

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

Date: 21/09/2021

To
The BSE Limited
Floor 25, P J Towers,
Dalal Street
Mumbai - 400001

Ref: Scrip Code: 538611.

Dear Sir/Madam,

Sub: Compliance U/s 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Annual Report for the F.Y. ended 31.03.2021

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, 2021 along with the Notice of the Annual General Meeting of the Company scheduled to be held on 13th September, 2021.

The Annual Report for the Financial Year 2020-2021 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**

Arindam Laha

Arindam Laha
CFO

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NOTICE

Notice is hereby given that the Thirty Six Annual General Meeting of the members of M/s Real Touch Finance Limited will be held on Monday The 13th Day of September, 2021 at 2.30 PM through Video Conferencing ("VC") / other Audio Visual Means ("OAVM")., In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM. 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, 2021, including the audited Balance Sheet as at 31st March, 2021, 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 Ms. Sweta Ghorawat (DIN -08801208) , who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

For Real Touch Finance Limited



Arindam Laha

CFO

July 28th, 2021

Registered Office:

493\57A G T Road,

Shibpur, Howrah-711102

CIN: L01111WB1997PLC085164

E-mail: acaasm@rediffmail.com

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1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.realtouchfinance.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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The remote e-voting period begins on 10th, September, 2021 at 09:00 A.M. and ends on 12th, September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date i.e 6th September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 6th September, 2021.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by |

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typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com> and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

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| | |
|--|---|
| | <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you

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- retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to diptirandar@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **06th September,2021** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **06th September,2021** may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request toto Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to acaasm@rediffmail.com

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to acaasm@rediffmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

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5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at acaasm@rediffmail.com latest by 05:00.p.m. (IST) on Sunday, 12thday of September, 2021.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at latest at acaasm@rediffmail.com latest by 05:00.p.m. (IST) on Sunday, 12thday of September, 2021. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

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DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited Balance sheet as at 31st March 2021 and Statement of Profit & Loss for the year ended on that date.

FINANCIAL SUMMARY / STATE OF AFFAIRS:

| S. No. | Particulars | 2020-2021(₹) | 2019-2020(₹) |
|--------|---|----------------|----------------|
| 1. | Gross Income | 2,26,90,370.00 | 1,87,50,171.00 |
| 2. | Profit Before Interest and Depreciation | 1,96,26,429.30 | 1,60,03,389.53 |
| 3. | Finance Cost | Nil | Nil |
| 4. | Depreciation and Amortisation | Nil | Nil |
| 3 | Profit Before Tax | 1,94,11,429.30 | 1,57,78,389.53 |
| 4 | Tax Expense | 50,00,000.00 | 44,14,445 |
| 5 | Profit After tax | 1,44,11,429.30 | 1,13,70,015.53 |
| 6 | Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss | 79,165.89 | (1,69,820.19) |
| 6. | Transfer to Statutory Reserve as per RBI Guidelines | 24,00,000.00 | 23,00,000.00 |
| 7. | Proposed Dividend on Equity Shares | NIL | NIL |
| 7. | Balance Brought forward from Balance Sheet | 6,29,10,709.54 | 5,40,10,514.20 |
| 8. | Balance carried forward to Balance Sheet | 7,50,01,304.73 | 6,29,10,709.54 |

Company's Performance

Revenue from Operation for financial Year 2020-2021 at Rs. 2,26,90,370/- was higher by 21.01% over last year Rs. 1,87,50,171.00/-. Profit Before Tax for Financial Year 2020-2021 Rs. 1,94,11,429.30/- was higher by 23.03% over last year Rs. 1,57,78,389.53/-

Dividend

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

Transfer to Reserve

The Company has transferred a sum of Rs. 24,00,000 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 Mrs. Sweta Ghorawat , 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 has been removed from the Board due to disqualification. Mr. Anant Bhagat has given his declaration in writing for the proposed 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. Anant Bhagat as Managing Director of the Company on 28/07/2020 and the same has been approved by Shareholders in the Annual General Meeting to be held on 28-09-2020.

Mrs . Anny Jain has been resigned from the Board with effect from 28/07/2020.

Mrs. Sweta Ghorawat has been appointed as additional Non Executive Director with effect from 28/07/2020 and the same has been regularized in the Annual General Meeting held on 28-09-2020.

Pursuant to Provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Anant Bhagat , 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, 2021, 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 2020-21 (Amount in ₹) | Remuneration in 2019-20 (Amount in ₹) |
|--------|---|-------------------|---------------------------------------|---------------------------------------|
| 1 | Mr. Binod Chand Kankaria (Removed on 28.7.2020) | Managing Director | 2,00,000.00 | 6,00,000.00 |
| 2. | Mr. Anant Bhagat (Appointed as Managing Director on 28.7.2020) | Managing Director | 81,000.00 | 6000.00 |
| 3. | Ms. Anny Jain (Resigned on 28.07.2020) | Director | 1,000.00 | 6000.00 |
| 4. | Mr. Ujjawal Kumar Bothra | Director | 5,000.00 | 2000.00 |
| 5. | Mr. Arindam Laha | CFO (KMP) | 96,000.00 | 1,04,000.00 |
| 6. | Mr. Rajesh Kumar Sethia | Director | 5,000.00 | 6000.00 |
| 7. | Mr. Shrish Tapuriah | Director | 5,000.00 | 6000.00 |
| 8. | Mr. Priyanka Singh | CS (KMP) | 2,40,000.00 | 2,49,000.00 |
| 9. | Mrs Shweta Ghorawat (Appointed on 28.07.2020) | Director | 5,000.00 | - |

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 2020-2021/2021-2022 to BSE (Scrip Code 538611) where the Company's shares are listed.

