

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

Date: 29/08/2019

The Secretary
BSE Limited
Floor 25, P J Towers, Dalal Street
Mumbai - 400001
Scrip Code: 538611.

Dear Sir/Madam,

Sub: Compliance U/R 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Annual Report for the F.Y. ended 31.03.2019

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year ended 31st March, 2019 along with the Notice of the Annual General Meeting of the Company scheduled to be held on 21st September, 2019.

The Annual Report for the Financial Year 2018-19 is also available on the Company's website at www.realtouchfinance.com

This may please be informed to all concerned.

Thanking You,

Yours faithfully

For Real Touch Finance Limited

Priyanka Singh

Priyanka Singh
Company Secretary
Enclosed: As stated



REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

Notice is hereby given that the **Thirty Four** Annual General Meeting of the members of M/s Real Touch Finance Limited will be held on Saturday The 21st Day of September, 2019 at 11.00 AM at the registered office of the Company at "Arihant Enclave" 493B/57A G.T.Road(S), Shibpur, Howrah-711102, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Binod Chand Kankaria (DIN 00389251) , who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
3. **Re-appointment of Mr. Binod Chand Kankaria as Managing Director:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Binod Chand Kankaria as Managing Director of the Company for a period of 5 Years with effect from 3rd April 2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Binod Chand Kankaria

" RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. **Re-Appointment Of Mr. Rajesh Kumar Sehtia As An Independent Director**

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time,

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

Rajesh Kumar Sehtia (DIN 01129789), who was appointed as an Independent Director at the Twenty ninth Annual General Meeting of the Company and who holds office up to March 31, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from April 1, 2019 upto March 31, 2024."

5. Appointment Of Ujjawal Kumar Bothra As An Independent Director

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

"RESOLVED that Ujjawal Kumar Bothra (DIN 08528545) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 07, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 73 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Additional Director designated as Independent Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Ujjawal Kumar Bothra , who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 07, 2019 to August 06, 2024, be and is hereby approved."

By Order of the Board of Directors

For Real Touch Finance Limited
REALTOUCH FINANCE LIMITED


Managing Director

Binod Chand Kankaria

Managing Director

August 8th 2019

Registered Office:

Arihant Enclave, Ground Floor

493\57A G T Road (S),

Shibpur, Howrah-711102

CIN: L01111WB1997PLC085164

E-mail: acaasm@rediffmail.com

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. For the convenience of members and for proper conduct of the meeting, *entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.*

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

4. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
5. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday September 16, 2019 to Saturday September 21, 2019** (both days inclusive) for the purpose of Annual General Meeting.
7. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

9. The Notice of the AGM along with the Annual Report for 2018-19 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.realtouchfinance.com for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at acaasm@rediffmail.com
10. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **18th September, 2019 (9:00 am)** and ends on **20th September, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 14th September, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "RTFL_AGM_NOTICE.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Real Touch Finance Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mayur@alpassociates.in with a copy marked to evoting@nsdl.co.in

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 14th September, 2019**.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 14th September, 2019** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or acaasm@rediffmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Mayur Agarwal Practicing Chartered Accountants having Firm Registration No. 328740E of 4 Ganesh Chandra Avenue, 7th Floor, Kolkata-700013 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.realtouchfinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited.

12. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	:	Mr. BINOD CHAND KANKARIA
Date of Birth	:	16 th January 1952
Date of Appointment	:	20 th January, 2011
Qualifications	:	B.com
Expertise in specific functional areas	:	Construction
Directorships held in other companies (excluding foreign companies)	:	Bengal Polyresins Pvt Ltd
		Musical Films Pvt Ltd
		Kankaria Builders Pvt Ltd
		Safal Goods Private Limited
		Multanmull Kishanlall Pvt Ltd
		Jai-Shree Centre Pvt. Ltd.
		Kankaria Textiles Pvt Ltd
		Orient Movietone Corpn Ltd
		Shri Paras Construction Pvt. Ltd.
		Space Olympia Properties Private Limited
		Eastern Centre Pvt. Ltd.
		Olympia Cairnhill Developement Private Limited
		Godbalaji Commercial Pvt Ltd
		Hoogly Apartments Pvt. Ltd.
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	
Number of shares held in the Company	:	NIL

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP-ID No.: _____ Client-ID No. _____

Name of Member(s): _____

Name of the Proxy holder: _____

Registered Address: _____

Number of Shares Held: _____

I hereby record my presence of the 34th ANNUAL GENERAL MEETING of the Company held on Saturday the 21st September, 2019 at 11.00 AM at Registered Office of the Company at "Arihant Enclave", 493B/57A G.T.Road (s), Shibpur, Howrah-71110 .

*Signature of the Member / Representative / Proxy Holder**

** Strike out whichever is not applicable*

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM OF PROXY

Folio No.: _____ DPID No. : _____ Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being the member(s) of _____ shares of the above company hereby appoint:

1. Name: _____ E-mail Id _____
Address: _____ or failing him/her

2. Name: _____ E-mail Id _____
Address: _____ or failing him/her

3. Name: _____ E-mail Id _____
Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the 34th ANNUAL GENERAL MEETING of the Company held on Saturday The 21st September, 2019 at 11.00 am and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Description of Resolution	FOR	AGAINST
1.	Ordinary Resolution for Adoption of Balance Sheet, Statement of Profit and Loss, Report of Auditors and Board of Directors for the year ended 31 st March 2019.		
2.	Ordinary Resolution for Re-appointment of . Binod Chand Kankaria (DIN 00395964) as Director who is retiring by rotation		
3.	Re-appointment of Mr. Binod Chand Kankaria as Managing Director:		
4	Re-Appointment Of Mr. Rajesh Kumar Sehtia As An Independent Director		
5	Appointment Of Ujjawal Kumar Bothra As An Independent Director		

Signed this _____ day of _____ 2019. Signature of Member _____

Signature of Proxyholder(s): 1. _____ 2. _____
3. _____

Revenue
Stamp

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company, "Arihant Enclave", 493B/57A G T Road(s), Shibpur, Howrah-711102 not later than 48 hours before the time for holding the meeting.

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

ANNEXURE TO THE NOTICE FOR THE 34th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 21st September, 2019

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Saturday , 21st September, 2019 at 11.00 AM. at "Arihant Enclave" , 493B/57A G.T.Road (s), Shibpur, Howrah-711102 and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The Electronic Voting Particulars are set out below:

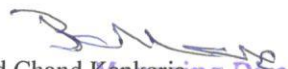
EVEN (Electronic Voting Event Number)	USER – ID	PASSWORD

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
18 TH September, 2019 at 9:00 A.M. (IST)	20 th September, 2019 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no.12 of the Notice before exercising your vote.

By Order of the Board
For Real Touch Finance Limited
REALTOUCH FINANCE LIMITED


Binod Chand Kankaria Managing Director

Place: Kolkata

Date : August 8, 2019

Encl: AGM Notice/ Attendance Slip / Proxy Form/Annual Report.

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR 493B / 57A G.T. ROAD (SOUTH) SHIBPUR , HOWRAH – 711102

PH.NO : 033-26402042 EMAIL : acaasm@rediffmail.com

DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited Balance sheet as at 31st March 2019 and Statement of Profit & Loss for the year ended on that date.

FINANCIAL SUMMARY / STATE OF AFFAIRS:

S. No.	Particulars	2018-2019(₹)	2017-2018 (₹)
1.	Gross Income	1,82,01,110.07	44,57,053.18
2.	Profit Before Interest and Depreciation	1,52,83,944.95	19,39,743.54
3.	Finance Cost	Nil	Nil
4.	Depreciation and Amortisation	Nil	Nil
3	Profit Before Tax	1,52,83,944.95	19,39,743.54
4	Tax Expense	41,42,728	23,00,000.00
5	Profit After tax	1,11,41,216.95	(3,60,256.46)
6	Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss	(6,53,519.65)	(11,79,979.04)
6.	Transfer to Statutory Reserve as per RBI Guidelines	21,00,000.00	-
7.	Proposed Dividend on Equity Shares	NIL	NIL
7.	Balance Brought forward from Balance Sheet	4,56,22,816.90	4,71,63,052.40
8.	Balance carried forward to Balance Sheet	5,40,10,514.20	4,56,22,816.90

Company's Performance

Revenue from Operation for financial Year 2018-2019 at ₹ 1,82,01,110.07 was higher by 308.37 % over last year ₹ 44,57,053.18 Profit Before Tax for Financial Year 2018-2019 ₹ 1,52,83,944.95 was higher by 687.94 % over last year ₹ 19,39,743.54

Dividend

In view of inadequate profit, Company has not declare any dividend.

Transfer to Reserve

The Company has transferred a sum of ₹ 21,00,000 towards reserve under Section 45-IC of the RBI Act, 1934.

Subsidiaries

The Company is a Subsidiary of M/s Ultraplus Housing Estate Private Limited. Ultraplus Housing Estate Private Limited holds 68,69,620 shares aggregating to 54.123% in the Company.

Material Changes and Commitments

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which these financial statements relate to and that of this report.

Directors and KMP

Re appointments:- As per the provisions of the Companies Act, 2013 Sri Binod Chand Kankaria , Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointments. The Board recommends her re- appointments.

The Company has received necessary declarations from each independent Director under Section 149 (7) of the Companies Act, 2013 that he meets the criteria of Independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015.

Mr. Binod Chand Kankaria who was appointed as Managing Director at the Annual General Meeting held in Calendar Year 2014 and who hold office till 1st April 2019, has given his declaration in writing for the proposed re-appointment as per applicable provisions of Companies Act, 2013. Based on declaration and the recommendation of Nomination and Remuneration Committee, the Board of Director of the Company has appointed Mr. Binod Chand Kankaria as Managing Director of the Company on 28/03/2019 subject to approval of Shareholders in the Annual General Meeting to be held in calendar Year 2019.

Mr. Rajesh Kumar Sethia who was appointed as Independent Director in the Annual General Meeting held in Calendar Year 2014 and who hold office upto 31st March 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in section 149(6) has given his declaration. Based on Declaration and recommendation of Nomination and Remuneration Committee, Mr. Rajesh Sethia is appointed as Independent Director on 28/03/2019 for the second term of Five Years upto 31st March 2024 subject to approval of Shareholders in the Annual General Meeting to be held in calendar Year 2019.

Pursuant to Provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Binod Chand Kankaria, Managing Director, Mr. Arindam Laha, CFO and Ms. Priyanka Singh Company Secretary.

Board Evaluation

The Board of Directors has carried out an annual Evaluation of its own performance, board Committees and individual Director pursuant to provisions to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations")

The performance of the Board was evaluated by board after seeking inputs from all the Directors on the basis of the criteria such as the board composition and Structure, effectiveness of the board processes, information and functioning etc.

The performance of the Committee was evaluated by the board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committee, effectiveness of Committee meetings etc.

