



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting (the 'AGM') of the Members of Touchwood Entertainment Limited ('the Company') will be held on Wednesday, 17th November, 2021 at 3 PM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 including audited Balance Sheet as at 31st March, 2021, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 0.12/- per equity share for the financial year ended the 31st March, 2021.
3. To appoint a Director in place of Mrs. Priyanka Arora (DIN: 07931265), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. Alteration of the Object Clause in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the approval of the Registrar of Companies, NCT of Delhi and Haryana and/or of any other statutory or regulatory authority, as may be necessary, consent of the Members of the Company be and is hereby accorded to amend the Part-A of Clause III (The Main Objects to be pursued by the Company on its incorporation are) of the Memorandum of Association of the Company, by replacing and substituting the following sub-clauses no. 4, 5 & 6 thereof:

4. *To carry on the business, either on its own or through franchisee agreements, licensees, agents, stockists, resellers, distributors, contractors or otherwise of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, warehousing, importing, merchandising, manufacturing, designing, packaging, marketing and dealing and providing a platform, technology and/or other mechanism/ services including through any future and known technology to facilitate transactions, commerce, electronic commerce and any other types of commerce by and between businesses with all kinds of products, goods, commodities, merchandise, home appliances, electronics, accessories and equipment's relating to, which includes but is not limited to, beauty, fitness, personal health care, skin care, hair care, diet*

TOUCHWOOD ENTERTAINMENT LIMITED

CIN: L92199DL1997PLC088865 | ISO 9001 :2015 | UAM No. DL10F0009354

Reg. Office : Plot No. - 645, Near E.P.T. Block, Sarojini Nagar, New Delhi - 110023

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

Contact: +91-9810108253 ; Website: www.touchwood.in E-mail: delhi@touchwood.in

related, home remedies, homeopathy, ayurvedic, herbal and other alternative medical or therapeutic treatments, wellness products and equipment's and any other women centric products and home centric products on the Company's online portals or websites as well as through e-commerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner

5. *To provide a platform with user generated content and a comparison shopping website offering suggestions, experiences, advice, consultancy and services relating to, which includes but is not limited to wedding advisor, event advisor and consultants through online platform, mobile applications and through any future and known technology.*
6. *To run training school, institution to provide the industry specific education, relating to, which includes but is not limited to, Event Management, Wedding Planning & Management, Makeup etc. and training, certification and employment and get affiliation.*

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the approval of the Registrar of Companies, NCT of Delhi and Haryana and/or of any other statutory or regulatory authority, as may be necessary, consent of the Members of the Company be and is hereby accorded to amend Part-B of Clause III (The Objects incidental or ancillary to the attainment of the main objects are) of the Memorandum of Association of the Company, by inserting the following new sub-clauses under Part-B of Clause III, after existing the sub-clause 67 and be numbered consecutively as under:

68. *To carry on the business of manufacturing, buying, selling, import and export of personal hygiene products and personal care products for men, women and children like diapers, sanitary napkins, nursing pads, wipe pads and other products of personal care and hygiene.*
69. *To carry on business as manufacturer, trader, importer, exporters of plywood, timber and lumber merchants, lumber yard, hardwood, blocks for flooring and such other purpose of all types windows, doors, wood pulp, wood wool, masks, spars, derricks, sleepers, tool handles, paneling, wood-work, furniture and articles of all description wholly or partly made from wood and to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.*
70. *To undertake the business of providing logistics transportation business to include, without limitation, transportation of goods, parcels, commodities and other articles from the warehouses of consignors, manufacturers, packers, importers and/or warehouses, either owned or leased, to delivery stations of consignors, manufacturers, packers, importers and/or warehouses of the company, either owned or leased, by the company; setting of delivery stations and warehouses located within a particular city to provide work space and to carry out the work of loading, unloading, handling, forwarding, and clearing agents for and on the behalf of the owner of goods, luggage, parcels, articles, commodities, merchandise and other movables of every description and nature whatsoever in India or any part of the world.*
71. *To carry on the business of providing suggestions, advice, consultancy, training programs and other related services including after sales support services in any form and through any medium, including through online portals, websites, magazines, newsletters, periodicals,*

journals in any language, relating to financial products or any other products and equipment's referred to, sold or distributed directly or indirectly by the Company, undertake marketing and publicity of the products and activities of the Company, and hiring or employing expert personnel as and when considered necessary to provide such services