Dematerialisation of shares

1,21,17,740 of the Company's paid up Equity share Capital is in dematerialised form as on 31/03/2021 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 Five times during the financial year from 1st April, 2020 to 31st March, 2021. 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 2020-2021 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:- 29.06.2021

BY ORDER OF THE BOARD

Anant Bhagat

ANANT BHAGAT
MANAGING DIRECTOR
DIN: 00089156

ANNEXURE-2

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 31.03.2021

| 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 3A AUCKLAND PLACE 7 TH FLOOR, ROOM NO. 7A & 7B, KOLKATA 700017 PHONE:- 033-2280-6616 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 | 6869620 | 0 | 6869620 | 54.123 | 6869620 | 0 | 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) | 6869620 | 0 | 6869620 | 54.123 | 6869620 | 0 | 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) | 6869620 | 0 | 6869620 | 54.123 | 6869620 | 0 | 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 State 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 | 4778790 | 407450 | 5186240 | 40.86 | 4767240 | 407450 | 5174690 | 40.77 | -11550 | -0.09 |
| b) Individual Shareholders | | | | | | | | | | |
| Having nominal Capital Upto One Lakhs | 155422 | 167500 | 322922 | 2.544 | 168014 | 167500 | 335514 | 2.64 | 12592 | 0.09 |
| Having Nominal Capital more than One Lakhs | 312863 | 0 | 312863 | 2.465 | 312863 | 0 | 312863 | 2.465 | 0 | 0 |
| c) Any other Clearing Member | 1045 | 0 | 1045 | .008 | 3 | 0 | 3 | 0 | -1042 | -0.00 |
| 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

| SI 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

| SI 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 Begining 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 Begining 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 Begining 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 Begining 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 Begining 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 | PUSHPKALA VANIJYA PVT.LTD | | | | |
| | a) At the Begining 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 |
| 7 | S R JUTE TRADERS 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 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 |
| 9 | 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 |
| 10 | SIDHIMANGAL COMMODEAL 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 |
| 8 | Shweta Ghorawat | 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 2020-21

| Sl No. | Particulars of Remuneration | KEY MANAGERIAL PERSON | | | | Total |
|--------|-----------------------------|-----------------------|--------------------|------------------|------------------|----------|
| | | Mr. B C Kankaria | Ms. Priyanka Singh | Mr. Arindam Laha | Mr. Anant Bhagat | |
| 1 | Salary (₹) | 2,00,000 | 2,40,000 | 96,000 | 80,000 | 6,16,000 |
| 2. | Sitting Fees (₹) | - | - | - | 1,000 | 1,000 |
| | Total (₹) | 2,00,000 | 2,40,000 | 96,000 | 81,000 | 6,17,000 |

Mr. Binod Chand Kankaria has been removed from Board on 28.07.2020 and Mr. Anant Bhagat has been appointed as Managing Director with effect from 28.07.2020.

B. REMUNERATION TO NON EXECUTIVE DIRECTORS

| Name | Remuneration | Fee for Attending Board Meeting | Others | Total |
|----------------------|--------------|---------------------------------|--------|-------|
| Shweta Ghorawat | - | 4,000 | - | 4,000 |
| Shrish Tapuriah | - | 5,000 | - | 5,000 |
| Rajesh Kumar Sethia | - | 5,000 | - | 5,000 |
| Anny Jain | - | 1,000 | - | 1,000 |
| Ujjawal Kumar Bothra | - | 5,000 | - | 5,000 |

Mrs Anny Jain has been resigned from the Board with effect from 28.07.2020.

1. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | 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:- 29.06.2021

BY ORDER OF THE BOARD

Anant Bhagat

ANANT BHAGAT
MANAGING DIRECTOR
DIN: 00089156

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 2020-2021 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 | 1.19 | 100% |
| Executive Director | | |
| Anant Bhagat | .47 | N.A |
| Company Secretary | | |
| Priyanka Singh | 1.42 | -3.6% |
| Chief Financial Officer | | |
| Arindam Laha | .57 | -7.7% |

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 2020-2021 (₹) | 6,16,000.00 |
| Revenue (₹) | 2,26,90,370.00 |
| Remuneration of KMP (as % of Revenue) | 2.71% |
| Profit Before Tax (₹) | 1,94,11,429.30 |
| Remuneration of KMP (as % of PBT) | 3.17% |

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. Anant Bhagat | Mr. Arindam Laha | Ms. Priyanka Singh |
|---------------------------------------|-------------------|-------------------|-------------------------|--------------------|
| | Managing Director | Managing Director | Chief Financial officer | Company Secretary |
| Remuneration in FY 2020-21 (₹) | 2,00,000 | 80,000 | 96,000 | 2,40,000 |
| Revenue (₹) | 2,26,90,370.00 | | | |
| Remuneration of KMP (as % of Revenue) | .88% | .35% | .42% | 1.06% |
| Profit Before Tax (₹) | 1,94,11,429.30 | | | |
| Remuneration of KMP (as % of PBT) | 1.03% | .41% | .49% | 1.24% |

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 | 2,00,000.00 | N.A. |
| Mr. Anant Bhagat | Managing Director | 80,000.00 | 40% |
| Mr. Arindam Laha | CFO | 96,000.00 | 48% |
| Ms. Priyanka Singh | Company Secretary | 2,40,000.00 | 120% |

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:- 29.06.2021

BY ORDER OF THE BOARD

Anant Bhagat

**ANANT BHAGAT
MANAGING DIRECTOR
DIN: 00089156**



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, 2021

[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]

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 my 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, 2021 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, 2021 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 ;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed 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

- 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 :-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during audit period);
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(Not applicable to the Company during audit period);
 - The Securities and Exchange Board of India (Share Base Employee Benefits) Regulations, 2014 (Not applicable to the Company during audit period);
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
 - 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;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period); and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during audit period);
 - 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.

I have also examined compliance with the applicable clauses of the Following:-

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements entered into by the company with BSE Limited.





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 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: July 30,2021

UDIN : A053996C000715646





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)

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.
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: July 30,2021

UDIN : A053996C000715646



REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CHAIRMAN & CFO CERTIFICATION

We Sweta Ghorawat, Chairman and Arindam Lahia, 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, 2020 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, 2021 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.