The Board and nomination and remuneration committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the Individual director to the board and committee meeting like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non Independent Directors, performance of the Board as a whole and performance of Chairman was evaluated, taking into account the views of Executive and Non executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committee and individual directors was also discussed. Performance Evaluation of Independent Directors was done by entire board, excluding the Independent Director being evaluated.

Policy on Director's appointment and remuneration

Pursuant to the provision of Section 178 of the Act, the company has formulated and adopted policy on selection of Directors and Remuneration policy which are discussed on our website.

Director Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

a) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same Year ;

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls in the company that are adequate and were operating effectively.

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

Remuneration to the Directors/KMP

Sr No.	Names	Designation	Remuneration in 2018-2019 (Amount in `)	Remuneration in 2017-18 (Amount in `)
1	Mr. Binod Chand Kankaria	Managing Director	6,00,000.00	6,00,000.00
2	Ms. Anny Jain	Director	7,000.00	9000.00
3.	Ms. Hetal C Gudgud	CS (KMP)	-	2,91,520.00
4.	Mr. Arindam Laha	CFO (KMP)	1,04,000.00	1,04,000.00
5.	Mr. Anant Bhagat	Director	7,000.00	9,000.00
6.	Mr. Rajesh Kumar Sethia	Director	7,000.00	9,000.00
7.	Mr. Shrish Tapuriah	Director	7,000.00	9,000.00
8.	Mr. Priyanka Singh	CS (KMP)	1,08,000.00	-

Managerial Remuneration and Particular of Employee

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 in respect of Employees of the Company are given in Annexure -1 forming part of this report.

Deposits

We have not accepted any Deposits and as such no amount of Principle and Interest was outstanding as of Balance sheet date.

Management Discussion and Analysis Report

In terms of Regulations 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulation 2015, the management Discussion and Analysis report is set out in this report.

Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2018-2019/2019-2020 to BSE (Scrip Code 538611) where the Company's shares are listed.

Dematerialisation of shares

83,51,870 of the Company's paid up Equity share Capital is in dematerialised form as on 31/03/2019 and the balance are in physical form. The Company's registrar are M/s Niche Technologies Private Limited having their registered office at 3A, Auckland Road, 7th Floor, Kolkata 700017 .

Number of Board Meetings

The Board of Directors duly met seven times during the financial year from 1st April, 2018 to 31st March, 2019. The maximum Interval between any two Meetings did not exceed 120 Days as prescribed in Companies Act, 2013.

Significant and Material Orders

There are no significant and material orders passed by the regulators or courts or tribunal impacting the going concern status and Company's operations in future.

Internal Financial Control and its adequacy

The detail in respect of Internal Financial Control and their adequacy are included in the Management and Discussion Analysis report which forms part of the financial Statements.

Audit Committee

The details pertaining to Composition of Audit Committee are included in Corporate Governance Report which forms part of this report.

Extracts of Annual Return

The details forming part of the Extract of the Annual Return in form MGT-9 is appended as Annexure – 2.

Auditors:

Statutory Auditors:-

At the Annual General Meeting held on August 12, 2017 the Auditors M/s P.D.Randar and Co. Chartered Accountants, Kolkata were appointed as Auditor of the Company to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2022, at such remuneration as may be decided by Board of Directors.

Secretarial Auditor:-

Mrs Dipti Damani practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the Year 2018-2019 forms part of Annual report.

Auditors's Certificate on Corporate Governance:-

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the auditors' certificate on Corporate governance is enclosed as Annexure to the Board Report.

Auditor's Report and Secretarial Auditor's Report

The Auditor's report and Secretarial Auditor's report does not contain any qualifications, reservations or adverse remark.

Corporate Governance

Pursuant to Regulation 34 of the listing Regulation read with Schedule V to the said regulations, a Corporate Governance report has been annexed as part of Annual report along with Auditor's Certificate.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Information required under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

Particulars of Employees

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are attached in the report.

Corporate Social Responsibility

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Company does not fulfill the requirement of Net Worth, Turnover and Net Profit that invoke the provisions for Corporate Social Responsibility.

Vigil Mechanism

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 a vigil Mechanism for Directors and Employee to report genuine concerns has been established.

Related Party Transactions

Related Party Transactions that were entered during the financial year were on Arm's length basis and were in the ordinary course of Business. Details of which are disclosed in Notes to Accounts.

Particulars of Loans, Guarantees or Investments

The Company being a Non Banking Finance Company is engaged in Making Investment and Providing Loans and Advances.

Disclosure Requirement

As per Regulations 34 of the SEBI Listing Regulations, Business responsibility Report is not applicable for the company.

Disclosure under Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013

Your company is committed to creating and maintaining a secure work environment where its employee, customers, Vendors etc can work and pursue business together in an atmosphere free of Harassment , exploitation and intimidation. To empower women and protect woman against Sexual harassment, a policy for prevention of Sexual harassment has been rolled out . The policy allows employees to report sexual harassment at the work place.

Acknowledgement

Directors deeply acknowledge the trust and confidence you have placed in the company. Director would also like to thank all its Banker, Customer, Vendors and Shareholders for their Continued support to the Company. In specific, the Board would also record its sincere appreciation of the Commitment and Contribution made by all employees of the Company.

Cautionary Note

The statement forming part of Director's report may contain certain forward looking remarks within the meaning of applicable Securities Law and regulations. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

Kolkata

Date:- 27.05.2019

BY ORDER OF THE BOARD

✓
BCK


BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251

EXTRACT OF ANNUAL RETURN**FORM MGT-9**

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014)

Financial Year ended on 31.03.2019

REGISTRATION AND OTHER DETAILS			
1	CIN	:	L01111WB1997PLC085164
2	REGISTRATION DATE	:	27/12/1984
3	NAME OF THE COMPANY	:	REAL TOUCH FINANCE LIMITED
4	CATEGORY/SUB CATEGORY OF THE COMPANY	:	COMPANY HAVING SHARE CAPITAL
5	ADDRESS OF THE REGISTERED OFFICE	:	"ARIHANT ENCLAVE"493B/57A G T ROAD (S) GROUND FLOOR, SHIBPUR, HOWRAH-711102
6	WHETHER LISTED COMPANY	:	YES (LISTED IN BSE)
7	NAME ADDRESS AND CONTACT DETAILS OF REGISTRAR AND TRANSFER AGENT	:	NICHE TECHNOLOGIES PRIVATE LIMITED D-511, BAGREE MARKET, 71 B R B BASU ROAD KOLKATA-700001 PHONE:- 033-2235-7270/7271 EMAIL:- nichetechpl@nichetechpl.com

2. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY

All the Business activities contributing 10 % or more of the turnover of the Company shall be stated

SI No.	Name and Discription of Main Products/Services	NIC Code of the Product/Service	% of total turnover of the Company
1	Providing Loans	6492	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI No.	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/SUBSIDIARY	% OF SHARE HELD	APPLICABLE SECTION
1	Ultraplus Housing Estate Pvt Ltd	U45400WB2007PTC119642	Holding	54.123%	2 (46)

4. SHAREHOLDING PATTERN

Category of Shareholders	No. of shares held at the beginning of the Year				No. of shares held at the end of the Year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central or State Govt	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	-0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (1)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
(2) Foreign										
a) NRI Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies. Corp	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
B Public Shareholding										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
a) Central or Sate Govt	0	0	0	0	0	0	0	0	0	0
b) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
c) Insurance Co.	0	0	0	0	0	0	0	0	0	0
d) FIIS	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1)	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions										
a) Bodies Corporate	4730744	407450	5138194	40.482	4707929	407450	5115379	40.302	-22815	-0.18
b) Individual Shareholders										
Having nominal Capital Upto One Lakhs	92411	167500	259911	2.048	87891	167500	255391	2.012	-4520	-0.036
Having Nominal Capital more than One Lakhs	279248	0	279248	2.2	309501	0	309501	2.438	30253	0.238
c) Any other Clearing Member	145717	0	145717	1.148	142799	0	142799	1.125	-2918	-0.02
SUBTOTAL (B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0
TOTAL (A)+(B)+(C)	8351870	4340820	12692690	100	8351870	4340820	12692690	100	0	0

SHAREHOLDING OF PROMOTERS

Sl No.	Shareholder Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in the Shareholding
		No. of Shares	% of Total Shares of the Company	% of Shares pledged encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged encumbered to total shares	
1	Ultraplus Housing Estate Pvt Ltd	6869620	54.123	0	6869620	54.123	0	0

CHANGE IN PROMOTERS SHAREHOLDING

Sl No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the beginning of the Year	No changes in Promoter shareholding during the period			
2	Date wise Increase/decrease in Promoters Shareholding during the year Specifying the Reasons for Increase/decrease	No changes in Promoter shareholding during the period			
3	At the end of the Year	No changes in Promoter shareholding during the period			

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

1	ANAND POTATO COLD STORAGE PRIVATE LIMITE				
	a) At the Beginning of the Year	339648	2.676		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			339648	2.676
2	AWADH HEEMGHAR				
	a) At the Beginning of the Year	297500	2.344		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			297500	2.344
3	DHANKUBER VINTRADE PVT LTD				
	a) At the Beginning of the Year	250000	1.970		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	1.970
4	DHANSHAKTI MERCANTILE PVT.LTD				
	a) At the Beginning of the Year	250000	1.970		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	1.970
5	DOLPHIN TRADECOMM PRIVATE LIMITED				
	a) At the Beginning of the Year	250000	1.970		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	1.970
6	MEENU VYAPAAR PRIVATE LIMITED				
	a) At the Beginning of the Year	250000	1.970		
	b) Changes during the year				

	Date	Reason				
	15/03/2019	Transfer	-73333	0.578	176667	1.392
	29/03/2019	Transfer	-176667	1.392	0	0.000
	c)	At the End of the Year			0	0.000
7	PUSHPKALA VANIJYA PVT.LTD					
	a)	At the Beginning of the Year	250000	1.970		
	b)	Changes during the year	[NO CHANGES DURING THE YEAR]			
	c)	At the End of the Year			250000	1.970
8	S R JUTE TRADERS PVT LTD					
	a)	At the Beginning of the Year	0	0.000		
	b)	Changes during the year				
	Date	Reason				
	15/03/2019	Transfer	73333	0.578	73333	0.578
	29/03/2019	Transfer	176667	1.392	250000	1.970
	c)	At the End of the Year			250000	1.970
9	S R TIE UP PRIVATE LIMITED					
	a)	At the Beginning of the Year	250000	1.970		
	b)	Changes during the year	[NO CHANGES DURING THE YEAR]			
	c)	At the End of the Year			250000	1.970
10	SANGAM MERCHANTS PVT LTD					
	a)	At the Beginning of the Year	250000	1.970		
	b)	Changes during the year	[NO CHANGES DURING THE YEAR]			
	c)	At the End of the Year			250000	1.970
11	SIDHIMANGAL COMMDEAL PVT.LTD					
	a)	At the Beginning of the Year	250000	1.970		
	b)	Changes during the year	[NO CHANGES DURING THE YEAR]			
	c)	At the End of the Year			250000	1.970

SHAREHOLDING OF KMP AND DIRECTORS

Sl No.	Directors/ KMP	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Binod Chand Kankaria	0	0	0	0
2	Anant Bhagat	0	0	0	0
3	Shrish Tapuriah	0	0	0	0
4	Anny Jain	0	0	0	0
5	Rajesh Kumar Sethia	0	0	0	0
6	Priyanka Singh	0	0	0	0
7	Arindam Laha	0	0	0	0

5. INDEBTNESS OF THE COMPANY INCLUDING INTEREST:- Nil

6. REMUNERATION OF MANAGING DIRECTOR, DIRECTORS AND KMP

A. REMUNERATION OF KMP DURING THE YEAR 2017-2018

Sl No.	Particulars of Remuneration	KEY MANAGERIAL PERSON			
		Mr. B C Kankaria	Ms. Priyanka Singh	Mr. Arindam Laha	Total
1	Salary (₹)	6,00,000	1,08,000	1,04,000	8,12,000
	Total (₹)	6,00,000	1,08,000	1,04,000	8,12,000

Ms. Hetal c Gudgud resigned from company Secretary with effect from 02/04/2018 and Ms. Priyanka Singh Appointed as Company Secretary with effect from 02/04/2018.

