

## TOUCHWOOD ENTERTAINMENT LIMITED

**Registered Office:** Sec-B, Pkt-1, Space No-301 And 302 Lsc-7,

Community Centre, Vasant Kunj, New Delhi -110070, India

**Corporate Identity Number (CIN):** L92199DL1997PLC088865

**Ph. No.:** 9810108253, **E-mail:** [cs@touchwood.in](mailto:cs@touchwood.in), **Website:** [www.touchwood.in](http://www.touchwood.in)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Sunday, February 18, 2024 at 9:00 A.M. (IST)	Tuesday, March 19, 2024, at 5:00 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary Resolution/Special resolution, as applicable, by way of postal ballot only, by voting through electronic means (**'remote e-Voting'**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (**'Statement'**) is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA & SEBI Circulars, the Company is sending this Postal Ballot Notice ONLY in electronic form and has extended the remote e-voting facility for its Shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-Voting facility to

its Members. As per the circulars issued by the MCA and SEBI from time to time, the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice. The Notice is also available on the website of the Company at [www.touchwood.in](http://www.touchwood.in). The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchange in accordance with the SEBI Listing Regulations.

In accordance with the provisions of the MCA Circulars, the Company has made arrangement for the shareholders to register their e-mail addresses. This Postal Ballot Notice is being sent by email to only those Members, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on **Friday, February 9, 2024 (i.e. the "Cut-off Date")**. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notes to this Postal Ballot Notice. The communication of the assent or dissent by the shareholders would only take place through remote e-voting.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than **5:00 P.M. (IST) on Tuesday, March 19, 2024**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, The Board of Directors appointed, **Mr. Advitiya Vyas, Practicing Company Secretary (ACS: 44150 COP: 16257)**, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner. The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report shall be intimated to National Stock Exchange ('NSE'), where the equity shares of the Company are listed and will also be displayed on the website of the Company at [www.touchwood.in](http://www.touchwood.in) and on the website of NSDL at <https://www.evoting.nsdl.com>.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Tuesday, March 19, 2024**.

#### **SPECIAL BUSINESSES:**

1. **Appointment of Mr. Shrey Khandelwal (DIN: 03077812) as an Executive Director of the Company w.e.f the 3<sup>rd</sup> January, 2024.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, as amended from time to time, Mr. Shrey Khandelwal (DIN: 03077812) who was appointed as an Additional Executive Director of the Company by the Board of Directors (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from January 3, 2024 and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation w.e.f. January 3, 2024.

**RESOLVED FURTHER THAT** the Board and/or Company Secretary of the Company, be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

2. **Appointment of Mr. Kishor Kumar (DIN: 08241104) as a Non-Executive Independent Director of the Company for a term of 5 years w.e.f the 3rd January, 2024 to the 2nd January, 2029.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, as amended from time to time, Mr. Kishor Kumar (DIN: 08241104), who was appointed as an Additional Director of the Company in the category of Non-executive Independent Director by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from January 3, 2024 and in respect of whom the Company has received a notice in writing from him, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as Non-executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from January 3, 2024, to January 2, 2029 (both days inclusive) as per the terms and conditions given in the Annexure to Explanatory Statement attached to Notice.



**RESOLVED FURTHER THAT** the Board and/or Company Secretary of the Company, be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **Touchwood Entertainment  
Limited**

Sd/-  
**Ashima Arora**  
Company Secretary & Compliance Officer  
**Membership No: A58754**

**Place: New Delhi**

**Dated: February 9, 2024**

**Registered Office:**

Sec-B, Pkt-1, Space No-301 And 302 Lsc-7,  
Community Centre, Vasant Kunj Sector B,  
New Delhi South West Delhi -110070, India.

**Corporate Office:**

Thapar Farm-1, opp. Shanti Kunj Main, Sector D-3 Church Mall Road  
Vasant Kunj, New Delhi- 110070

**CIN:** L92199DL1997PLC088865

**Ph. No.:** 9810108253

**E-mail:** cs@touchwood.in

**Website:** [www.touchwood.in](http://www.touchwood.in)

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Skyline Financial Services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, February 9, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. For permanent registration of e- mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
6. A Member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorized representatives.
7. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

8. The remote e-voting shall commence on **Sunday, February 18, 2024, at 9:00 a.m. (IST)** and shall end on **Tuesday, March 19, 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
9. The Board of Directors of the Company have appointed **Mr. Advitiya Vyas, Practicing Company Secretary, (ACS: 44150 COP: 16257)** as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
10. The Scrutinizer will submit his/her report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.touchwood.in](http://www.touchwood.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
12. The Resolutions, **if passed by** the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e. **Tuesday, March 19, 2024**.
13. Members may download the Notice from the website of the Company at [www.touchwood.in](http://www.touchwood.in) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of NSE at [www.nseindia.com](http://www.nseindia.com).
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [cs@touchwood.in](mailto:cs@touchwood.in).