Sweta Gh.

Chairman

Arindam Lahia

Chief Financial Officer

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

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. Anant Bhagat

Mr. Anant Bhagat aged 32 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.

Mr. Ujjawal Kumar Bothra

Mr. Ujjawal Kumar Bothra has experience of over 12 Years in the field of Accounts and Marketing. His Knowledge will be valuable to the company.

Smt. Sweta Ghorawat

Smt Sweta Ghorawat has been appointed as Additional Director. She has done Diploma in Textile Designing, Bachelor of Arts. She has worked as counsellor in Narayan School, Bachpan School etc. Her knowledge will be valuable to the company.

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, Four Board meetings were held on during the financial year from 1st April 2020 to 31st March 2021. The dates on which meetings were held are as follows:

28/07/2020, 31/07/2020, 14/09/2020/ 07/11/2020 & 11/02/2021.

| Name of the Director | Attendance at the Last AGM Held on 28/09/2020 | No. of Board Meeting held, and attended, during tenure | | | | | % of attendance |
|-------------------------|---|--|---|---|---|---|-----------------|
| | | 1 | 2 | 3 | 4 | 5 | |
| Mr. Anant Bhagat | Y | Y | Y | Y | Y | Y | 100 % |
| Mr. Shrish Tapuriah | N | Y | Y | Y | Y | Y | 100 % |
| Mr. Rajesh Kumar Sethia | Y | Y | Y | Y | Y | Y | 100 % |
| Mrs Sweta Ghorawat | Y | X | Y | Y | Y | Y | 100 % |
| Mr.Ujjawal Kumar Bothra | 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 28th November 2020, 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 |
|----------------------|---|
| Ujjawal Kumar Bothra | NIL |
| Anant Bhagat | NIL |
| Shrish Tapuriah | NIL |
| Rajesh Kumar Sethia | NIL |
| Sweta Ghorawat | NIL (Appointed on 28.07.2020) |
| Binod Chand Kankaria | NIL (removed from Board from 28.07.2020) |
| Anny Jain | NIL (resigned from the Board from 28.07.2020) |

H) General Body Meetings

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

| Financial Year | Date | Location |
|----------------|------------|---|
| 2017-2018 | 28/07/2018 | Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102 |
| 2018-2019 | 21/09/2019 | Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102 |
| 2019-2020 | 28/09/2020 | Video Conferencing |

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
3A Auckland Place,
7th Floor, Room No. 7A and 7B,
Kolkata-700017
Phone:- 033-22806616
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 within 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, 2021 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 | 641 | 79.3317 | 1,27,546 | 1.0049 |
| 2. | 501-1000 | 58 | 7.1782 | 44,825 | 0.3532 |
| 3. | 1001-5000 | 43 | 5.3218 | 1,11,053 | 0.8749 |
| 4. | 5,001-10,000 | 15 | 1.8564 | 1,08,418 | 0.8542 |
| 5. | 10,001 - 50,000 | 25 | 3.0941 | 7,02,525 | 5.5349 |
| 6. | 50,001 - 1,00,000 | 4 | 0.4950 | 3,01,300 | 2.3738 |
| 7. | 1,00,001- And Above | 22 | 2.7228 | 1,12,97,023 | 89.0042 |
| | Totals | 808 | 100.00 | 1,26,92,690 | 100.00 |

**N) Details of Shareholding as on March 31, 2021 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 | 6869620 | 0 | 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 | 6869620 | 0 | 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 | 6869620 | 0 | 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 | 4707929 | 407450 | 5115379 | 40.302 | 4767240 | 407450 | 5174690 | 40.77 | -11550 | -0.9 |
| e) Individual Shareholders | | | | | | | | | | |
| Having nominal Capital Upto One Lakhs | 87891 | 167500 | 255391 | 2.012 | 168014 | 167500 | 335514 | 2.64 | 12592 | .096 |
| Having Nominal Capital more than One Lakhs | 309501 | 0 | 309501 | 2.438 | 312863 | 0 | 312863 | 2.465 | 0 | 0 |
| f) Any other Clearing Member | 142799 | 0 | 142799 | 1.125 | 3 | 0 | 3 | 0 | -1042 | -0.01 |
| 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 2020-2021.

Market Price data

| Sr. No. | Month | Price | |
|---------|----------------|------------|-------|
| | | High | Low |
| 1. | April 2019 | No Trading | |
| 2. | May 2020 | 18.25 | 16.15 |
| 3. | June 2020 | 17.60 | 15.95 |
| 4. | July 2020 | 17.30 | 12.20 |
| 5. | August 2020 | 12.13 | 9.44 |
| 6. | September 2020 | 10.85 | 6.01 |
| 7. | October 2020 | 6.32 | 4.27 |
| 8. | November 2020 | 4.85 | 3.98 |
| 9. | December 2020 | 8.84 | 3.85 |
| 10. | January 2021 | 9.62 | 8.87 |
| 11. | February 2021 | 9.30 | 8.75 |
| 12. | March 2021 | 8.32 | 4.75 |

P) General Shareholder Information

Annual General Meeting:

| | |
|---------------------------|--|
| Date | 13.09.2021 |
| Time | 02.30 p.m. |
| Venue | Arihant Enclave, 493B/57A G T Road (South) Shibpur Howrah-711102 |
| Financial Year | 2020-2021 |
| Book Closure Date | 07.09.2021 to 13.09.2021 |
| Listing on Stock Exchange | BSE LTD Scrip Code:-538611 |
| ISIN No. | INE840101014 |

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, Mr Anant Bhagat Managing Director and Mr. Ujjawal Kumar Bothra Non Executive Independent Director. No complaint had been received during the year. Mr. Anant Bhagat join the committee from 28/07/2020.

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, Non Executive Independent Director as Chairman, Mr. Shrish Tapuria Non Executive Director, and Mr. Ujjawal Kumar Bothra Non Executive Independent Director.

