

TOUCHWOOD ENTERTAINMENT LIMITED

(CIN: L92199DL1997PLC088865)

Registered Office: SEC-B, PKT-1, Space No-301 And 302 LSC-7, Community Centre, Vasant Kunj Sector B
New Delhi - 110070

Ph. No.: 9810108253, **Email:** cs@touchwood.in, **Website:** <https://touchwood.in/>

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the members of Touchwood Entertainment Limited (CIN: L92199DL1997PLC088865) (“the Company”) will be held on Sunday, February 05, 2023 at 11:00 AM IST through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility, to transact the following businesses:

SPECIAL BUSINESS

ITEM NO. 1

TO INCREASE THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATES

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial, fit and in the interest of the Company, subject, however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body(ies) corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time, Rs. 30,00,00,000/- (Rupees Thirty Crore only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board and/or the Company Secretary and Compliance Officer of the Company be and are hereby authorised either jointly or severally to take from time to time all decisions and steps in respect of the above investment(s) including the timing, amount and other terms and conditions of such investment(s), do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee or any other person as it may deem fit subject to the provision of the Act.

RESOLVED FURTHER THAT all actions taken by the Board and/or the Company Secretary and Compliance Officer of the Company in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respect.”

ITEM NO. 2

TO CONSIDER AND APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION 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 Section 14 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any and the rules made there under, the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by adding article no. 5a after article no. 5 as under:

“5a. The Company may issue warrants subject to, and in accordance with, the provisions of the all-applicable laws.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors or any Committee of the Board, as may be authorized by the Board, be and is hereby authorized to do all such act, deeds and things, which may be usual or expedient or proper to give effect to the above resolution and to file the requisite E-Forms with the Registrar of the Companies and to intimate concerned stock exchange as per listing regulations wherever required.”

ITEM NO. 3

TO ISSUE FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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, as amended (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), 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”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreement entered into by the Company with National Stock Exchange of India Limited (“NSE”) where the securities of the Company 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 (“MCA”), 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 such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any other committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 29,00,000 (Twenty Nine Lakh Only) fully convertible warrants (“warrants”), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of

allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of Rs.102/- (Rupees One Hundred Two Only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs.29,58,00,000/- (Rupees Twenty Nine Crore Fifty Eight Lakh Only), to Specified Investors/ Identified Investors/proposed allottees (collectively called the "Investors" or "proposed allottees") as listed below which also does not includes promoter and member of promoter group, on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws.

List of Proposed Allottees:

Sr No.	Name of Specified Allottees	Maximum No. of Warrants to be allotted
1.	Fossil Creations Private Limited	20,00,000
2.	Vinod Mehta	1,50,000
3.	Amrishi Mehta	1,50,000
4.	Ram Dhan Jain	1,40,000
5.	Sajan Devi	1,40,000
6.	Beena Jain	60,000
7.	Rishita Sharma	60,000
8.	Ram Ballabh Katta HUF	40,000
9.	Anuj Katta HUF	40,000
10.	Ayush Katta HUF	40,000
11.	Kalpana Katta	40,000
12.	Nikita Katta	40,000
Total		29,00,000

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 warrants is Friday, January 06, 2023, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of 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 fifteen days from the date of receipt of last of such approvals or permissions.
- The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- An amount equivalent to at least 25% of the warrant issue price i.e. Rs.25.50 (Rupees Twenty Five and Fifty Paise Only) per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.

- e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.
- h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen 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 balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottee would have been entitled to receive; and (b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.
- m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned hereinabove.”

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

RESOLVED FURTHER THAT the Board and/or the Company Secretary and Compliance Officer of the Company be and are hereby authorized either jointly or severally to accept any modification(s) in the terms of issue of 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 subject to the receipt of such approvals as may be required under applicable law, the consent of the members of the Company be and is hereby accorded to record the name and details of the proposed allottees for the issuance of invitation to subscribe to the warrants a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the warrants, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the stock exchange i.e. National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or

any other committee constituted for the purpose be and is hereby authorized 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 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 and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and 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 of Directors of the Company and/or the Company Secretary and Compliance Officer of the Company be and are hereby authorized severally or jointly 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) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board and/or the Company Secretary and Compliance Officer of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

For **TOUCHWOOD ENTERTAINMENT LIMITED**

Place: New Delhi
Date: 12.01.2023

Sd/-
Ashima Arora
Company Secretary & Compliance Officer
Membership No. ACS- 58754

