Individual Person other than the Promoter and Promoter Group	Self	10000.000	0.08
14	Krisha Advisory Services Private Limited	Body Corporate other than Promoter and Promoter Group	Significant Beneficial Owner	5000.000	0.04

*Assuming allotment of 15,00,000 Equity warrants get converted into15,00,000 Equity shares.

The said details of natural persons are given only for the purpose to know natural persons. The non-promoters will hold beneficial interest in the Company to the extent of the Equity Shares to be allotted.

In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument: Applicable in case of proposed allotment of 15,00,000 Equity Warrants convertible into Equity Share.

15,00,000 Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

xii) Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of equity shares/Equity warrants on preferential basis.

xiii) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

Further, there is no pre-preferential allotment shareholding of the Proposed Allottees except as mentioned below:

S. No.	Name of the Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee
1.	Manjit Singh	Promoter and Managing Director	33,57,300	32.98 %
2.	Vijay Arora	Promoter and Whole-Time Director	31,63,470	31.07%
3.	Kanika	Promoter Group	12,750	0.13%
4.	Dinesh Singla	Non-Promoter/Public Shareholder	28495	0.28%
5.	Shrey Khandelwal	Non-Promoter/Public Shareholder	100	0.001%
6.	Manish Kumar HUF	Non-Promoter/Public Shareholder	15,000	0.15%

The Equity shareholdings of Mr. Manjit Singh, Mr. Vijay Arora, Ms. Kanika, Mr. Dinesh Singla, Mr. Shrey Khandelwal and Manish Kumar HUF shall be locked-in from the relevant date upto a period of six months from the date of trading approval.

xi) Undertakings

a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

xiv) Auditors' Certificate

The certificate from M/s. VSD & Associates, Chartered Accountants (FRN: 008726N), being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and scanned copy of the same shall be provided on request received from the member in this regard through their registered email ids with the company.

xiv) Other disclosures

a) During the period from 1st April 2021 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.

b) Report of the Registered Valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue. Being the company listed on stock Exchange (NSE).

c) Promoter and Member of the promoter group of the Company have not sold any Equity Shares during the six months preceding the Relevant Date. Mr. Manjit Singh, Mr. Vijay Arora and Ms. Kanika is participating from promoter group in the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations approval of the Members for issue and allotment of the said Equity Shares and Warrant convertible into Equity Shares to non-promoters is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 and 2 of the accompanying Notice for approval by the members of the company.

Except Mr.Manjit Singh, Managing Director of the Company, Mr. Vijay Arora, Whole Time Director of the company , Mr. Dinesh Singla, Chief Financial Officer and Mr. Shrey Khandelwal, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

By order of the Board
For Touchwood Entertainment Limited

Sd/-

Date: August 6, 2021
Place: Delhi

Ashima Arora
Company Secretary
Membership No. 58754

NOTES

1)In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 18 and available at the Company's website at www.touchwood.in/

2)Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

3)Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csadvitiyavyas@gmail.com with copies marked to the Company at cs@touchwood.in or its DP at evoting@nsdl.com

4) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5) Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

6) Registration of email ID:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.
In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

(a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@touchwood.in In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@touchwood.in
(b) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
(c) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited,D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020,by following the due procedure.
(d) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices / documents electronically to their e-mail address.

7) The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the MCA Circular dated 31st December, 2020. Members can attend and participate in the Extra-Ordinary General Meeting through VC/OAVM facility only. Member may note that Notice has been uploaded on the website of the Company at wwwtouchwood.in .The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com

8)The deemed venue for this meeting shall be registered office of the Company situated at Plot No. 645 Near E.P.T Block, Sarojini Nagar, New Delhi-110023. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

9)As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited for assistance in this regard.

10)Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

to their DPs in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited in case the shares are held by them in physical form.

11)Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.

12)In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.

13)The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

14)The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.

15) The facility for joining the EGM shall open at 2:45 P.M. i.e. fifteen minutes before the starting of the EGM and shall not be closed till the expiry of fifteen minutes after the starting of the EGM at 3:00 P.M.

16) Members joining EGM through VIDEO CONFERENCING shall elect one of themselves to be the Chairman of the meeting(EGM).

17) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the meeting is enclosed and forms part of the notice.

18) All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members and Share Transfer Books etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

20)PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EGM THROUGH VC/OAVM:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, August 26, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Thursday, August 26, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on 9:00 A.M. on Saturday, August 28, 2021 and will end on 5:00 P.M. on Monday, August 30, 2021. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, August 26, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, August 26, 2021.

vii. The Company has appointed M/s Advitiya Vyas & Company, Practicing Company Secretary, 114, First Floor, Usha Kiran Building, Complex, Azadpur, New Delhi- 110033 (Membership No. 44150 and CP No. 16257) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 9:00 A.M. on Saturday, August 28, 2021 and will end on 5:00 P.M. on Monday, August 30, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.**
2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**
3. **A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) **If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.**

   b) **If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.**
   c) **How to retrieve your 'initial password'?**
      (i) **If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.**
      (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

6. **If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:**
   a) **Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**
   b) **Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.**
   c) **If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.**
   d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**

7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**
8. **Now, you will have to click on "Login" button.**
9. **After you click on the "Login" button, Home page of e-Voting will open.**

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in.

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address at cs@touchwood.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@touchwood.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@touchwood.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the

members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@touchwood.in.The same will be replied by the company suitably.