B. REMUNERATION TO NON EXECUTIVE DIRECTORS

Name	Remuneration	Fee for Attending Board Meeting	Others	Total
Anant Bhagat	-	7,000	-	7,000
Shrish Tapuriah	-	7,000	-	7,000
Rajesh Kumar Sethia	-	7,000	-	7,000
Anny Jain	-	7,000	-	7,000

1. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Driscription	Details of Penalty/punishment	Authority(RD/NCLT/COURT)	Appeal Made
A. COMPANY					
Penalty Punishment Compounding			NONE		
B. DIRECTORS					
Penalty Punishment Compounding			NONE		
Penalty Punishment Compounding			NONE		

Kolkata

Date:- 27.05.2019

BY ORDER OF THE BOARD

OK


BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251

ANNEXURE -1

Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 and Rules 5(1) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014

A. Ratio of remuneration to the median remuneration of the employees of the company for the FY 2018-2019 as well as the percentage increase in remuneration of each director, chief financial officer and company secretary is as under:-

Name of the KMP	Ratio to Median Remuneration	% Change in Remuneration over previous Year
Executive Director		
Binod Chand Kankaria	2.18	N.A
Company Secretary		
Priyanka Singh	.39	N.A
Chief Financial Officer		
Arindam Laha	.37	N.A

B. Number of Permanent Employees (Including KMP) - 6

C. Explanation on the relationship between average Increase in remuneration and Company Performance

The Compensation and Benefits philosophy of the Company defines that employee remuneration is to be aligned with performance of the Company and individual's contribution in achieving company's goal for the Year. It does mean that Post annual performance process, individual employee's remuneration is revised, taking into account performance of the Company and of the individual employee. At the beginning of the Year, Business goals are decided and cascaded down to Various businesses and functions. While effecting revision in remuneration, factors like internal and external parity, market competitiveness, company's overall business strategy are also taken into account.

D. Comparison of the remuneration of the KMP against Performance of the Company

Aggregate Remuneration of Key Managerial Person KMP in FY 2018-2019 (₹)	8,12,000.00
Revenue (₹)	1,82,01,110.07
Remuneration of KMP (as % of Revenue)	4.46%
Profit Before Tax (₹)	1,52,83,944.95
Remuneration of KMP (as % of PBT)	5.31%

E. Comparison of average Percentage increase in salary of Employees other than Managerial Personnel :- N.A

F. Comparison of Remuneration of Each of the KMP against performance of the Company

	Mr. B C Kankaria	Mr. Arindam Laha	Ms. Priyanka Singh
	Managing Director	Chief Financial officer	Company Secretary
Remuneration in FY 2018-19 (₹)	6,00,000	1,04,000	1,08,000
Revenue (₹)	1,82,01,110.07		
Remuneration of KMP (as % of Revenue)	3.30%	0.57%	0.59%
Profit Before Tax (₹)	1,52,83,944.95		
Remuneration of KMP (as % of PBT)	3.92%	0.68%	0.71%

G. The ratio of the remuneration of the highest paid Director to that of employee who are not directors but receive remuneration in excess of the Highest paid director during the Year:

Name	Position	Total Remuneration	% of remuneration in excess of highest paid Director
Mr. B C Kankaria	Managing Director	6,00,000.00	N.A.
Mr. Arindam Laha	CFO	1,04,000.00	N.A.
Ms. Priyanka Singh	Company Secretary	1,08,000.00	N.A.

Mr. Binod Chand Kankaria is the Highest paid Director at a Remuneration of Rs. 50,000/- per Month.

H Affirmation

It is affirmed that remuneration paid to Directors, Key Managerial Personnel and other Employees is as per the Remuneration policy of the Company.

Kolkata

Date:- 27.05.2019

BY ORDER OF THE BOARD

✓
BCK


BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251



DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

FORM NO.3 MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] and Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended)

To,
The Members,
Real Touch Finance Limited
(CIN: L01111WB1997PLC085164)
493B/57A, G. T. Road (South) Shibpur
Arihant Enclave Ground Floor
Howrah-711102

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **REAL TOUCH FINANCE LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of M/s. Real Touch Finance Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations and clarifications made by the Company, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by M/s. Real Touch Finance Limited for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;





DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during audit period);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during audit period);
 - d) The Securities and Exchange Board of India (Share Base Employee Benefits) Regulations, 2014 (Not applicable to the Company during audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during audit period);
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi. Other Laws that are applicable to the Company, as per the representation made by the management.





DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I report that during the year review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mention above.

I Further report that, the compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professional.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, based on the information provided and representation made by the company and also on the review of compliance certificate / reports taken on record by the Board of directors of the company, in my opinion there are adequate systems and process in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For, Company Secretaries

Dipti Damani

Dipti Damani

Place: Kolkata

(Proprietor)

Member No.: 53996 CP No.:20083

Date: MAY 27, 2019





DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A'

To,
The Members,
Real Touch Finance Limited
(CIN: L01111WB1997PLC085164)
493B/57A, G. T. Road (South) Shibpur
Arihant Enclave Ground Floor
Howrah-711102

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.





DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

For, Company Secretaries

Dipti Damani
Dipti Damani

(Proprietor)

Member No.: 53996 CP No.:20083

Place: Kolkata

Date: MAY 27,2019



REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR 493B / 57A G.T. ROAD (SOUTH) SHIBPUR , HOWRAH – 711102

PH.NO : 033-26402042 EMAIL : acaasm@rediffmail.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Companies's main object is Non Banking Finance activities. The market for this activity offers high potential for growth. The Company is giving Loan and Inter Corporate Deposit to the Corporate client and is operating from Kolkata. There have been a number of causes behind growth of Indian Economy in last couple of years.

Global Economic Overview

Global economic activity gathered momentum since January, 2018, both in advanced and emerging market economies. In the middle of the year, the global growth became uneven with rising trade tensions. The economic activity of emerging market economies had decelerated in the middle of the year on account of weak domestic demand, rising trade tensions, elevated oil prices, tightening of financial conditions, etc. In the later half of the year, global economic activity showed increasing signs of weakness on rising trade tensions.

Brent Crude oil prices made a year high of \$86 per barrel in the beginning of October 2018, but started falling thereafter due to concerns of slowing global demand, raising of oil production by major oil producing members of Organization of the Petroleum Exporting Countries (OPEC) and increase in oil production by USA. However, crude oil prices rebounded since the beginning of January 2019, as members of OPEC and other oil producing countries started cutting the crude output. Also fighting in Libya and falling Venezuelan and Iranian exports has raised concerns over tightening global supply.

Indian Economic Overview

The Indian economy began the year with 8.10% year-on-year growth in Gross Domestic Product (GDP) in January-March 2018, driven by higher growth in manufacturing, the farm sector and construction. It surpassed China's GDP growth rate of 6.80% in the January-March 2018 quarter, confirming India as the fastest growing major economy. The economy grew at 8% in April-June 2018 quarter on strong performance by manufacturing and consumer spending but slowed to 7% in July-September 2018 quarter on slower consumer spending and farm growth. The economy further slowed down to 6.60% in October-December 2018 quarter on weaker consumer demand and lower government spending.

Consumer Price Index (CPI) inflation rose to a near two-year high levels of 4.92% in June 2018, driven by surging oil and food prices, but fell to 19 month low levels of 1.97% in January 2019 due to a fall in food prices and smaller increases in fuel costs. In the sixth bi-monthly monetary policy of February 2019, CPI inflation was projected at 2.80% for Q4:2018-19.

RBI increased repo rate by 25 basis points each in its June, 2018 and August, 2018 bi-monthly policy meetings. However, it cut repo rate by 25 basis points each, in February, 2019 and April, 2019 bi-monthly policy meetings to spur growth.

The government has exceeded the disinvestment target for the second year in a row in financial year 2018-19. Disinvestment through the Exchange Traded Fund (ETF) route proved to be a best route for the government.

The second advance estimates for 2018-19 released by the Central Statistics Office (CSO) in February 2019 revised India's real GDP growth downwards to 7.0% from 7.2% in the first advance estimates. Domestic economic activity decelerated for the third consecutive quarter in Q3:2018-19 due to a slowdown in consumption, both public and private. However, gross fixed capital formation (GFCF) growth remained in double digits for the fifth consecutive quarter in Q3, with the GFCF to GDP ratio rising to 33.10% in Q3:2018-19 against 31.80% in Q3:2017-18, supported primarily by the government's thrust on the road sector and affordable housing.

On the supply side, the second advance estimates of the CSO placed the growth of real gross value added (GVA) lower at 6.80% in 2018-19 as compared with 6.90% in 2017-18. GVA growth slowed down to 6.30% in Q3 due to a deceleration in agriculture output from the record level achieved in the previous year. Industrial GVA growth remained unchanged in Q3, with manufacturing GVA growth slowing somewhat. Services GVA growth also remained unchanged in Q3; while growth in construction activity accelerated, there was some loss of momentum in public administration, defence and other services.

The net FDI inflows were strong in April-January 2018-19. Foreign portfolio investors turned net buyers in the domestic capital market in Q4: 2018-19. India's foreign exchange reserves were at US\$ 412.9 billion on March 31, 2019.