72. *To provide market research and statistical data and to assist in matters of arranging inspections, surveys and analysis, and in that respect to provide databases, analytical tools, compilation of information and other services, relating to or connected to the activities undertaken by the Company.*
73. *To provide consultancy, advisory, public relations, marketing, training, educational and other services relating to the Company's objects and to establish, operate, license training centers for the foregoing.*
74. *To hire, arrange, recruit the person(s) having expertise in the event management, wedding management, Makeup and such other field related to the event management, as faculty, guest faculty, teacher to provide training and education.*
75. *To tie up with other institutions, colleges and schools providing the education in the same field and provide practical training, and for hiring/placements for students enrolled in our respective schools.*

RESOLVED FURTHER THAT, the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized individually/severally to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution."

5. To consider and approve the Identity of Natural Persons and Ultimate Beneficial Owners (UBO) of the proposed allottees for the issuance of 14,90,000 Warrants convertible into Equity Shares and 2,90,000 Equity shares on Preferential basis w.r.t. the Corrigendum to EGM Notice dated 17th September, 2021.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the Corrigendum to EGM Notice dated 17th September, 2021 and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents and permissions as may be necessary or required, which the Board of Directors of the Company (hereinafter referred to "Board") is hereby authorised to accept, the consent and approval of Members of the Company ("Members) , be and is hereby accorded to approve point no. (xi) Table showing details of Proposed Allottees and the Identity of the natural persons who

are the Ultimate Beneficial Owners for the proposed issue of 14,90,000 Warrants convertible into Equity shares and 2,90,000 Equity Shares on Preferential basis mentioned on Page No. 12 of EGM Notice dated 6th August, 2021 revised vide Corrigendum to the EGM Notice dated 17th September, 2021.”

6. Any other matter, if any by permission of chairman.

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

Delhi, October 21, 2021

Registered Office:

Plot No. 645 Near E.P.T Block,
Sarojini Nagar, New Delhi - 110023

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

Sd/-

Ashima Arora

Company Secretary

M. No: 58754

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 and January 15, 2021 ("SEBI Circulars") permitted the holding of the Annual General Meeting ("the AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. An Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standard, relating to Special Business to be transacted at the AGM, is annexed to the Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to authorise their representatives to participate the AGM through VC/OAVM on its behalf and to vote through remote e-voting/during the AGM, pursuant to Section 113 of the Act are requested to send a certified copy of the relevant board resolution at least 48 hours before the AGM to the Scrutiniser by email through its registered mail addresses to csadvitivyayas@gmail.com with a copy marked to cs@touchwood.in & evoting@nsdl.co.in
5. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, November 11, 2021 to Wednesday, November 17, 2021 (both days inclusive).
6. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking appointment/re-appointment at the AGM is attached as Annexure forming part of this Notice.
7. In compliance with the MCA Circulars and SEBI Circulars the notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the members are requested to write an email to cs@touchwood.in
8. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website www.touchwood.in, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, also on the website of NSDL at <https://www.evoting.nsdl.com>
9. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, November 10, 2021, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.

10. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to Registrar. However, if he/she is already registered with Registrar for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
11. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
12. In case of joint holders, 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 AGM.
13. The remote e-voting period will commence at 09:00 A.M., on Sunday, November 14, 2021 and will end at 05:00 P.M. on Tuesday, November 16, 2021.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
16. The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Company has appointed Mr. Advitiya Vyas, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to cs@touchwood.in
20. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Registrar by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant (DP).
21. Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM through e-mail on cs@touchwood.in. The same shall be replied by the Company suitably.
22. As per Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National/Regional/Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS/RTGS/NEFT/NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable at- par' warrants or cheques for distribution of Dividends or other cash benefits to the investors. In addition to this, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

23. Therefore, Members holding shares in demat mode are requested to record the ECS mandate with their DP's concerned.
24. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
25. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013, are requested to send their request to cs@touchwood.in in the prescribed form.
26. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
27. Members may note that the Income Tax Act, 1961 ("Income Tax Act"), as amended by the Finance Act, 2020, mandates that Dividends paid or distributed by a Company after the 01st April, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable Company to determine the appropriate TDS rate as applicable, Members are requested to verify the correctness of the records (including residential status and PAN) and update the same with your depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode). Also submit the documents/declarations as prescribed in accordance with the provisions of the Income Tax Act.