During the year under review, four meetings of the committee were held during the year ended 31/07/2020, 14/09/2020, 07/11/2020 & 11/02/2021. The composition of the committee and attendance at its meeting is given below:

| Name of Director | Category | No. of Meetings Held | No. of Meetings Attended |
|--------------------------|------------------------------------|----------------------|--------------------------|
| Mr. Shrish Tapuriah | Non Executive Director | 4 | 4 |
| Mr. Rajesh Kumar Sethia | Non Executive Independent Director | 4 | 4 |
| Mr. Ujjawal Kumar Bothra | Non Executive Independent Director | 4 | 4 |

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 Two Meeting i.e. on 28/07/2020 and 31/07/2020.

Name, Composition and attendance during the Year

| Name of the Director | No. of Meetings Held | No. of Meeting Attended |
|-----------------------------|----------------------|-------------------------|
| 1. Mr. Rajesh Kumar Sethia | 2 | 2 |
| 2. Mr. Shrish Tapuriah | 2 | 2 |
| 3. Mr. Ujjawal Kumar Bothra | 2 | 2 |

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:- 29.06.2021

BY ORDER OF THE BOARD

Anant Bhagat

ANANT BHAGAT
MANAGING DIRECTOR
DIN: 00089156

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Companies' 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.

Business Environment

1. Global Economic Overview

Global prospects remain extremely unclear one year into pandemic. New virus mutations and therefore the accumulating human toll raises worries, while increasing vaccine coverage lifts sentiment. The outlook depends not simply on the outcome of the impact of virus and the effectiveness of vaccines, it additionally centres on how effectively economic policies are deployed under such uncertain times.

Global growth is projected at 6 percent in 2021, moderating to 4.4 percent in 2022. The projections for 2021 and 2022 are stronger than in October 2020 world economic outlook which pegged global growth at 5.2 percent for 2021. The upward revision reflects additional fiscal support in a few large economies, the anticipated vaccine-powered recovery in the second half of 2021, and continued adaption of economic activity to subdued mobility. High uncertainty surrounds the economic outlook and the path to recovery hinges on the effectiveness of the policies adopted and the speed of vaccination roll outs.

2. Indian Economic Overview

India focused on saving lives and livelihood by its willingness to taking on short term pain for long term gain, at the onset of the Covid 19 Pandemic. An early, intense lockdown was imposed with the objective of containing the infection and saving lives.

Government expenditure in FY 21 were initially directed towards providing immediate relief to the vulnerable sections and were then re oriented to boost overall demand and capital spending once the lockdown was unwound.

Headline inflation at 5.0% in February 2021 remained within the tolerance band of RBI. The projection for CPI inflation was revised at 5.0% in Q4FY21. On March 31, 2021 the RBI retained the inflation target at 4% with the lower and upper tolerance levels at 2% and 6% respectively.

India remained a preferred investment destination in FY 21 with FDI pouring in as global asset shifted towards equity as prospects of a quicker recovery in emerging economies looked likely.

Financial Performance –FY 2020-21

| S. No. | Particulars | 2020-2021(₹) | 2019-2020 (₹) |
|--------|---|----------------|----------------|
| 1. | Gross Income | 2,26,90,370.00 | 1,87,50,171.00 |
| 2. | Profit Before Interest and Depreciation | 1,96,26,429.30 | 1,60,03,389.53 |
| 3. | Finance Cost | Nil | Nil |
| 4. | Depreciation and Amortisation | Nil | Nil |
| 3 | Profit Before Tax | 1,94,11,429.30 | 1,57,78,389.53 |
| 4 | Tax Expense | 50,00,000.00 | 44,14,445 |
| 5 | Profit After tax | 1,44,11,429.30 | 1,13,70,015.53 |
| 6 | Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss | 79,165.89 | (1,69,820.19) |
| 6. | Transfer to Statutory Reserve as per RBI Guidelines | 24,00,000.00 | 23,00,000.00 |
| 7. | Proposed Dividend on Equity Shares | NIL | NIL |
| 7. | Balance Brought forward from Balance Sheet | 6,29,10,709.54 | 5,40,10,514.20 |
| 8. | Balance carried forward to Balance Sheet | 7,50,01,304.73 | 6,29,10,709.54 |

Other Functions – A Brief Overview

3. Risk management

Managing risk is fundamental to financial services industry, in general and in particular, to banks. It is a basic key to ensure sustained profitability and stability. While risk are assumed after appropriate considerations some risk may arise due to unintended consequences of internal actions or external events. The Bank views Risk Management as one of its core competencies and tries to ensure that risks are identified, assessed and managed in a timely manner. The bank's Risk management framework aligns risk and capital management to business strategies, aimed to protect its financial strength, reputation and ensure support to business activities for adding value to customers while creating sustainable shareholder value.

4. Compliance

The Bank is committed to adhering to the highest standards of regulatory compliance, governance and ethics. The Compliance Department, headed by the Compliance Officer [CCO], functions as an independent unit to assist the Management team in identifying compliance risk across the Bank and mitigating them by framing appropriate policies, procedures, and oversight.

5. Internal Audit

The Bank's Internal Audit function provides independent assurance to the Board of Directors on an ongoing basis on the quality and effectiveness of its internal controls, risk management, governance systems processes.

6. Human Resources

The group's people mission to nurture and empower employees who demonstrate both honesty and high performance in a fair and transparent environment.

7. Cautionary Statement

Statement made in this MD&A describing the group's objectives, projection's, estimates, general market trends, expectations etc., may constitute 'forward looking statements' within the ambit of applicable laws and regulations. These 'forward looking statements' involve a number of risks, uncertainties and other factors that could cause actual results differ materially from those suggested by the 'forward looking statement'.

Kolkata

Date:- 29.06.2021

BY ORDER OF THE BOARD

Anant Bhagat

ANANT BHAGAT
MANAGING DIRECTOR
DIN: 00089156



Auditors' Certificate on Corporate Governance

To,
The Members of
Real Touch Finance Limited.