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide circular no. 20/2020 dated May 05, 2020 read with circular No. 14/2020 dated April 08, 2020, circular No. 17/2020 dated April 13, 2020, circular No 02/2021 dated January 13, 2021, circular No 02/2022 dated May 05, 2022 and circular No 11/2022 dated December 28, 2022 (collectively referred to as ‘MCA Circulars’), inter alia, permitted the holding of the Extra Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the above MCA Circulars, the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC/OAVM on platform of National Securities Depositories Limited (“NSDL”) for which detailed instructions are annexed to this Notice. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Since the EGM will be held through VC/ OAVM, the route map is not provided.
2. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and the SEBI Listing Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“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 for facilitating voting through electronic means, as the authorized agency. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on closing of Monday, January 30, 2023 i.e. cut-off date only shall be entitled to avail the facility of remote e-voting. The members may cast their votes on electronic voting system from place other than the venue of the meeting (“remote e-voting”). The members attending EGM through VC/ OAVM who have not cast their vote by remote e-voting shall be eligible to vote through the same system during EGM till 15 minutes after the EGM is over. The detailed instructions for e-voting (including remote e-voting) are annexed to this notice.

The remote e-voting period will commence at 9.00 AM (IST) on February 02, 2023 and will end at 5.00 PM (IST) on February 04, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The deemed venue for EGM shall be the registered office of the Company at Sec-B, PKT-1, Space No-301 and 302 LSC-7, Community Centre, Vasant Kunj Sector B, New Delhi South West Delhi -110070 for all secretarial compliance and other purpose.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 Circulars 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Corporate/ Institutional Members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the EGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send to the Company, on cs@touchwood.in with a copy marked to evoting@nsdl.co.in from their registered email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
6. The members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.
7. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

8. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of businesses to be transacted at EGM and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
9. The Board of Directors have considered and decided to include the Item No. 1 and 2 given above as Special Business in the forthcoming EGM, as they are unavoidable in nature.
10. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 and December 28, 2022, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EGM along with the explanatory statement are available on the website of the Company at <https://touchwood.in/investors/> websites of the Stock Exchange i.e. National Stock Exchange of India Limited at and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
11. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
12. To receive shareholders' communications through electronic means including EGM Notice, the members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with RTA of the Company by sending an e-mail on admin@skylinerta.com with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the share certificate for registering their email address and receiving the EGM Notice and the e-voting instructions.
13. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio Number, Contact Number at cs@touchwood.in till February 01, 2023. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
14. Member may also send their query in writing to cs@touchwood.in on or before February 01, 2023, mentioning their name, DP ID and Client ID/ Folio Number, Contact Number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. The members can also post their questions during EGM through live chat-box, which is available in the VC/OAVM Facility.
15. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company through email on cs@touchwood.in. The same will be replied by the Company suitably.
16. The Board of Directors has appointed Mr. Advitiya Vyas (ICSI Membership No.: 44150, CP No: 16257), Practicing Company Secretary as the Scrutinizer to scrutinize e-voting process and EGM through VC /OAVM in a fair and transparent manner.
17. The results shall be declared within two working days from conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <https://touchwood.in/investors/> and the website of NSDL at www.evoting.nsdl.com immediately after the results are declared and will simultaneously be forwarded to National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office of the Company.

18. The Instructions for e-voting and attending the EGM through VC/ OAVM are annexed to this Notice.

THE INFORMATION FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 9:00 A.M. on Thursday, February 02, 2023 and will end on 5:00 P.M. on Saturday, February 04, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, January 30, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, January 30, 2023.

THE INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:-

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.

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 1800224430
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 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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) 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.

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

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

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

How to cast your vote electronically on NSDL e-Voting system?

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

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 csadvitiyavyas@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

Process for those shareholders whose email ids are not registered with the depositories/ company 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 reliable.ho@reliablegroupindia.com. 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 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 ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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.
3. Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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.

For **TOUCHWOOD ENTERTAINMENT LIMITED**

Place: New Delhi
Date: 12.01.2023

Sd/-
Ashima Arora
Company Secretary & Compliance Officer
Membership No. ACS-58754

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), 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 January 12, 2023:

Item No. 1 and 2:

The equity shares of Touchwood Entertainment Limited (“the Company”) are listed on National Stock Exchange of India Limited (“NSE” or “Stock Exchange”). Your Company owns two subsidiaries as on date, i.e WedAdvisor Solutions Private Limited (Wholly Owned Subsidiary) and MakeMeUp Private Limited (Subsidiary with 90.90 % Equity), in order to expand the business of the said subsidiaries, the Board at its meeting held on January 12, 2023, decided to raise funds, after several deliberations, it was concluded that raising fund in Touchwood Entertainment Limited is more convenient and cost effective, therefore your board considered and approved the issue of upto 29,00,000 warrants having an option to convert it into equity shares of the Company on preferential basis to non-promoters of the Company subject to the approval of the shareholders of the Company in the Extra Ordinary General Meeting (“EGM”) in terms of the provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI Listing Regulations as amended. The Fund Raised will be utilized for the expansion of the said subsidiaries including acquisition of businesses by the said subsidiaries.