The Rupee made a lifetime low at Rs. 74 per dollar in October, 2018 due to rise in crude oil prices, fund outflows and concerns over fiscal deficit, but started recovering since the beginning of March, 2019 on inflow of foreign funds into domestic equity market. However, the rupee closed at an over six-week low of 70.25 per dollar on April 25, 2019 due to rising crude oil prices and selling in local equities. The fiscal deficit in the first eleven months of the financial year 2018-19

The Rupee made a lifetime low at Rs. 74 per dollar in October, 2018 due to rise in crude oil prices, fund outflows and concerns over fiscal deficit, but started recovering since the beginning of March, 2019 on inflow of foreign funds into domestic equity market. However, the rupee closed at an over six-week low of 70.25 per dollar on April 25, 2019 due to rising crude oil prices and selling in local equities. The fiscal deficit in the first eleven months of the financial year 2018-19 was Rs. 8.51 trillion, widening from Rs. 7.16 trillion in the comparable year-earlier period. The fiscal deficit for the period from April 2018-February, 2019 was 134.2% of the government's estimate for the financial year 2018-19.

The government's total revenue of Rs. 12.66 trillion upto February, 2019 was 73.2% of the estimated revenue for the financial year 2018-19, out of which the net tax income was Rs. 10.94 trillion and non-tax revenue was Rs. 1.72 trillion, which were below the estimates for the financial year 2018-19.

The revenue expenditure was at Rs. 19.15 trillion in the first 11 months of the financial year 2018-19, 89.4% of the budgeted expenditure. The capital expenditure stood at Rs. 2.74 trillion during the said period, 86.6% of budget for the capital expenditure. While announcing the interim budget for the fiscal year 2018-19, the government had revised its targeted fiscal deficit at 3.40% of GDP for FY 19 which has been met.

Financial Services Sector

India's financial services sector comprises of commercial banks/co-operative banks, non-banking financial companies, insurance companies, pension / mutual funds and other various entities. Scheduled Commercial Banks' credit growth on a year-on-year (y-o-y) basis improved across bank groups between March and September 2018, largely driven by the private sector banks (from 21.30% in March 2018 to 22.5% in September 2018). Private sector banks' deposit growth continued to be robust at 18.40%. The performance of the Public Sector Banks (PSBs) has witnessed an overall improvement with credit growth increasing from 5.90% in March 2018 to 9.10% in September 2018 and deposit growth increasing from 3.20% to 5.00% in the same period.

While, Non-Prompt Corrective Action (NPCA) PSBs' credit growth improved from 9.10% in March 2018 to 13.60% in September 2018 and deposits increased from 6.10% to 7.90% in the same period, the PCA-PSBs registered negative growth in both credit and deposits.

In order to develop and deepen the corporate bonds market, SEBI has recently issued a circular on fund raising by issuance of debt securities mandating the large corporates to raise 25% of their incremental borrowings from the financial year 2019-20 onwards through corporate bond market. This will address concentration risk in the banking system.

Kolkata

Date:- 27.05.2019

BY ORDER OF THE BOARD

✓
BCK



BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR 493B / 57A G.T. ROAD (SOUTH) SHIBPUR , HOWRAH – 711102

PH.NO : 033-26402042 EMAIL : acaasm@rediffmail.com

CHAIRMAN & CFO CERTIFICATION

We Anny Jain, Chairman and Arindam Laha, Chief Financial Officer of M/s Real Touch Finance Limited , to the best of our knowledge and belief, certify that :

We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2019 and to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- iii. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2019 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- iv. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- v. We further certify that we have indicated to the auditors and the Audit Committee:
 - a. There have been no significant changes in internal control over financial reporting system during the year;
 - b. There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
 - c. There have been no instances of significant fraud, of which we have become aware, involving management or any employee having a significant role in the Company's internal control system over financial reporting.


Chairman


Chief Financial Officer

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR 493B / 57A G.T. ROAD (SOUTH) SHIBPUR , HOWRAH – 711102

PH.NO : 033-26402042 EMAIL : acaasm@rediffmail.com

REPORT ON CORPORATE GOVERNANCE

A) Company's Philosophy

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The Composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

B) Board of Directors

The Board of Directors of the Company have an optimum combination of Executive, Non Executive and Independent Directors who have in depth knowledge of the business. The Board of Director consist of five Directors.

Mr. Binod Chand Kankaria

Mr. Binod Chand Kankaria, Managing Director of the Company, has rich and diverse experience in areas of construction. He continues to lead as new generation entrepreneur with dedication and concerted focus on efficiency and growth.

Name of other Public limited companies in which Mr. Binod Chand Kankaria is a Director

Sl No.	Name of the Company
1.	Orient Movietone Corpn Ltd

Mr. Anant Bhagat

Mr. Anant Bhagat aged 30 Years hold degree of Bachelor of Business Management. He started his career in Real Estates and obtained degree of Master of Science in Real Estates. He has rich and diverse experience in areas of construction, financing.

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Mr. Anant Bhagat is a Director

Sl No.	Name of the Company
1.	Navin Space Housing Limited

Mr. Shrish Tapuriah

Mr. Shrish Tapuriah is a well qualified Chartered Accountant and has rich and diverse experience in areas of administration, Taxation and financing.

Name of other Public Limited Companies in which Mr. Shrish Tapuriah is a Director

Sl No.	Name of the Company
1.	Hanuman Bags & Containers Ltd
2.	Kanchan Udyog Limited
3.	Bengal Shrachi Housing Development Limited
4.	Duncans Tea Ltd

Mr. Rajesh Kumar Sethia

Mr. Rajesh Kumar Sethia is reputed businessman in the field of finance and marketing having a clear business vision and practicing hands-off approach.

Smt. Anny Jain

Smt Anny Jain is a well qualified Company Secretary and has rich and diverse experience in the field of secretarial Work .

Name of the Other Public Limited Company in which Smt. Anny Jain is a Director

SI No.

Name of the Company

1

Paragon Finance Limited

C) Meetings and Attendance

The Meeting of the Board are generally held at the Corporate office of the Company at "Arihant Enclave" 493B/57A G.T. Road(South) Shibpur Howrah-711102. During the year under review, Seven Board meetings were held on during the financial year from 1st April 2018 to 31st March 2019. The dates on which meetings were held are as follows:

02/04/2018, 30/05/2018, 18/06/2018, 14/08/2018, 14/11/2018, 12/02/2019, 28/03/2019.

Name of the Director	Attendance at the Last AGM Held on 28/07/2018	No. of Board Meeting held, and attended, during tenure							% of attendance
		1	2	3	4	5	6	7	
Mr. Binod Chand Kankaria	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mr. Anant Bhagat	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mr. Shrish Tapuriah	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mr. Rajesh Kumar Sethia	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mrs Anny Jain	Y	Y	Y	Y	Y	Y	Y	Y	100 %

D) Board Agenda

The Board meetings are scheduled well in time and Board members are given a notice of Seven days before the meeting date except in case of emergent meeting. The Board members are provided with well structured and comprehensive agenda papers.

E) Independent Directors

The Company has complied with the definitions of Independence as per Clause 49 of the Listing Agreement and according to the Provisions of Section 149(6) of the Companies Act, 2013.

F) Independent Directors Meetings

During the Year under review, the Independent Director Met on 8th November 2018, inter alia to Discuss:-

- Evaluation of the Performance of the Non Independent Directors and the Board of Directors as a Whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of Executive and Non Executive Directors
- Evaluation of the quality, quantity and timeliness of the flow of information between the Management and the Board that is necessary for the board to effectively and reasonably perform its duties effectively.

G) Shareholding of Directors

Names	No. of Shares held
Binod Chand Kankaria	NIL
Anant Bhagat	NIL
Shrish Tapuriah	NIL
Rajesh Kumar Sethia	NIL
Anny Jain	NIL

H) General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Location
----------------	------	----------

2015-2016	24/08/2016	Arihant Enclave 493 B/57A GT Road (s) Ground Floor, Howrah-711102
2016-2017	12/08/2017	Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102
2017-2018	28/07/2018	Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102

I) Disclosures

There are no materially significant transactions with the related parties viz. promoters, directors, relatives, the management, subsidiaries etc that may have a potential conflict with the interest of the company at large.

There has been some delay in Certain compliances which has been regularize by the Company for which necessary payments levied by the BSE has been made.

J) Means of Communication

The Company regularly interacts with the shareholders through multiple channels of communication such as publication of results on quarterly, half yearly basis and yearly basis. The results are not sent individually to Shareholders.

The company has developed its website. All information relating to shareholder and public at large can be viewed by logging into the Website.

K) Code of Conduct

The Company has laid down the code of conduct for its directors.. The object of the code is to conduct the company's business ethically and with responsibility, integrity, fairness, transparency and honesty.

L) Registrar and Transfer Agents and Share Transfer System

M/s Niche Technologies Pvt Ltd is your Company's Share Transfer Agent. Share transfer in physical form and other communications regarding shares, Change of Address etc may be addressed to

M/s Niche Technologies Pvt Ltd
D-511, Bagree Market
71, B R B Basu Road
Kolkata-700001
Phone:- 033-22357270/7271
E mail Id:- nichetechpl@nichetechpl.com

Trading in Equity shares of the Company is permitted as demat as well as physical form. Shares sent for transfer in physical form are registered and returned with in a period of 30 Days from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expediting the process of share transfers Ms. Priyanka Singh, Company Secretary of the Company, severally authorized to approve transfer of equity shares and the same shall be ratified in the next meeting of shareholders/ Investors Grievance Committee. The shareholders/ Investors Grievance Committee meets as and when required to consider the other transfer, transmission of shares etc and to attend shareholder Grievance.

M) Distribution of Shareholding

The Distribution of shareholding as on March 31, 2019 was as follows:

Sl No.	No. of Equity Shares held	No. of Share Holders	% of total Shareholders	No. of Shares held	% of total Shares
1.	1-500	562	79.4908	1,17,633	0.9268
2.	501-1000	52	7.3550	39,594	0.3119
3.	1001-5000	34	4.8091	68,528	0.5399
4.	5,001-10,000	8	1.1315	62,007	0.4885
5.	10,001 - 50,000	24	3.3946	6,61,159	5.2090
6.	50,001 - 1,00,000	4	0.5658	3,01,300	2.3738
7.	1,00,001- And Above	23	3.2532	1,14,33,023	90.0756
	Totals	707	100.00	1,26,92,690	100.00

N) Details of Shareholding as on March 31, 2019 was as under:-
SHAREHOLDING PATTERN

Category of Shareholders	No. of shares held at the beginning of the Year				No. of shares held at the end of the Year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
B. Promoters										
(3) Indian	0	0	0	0	0	0	0	0	0	0
f) Individual/HUF	0	0	0	0	0	0	0	0	0	0
g) Central or State Govt	0	0	0	0	0	0	0	0	0	0
h) Bodies Corporates	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
i) Bank/FI	0	0	0	0	0	0	0	0	0	0
j) Any Other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (1)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
(4) Foreign										
d) NRI Individuals	0	0	0	0	0	0	0	0	0	0
e) Other Individuals	0	0	0	0	0	0	0	0	0	0
f) Bodies. Corp	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
B Public Shareholding										
(3) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Central or State Govt	0	0	0	0	0	0	0	0	0	0
f) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
g) Insurance Co.	0	0	0	0	0	0	0	0	0	0
h) FIIS	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1)	0	0	0	0	0	0	0	0	0	0
(4) Non Institutions										
d) Bodies Corporate	4730744	407450	5138194	40.482	4707929	407450	5115379	40.302	-22815	-0.11
e) Individual Shareholders										
Having nominal Capital Upto One Lakhs	92411	167500	259911	2.048	87891	167500	255391	2.012	-4520	-0.03
Having Nominal Capital more than One Lakhs	279248	0	279248	2.2	309501	0	309501	2.438	30253	0.23
f) Any other Clearing Member	145717	0	145717	1.148	142799	0	142799	1.125	-2918	-0.02
SUBTOTAL (B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0
TOTAL (A)+(B)+(C)	8351870	4340820	12692690	100	8351870	4340820	12692690	100	0	0

O) Listing with Stock Exchange

The Equity shares of the Company are currently listed for trading under Group XT of the BSE Limited. Company confirms that it has paid listing Fees to BSE for the Year 2018-2019.