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

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

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

**Step 1: Access to NSDL e-Voting system**





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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="526 533 1421 1024">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="526 1073 1421 1234">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="526 1283 1421 1816">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

4. Your User ID details are given below :

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 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 the Company.
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 [csadvitiyavyas@gmail.com](mailto:csadvitiyavyas@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to the Company Secretary at the Company's email address at [cs@touchwood.in](mailto: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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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.

By Order of the Board of Directors  
For **Touchwood Entertainment  
Limited**

Sd/-  
**Ashima Arora**  
Company Secretary & Compliance Officer  
Membership No: A58754

**Dated: February 9, 2024**

**Place: New Delhi**

**Registered Office:**

Sec-B, Pkt-1, Space No-301 And 302 Lsc-7,  
Community Centre, Vasant Kunj Sector B,  
New Delhi South West Delhi -110070, India.

**Corporate Office:**

Thapar Farm-1, opp. Shanti Kunj Main, Sector D-3 Church Mall Road  
Vasant Kunj, New Delhi- 110070

**CIN:** L92199DL1997PLC088865

**Ph. No.:** 9810108253

**E-mail:** [cs@touchwood.in](mailto:cs@touchwood.in)

**Website:** [www.touchwood.in](http://www.touchwood.in)

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

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the following statement sets out the material facts relating to Item no. 1 and Item no. 2 of this Notice:

**1. Appointment of Mr. Shrey Khandelwal (DIN: 03077812) as an Executive Director of the Company w.e.f the 3<sup>rd</sup> January, 2024.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on January 3, 2024 have appointed Mr. Shrey Khandelwal (DIN: 03077812) as an Additional Director in the category of Executive, Non-Independent Director of the Company to hold office till conclusion of the next General Meeting of the Company or up to the period of 3 months from the date of appointment, whichever is earlier pursuant to the provisions of Section 161 of the Act, rules made thereunder, Regulation 17(1C) of the SEBI Listing Regulations and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for time being in force.

The Company has received a notice in writing from Mr. Shrey Khandelwal pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention as candidate for the office of Director, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

**Brief resume** and other details of Mr. Shrey Khandelwal are provided in **Annexure 1**, pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mr. Shrey Khandelwal has a professional tenure of over a decade and holds extensive expertise and in-depth knowledge in planning, organizing, and executing events. He joined Touchwood Entertainment Limited in 2017, emerging as the youngest member of the team. Since then, he has consistently showcased a high level of proficiency and versatility in his role. Before his work at the Company, he founded Innocepts Studios in the year 2010, at the young age of nineteen. This early success underscores his innovative approach and adeptness in addressing the challenges inherent in running a thriving business.

In consideration of performance of his duties to the Company, he shall be entitled to basic remuneration not exceeding Rs. 24,00,000/- (Rupees Twenty-Four Lakh) per annum with annual increments as may be decided by the Board from time to time. In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Shrey Khandelwal will be entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Act and the provisions of Section 196, 197 and other applicable provisions, if any of the Act. He shall not be paid any sitting fees for attending the meeting of the Board or Committees thereof.

The Board is of the view that the association of Mr. Shrey Khandelwal and the rich experience and the vast knowledge he brings with him would benefit the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act.

The Board recommends passing of **the Ordinary Resolution** as set out in Item No. 1 of this Notice, for approval by the Members of the Company.

Mr. Shrey Khandelwal is deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 1 of this Notice.

3. **Appointment of Mr. Kishor Kumar (DIN: 08241104) as a Non-Executive Independent Director of the Company for a term of 5 years w.e.f the 3rd January, 2024 to the 2nd January, 2029.**

On the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") in its meeting held on January 3, 2024 have appointed Mr. Kishor Kumar (DIN: 08241104), as an Additional Director in the category of Non-Executive Independent Director of the Company to hold office till conclusion of the next General Meeting of the Company or up to the period of 3 months from the date of appointment, whichever is earlier pursuant to the provisions of Section 161 of the Act, rules made thereunder, Regulation 17(1C) of the SEBI Listing Regulations and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for time being in force. He has been appointed under Section 149 of the Act for a term of 5 consecutive years to hold office from January 3, 2024 till January 2, 2029.

The Company has received the requisite documents from him with respect to (i) consent to act as director; (ii) declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, rules made thereunder and also under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); (iii) confirmation that he is not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a notice in writing from him pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention as candidate for the office of Director.

**Brief resume** and other details of Mr. Kishor Kumar are provided in **Annexure 1**, pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Kishor Kumar's extensive journey in Business Management reflects not just the passage of time but also a continual process of learning, adaptation, and professional growth. His refined skills, cultivated over the years, position him as a seasoned professional with the capability to navigate challenges and guide business towards success. He shall be paid Sitting fees for attending each meeting of the Board and Committees for each of the Financial Year within the limits prescribed under the Companies Act, 2013.

The Board is of the opinion that Mr. Kishor Kumar has relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Act. The Board considers that his association as an Independent Director will be of immense benefit and will be in the best interest of the Company.