Further, to facilitate the issue of share warrant, the Articles of Association is required to amend, for inclusion of article regarding issue of share warrants. Therefore, the Articles of Association of the Company is proposed to be altered by adding article no. 5a after article no. 15 as under:

"5a. The Company may issue warrants subject to, and in accordance with, the provisions of the all applicable laws."

The Board recommends the special resolution set forth in item No. 01 and Item No. 02. of the Notice for approval of the Members.

None of the Directors or Key Managerial Personals of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 01 and 02 in the Notice, except to the extend of their shareholding in the company.

Item No. 3:

The Board of Directors of the Company (“Board”) at its meeting held on Thursday, January 12, 2022, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of 29,00,000 (Twenty Nine Lakhs Only) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs.102/- (Rupees One Hundred and Two Only) each payable in cash (“Warrant Issue Price”) which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating upto a consideration not exceeding an amount of Rs.29,58,00,000/- (Rupees Twenty Nine Crore and Fifty-Eight Lakh Only) to the proposed allottees on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the “Investors” or “proposed allottees”).

List of specified investors to which the warrants to be offered is provided here under:

Sr No.	Name of Specified Investors	Maximum No. of Warrants	Maximum Amount of Consideration (Amount in Rs.)
1.	Fossil Creations Private Limited	20,00,000	20,40,00,000
2.	Vinod Mehta	1,50,000	1,53,00,000
3.	Amrishi Mehta	1,50,000	1,53,00,000
4.	Ram Dhan Jain	1,40,000	1,42,80,000
5.	Sajan Devi	1,40,000	1,42,80,000
6.	Beena Jain	60,000	61,20,000
7.	Rishita Sharma	60,000	61,20,000
8.	Ram Ballabh Katta HUF	40,000	40,80,000
9.	Anuj Katta HUF	40,000	40,80,000
10.	Ayush Katta HUF	40,000	40,80,000
11.	Kalpana Katta	40,000	40,80,000
12.	Nikita Katta	40,000	40,80,000
	Total	29,00,000	29,58,00,000

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued thereunder, are set forth below:

1) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on January 12, 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue upto 29,00,000 (Twenty Nine Lakh Only) optionally convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs.102/- (Rupees One Hundred and Two Only) each payable in cash aggregating upto Rs.29.58 Crore to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

Upto 29,00,000 (Twenty-Nine Lakh Only) warrants optionally convertible into or exchangeable into equivalent number of fully paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs.102/- (Rupees One Hundred and Two Only) (including premium of Rs.92/-) payable in cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs.29,58,00,000/- (Rupees Twenty-Nine Crore and Fifty Eight Lakh Only).

3) Objects of the Issue:

The Company needs to raise additional funds to have access to long term resources to meet the growth requirements of the subsidiaries company in which our Company is the holding company namely, WedAdvisor Solutions Private Limited and MakeMeUp Private Limited. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto ₹ 29,58,00,000/- (Indian Rupees Twenty-Nine Crore and Fifty Eight Lakh Only) through issue of Optionally Convertible Equity Warrants on preferential basis to the proposed allottees. The Company shall utilize the proceeds from the preferential issue of Optionally Convertible Equity Warrants to fund the capital requirement for the growth and expansion of the business of the subsidiary companies of Touchwood Entertainment Limited which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

4) 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 stock exchange and are frequently traded in accordance with regulation 164 of the ICDR Regulations. For the purpose of computation of the price per equity share, National

Stock Exchange of India Limited (“NSE”), the stock exchange which has the higher trading volume in respect of the equity shares of the company, during the preceding 90 Trading days prior to the relevant date has been considered. The floor price of Rs.101.81/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of warrant and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs.101.81/- per warrant
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs.99.10/- per warrant
- c. The price determined by the valuation report using Book Value Method issued by Ajay Kumar Siwach, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11412): Rs. 15.09 per warrant.