Market Price data

Sr. No.	Month	Price	
		High	Low
1.	April 2018	30.00	29.90
2.	May 2018	No Trading	
3.	June 2018	29.85	28.50
4.	July 2018	36.00	31.30
5.	August 2018	39.60	37.75
6.	September 2018	37.60	37.60
7.	October 2018	39.35	27.60
8.	November 2018	26.25	24.95
9.	December 2018	23.75	20.55
10.	January 2019	21.20	19.15
11.	February 2019	No Trading	
12.	March 2019	18.20	17.30

P) General Shareholder Information

Annual General Meeting:

Date	21-09-2019
Time	11.00 AM
Venue	Arihant Enclave, 493B/57A G T Road (South) Shibpur Howrah-711102
Financial Year	2018-2019
Book Closure Date	14 th September 2019 to 21 st September 2019
Listing on Stock Exchange	BSE LTD Scrip Code:-538611
ISIN No.	INE840I01014

The Company has paid listing fees to the Exchange.

Q) Vigil Mechanism/ Whistle blower Policy

In accordance with the requirements of section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, 2015, the Company has formulated a "vigil Mechanism/ Whistle Blower Policy" which provides an avenue to the Directors and employees of the Company to directly report, their genuine concerns including unethical behavior and violation of code of conduct, to the chairman of the Audit Committee.

No person has been denied access to the chairman of the Audit committee of the Board of Directors of the Company.

R) Shareholder'/Investors' Grievance Committee

The shareholder'/Investors' Grievance Committee of the Board has been constituted to look into complaints like transfer of shares, Non-receipt of Dividend etc. The committee is headed by Mr. Rajesh Kumar Sethia, as Chairman and Mrs Anny Jain Non Executive Independent Director and Mr. Shrish Tapuriah Non Executive Director. No compliant had been received during the year.

S) Audit Committee

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of accounting, auditing and reporting practice of the company and its compliance with legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the company, the audit of the Company's Financial Statements, the appointments of Auditor, Independent Performance and remuneration of the Statutory Auditors. The committee is headed by Mr. Rajesh Kumar Sethia, as Chairman and Mrs Anny Jain Non Executive Independent Director and Mr. Shrish Tapuriah Non Executive Director.

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
Mrs Anny Jain	Non Executive Independent Director	5	5
Mr. Shrish Tapuriah	Non Executive Director	5	5
Mr. Rajesh Kumar Sethia	Non Executive Independent Director	5	5

T) Nomination and Remuneration Committee

The Committee shall identify the persons who are qualified to become Directors of the Company/ who may be appointed in Senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a policy, relating to the remuneration, Key Managerial personnel and other employees. Mr. Rajesh Kumar Sethia is the Chairman of the Nomination and Remuneration Committee.

No. of Meeting

During the year the Committee had Three Meeting i.e. on 02/04/2018, 18/12/2018 and 28/03/2019.

Name, Composition and attendance during the Year

Name of the Director	No. of Meetings Held	No. of Meeting Attended
1.Mr. Anny Jain	3	3
2.Mr. Rajesh Kumar Sethia	3	3
3.Mr. Shrish Tapuriah	3	3

U) SEBI Complaints Redressal Systems (SCORES)

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online Redressal of all the shareholders complaints. The Company is in compliance with the Scores and redressed the shareholders complaints well within the stipulated time.

W) Reconciliation of Share Capital Audit:-

As stipulated by SEBI, a Reconciliation of Share Capital Audit is conducted on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and paid up Capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchange and is placed before the Board of Directors of the Company.

X) Corporate Identity Number

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate affairs, Government of India is L01111WB1997PLC085164

Y) Green Initiative in the Corporate Governance

As part of the Green Initiative process, the Company has taken an initiative of Sending Documents Like Notice calling of Annual General Meeting, Corporate Governance report, Directors Report, audited financial Statements, Auditor's Report etc. Physical Copies are sent only to those shareholders whose email address are not registered with the Company. Shareholders are requested to register their email id with the registrar and share transfer Agent/Concerned Depository to enable the Company to send the Documents in electronic form or inform the Company in case they wish to receive the above documents in paper mode.

Kolkata

Date:- 27.05.2019

BY ORDER OF THE BOARD

✓
ack


BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251



Auditors' Certificate on Corporate Governance

To,
The Members of
Real Touch Finance Limited.

We have examined the Compliance Conditions of Corporate Governance by Real Touch Finance Limited for the year ended on 31st March, 2019 as per para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1st April, 2018 to 31st March 2019. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanation given to us, and the representation made by the Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

Dated: 27.05.2019



For, P.D.Randar & Co.
Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner
Membership No. 302753
Firm Regn No.319295E



INDEPENDENT AUDITOR'S REPORT

To The Members

M/S. REAL TOUCH FINANCE LIMITED (FORMERLY ASSOCIATED CEREALS LIMITED)

Report on Financial Statements

Opinion

We have audited the accompanying financial statement of **REAL TOUCH FINANCE LIMITED (FORMERLY ASSOCIATED CEREALS LIMITED)**, which comprises the Balance sheet as at **31st March, 2019**, the Statement of Profit and Loss (Including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended and a summary of Significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of financial statement under the provisions of Companies Act, 2013 and rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1) Classification and measurement of financial assets –

Business model assessment

Ind AS 109, Financial Instruments, contains three principal measurement categories for financial assets i.e.:

- Amortised cost;
- Fair Value through Other Comprehensive Income ('FVOCI'); and
- Fair Value through Profit and Loss ('FVTPL').

A financial asset is classified into a measurement category at inception and is reclassified only in rare circumstances. The assessment as to how an asset should be classified is made on the basis of both the Group's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

The term 'business model' refers to the way in which the Group manages its financial assets in order to generate cash flows. That is, the Group's business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets or both.





Amortised cost classification and measurement category is met if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows.

FVOCI classification and measurement category is met if the financial asset is held in a business model in which assets are managed both in order to collect contractual cash flows and for sale. Such financial assets are subsequently measured at fair value, with changes in fair value recognized in other comprehensive income.

FVTPL classification and measurement category is met if the financial asset does not meet the criteria for classification and measurement at amortised cost or at FVOCI. Such financial assets are subsequently measured at fair value, with changes in fair value recognized in profit or loss.

Key audit procedures included:

Design / controls

- Assessing the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial asset and the approval mechanism for such stated intent and classification of such financial assets on the basis of management's intent (business model).
- For financial assets classified at amortised cost, we tested controls over the classification of such assets and subsequent measurement of assets at amortised cost. Further, we tested key internal controls over monitoring of such financial assets to check whether there have been any subsequent sales of financial assets classified at amortised cost.
- For financial assets classified at FVOCI, we tested controls over the classification of such assets and subsequent measurement of assets at fair value.

2) Recognition and measurement of impairment of loans and advances involve significant management judgement

With the applicability of Ind AS 109 credit loss assessment is now based on expected credit loss ('ECL') model. The Group's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors.

The most significant areas are:

- Segmentation of loan book
- Loan staging criteria
- Calculation of probability of default / Loss given default
- Consideration of probability weighted scenarios and forward looking macro-economic factors.

Key audit procedures included:

Design / controls

- Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge.
- We used our modelling specialist to test the model methodology and reasonableness of assumptions used.
- Testing of management review controls over measurement of impairment allowances and disclosures in the consolidated financial statements.





Substantive tests

- We focused on appropriate application of accounting principles, validating completeness and accuracy of the data and reasonableness of assumptions used in the model.
- Appropriateness of management's judgments was also independently reconsidered in respect of calculation methodologies, segmentation, economic factors, the period of historical loss rates used, loss emergence periods and the valuation of recovery assets and collateral.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Financial Statement

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.





- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the standalone financial statements in place and the operating effectiveness of such controls.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure "A" a statement on matters specified in paragraph 3 and 4 of order to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which in the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) Since the company does not have any branch, therefore provision of section 143(3)(c) is not applicable.





(d) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;

(e) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(f) On the basis of the written representations received from the directors as on 31 March 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to report on the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our report in "Annexure B".

(h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations on its financial position in its financial statements.

ii. The Company does not have any material foreseeable losses.

iii. The Company does not require to transfer any amount to the Investor Education and Protection Fund.



Dated: 27.05.2019

For, P.D.Randar & Co.
Chartered Accountants

Kriti Agarwal

Kriti Agarwal
Partner

Membership No. 302753

Firm Regn No.319295E



Annexure A to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Real Touch Finance Limited of even date)

- I. The Company does not have any Fixed Assets. Thus, paragraph 3(i) of the Order is not applicable.
- II. The Company does not have any inventory and hence reporting under clause (ii) of the Order is not applicable.
- III. According to the information and explanation given to us, the companies has granted loan and advances to parties covered in the register maintained under section 189 of the companies Act, 2013.
(a) The Borrowers have been regular in payment of the Interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.
- IV. In our opinion and according to the information and explanations given to us, the company being a Non Banking Finance Company, the provisions of Sections 185 and 186 of the companies Act, 2013 are not applicable to it.
- V. The Company has not accepted any deposits from the public.
- VI. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

(c) According to the information and explanations given to us, there is no amount which was required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under.
- VIII. The company does not have any loans and borrowings from any financial institution, banks, government or debenture holders during the year, Accordingly, paragraph 3(viii) of the Order is not applicable.
- IX. The company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, Accordingly, paragraph 3(ix) of the Order is not applicable.
- X. According to the information and explanations given to us, no material fraud on or by the company by its officers or employees has been noticed or reported during the course of our audit.
- XI. According to the information and explanations given to us and based on our examination of the records of the company, the Company has paid for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.





- XII. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any transactions with the related parties in compliance with Sections 177 and 188 of the Act so the clause is not applicable for the Company.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non cash transactions with Directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- XVI. The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934 Via Certificate of Registration No. No.B.05.03146 dated 05/07/1999.