For Resident Members, taxes shall be deducted at source under Section 194 of the Income Tax Act, as follows:

| | |
|--|---|
| Shareholders having valid PAN | 10% or as notified by the Government of India |
| Shareholders not having PAN or invalid PAN | 20% |

However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received by them during FY 2020-21 from the Company does not exceed Rs. 5,000, and also in cases where Members providing Form No 15G/Form 15H (applicable to an individual age of 60 years or more) subject to conditions specified in the Act and other applicable sections of the Income Tax Act by email to cs@touchwood.in.

Resident Members may also submit valid document as prescribed under the Income Tax Act to claim a lower/ Nil withholding tax. PAN is mandatory for Members while providing Form No.15G/15H or any other document as mentioned above. Resident Non-Individual Members (who are exempt from TDS under Section 194 of the Income Tax Act or covered under Section 196 of the Income Tax Act) are required to submit self-attested copy of the valid documentary evidence and declaration to avail such exemption under the Income Tax Act.

For Non-Resident Members, taxes are required to be withheld in accordance with Section 195 and other applicable sections of the Income Tax Act. For FPI/FII, TDS shall be at the rate of 20% (plus applicable surcharge and cess) as per Section 196D of the Income Tax Act. For other nonresident Members, the TDS shall be at the rate of 20% (plus applicable surcharge and cess) or as per Section 90 of the Income Tax Act. an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, other non-resident Members will have to provide the following:

- i. Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
- ii. Self-attested copy of Tax Residency Certificate (TRC) for FY 2020-2021 obtained from the revenue authorities of the country of tax residence of Members.
- iii. Self-declaration Form 10F.

- iv. Self-declaration by the Member of having no taxable presence or a fixed base/Permanent Establishment in India.
 - v. Self-declaration of Beneficial ownership by the Member, and eligibility to claim treaty benefit, which is not impaired in any manner.
 - vi. Any other documents as prescribed under the Income Tax Act for lower withholding of taxes, if applicable duly attested by the shareholder.
28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
29. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.touchwood.in under the head "Investors" immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchange i.e. National Stock Exchange of India Limited.
30. Instructions for e-voting and joining the Annual General Meeting are as follows:

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

The remote e-voting period begins on 9:00 A.M. on Sunday, November 14, 2021 and will end on 5:00 P.M. on Tuesday, November 16, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & |

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| | <p>voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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. |

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| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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

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

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

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with | 16 Digit Beneficiary ID |

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address at cs@touchwood.in

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

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

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

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@touchwood.in. The same will be replied by the company suitably.

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

Delhi, October 21, 2020

Registered Office:

Plot No. 645 Near E.P.T Block,
Sarojini Nagar, New Delhi - 110023

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

Sd/-

Ashima Arora
Company Secretary
M. No: 58754

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

ITEM NO. 4:

The Company requires to alter the Objects Clause' contained in its Memorandum of Association (MOA) to broaden the scope of its activities considering the expansion plans of developing IPs which the Company can look into in the future to commence based on its business potentials and exploit the new business opportunities.

Considering the present scenario and for smooth functioning and expansion of the Company, new business objects need to be included apart from the existing business objects. Considering the future business plans, it is necessary to alter all those clauses, either replacement of new clauses or deletion of some existing clauses, with the approval of the members of the Company

In order to make the main object clause of the Memorandum of Association comprehensive and concise, it is proposed to substitute existing sub clause (4), (5) and (6) of Clause III(A) of the Object Clause of the existing Memorandum of Association as stated in the resolution.

In view of above, a special resolution, for altering the Objects Clause of the Company's MOA, is proposed to the members to seek their prior consent for said alterations.

The approval of the members of the company is required, by way of special resolution pursuant to section 13 of the Companies Act, 2013; accordingly, the Board recommended the relevant resolution for the approval of members.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

ITEM NO. 5:

The Company seeks approval of the shareholders for revision in Point no. (xi) Page.12 of the EGM Notice dated August 6, 2021 pursuant to the Corrigendum to the Notice of EGM to the shareholders of the Company dated September 27, 2021 for the Extra-Ordinary General Meeting already held on August 31, 2021.