The Board proposes to issue the warrant each carrying a right to subscribe to one equity share per warrant at a price of Rs.102/- (Rupees One Hundred Two Only) per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

5) The price or price band at/within which the allotment is proposed:

The warrant each carrying a right to subscribe to one equity share per warrant at a price of Rs.102/- (Rupees One Hundred Two Only) per warrant which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.92/- (Rupees Ninety-Two Only) as a premium per warrant. Kindly refer to the above-mentioned point no. (4) for the basis of determination of the price.

6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is January 06, 2023, being 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

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

The preferential Issue of the warrants each carrying a right to subscribe to one equity share per warrant is proposed to be made to the investors under the class/ category as mentioned below:

Sr No.	Name of Specified Investors	Maximum No. of Warrants	Category/ Class: Promoters (Including Promoter Group) or Non-Promoter
1.	Fossil Creations Private Limited	20,00,000	Non-Promoter
2.	Vinod Mehta	1,50,000	Non-Promoter
3.	Amrisha Mehta	1,50,000	Non-Promoter
4.	Ram Dhan Jain	1,40,000	Non-Promoter
5.	Sajan Devi	1,40,000	Non-Promoter
6.	Beena Jain	60,000	Non-Promoter
7.	Rishita Sharma	60,000	Non-Promoter
8.	Ram Ballabh Katta HUF	40,000	Non-Promoter
9.	Anuj Katta HUF	40,000	Non-Promoter
10.	Ayush Katta HUF	40,000	Non-Promoter
11.	Kalpana Katta	40,000	Non-Promoter
12.	Nikita Katta	40,000	Non-Promoter
	Total	29,00,000	

8) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

No Promoters, Directors or Key Managerial Personnel intend to subscribe to the preferential issue.

9) Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the warrants shall be allotted by the Company within a maximum 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.

The warrants may be exercised by the proposed allottees, 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 shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

10) Principal terms of assets charged as securities

Not applicable.

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

Please refer Annexure - A to this notice for details.

12) Name and address of valuer who performed valuation:

The valuation was performed by Ajay Kumar Siwach, a Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11412) having his office at **Flat No. 504, Rama Krishna Society Sector – 2, Faridabad – Haryana 121 004. The said report is available at the website of the company, link of the same is <https://touchwood.in/investors/>**

13) Amount which the Company intends to raise by way of such securities

The Company intends to raise an amount upto Rs. 29,58,00,000/- (Rupees Twenty-Nine Crore Fifty-Eight Lakh Only).

14) Material terms of the proposed Preferential Issue of the Warrants

The material terms of the proposed preferential issue of the warrants are stipulated in the special resolution set at Item No. 3 of this Notice.

15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No preferential allotment has been made to any person during the year from the date of this Notice or during financial year 2022-23.

16) Identity of the natural persons who are the ultimate beneficial owners of the warrants 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

Identity of the allottees and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners
		Pre-issue holding	% of total Equity capital	Post issue holding	% of total equity capital	
Fossil Creations Private Limited	Non-Promoter	0	0.00	20,00,000	15.29%	Aditya Singh Nagar and J.P Sharma
Vinod Mehta	Non-Promoter	0	0.00	1,50,000	1.15%	-
Amrish Mehta	Non-Promoter	0	0.00	1,50,000	1.15%	-
Ram Dhan Jain	Non-Promoter	0	0.00	1,40,000	1.07%	-
Sajan Devi	Non-Promoter	0	0.00	1,40,000	1.07%	-
Beena Jain	Non-Promoter	0	0.00	60,000	0.46%	-
Rishita Sharma	Non-Promoter	0	0.00	60,000	0.46%	-
Ram Ballabh Katta HUF	Non-Promoter	0	0.00	40,000	0.31%	Ram Ballabh Katta
Anuj Katta HUF	Non-Promoter	0	0.00	40,000	0.31%	Anuj Katta
Ayush Katta HUF	Non-Promoter	0	0.00	40,000	0.31%	Ayush Katta
Kalpna Katta	Non-Promoter	0	0.00	40,000	0.31%	-
Nikita Katta	Non-Promoter	0	0.00	40,000	0.31%	-

* The post-issue shareholding as shown above is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.

There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoters or Directors of the Company as part of the Preferential Issue.

18) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable. The consideration for issue of warrants shall be paid in cash.