Dated: 27.05.2019



For, P.D.Randar & Co.
Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner
Membership No. 302753
Firm Regn No.319295E



Annexure-B to the Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Real Touch Finance Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of the sub section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over the financial reporting of Real Touch Finance Limited ("the Company") as on 31 March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls and both, issued by the Institute of Chartered Accountants of India. Those standards and Guidance Note require that we comply with the ethical requirements and plan and platform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of cost records that, in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance and transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





Inherent Limitation of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls system over financial reporting were operating effectively as on 31 March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

Dated: 27.05.2019



For, P.D.Randar & Co.
Chartered Accountants

Kriti Agarwal

Kriti Agarwal
Partner

Membership No. 302753

Firm Regn No. 319295E

REAL TOUCH FINANCE LIMITED

Arihant Enclave, Ground Floor, 493B/57A G.T.Road(South) Shibpur Howrah-711102
Balance Sheet as at 31st March, 2019

Particulars	Note No.	AS AT MARCH 31, 2019	AS AT MARCH 31, 2018
ASSETS			
(1) Non-Current Assets			
Financial Assets			
(a) Long term loans and advances	1	7,93,82,644.00	9,93,82,644.00
(b) Investments	2	6,67,628.52	11,27,961.57
Total Non Current Assets		8,00,50,272.52	10,05,10,605.57
(2) Current Assets			
Financial Assets			
(a) Cash and cash equivalents	3	1,39,76,500.44	11,47,939.57
(b) Short-term loans and advances	4	23,76,51,273.00	21,66,61,769.00
(c) Other Current Assets	5	1,090.24	2,43,814.76
Total Current Assets		25,16,28,863.68	21,80,53,523.33
TOTAL ASSETS		33,16,79,136.20	31,85,64,128.90
I. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	6	12,69,26,900.00	12,69,26,900.00
(b) Other Equity	7	19,68,46,334.20	18,63,58,636.90
Total Equity		32,37,73,234.20	31,32,85,536.90
LIABILITIES			
(2) Current Liabilities			
(a) Other Current Liabilities	8	9,39,832.00	2,71,342.00
(b) Provisions	9	9,25,000.00	7,07,250.00
(c) Income Tax Liabilities (Net)	10	60,41,070.00	43,00,000.00
Total Current Liabilities		79,05,902.00	52,78,592.00
Total Equity & Liabilities		33,16,79,136.20	31,85,64,128.90

The accompanying notes are integral part of Financial Statements

FOR REAL TOUCH FINANCE LIMITED

FOR P.D.Randar & CO
Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner
Membership No. : 30275
Firm Reg. No.: 319295E



Binod Chand Kankaria
Binod Chand Kankaria
Managing Director
DIN: 00389251

Anant Bhagat
Anant Bhagat
Director
DIN: 00089156

Arindam Laha
Arindam Laha
Chief Financial Officer

Priyanka Singh
Priyanka Singh
Company Secretary

Place Kolkata
Dated: The 27th Day of May, 2019

REAL TOUCH FINANCE LIMITED

Arihant Enclave, Ground Floor, 493B/57A G.T.Road(South) Shibpur Howrah-711102

Profit and Loss Account for the Year ended 31st March 2019

Particulars	Note No.	For the year ended March 31,2019	For the year ended March 31,2018
Revenue from Operations	11	1,82,01,110.07	44,57,053.18
II. Total Revenue		1,82,01,110.07	44,57,053.18
Expenses:			
Employee Benefit Expense	12	17,22,000.00	12,37,000.00
Other Administrative Expenses	13	9,77,415.12	8,81,359.64
Provisions and Contingencies	14	2,17,750.00	3,98,950.00
Total Expenses (IV)		29,17,165.12	25,17,309.64
IV Profit before tax		1,52,83,944.95	19,39,743.54
V Tax expense:			
(1) Current tax		41,00,000.00	23,00,000.00
(2) Tax for earlier years		-	-
(3) Short Provision for Tax		42,728.00	-
VI Profit(Loss) for the period	(VIII-IX)	1,11,41,216.95	(3,60,256.46)
Other Comprehensive Income		-	-
Items that will not be reclassified subsequently to profit or loss		(6,53,519.65)	(11,79,979.04)
Items that will be reclassified subsequently to profit or loss		-	-
Total Comprehensive Income net of tax		1,04,87,697.30	(15,40,235.50)
Total Comprehensive Income for the period		1,04,87,697.30	(15,40,235.50)
VII Earning per equity share:			
(1) Basic	15	0.88	(0.03)
(2) Diluted		0.88	(0.03)

The accompanying notes are integral part of Financial Statements

FOR P.D.RANDAR & CO
CHARTERED ACCOUNTANTS

Kriti Agarwal
Kriti Agarwal
Partner
Membership No. : 302753
Firm Reg. No.: 319295E



Place Kolkata
Dated: The 27th Day of May, 2019

FOR REAL TOUCH FINANCE LIMITED

Binod Chand Kankaria
Managing Director
DIN 00389251

Arindam Laha
Arindam Laha
Chief Financial Officer

Anant Bhagat
Anant Bhagat
Director
DIN 00089156

Priyanka Singh
Priyanka Singh
Company Secretary

REAL TOUCH FINANCE LIMITED

Arihant Enclave, Ground Floor, 493B/57A G.T.Road(South) Shibpur Howrah-711102

Cash Flow Statement for the Year Ended 31st March 2019

PARTICULARS	AMOUNT(Rs.)	As at 31.03.2019	As at 31.03.2018
CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Tax		1,52,83,944.95	19,39,743.54
Adjustments for:			
Provision for Standard Assets	2,17,750.00		(7,81,029.04)
Add - Other Comprehensive Income	(6,53,519.65)		
	-	(4,35,769.65)	-
Operating Profit before Working Capital Changes		1,48,48,175.30	11,58,714.50
Adjustments for:			
(Increase)/Decrease in Short Term Advances	(2,09,89,504.00)		(83,93,907.00)
(Increase)/Decrease in Other Current Assets	2,42,724.52		(2,35,804.76)
Increase/(Decrease) in liabilities	6,68,490.00	(2,00,78,289.48)	(53,79,052.26)
Cash generated from operations		(52,30,114.18)	(1,28,50,049.52)
Income Tax paid		24,01,658.00	-
Net Cash flow from Operating activities		(76,31,772.18)	(1,28,50,049.52)
B CASH FLOW FROM INVESTING ACTIVITIES		-	-
Increase in Long Term Loans And Advances	2,00,00,000.00	-	-
Decrease of investment	4,60,333.05		1,32,63,231.81
Net Cash used in Investing activities		2,04,60,333.05	1,32,63,231.81
C CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Equity Share	-		-
Expense for Increase in Authorised Capital	-		-
Net Cash used in financing activities		-	-
Net increase in cash & Cash Equivalents		1,28,28,560.87	4,13,182.29
Opening Cash and Cash equivalents		11,47,939.57	7,34,757.28
Closing Cash and Cash equivalents		1,39,76,500.44	11,47,939.57
Cash & Cash Equivalents			
Cash in Hand		14,910.69	6,160.69
Cash at Bank		1,39,61,589.75	11,41,778.88
Cash & Cash equivalents as stated		1,39,76,500.44	11,47,939.57

FOR P.D.Randar & Co.

Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner

Membership No. : 302753

Firm Reg. No.: 319295E

Place Kolkata

Dated: The 27th Day of May, 2019



For, REAL TOUCH FINANCE LIMITED

Binod Chand Kankaria
Managing Director
DIN 00389251

Arindam Laha
Arindam Laha
Chief financial Officer

Anant Bhagat
Director
DIN 00089156

Priyanka Singh
Priyanka Singh
Company Secretary

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2019

A. EQUITY SHARE CAPITAL

	Balance at the beginning of the reporting period i.e. 1st April, 2017	Changes in equity share capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period i.e. 31st March, 2019
	1,26,92,690	-	1,26,92,690	-	1,26,92,690

B. OTHER EQUITY

	Share app. money pending allotment	Capital Reserve Fund	Capital Redemption Reserve	Securities Premium Reserve	Debentures Redemption Reserve	Share Based Payments Reserve Account	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Particulars										
Balance at the beginning of the reporting period i.e. 1st April 2017	-	1,25,20,720	-	7,00,00,000	-	-	5,82,15,100	4,71,63,052.40	-	18,78,98,872
Total Comprehensive Income for the year	-	-	-	-	-	-	-	(11,79,979.04)	-	(11,79,979.04)
Dividends	-	-	-	-	-	-	-	-	-	-
Tax on dividend	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-	-	-	(3,60,256.46)	-	(3,60,256.46)
Transfer to / (from) RBI Reserves	-	-	-	-	-	-	-	-	-	-
On Employee Stock Options	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March 2018	-	1,25,20,720	-	7,00,00,000	-	-	5,82,15,100	4,56,22,816.90	-	18,63,58,636.90



B. OTHER EQUITY

Particulars	Share app. money pending allotment	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Debentures Redemption Reserve	Share Based Payments Reserve Account	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance at the beginning of the reporting period i.e 1st April, 2018	-	1,25,20,720	-	7,00,00,000	-	-	5,82,15,100	4,36,22,816.90	-	18,63,58,636.90
Total Comprehensive Income for the year	-	-	-	-	-	-	-	(6,53,519.65)	-	(6,53,519.65)
Dividends	-	-	-	-	-	-	-	-	-	-
Tax on dividend	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-	-	-	1,11,41,216.95	-	1,11,41,216.95
Transfer to / (from) RBI Reserves	-	21,00,000.00	-	-	-	-	-	(21,00,000.00)	-	-
On Employee Stock Options	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March, 2019	-	1,46,20,720	-	7,00,00,000	-	-	5,82,15,100	5,40,10,514.20	-	19,68,46,334.20



As per our Report of even date
For, P.D.Randar & Co.
Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner

Membership No. 302753
Firm Registration No. 319295E
Place : KOLKATA
Dated : 27.05.2019

For, REAL TOUCH FINANCE LIMITED

Binod Chand Kankaria
Binod Chand Kankaria
Managing Director
DIN 00389251

Anant Bhagat
Anant Bhagat
Director
DIN 00089156

Priyanka Singh
Priyanka Singh
Company Secretary

Arindam Laha
Arindam Laha
Chief financial Officer

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

1. Long Term Loans and Advances

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
	Advance against land/ Flat		7,93,76,944.00		9,93,76,944.00
	Electricity Deposit		5,700.00		5,700.00
	Total		7,93,82,644.00		9,93,82,644.00

2. Investment

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
	QUOTED	Nos.	Value	Nos.	Value
	Investment in Equity				
	Econo Trade (India) Ltd.	-	-	600	48,118.93
	Rashel Agro	1	8.77	1	8.77
	R.M Financial Ltd.	20	20.00	20	20.00
	Stamped Capital	-	-	-	-
	Purbanchal	40,500	1,03,275.00	40,500	1,03,275.00
	Rohtash	2,000	800.00	2,000	800.00
	Kwality credit	8,000	1,01,520.00	8,000	9,25,328.20
	Sacheta Metals	22,411	4,29,170.65	17,000	9,91,769.71
	Vikash Global	-	-	-	-
	Virtual Global	30,000	8,400.00	30,000	2,38,620.00
	Stamped Capital DVR	28,746	24,434.10	28,746	-
	Total		6,67,628.52		23,07,940.61
	Less:- Other Comprehensive Income				(11,79,979.04)
			6,67,628.52		11,27,961.57

The Market Value of Shares is Rs. 6,67,628.52/-. In the absense of Market Value of some shares, Book Value is taken as Market Value.