Point no. (xi) Page.12 of the EGM Notice dated August 6, 2021 i.e. Table showing details of Proposed Allottees and the Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares stands revised as:

| Sr. No. | Name of Proposed Allottees | Category | Ultimate beneficial Owner | Ultimate Beneficial Owner of Corporate U.B.O. | Post Shareholding* | |
|---------|----------------------------|--|---------------------------|---|---------------------------------------|-------|
| | | | | | No. of Equity Shares/ Equity Warrants | %* |
| 1 | Manjit Singh | Promoter and Promoter Group | Manjit Singh | | 3457300 | 28.88 |
| 2 | Vijay Arora | Promoter and Promoter Group | Vijay Arora | | 3263470 | 27.26 |
| 3 | Kanika Arora | Promoter and Promoter Group | Kanika Arora | | 22750 | 0.19 |
| 4 | Rohan Joseph | Individual Person other than the Promoter and Promoter Group | Rohan Joseph | | 280000 | 2.34 |
| 5 | Eternity Trust | Trust other than the Promoter and Promoter Group | Sabbas Winifred Joseph | | 560000 | 4.68 |
| | | | Punam Chadha Joseph | | | |
| | | | Rohan Joseph | | | |
| | | | Rhea Joseph | | | |
| 6 | Punam Chadha Joseph | Individual Person other than the Promoter and Promoter Group | Punam Chadha Joseph | | 560000 | 4.68 |
| 7 | Kulbhushan Parashar HUF | HUF other than Promoter and Promoter Group | Kulbhushan Parashar | | 50000 | 0.42 |
| 8 | Dinesh Singla | Individual Person other than the Promoter and Promoter Group | Dinesh Singla | | 58495 | 0.49 |
| 9 | Manish Kumar HUF | HUF other than Promoter and Promoter Group | Manish Kumar | | 50000 | 0.42 |
| 10 | Kinchit Sunil Kumar Mehta | Individual Person other than the Promoter and Promoter Group | Kinchit Sunil Kumar Mehta | | 20000 | 0.17 |
| 11 | Tashi Securities | Body Corporate other than | Dinesh Gupta | | 15000 | 0.13 |
| | | | Ritu Gupta | | | |

| | | | | | | |
|----|---|---|--|--|-------|------|
| | Limited | Promoter and Promoter Group | Tashi Money Changers Pvt. Ltd. | Mrs. Ritu Gupta Mrs. Tanya Gupta | | |
| | | | Tanya Gupta | | | |
| | | | Twisha Gupta | | | |
| | | | Gaurav Jain | | | |
| | | | Ashi Jain | | | |
| 12 | Innovana Techlabs Limited | Body Corporate other than Promoter and Promoter Group | Innovana Thinklabs Limited* | *Innovana Thinklabs Limited is a Listed Company. | 15000 | 0.13 |
| | | | Priyanka Garg | | | |
| | | | Narendra Kumar Garg | | | |
| | | | Nancy | | | |
| | | | Akash Bansal | | | |
| | | | Kapil Garg | | | |
| | | | Swarn Kanta | | | |
| 13 | Krishna Advisory Services Private Limited | Body Corporate other than Promoter and Promoter Group | Mr. Pragnesh M Joshi Swati Pragnesh Joshi | | 5000 | 0.04 |

*Assuming allotment of 2,90,000 Equity Shares and also 14,90,000 Equity warrants get converted into 14,90,000 equity shares.

In view of above, an Ordinary resolution, for the approval of the Members of the Company is proposed to be passed and accordingly the Board recommended the relevant resolution for the approval of members.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings ("SS-2") issued by Institute of Company Secretaries of India)

| | |
|--|--|
| Name of Directors | Priyanka Arora |
| Director Identification Number (DIN) | 07931265 |
| Age | 44 years |
| Date of appointment | She is a promoter and Director of the Company and has been appointed as Executive Director of the Company w.e.f. 06.09.2017 |
| Expertise in Specific Functional areas/ Job Profile | She holds a bachelors' degree in Commerce and is designated as the creative head of the Company to build a creative environment for the team to work in, to oversee ideas and projects, and is responsible for the philosophy and the standard of creative output across the department developing ideas and hiring & managing creative teams with over 8 years of experience. |
| Qualification/Awards/ Recognitions | B.Com. |
| No. of Equity Share held in the Company as on 31st March, 2020 | 251785 Equity Shares of `10/- each |
| Disclosure of relationships between directors inter-se | Mrs. Priyanka Arora is wife of Mr. Vijay Arora, Whole-Time Director of the Company. |
| Terms & Condition of Re-Appointment | Liabile to retire by rotation |
| Remuneration Last Drawn by such person, if any | Rs. 22,50,000 /- p.a. |
| No. of Meeting of the Board attended during the year | 5 |
| List of outside Directorship held in Public Company | None |
| Chairman/Member of the Committee of the Board of Directors of other Companies | None |