1. Corporate Governance Report prepared by real Touch finance Limited (Hereinafter the "Company"), contained details as specified in regulation s 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and exchange Board of India (listing Obligations and disclosure Requirements) Regulations, 2015, as amended ("the Listing regulations") ('Applicable criteria') for the year ended March 31, 2021 as required by the Company for annual submission to the Stock Exchanges.

Management Responsibility

2. The Preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditors Responsibilities

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing regulations.
5. We conducted our examination of the corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code ethics by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.
7. The Procedures selected depend on the auditor's judgement, including the assessment of the risk associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedure performed include.
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and no-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2021 and verified that at least one woman directors was on the Board throughout the year;
 - iv. Obtained and read the minutes of Annual General meeting held on September, 2020;
 - v. Obtained and read the minutes of Meeting of the Board of Directors and following committees of the Board held from April 1, 2020 to March 31, 2021;
 - (a) Audit Committee;
 - (b) Nomination remuneration & Governance Committee;
 - (c) Stakeholder's Relationship Committee;
 - (d) SFB Listing Committee.





- vi. Obtained necessary representations and declaration from the directors of the Company including the Independent Directors;
 - vii. Obtained and read the policy adopted by the Company for dealing with related party transactions;
 - viii. Obtained the schedule of related party transactions entered into by the Company during the year and balance at the year –end;
Read and understood from the minutes of the Meeting of Audit Committee that such related party transactions have been pre-approved by the audit committee;
 - ix. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the corporate Governance Report on the test basis. Further, our scope of work under this report did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2020, Referred to in paragraphs 4 above.

Other Matters and Restriction on use

10. This report 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.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligation under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.



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

Kriti Agarwal
Kriti Agarwal

Partner

Membership No. 302753

Firm Regn No.319295E

Dated: 29.06.2021

UDIN:- 21302753AAAA DF 7953



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, 2021**, 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 2021, 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 paragraphs 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 to 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) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;





- (d) 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;
- (e) On the basis of the written representations received from the directors as on 31 March 2021 and taken on record by the Board of Directors, none of the Directors are disqualified 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:
- The Company does not have any pending litigations on its financial position in its financial statements.
 - The Company does not have any material foreseeable losses.
 - The Company does not require to transfer any amount to the Investor Education and Protection Fund.



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

Kriti Agarwal

Kriti Agarwal
Partner

Membership No. 302753

Firm Regn No.319295E

UDIN:-21302753AAAADE4656

Dated: 29.06.2021



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, 2021 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:29.06.2021



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

Kriti Agarwal

Kriti Agarwal

Partner

Membership No. 302753

Firm Regn No.319295E

UDIN:-21302753AAAAAD84657



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, 2021 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, 2020, 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: 29.06.2021



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

Kriti Agarwal
Kriti Agarwal
Partner

Membership No. 302753
Firm Regn No. 319295E
UDIN:-21302753AAAADE4656

REAL TOUCH FINANCE LIMITED

Arihant Enclave, Ground Floor, 493B/57A G.T.Road(South) Shibpur Howrah-711102
Balance Sheet as at 31st March, 2021

| Particulars | Note No. | AS AT MARCH 31, 2021 | AS AT MARCH 31, 2020 |
|---------------------------------------|----------|------------------------|------------------------|
| ASSETS | | | |
| Financial Assets | | | |
| (a) Cash and cash equivalents | 1 | 6,88,495.37 | 2,26,384.97 |
| (b) Receivables - Others | 2 | - | 1,090.24 |
| (c) Loans & Advances | 3 | 34,10,08,990.00 | 27,31,80,386.00 |
| (d) Investments | 4 | 1,35,36,974.22 | 1,34,57,808.33 |
| Total Non Current Assets | | 35,52,34,459.59 | 28,68,65,669.54 |
| Non - Financial Assets | | | |
| (a) Loans and Advances | 5 | 5,700.00 | 4,93,82,644.00 |
| (b) Current Tax Assets (Net) | 6 | 9,28,067.00 | 9,28,067.00 |
| Total Current Assets | | 9,33,767.00 | 5,03,10,711.00 |
| TOTAL ASSETS | | 35,61,68,226.59 | 33,71,76,380.54 |
| I. LIABILITIES AND EQUITY | | | |
| LIABILITIES | | | |
| Financial Liabilities | | | |
| (a) Payables | | | |
| (i) Trade Payables | 7 | - | - |
| (ii) Other Payables | 8 | 1,862.86 | - |
| (b) Other Financial Liabilities | 9 | 14,08,821.00 | 7,50,003.00 |
| Non Financial Liabilities | | | |
| (a) Current Tax Laibilities (Net) | 10 | 37,32,978.00 | 2,83,556.00 |
| (b) Provisions | 11 | 13,65,000.00 | 11,50,000.00 |
| © Other Non Financial Liabilities | 12 | 1,95,540.00 | 19,392.00 |
| EQUITY | | | |
| (a) Equity Share Capital | 13 | 12,69,26,900.00 | 12,69,26,900.00 |
| (b) Other Equity | 14 | 22,25,37,124.73 | 20,80,46,529.54 |
| Total Equity & Liabilities | | 35,61,68,226.59 | 33,71,76,380.54 |

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. : 302753
Firm Reg. No.: 319295E
UDIN:- 21302753 AAAA DE4656