19) Listing

The equity shares arising from the exercise of the warrants will be listed on the Stock Exchange at which the existing shares are listed i.e. National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

20) Lock-in Period

The warrants and the equity shares to be allotted pursuant to exercise of warrants shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of warrants as per the SEBI ICDR Regulations. The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Sr. No.	Name of Specified Investors	Current Status	Proposed Status
1.	Fossil Creations Private Limited	-	Non-Promoter
2.	Vinod Mehta	-	Non-Promoter
3.	Amrisha Mehta	-	Non-Promoter
4.	Ram Dhan Jain	-	Non-Promoter
5.	Sajan Devi	-	Non-Promoter
6.	Beena Jain	-	Non-Promoter
7.	Rishita Sharma	-	Non-Promoter
8.	Ram Ballabh Katta HUF	-	Non-Promoter
9.	Anuj Katta HUF	-	Non-Promoter
10.	Ayush Katta HUF	-	Non-Promoter
11.	Kalpana Katta	-	Non-Promoter
12.	Nikita Katta	-	Non-Promoter

22) Undertakings

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of warrants and equity shares upon conversion of warrants.

Company Secretary's Certificate

The certificate from Mr. Advitiya Vyas (ICSI Membership No.: 44150, CP No: 16257), 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 will also be made available on the Company's website and will be accessible at link: <https://touchwood.in/investors/>.

23) Other disclosures

- a) During the period from April 01, 2022 until the date of Notice of this EGM, the Company has not made any preferential issue of equity shares.
- b) Since the equity shares of the Company are listed on the National Stock exchange of India Limited only and the preferential issue may result in allotment of more than 5% of post-issue fully diluted share capital of the Company, the valuation reports of equity shares of the Company as issued by Ajay Kumar Siwach, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11412) has been obtained as per regulation 166A of the SEBI ICDR Regulations. The valuation report dated January 11, 2023 is also made available on the website of the Company at <https://touchwood.in/investors/>
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrants under the preferential issue is for a cash consideration.
- d) The proposed allottees has further confirmed that they shall be an entity eligible under SEBI ICDR Regulations to undertake 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, the approval of the members for issue of warrants optionally convertible into equity shares to the Investors is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. The issue of the equity shares pursuant to the preferential issue would be within the Authorised Share Capital of the Company.

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 resolution at Item No.3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For **TOUCHWOOD ENTERTAINMENT LIMITED**

Place: New Delhi
Date: 12.01.2023

Sd/-
Ashima Arora
Company Secretary & Compliance Officer
Membership No. ACS-58754

ANNEXURE A

Sr No	Category of Shareholder(s)	Pre-Issue (As on December 31, 2022)		Post – Issue (Post exercise of Warrants into Equity Shares)	
		No. of Shares held	% Of share holding	No. of shares held	% Of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	71,33,880	70.07%	71,33,880	54.53%
b)	Family Trust	-	-	-	-
c)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(1)	71,33,880	70.07%	71,33,880	54.53%
2	Foreign	-	-	-	-
a)	Individual	-	-	-	-
b)	Bodies Corporate	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	71,33,880	70.07%	71,33,880	54.53%
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	-	-	-	-
b)	Alternate Investment Funds	-	-	-	-
c)	Foreign Portfolio Investors / foreign body corporate	10	0.00	10	0.00
d)	Financial Institutions/ Banks	-	-	-	-
e)	Insurance Companies	-	-	-	-
	Sub-Total (B)(1)	10	0.00	10	0.00
2	Central Government/ State Government	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal sharecapital upto Rs. 2 lakhs	7,42,110	7.29%	7,42,110	5.67%
ii)	Individual shareholders holding nominal sharecapital in excess of Rs. 2 lakhs	14,02,419	13.77%	21,82,419	16.69%
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify				
	IEPF	-	-	-	-
	Trusts	-	-	-	-
	Foreign National	-	-	-	-
	Hindu Undivided Family	91,281	0.90%	2,11,281	1.61%
	Non-Resident Indians	1,77,883	1.75%	1,77,883	1.36%
	Clearing Member	134	0.00%	134	0.00%
	Body Corporate	5,73,165	5.63%	25,73,165	19.52%
	Overseas Corporate Bodies				
	Body Corporate: Limited Liability Partnership	60,363	0.59%	60,363	0.46%
	Sub-Total (B)(3)	30,47,345	29.94%	59,47,345	45.12%
	Total Public Shareholding (B)	30,47,355	29.94%	59,47,355	45.12%
	Total (A)+(B)	1,01,81,245	100.00%	1,30,81,245	100.00%
C	Shares held by custodians for ADR and GDR	-	-	-	-
	Total (A)+(B)+(C)	1,01,81,245	100.00%	1,30,81,245	100.00%

*** Notes:**

1. The post-issue shareholding of the Company is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.
2. It is further assumed that the shareholding of the Company in all other categories will remain unchanged.
3. In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of equity shares on exercise of warrants, the shareholding pattern in the above table would undergo corresponding changes.

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