3. Cash & Cash Equivalent

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
1	Cash-in-Hand				
	Cash Balance		14,910.69		6,160.69
	Sub Total (A)		14,910.69		6,160.69
2	Bank Balance				
	Corporation Bank		2,106.00		2,106.00
	Union Bank		1,39,59,483.75		11,39,672.88
	Sub Total (B)		1,39,61,589.75		11,41,778.88
	Total [A + B]		1,39,76,500.44		11,47,939.57

4. Short Terms Loans and Advances

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
1	Loans to Related Parties		23,05,13,847.00		17,32,69,282.00
2	Loans to Other Parties		-		25,50,625.00
3	Advance to Related Parties		55,205.00		3,60,55,205.00
4	Advance to Other Parties		2,50,000.00		-
5	Advance to Revenue Authorities		68,32,221.00		47,86,657.00
	Total		23,76,51,273.00		21,66,61,769.00

5. Other Current Assets

Sr. No.	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
	Others		1,090.24		2,43,814.76
	Total		1,090.24		2,43,814.76



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

6. Equity Share Capital

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
		Nos.	Amount	Nos.	Amount
1	AUTHORIZED CAPITAL Equity Shares of Rs. 10/- each	1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00
		1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00
	Total Issued, Subscribed & Paid Up Capital	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00

(a) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Sr. No	Name of the Shareholder	No. of Shares	% Held	No. of Shares	% Held
1	Ultraplus Housing Estate Pvt Ltd	68,69,620	54.12	68,69,620	54.12

(b) Reconciliation of the Number of Shares and Amount Outstanding as at the Beginning and at the End of the Year

Sr. No	Equity shares	Number	Amount	Number	Amount
1	Outstanding at the Beginning	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00
2	Issued During the Year	-	-	-	-
3	Outstanding at the End of the Year	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00

(c) Terms/Rights Attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one Vote per share and ranks Pari Passu. Dividend are paid in Indian Rupees. Dividend Proposed by the Directors, if any, as subject to approval of shareholders at the Annual General Meeting except in case of Interim Dividend.



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

7. Other Equity

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
1	Securities Premium Opening Balance Add:- Addition During the year Closing Balance	7,00,00,000.00 - -	7,00,00,000.00	7,00,00,000.00 -	7,00,00,000.00
2	General Reserve: Opening Balance Add: Addition during the Year Closing balance	5,82,15,100.00 - -	5,82,15,100.00	5,82,15,100.00 -	5,82,15,100.00
3	Surplus (Profit & Loss Account): Opening Balance Add: Surplus in the Statement of Profit and Loss Account Transfer to RBI Reserve Fund Closing balance	4,56,22,816.90 1,04,87,697.30 -	5,61,10,514.20 21,00,000.00 5,40,10,514.20	4,71,63,052.40 (15,40,235.50) -	4,56,22,816.90 4,56,22,816.90
4	Reserve Fund (RBI): Opening Balance Add: Addition during the Year Closing balance	1,25,20,720.00 21,00,000.00 -	1,46,20,720.00	1,25,20,720.00 -	1,25,20,720.00
	Total		19,68,46,334.20		18,63,58,636.90

8. Other Current Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
1	Liabilities for Expenses		2,65,620.00		2,58,030.00
2	Professional Tax Payable		13,312.00		13,312.00
3	Duties and Taxes		900.00		-
4	Outstanding Salary		6,60,000.00		-
	Total		9,39,832.00		2,71,342.00

9. Provisions

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
1	Others Provision for standard Assets		9,25,000.00		7,07,250.00
	Total		9,25,000.00		7,07,250.00

10 Income Tax Liabilities (Net)

Sr. No	Particulars	AS AT MARCH 31, 2019		AS AT MARCH 31, 2018	
1	Others Provision for Taxation		60,41,070.00		43,00,000.00
	Total		60,41,070.00		43,00,000.00



REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

11. Revenue from Operations

Sr. No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018
1	Interest Received	1,82,11,912.00	1,07,56,863.00
2	Profit on sale of shares	(36,118.93)	(62,98,749.67)
3	Speculation Profit	-	(6,450.15)
4	Dividend	-	5,390.00
5	Interest On Income Tax Refund	25,317.00	-
Total		1,82,01,110.07	44,57,053.18

12. Employment Benefit Expenses

Sr. No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018
1	Director Remuneration	6,00,000.00	6,00,000.00
2	Salaries, Bonus and Stipend etc	11,22,000.00	6,37,000.00
Total		17,22,000.00	12,37,000.00

13. Other Expenses

Sr. No.	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018
a	Administrative Expenses:		
1	Advertisement & Publicity	20,160.00	29,811.00
2	Bank Charges	3,630.13	3,564.71
3	Depository Charges	60,960.00	1,04,746.00
4	Electric Charges	5,000.00	8,000.00
5	Office Exps.	2,543.00	5,287.00
6	Demat Charges	848.15	1,646.70
7	Filing Fees	6,000.00	15,600.00
8	General Expenses	17,533.00	17,900.00
9	Listing Fees	2,95,000.00	2,96,850.00
10	Postage and Courier	31,695.00	8,714.00
11	Printing & Stationery	63,635.00	16,297.00
12	Professional Fees	8,850.00	64,790.00
13	Rent Rates and Taxes	5,700.00	5,800.00
14	Travelling & Conveyance	3,582.00	2,514.00
15	Balance Write off	710.00	-
16	Sebi fees	0.17	57.02
17	Service Tax and Gst on Brokerage	65.18	2,718.08
18	Stamp Charges	24.12	2,867.29
19	Securities Transaction Tax	358.80	27,804.81
20	Transaction Charges	-	114.00
21	Turnover Tax	122.57	6,127.99
22	Maintenance Charges	3,000.00	4,038.00
23	Sitting Fees	34,860.00	48,960.00
24	Penalties	2,28,580.00	-
25	Website Expenses	5,900.00	10,400.00
26	Swach Bharat Cess and Krishi Kalyan Cess	-	170.04
27	Legal Fees	-	57,500.00
28	Telephone Charges	4,459.00	4,832.00
29	Late Fees and Interest on delayed Payment	3,603.00	4,250.00
30	Registrar Expenses	40,596.00	-
b	Payment to Auditors:		
30	Internal Audit Fees	12,000.00	12,000.00
31	Audit Fees	1,18,000.00	1,18,000.00
Total		9,77,415.12	8,81,359.64



REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

14. Provisions & Contingencies

Sr. No	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018
1	Provision against Standard Assets.	2,17,750.00	3,98,950.00
		2,17,750.00	3,98,950.00

15. Earning Per Share

Sr. No	Particulars	For the Year ended 31st March 2019	For the Year ended 31st March 2018
	Profit after Tax	1,11,41,216.95	(3,60,256.46)
	Weighted Average No. of Shares	1,26,92,690.00	1,26,92,690.00
	Face Value Per Equity Shares	Rs. 10/-	Rs. 10/-
	Earning Per Share	0.88	(0.03)

16. Contingent Liabilities:-

Nil

Nil

17. Earning in Foreign Exchange:- Nil

Nil

Nil

18. Expenditure in Foreign Exchange:- Nil

Nil

Nil

19. No provision has been made on account of leave salary as there are no leave to the credit of employees at the end of that Year.

20. No provision has been made on account of fall in the Market Value of quoted Investment held Long Term as the fall is considered to be temporary in Nature.

21. The Figures of Previous Year have been regrouped and/or re-arranged wherever necessary.

22. The Company is engaged in the Business of Non Banking Financial Companies and there is no Separate reportable segment as per Accounting Standard 17- "Segment Reporting" Notified by the Companies Accounting Standard Rules, 2006.

23. Particulars required to be furnished as per Paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by the RBI are given as per Annexure Attached hereto.

24. Employee Benefits: The company has not accounted for gratuity and other Long Term and Short Term retirement benefits payable to the employees



REAL TOUCH FINANCE LIMITED

Arihant Enclave, Ground Floor, 493B/57A G.T.Road(South) Shibpur Howrah-711102

Break-up of Notes Items appearing in Balance Sheet as at 31st March, 2019

A Short Term Loans & Advances

Sr. No	Particulars	As at March 31,2019	As at March 31,2018
a)	Advance: Advance to Group Company		
	ABN infratech Pvt. Ltd.	55,205.00	55,205.00
	Olympia Infratech Pvt Ltd	-	2,45,00,000.00
	Lin Than Fook	2,50,000.00	
	Alwarpet Properties Pvt Ltd	-	1,15,00,000.00
			3,60,55,205.00
	Sub-total (a)	3,05,205.00	7,21,10,410.00
b)	Loans		
	Brilliant Dealers Pvt Ltd	26,63,141.00	25,05,303.00
	Jai Shree Centre P. Ltd.	33,83,796.00	-
	KSM Niketan Private Limited	31,46,040.00	31,46,040.00
	Olympia Infratech Private Limited	-	8,15,00,000.00
	Landmark Vinimay Pvt Ltd	2,38,36,107.00	56,60,487.00
	Manohar Kumar Kankaria	99,95,995.00	1,54,75,391.00
	Olympia Real Estate Chennai Pvt Ltd	4,87,09,437.00	2,58,50,164.00
	Associated Finance Co. Ltd.	5,01,973.00	-
	Shree Paras Construction Pvt Ltd	71,01,727.00	88,18,142.00
			-
	Subhash Chand Kankaria	1,87,65,713.00	1,21,16,766.00
	Luxmi Investment Co. Private Limited	-	10,20,250.00
	Olympia Carnhill Development Pvt Ltd	1,37,10,589.00	11,10,589.00
	Multanmull Kishanlal & Sons	20,54,724.00	-
	SMK Enterprise Pvt. Ltd.	75,39,946.00	-
	Uniglaze India Pvt. Ltd.	1,07,02,056.00	-
	Shreerampure Complex Pvt. Ltd.	21,97,102.00	-
	MK Construction Ltd.	25,77,116.00	-
	Rishra Estate Pvt. Ltd.	17,79,426.00	-
	Sethia & Sons Private Limited	-	15,30,375.00
	Space Olympia properties Pvt Ltd	39,55,917.00	32,05,917.00
	Sri Panchanan Complex Private Ltd	9,24,305.00	7,65,146.00
	Addarsh Management Pvt Ltd	5,20,44,951.00	1,00,86,918.00
	Chandrakant Kankaria	7,13,211.00	30,18,419.00
	Aditya Kumar Kankaria	1,42,10,575.00	-
	Binod Chand Kankaria	-	10,000.00
	Sub-total (b)	23,05,13,847.00	17,58,19,907.00
c)			
	Tax Deducted at Source	24,10,225.00	16,13,466.00
	Advance Tax	35,00,000.00	30,00,000.00
	Income Tax Refundable A.Y. 2006-2007	9,21,996.00	1,72,661.00
	Sub-total (c)	68,32,221.00	47,86,127.00
		23,76,51,273.00	25,27,16,444.00