Place Kolkata

Dated: 29.06.2021



Anant Bhagat
Anant Bhagat
Managing Director
DIN: 00089156

Rajesh Kumar Sethia
Rajesh Kumar Sethia
Director
DIN: 01129789

Arindam Laha
Arindam Laha
Chief Financial Officer

Priyanka Singh
Priyanka Singh
Company Secretary

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 2021

| Sr. No | Particulars | Note No. | For the year ended March 31,2021 | For the year ended March 31,2020 |
|--------|--|-----------|----------------------------------|----------------------------------|
| I | Revenue from Operations | 15 | 2,26,90,370.00 | 1,87,50,171.00 |
| II | II. Total Revenue | | 2,26,90,370.00 | 1,87,50,171.00 |
| III | <u>Expenses:</u> | | | |
| | Employee Benefit Expense | 16 | 21,08,000.00 | 18,91,000.00 |
| | Other Administrative Expenses | 17 | 9,55,940.70 | 8,55,781.47 |
| | Provisions and Contingencies | 18 | 2,15,000.00 | 2,25,000.00 |
| | Total Expenses (IV) | | 32,78,940.70 | 29,71,781.47 |
| IV | Profit before tax | | 1,94,11,429.30 | 1,57,78,389.53 |
| V | <u>Tax expense:</u> | | | |
| | (1) Current tax | | 50,00,000.00 | 40,50,000.00 |
| | (2) Tax for earlier years | | - | - |
| | (3) Short Provision for Tax | | - | 3,58,374.00 |
| VI | Profit(Loss) for the period | (VIII-IX) | 1,44,11,429.30 | 1,13,70,015.53 |
| | Other Comprehensive Income | | - | - |
| | Items that will not be reclassified subsequently to profit or loss | | 79,165.89 | (1,69,820.19) |
| | Items that will be reclassified subsequently to profit or loss | | - | - |
| | Total Comprehensive Income net of tax | | 1,44,90,595.19 | 1,12,00,195.34 |
| | Total Comprehensive Income for the period | | 1,44,90,595.19 | 1,12,00,195.34 |
| VII | Earning per equity share: | | | |
| | (1) Basic | 19 | 1.14 | 0.90 |
| | (2) Diluted | | 1.14 | 0.90 |

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

UDIN:- 21302753AAAAD646576

Place Kolkata

Dated: 29.06.2021

FOR REAL TOUCH FINANCE LIMITED

Anant Bhagat

Anant Bhagat
Managing Director
DIN 00089152

Rajesh Kumar Sethia

Rajesh Kumar Sethia
Director
DIN: 01129789

Arindam Laha

Arindam Laha
Chief Financial Officer

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 2021

| | PARTICULARS | AMOUNT(Rs.) | As at 31.03.2021 | As at 31.03.2020 |
|----------|--|------------------|-------------------------|-------------------------|
| A | CASH FLOW FROM OPERATING ACTIVITIES | | | |
| | Net Profit Before Tax | | 1,94,11,429.30 | 1,57,78,389.53 |
| | Adjustments for: | | | |
| | Provision for Standard Assets | 2,15,000.00 | | 2,25,000.00 |
| | Add:- Other Comprehensive Income | - | 2,15,000.00 | - |
| | Operating Profit before Working Capital Changes | | 1,96,26,429.30 | 1,60,03,389.53 |
| | Adjustments for: | | | |
| | Loans and Advances - Financial | (6,78,28,604.00) | | (4,23,61,334.00) |
| | Increase in Other Payables | 1,862.86 | | |
| | Decrease in Other Receivables | 1,090.24 | | |
| | Other Financial Liabilities | 6,58,818.00 | | (1,75,617.00) |
| | Non Financial Liabilities | 1,76,148.00 | | 5,180.00 |
| | Cash generated from operations | | (6,69,90,684.90) | (2,65,28,381.47) |
| | Income Tax paid | | 15,50,578.00 | 42,61,734.00 |
| | Net Cash flow from Operating activities | | (4,89,14,833.60) | (3,07,90,115.47) |
| B | CASH FLOW FROM INVESTING ACTIVITIES | | | |
| | (Increase)/Decrease in Long Term Loans And Advances | 4,93,76,944.00 | | 3,00,00,000.00 |
| | (Increase)/Decrease of investment | - | | (1,29,60,000.00) |
| | Net Cash used in Investing activities | | 4,93,76,944.00 | 1,70,40,000.00 |
| 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 | | 4,62,110.40 | (1,37,50,115.47) |
| | Opening Cash and Cash equivalents | | 2,26,384.97 | 1,39,76,500.44 |
| | Closing Cash and Cash equivalents | | 6,88,495.37 | 2,26,384.97 |
| | Cash & Cash Equivalents | | | |
| | Cash in Hand | | 832.00 | 12,708.00 |
| | Cash at Bank | | 6,87,663.37 | 2,13,676.97 |
| | Cash & Cash equivalents as stated | | 6,88,495.37 | 2,26,384.97 |

FOR P.D.Randar & Co.
Chartered Accountants



Kriti Agarwal
Kriti Agarwal
Partner

Membership No. : 302753

Firm Reg. No.: 319295E

UDIN:- 21302753AAAAE4656

Place Kolkata

Dated: . 29.06.2021

For, REAL TOUCH FINANCE LIMITED

Anant Bhagat

Anant Bhagat
Managing Director
DIN 00089156

Arindam Laha

Arindam Laha
Chief financial Officer

Rajesh Kumar Sethia

Rajesh Kumar Sethia
Director
DIN: 01129789

Priyanka Singh

Priyanka Singh
Company Secretary

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

I. Cash & Cash Equivalent

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------|--|----------------------|-------------|----------------------|-------------|
| 1 | Cash-in-Hand Cash Balance | | 832.00 | | 12,708.00 |
| | | Sub Total (A) | 832.00 | | 12,708.00 |
| 2 | Bank Balance Corporation Bank Union Bank HDFC Bank Cheque in hand | | - | | 2,106.00 |
| | | | 18,077.37 | | 2,11,570.97 |
| | | | 6,09,381.00 | | |
| | | | 60,205.00 | | |
| | | Sub Total (B) | 6,87,663.37 | | 2,13,676.97 |
| | Total A + B | | 6,88,495.37 | | 2,26,384.97 |

2. Receivables

| Sr. No. | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|---------|--------------|----------------------|---|----------------------|----------|
| | Others | | - | | 1,090.24 |
| | Total | | - | | 1,090.24 |