Further, Regulation 23 (2A) of the SEBI (LODR) Regulations, 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the appointment, re-appointment, or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

Therefore, the Board recommends passing of the Special Resolution as set out in Item No. 2 of this Notice, for approval by the Members of the Company.

Mr. Kishor Kumar is deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Special Resolution, as set out in Item no. 2 of this Notice.

By Order of the Board of Directors  
For **Touchwood Entertainment  
Limited**

Sd/-  
**Ashima Arora**  
Company Secretary & Compliance Officer  
Membership No: A58754

**Dated: February 9, 2024**  
**Place: New Delhi**

**Registered Office:**  
Sec-B, Pkt-1, Space No-301 And 302 Lsc-7,  
Community Centre, Vasant Kunj Sector B,  
New Delhi South West Delhi -110070, India.

**Corporate Office:**  
Thapar Farm-1, opp. Shanti Kunj Main, Sector D-3 Church Mall Road  
Vasant Kunj, New Delhi- 110070

**CIN:** L92199DL1997PLC088865  
**Ph. No.:** 9810108253  
**E-mail:** [cs@touchwood.in](mailto:cs@touchwood.in)  
**Website:** [www.touchwood.in](http://www.touchwood.in)



### Annexure I

#### In accordance with Regulation 36 (3) of SEBI Listing Regulations and SS-2

<b>Name of Director</b>	Mr. Shrey Khandelwal	Mr. Kishor Kumar
<b>DIN</b>	03077812	08241104
<b>Designation</b>	Executive Director	Non-Executive Independent Director
<b>Age</b>	33 Years	42 Years
<b>Date of first Appointment on the Board</b>	3 <sup>rd</sup> January, 2024	3 <sup>rd</sup> January, 2024
<b>Qualification</b>	Undergraduate	Undergraduate
<b>Terms and Conditions of appointment</b>	The Board has appointed Mr. Shrey Khandelwal as the Additional Director (Executive) of the company to hold office upto the date of the next Annual General Meeting (“AGM”) or the last date on which the AGM should have been held, whichever is earlier. His appointment is liable to retire by rotation.	The Board has appointed Mr. Kishor Kumar as an Additional Director (Non-Executive Independent) of the company to hold office upto the date of the next Annual General Meeting (“AGM”) or the last date on which the AGM should have been held, whichever is earlier. The term of appointment shall be for a period of 5 years i.e. from January 3, 2024, to January 2, 2029 (both days inclusive) subject to shareholders approval. His appointment is not liable to retire by rotation.
<b>Brief resume</b>	Mr. Shrey Khandelwal is a seasoned professional in the field of event management, boasting a remarkable professional tenure of over 10 years. He joined Touchwood Entertainment Limited in 2017, emerging as the youngest member of the team. Since then, he has consistently showcased a high level of proficiency and versatility in his role. His contributions have undoubtedly played a key role in the accomplishments of the company within the dynamic and competitive landscape of event management.	With a rich experience spanning 15 years in the field of Business Management, his career is marked by a diverse and comprehensive approach that encompasses entrepreneurship, strategic leadership, and involvement in various business ventures. In 2007, Mr. Kumar demonstrated his entrepreneurial acumen by founding SKM Global, a partnership firm specializing in share broking. Subsequently, in 2018, he assumed the role of Director on the Board at Rutedo Solutions Private Limited.
<b>Nature of his expertise in specific functional areas</b>	His skill set encompasses strategic planning, seamless organization, and impeccable execution of events. This involves overseeing logistics,	His skill set and capabilities to act as Independent Director of the Company encompasses leadership in fostering Good Corporate Governance, ensuring

	ensuring smooth coordination among various components, and cultivating positive client relations. His extensive expertise and profound knowledge makes him a valuable contributor to the success of diverse events and projects within the industry.	adoption of fair secretarial practices, company law compliances, SEBI (LODR) compliances & other securities regulations, providing guidance to board members on their responsibilities, and effectively implementing board decisions.
<b>Relationship with other director and Key Managerial Personnel of the Company</b>	Mr. Shrey Khandelwal does not have any inter-se relationship with any other director.	Mr. Kishor Kumar does not have any inter-se relationship with any other director.
<b>Is he debarred from holding the office of director by virtue of any SEBI order or any other such authority.</b>	Mr. Shrey Khandelwal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority as required under the circulars.	Mr. Kishor Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority as required under the circulars.
<b>Names of listed entities in which the person also holds the directorship.</b>	None	None
<b>Listed entities from which the person has resigned in the past three years</b>	None	None
<b>Chairperson / Member of Committee of the Board of other Companies</b>	None	None
<b>Last Remuneration drawn</b>	Not Applicable	Not Applicable
<b>Shares held in the company as on the date of Notice</b>	None	None
<b>Number of meetings of Board attended during the financial year 2023-24</b>	1 (One)	1 (One)