Notes Forming Integral Part of financial Statements
(Pursuant To Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements)
(Amendment) Regulation, 2018)

25 In accordance with the Indian Accounting Standard, the Details of related party Transaction as follows:-

Particulars	Transaction during the Year Amount (Rs.)	Interest Income	Balance as on 31.03.2019 (Rs.)	Transaction during the Year Amount (Rs.)	Interest Income	Balance as on 31.03.2018 (Rs.)	
Key Managerial Personnel (Remuneration)							
Binod Chand Kankaria (Managing Director)	6,00,000.00	-	-	6,00,000.00		10,000.00	Dr
Hetal Gudgud				2,91,520.00		49,160.00	Cr
Priyanka Singh (Company Secretary)	1,08,000.00		9,000.00 Cr	-		-	
Arindam Laha (Chief Financial Officer)	1,04,000.00	-	-	1,04,000.00		8,000.00	Cr
Non Executive Director (Sitting Fees)							
Anant Bhagat	7,000.00		2,000.00 Cr	9,000.00		6,000.00	Cr
Anny Jain	7,000.00		2,000.00 Cr	9,000.00		6,000.00	Cr
Shrish Tapuriah	7,000.00		2,000.00 Cr	9,000.00		6,000.00	Cr
Rajesh Kumar Sethia	7,000.00		2,000.00 Cr	9,000.00		6,000.00	Cr
Radhey Shyam Mishra				6,000.00		3,000.00	Cr
Advance/ (Repayment of Advance)							
Olympia Infratech (A Unit of Olympia Tech Park Chennai Pvt Ltd)	2,45,00,000.00		-	5,55,00,000.00		2,45,00,000.00	Dr
Loans Given/ (Repayment of Loan)							
KSM Niketan Private limited				(30,00,000.00)	2,33,160.00	31,46,040.00	Dr
Alwarpet Properties Private Limited	7,00,00,000.00 (8,15,00,000.00)	53,12,716.00	-	1,15,00,000.00		1,15,00,000.00	Dr
Addarsh Management Pvt Ltd	4,01,00,000.00	20,64,481.00	5,20,44,951.00 Dr	1,00,00,000.00	96,575.00	1,00,86,918.00	Dr
Aditya Kumar Kankaria	1,40,00,000.00	2,10,575.00	1,42,10,575.00 Dr				
Associated Finance Co. Limited	5,00,000.00	1,973.00	5,01,973.00 Dr				
Brilliant Dealers Private Limited	-	1,75,371.00	26,63,141.00 Dr	15,00,000.00	13,870.00	25,05,303.00	Dr
Chandrakant Kankaria	(25,00,000.00)	1,94,792.00	7,13,211.00 Dr	30,00,000.00	18,419.00	30,18,419.00	Dr
Jai-shree Centre Private Limited	43,00,000.00 (10,00,000.00)	93,107.00	33,83,796.00 Dr				
Landmark Vinimay Private Limited	1,74,25,000.00	8,34,022.00	2,38,36,107.00 Dr	-	4,71,271.00	56,60,487.00	Dr
Manohar Kumar Kankaria	50,00,000.00 (1,15,00,000.00)	10,20,604.00	99,95,995.00 Dr	25,00,000.00	11,22,261.00	1,54,75,391.00	Dr
M K Construction	25,00,000.00	85,685.00	25,77,116.00 Dr				
Multanmull Kishanlal & Sons	20,00,000.00	60,805.00	20,54,724.00 Dr				
Olympia Cairnhill Development Pvt Ltd	1,26,00,000.00	-	1,37,10,589.00 Dr				
Olympia Infratech (A Unit of Olympia Tech Park Chennai Pvt Ltd)	(8,15,00,000.00)		-	50,00,000.00	56,94,400.00	8,15,00,000.00	Dr
Olympia Real Estate Chennai pvt Ltd	2,05,00,000.00	26,21,415.00	4,87,09,437.00 Dr	(3,24,960.00)	6,82,023.00	2,58,50,164.00	Dr
Rishra Estate Pvt Ltd	17,50,000.00	32,696.00	17,79,426.00 Dr	2,00,00,000.00 15,00,000.00 (32,14,621.00)	1,80,030.00	-	Dr
Shree Paras Construction Pvt Ltd	5,00,000.00 (28,18,142.00)	6,68,586.00	71,01,727.00 Dr	15,00,000.00	6,55,813.00	88,18,142.00	Dr
Shreerampur complex pvt Ltd	21,50,000.00	52,336.00	21,97,102.00 Dr	10,00,000.00 (32,58,939.00)	2,09,792.00	-	
SMK Enterprises Pvt Ltd	1,05,00,000.00 (30,00,000.00)	44,384.00	75,39,946.00 Dr	15,00,000.00 (32,14,621.00)	1,80,030.00	-	
Space Olympia Properties Pvt Ltd	12,50,000.00 (5,00,000.00)	-	39,55,917.00 Dr	32,00,000.00	6,575.00	32,05,917.00	Dr
Sri Panchanan Complex Pvt Ltd	20,00,000.00 (19,00,000.00)	65,732.00	9,24,305.00 Dr	7,50,000.00	16,829.00	7,65,146.00	Dr
Subhas Chand Kankaria	75,00,000.00 (20,00,000.00)	11,48,947.00	1,87,65,713.00 Dr	75,00,000.00 (85,00,000.00)	11,48,978.00	1,21,16,766.00	Dr
Uniglaze India Private Limited	1,05,00,000.00	2,24,507.00	1,07,02,056.00 Dr				



REAL TOUCH FINANCE LIMITED

NOTE : 26

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31st March, 2019 AND PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the company have been prepared on accrual basis under historical cost basis except for the following assets which have been measured at Fair Value amount.

a) Investments

The financial statements of the company have been prepared to comply with the Indian Accounting Standards ('Ind As') including the rules notified under the relevant provisions of The Companies Act, 2013. Company's financial statements are presented in Indian Rupees (₹) which is also its functional currency

2. Use of Estimates:

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent Liabilities) and the reported income and expenses during the year. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and estimates are recognized in the years in which the results are known and materialized.

3. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. In addition, the following criteria must also be met before revenue is recognized:

- Interest and other dues are accounted on accrual basis except in the case of non-performing loans where it is recognized upon realization, as per the income recognition and asset classification norms prescribed by the RBI.

4. Investments

Non Current Investments are valued at Market Value against at Cost in compliance with Indian Accounting Standards. The difference between Market Value and Cost is accounted as Other Comprehensive Income.

5. Employment Benefits

Leave salary is accounted for on the basis of leave due to employees at the end of the year. No provisions for leave salary is made as there is no credit of leave to the employees.

Termination Benefits

Termination Benefits like gratuity etc are provided in the account in respect of employee when they became eligible for the same. No provisions for gratuity has been made in respect of employees for the year as they have not put in completed year of service as per provisions of Gratuity Act.

6. Taxes on Income

- a) Current tax is the amount payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.
- b) Deferred tax is recognized on timing differences; being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



7. **Earnings per Share**

The Company reports basic and diluted earnings per share in accordance with Indian Accounting Standards-33, *Earnings per Share*, issued by the Institute of Chartered Accountants of India. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the period.

8. **Provisions and Contingencies**

Provision against Loans

- Provisions are made in accordance with the RBI guidelines applicable to non- performing loans. In addition, Provision is made in accordance with the Provisioning policy of the company against non- performing loans.
- A general provision is made at 0.4% of the outstanding Standard Assets in accordance with the RBI guidelines.

Other Provisions

- A Provision is recognized when the company has a present obligation as a result of Past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation as at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed separately.

9. **Impairment**

The company assesses at each reporting period date as to whether there is any indication that an asset (Tangible or Intangible) may be impaired. An asset is treated as impaired, when carrying cost of the asset exceeds its recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of the estimated future cash flows expected to arise from continuity use of an asset and from its disposal at the end of its useful life.

An impairment loss is charged to Profit and Loss account in the year in which an asset is impaired.

10. **Segment Reporting**

The Company Operates Solely in one Geographic Segment and hence no separate information for Geographic segment wise disclosure is required.

11. Previous year figures have been rearranged or recast wherever necessary, however the same are not strictly comparable with that of the current year as the previous year.

12. **Cash and cash equivalents**

Cash and Cash Equivalents comprise cash and cash-on-deposit with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents

13. **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are assigned.

Dated: 27.05.2019



For, P.D.Randar & Co,
Chartered Accountants

Kriti Agarwal

Kriti Agarwal
Partner

Membership No. 302753

Firm Regn No.319295E

REAL TOUCH FINANCE LIMITED

Schedule Annexed as per Reserve Bank of India Prudential Norms. Schedule to the Balance sheet of a Non Banking Financial Company as on 31.03.2019 required in terms of paragraph 13 of a Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(₹. in lakhs)

Particulars			
Liabilities side:			
(1)	Loans and advances availed by the NBFCs Inclusive of interest accrued thereon but not Paid:	Amount Out-standing	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits	NIL	NIL
	(g) Other Loans (unsecured)	NIL	NIL
Assets side:		Amount outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured	NIL	
	(b) Unsecured	2118.75	
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	NIL	
	(b) Repossessed Assets	NIL	
	(iii) Hypothecation loans counting towards EL/HP activities:		
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	
(4)	Break-up of Investments:		
	<u>Current investments:</u>		
	I. <u>Quoted:</u>		
	(i) Shares: (a) Equity	NIL	



	(b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Other (please specify) 2. <u>Unquoted:</u> (i) Shares: (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify) <u>Long Term investment:</u> 1. <u>Quoted:</u> (i) Share: (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Other (please specify) 2. <u>Unquoted:</u> (i) Shares: (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)	NIL NIL NIL NIL NIL NIL NIL NIL NIL NIL 23.08 NIL NIL NIL NIL NIL NIL NIL NIL NIL NIL NIL
(5)	Borrower group-wise classification of all leased assets, stock-no-hire and loans and advances:	

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	1787.03	1787.03
(c) Other related parties	NIL	306.21	306.21
2. Other than related parties	NIL	25.51	25.51
Total	NIL	2118.75	2118.75

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	NIL
	(c) Other related parties	NIL	NIL



	2. Other than related parties	11.28	23.08
	Total	11.28	23.08

(7) Other information

	Particulars	Amount
(i)	Gross Non-Banking Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(ii)	Net Non-Performing Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(iii)	Assets acquired in satisfaction of debt	NIL