3. Loans and Advances

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------|----------------------------------|----------------------|-----------------|----------------------|-----------------|
| | Unsecured Considered Good | | | | |
| 1 | Loans to Related Parties | | 16,58,56,860.00 | | 26,87,05,302.00 |
| 2 | Loans to Other Parties | | 17,47,50,532.00 | | 44,19,879.00 |
| 3 | Advance to Related Parties | | - | | 55,205.00 |
| 4 | Interest Receivable - Debentures | | 4,01,598.00 | | - |
| | Total | | 34,10,08,990.00 | | 27,31,80,386.00 |

4. Investment

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------|--|----------------------|----------------|----------------------|----------------|
| | | Nos. | Value | Nos. | Value |
| | QUOTED | | | | |
| | Investment in Equity | | - | | - |
| | Rashel Agro | 1 | 8.77 | 1 | 8.77 |
| | R.M Financial Ltd. | 20 | 20.00 | 20 | 20.00 |
| | Purbanchal | 40,500 | 1,03,275.00 | 40,500 | 1,03,275.00 |
| | Rohtash | 2,000 | 800.00 | 2,000 | 800.00 |
| | Kwality credit Leasing Ltd | 8,000 | 73,040.00 | 8,000 | 74,480.00 |
| | Sacheta Metals Ltd | 22,411 | 3,30,562.25 | 17,000 | 3,08,375.36 |
| | Virtual Global Education Ltd | 30,000 | 20,400.00 | 30,000 | 5,100.00 |
| | Stampede Capital Ltd -DVR | 28,746 | 48,868.20 | 28,746 | 5,749.20 |
| | UNQUOTED | | | | |
| | Investment in Debentures | | | | |
| | 3.35%- Compulsory Convertible Debentures | 1,296 | 1,29,60,000.00 | 1,296 | 1,29,60,000.00 |
| | Insight Retails Pvt Ltd | | | | |
| | Total | | 1,35,36,974.22 | | 1,34,57,808.33 |

The Market Value of Shares is Rs. 5,76,974.22/-(Previous Year Rs. 4,97,808.33/-) . In the absense of Market Value of some shares, Book Value is taken as Market Value.

5. Non Financial Loans and Advances

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------|----------------------------|----------------------|----------|----------------------|----------------|
| | Advance against land/ Flat | | - | | 4,93,76,944.00 |
| | Electricity Deposit | | 5,700.00 | | 5,700.00 |
| | Total | | 5,700.00 | | 4,93,82,644.00 |

6. Current Tax Assets (Net)

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------|----------------------|----------------------|-------------|----------------------|-------------|
| | Incometax Refundable | | 9,28,067.00 | | 9,28,067.00 |
| | Total | | 9,28,067.00 | | 9,28,067.00 |

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

7. Trade Payables

| Sr. No | Particulars | AS AT MARCH 31, 2021 | AS AT MARCH 31, 2020 |
|--------|--|----------------------|----------------------|
| | Total Outstanding Dues to Micro Enterprises and Small Enterprises | | |
| | Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises | | |
| | Total | - | - |

8. Other Payables

| Sr. No | Particulars | AS AT MARCH 31, 2021 | AS AT MARCH 31, 2020 |
|--------|--|----------------------|----------------------|
| | Total Outstanding Dues to Micro Enterprises and Small Enterprises | | |
| | Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises | 1,862.86 | |
| | Total | 1,862.86 | - |

9. Other Financial Liabilities

| Sr. No | Particulars | AS AT MARCH 31, 2021 | AS AT MARCH 31, 2020 |
|--------|--------------------------|----------------------|----------------------|
| | Liabilities for Expenses | 14,08,821.00 | 7,50,003.00 |
| | Total | 14,08,821.00 | 7,50,003.00 |

10 Current Tax Liabilities (Net)

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------|---|----------------------|--------------|----------------------|-------------|
| 1 | Provision for Taxation (2017-2018) Less - Taxes Paid | 23,00,000.00 | 94,350.00 | 23,00,000.00 | 94,350.00 |
| | | 22,05,650.00 | | 22,05,650.00 | |
| 2 | Provision for Taxation (2019-2020) Less - Taxes Paid | 40,50,000.00 | 34,794.00 | 40,50,000.00 | 1,89,206.00 |
| | | 40,84,794.00 | | 38,60,794.00 | |
| 3 | Provision for Taxation (2020-2021) Less:- Taxes Paid | 50,00,000.00 | 36,73,422.00 | - | - |
| | | 13,26,578.00 | | - | |
| | Total | | 37,32,978.00 | | 2,83,556.00 |

11. Provisions

| Sr. No | Particulars | AS AT MARCH 31, 2021 | AS AT MARCH 31, 2020 |
|--------|-------------------------------|----------------------|----------------------|
| | Provision for standard Assets | 13,65,000.00 | 11,50,000.00 |
| | Total | 13,65,000.00 | 11,50,000.00 |

12. Other Non Financial Liabilities

| Sr. No | Particulars | AS AT MARCH 31, 2021 | AS AT MARCH 31, 2020 |
|--------|--------------------------|----------------------|----------------------|
| | Duties and Taxes Payable | 1,95,540.00 | 19,392.00 |
| | Total | 1,95,540.00 | 19,392.00 |



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

13. Equity Share Capital

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|---|---|----------------------|------------------------|----------------------|------------------------|
| | | Nos. | Amount | Nos. | Amount |
| 1 | AUTHORIZED CAPITAL Equity Shares of Rs. 10/- each. | 1,62,00,000 | 16,20,00,000.00 | 1,32,00,000 | 13,20,00,000.00 |
| | | 1,62,00,000 | 16,20,00,000.00 | 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 |
| | | 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 | - | - | 1,26,92,690 | 12,69,26,900.00 |
| 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.

14. Other Equity

| Sr. No | Particulars | AS AT MARCH 31, 2021 | | AS AT MARCH 31, 2020 | |
|--------------|---|----------------------|------------------------|----------------------|------------------------|
| | | | | | |
| 1 | Securities Premium Opening 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 | 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 | 6,29,10,709.54 | | 5,40,10,514.20 | |
| | | 1,44,90,595.19 | | 1,12,00,195.34 | |
| | | | 7,74,01,304.73 | | 6,52,10,709.54 |
| | | | 24,00,000.00 | | 23,00,000.00 |
| 4 | Reserve Fund (RBI): Opening Balance | 1,69,20,720.00 | | 1,46,20,720.00 | |
| | | 24,00,000.00 | | 23,00,000.00 | |
| | | | 1,93,20,720.00 | | 1,69,20,720.00 |
| Total | | | 22,25,37,124.73 | | 20,80,46,529.54 |



REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

15. Revenue from Operations

| Sr. No. | Particulars | For the Year ended 31st March 2021 | For the Year ended 31st March 2020 |
|--------------|-----------------------|------------------------------------|------------------------------------|
| 1 | Interest Received | 2,26,77,058.00 | 1,87,50,171.00 |
| 2 | Liability Written Off | 13,312.00 | - |
| Total | | 2,26,90,370.00 | 1,87,50,171.00 |

16. Employment Benefit Expenses

| Sr. No. | Particulars | For the Year ended 31st March 2021 | For the Year ended 31st March 2020 |
|--------------|---------------------------------|------------------------------------|------------------------------------|
| 1 | Director Remuneration | 2,80,000.00 | 6,00,000.00 |
| 2 | Salaries, Bonus and Stipend etc | 18,28,000.00 | 12,91,000.00 |
| Total | | 21,08,000.00 | 18,91,000.00 |

17. Other Expenses

| Sr. No. | Particulars | For the Year ended 31st March 2021 | For the Year ended 31st March 2020 |
|--------------|---|------------------------------------|------------------------------------|
| a | Administrative Expenses: | | |
| 1 | Advertisement & Publicity | 29,169.00 | 21,000.00 |
| 2 | Annual Membership Fees | 6,000.00 | 11,940.00 |
| 3 | Bank Charges | 3,958.60 | 2,173.78 |
| 4 | Depository Charges | 2,51,753.00 | 53,100.00 |
| 5 | Electric Charges | 2,570.00 | 240.00 |
| 6 | Filing Fees | 5,900.00 | 12,500.00 |
| 7 | General Expenses | 11,948.00 | 27,383.69 |
| 8 | Office Exps. | 3,214.00 | 2,770.00 |
| 10 | Listing Fees | 3,54,000.00 | 3,54,000.00 |
| 11 | Postage and Courier | | 10,650.00 |
| 12 | Printing & Stationery | 6,066.00 | 74,192.00 |
| 13 | Professional Fees | 85,000.00 | 32,500.00 |
| 14 | Rent Rates and Taxes | 2,500.00 | 4,750.00 |
| 15 | Travelling & Conveyance | 4,642.00 | 8,042.00 |
| 16 | Maintenance Charges | 3,000.00 | 7,100.00 |
| 17 | Sitting Fees | 24,780.00 | 31,580.00 |
| 18 | Penalties | | |
| 19 | Website Expenses | 7,080.00 | 7,080.00 |
| 20 | Telephone Charges | 4,737.00 | 4,810.00 |
| 21 | Late Fees and Interest on delayed Payment | 3,690.00 | 5,100.00 |
| 22 | Registrar Expenses | 12,980.00 | 19,470.00 |
| 23 | Registration Expenses | - | 35,400.00 |
| 24 | Demat Charges | 2,953.10 | |
| 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 | | 9,55,940.70 | 8,55,781.47 |



REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

18. Provisions & Contingencies

| Sr. No | Particulars | For the Year ended 31st March 2021 | For the Year ended 31st March 2020 |
|--------|-----------------------------------|------------------------------------|------------------------------------|
| 1 | Provision against Standard Assets | 2,15,000.00 | 2,25,000.00 |
| | | 2,15,000.00 | 2,25,000.00 |

19. Earning Per Share

| Sr. No | Particulars | For the Year ended 31st March 2021 | For the Year ended 31st March 2020 |
|--------|--------------------------------|------------------------------------|------------------------------------|
| | Profit after Tax | 1,44,11,429.30 | 1,13,70,015.53 |
| | 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 | 1.14 | 0.90 |

20. Contingent Liabilities:-

Nil

Nil

21. Earning in Foreign Exchange:- Nil

Nil

Nil

22. Expenditure in Foreign Exchange:- Nil

Nil

Nil

23. 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.

24. Details of dues to Micro and small enterprise

The company has not received any intimation from its suppliers claiming their status as micro, small or medium enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Consequently, there are no amounts payable or paid during the period which are required to be disclosed as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

25. The Company is engaged in the Business of Non Banking Financial Companies and there is no Separate reportable segment as per Accounting Standard 108- "Segment Reporting" Notified by the Companies Accounting Standard Rules, 2006.

26. 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.

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



Notes Forming Integral Part of financial Statements

28 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 31.03.2021 (Rs.) | | Transaction during the Year Amount (Rs.) | Interest Income | Balance as on 31.03.2020 (Rs.) | |
|---|--|-----------------|--------------------------------|----|--|-----------------|--------------------------------|----|
| | | | | | | | | |
| Key Managerial Personnel (Remuneration) | | | | | | | | |
| Binod Chand Kankaria (Resigned Managing Director w.e.f 28.07.2020) | 2,00,000.00 | - | - | - | 6,00,000.00 | - | 45,000.00 | Cr |
| Anant Bhagar (Managing Director w.e.f 28.07.2020) | 80,000.00 | - | - | Cr | | | | |
| Priyanka Singh (Company Secretary) | 2,40,000.00 | - | - | Cr | 2,49,000.00 | - | 20,000.00 | Cr |
| Atindam Laha (Chief Financial Officer) | 1,04,000.00 | - | - | Cr | 1,04,000.00 | - | 8,000.00 | Cr |
| Non Executive Director (Sitting Fees) | | | | | | | | |
| Anant Bhagar | 1,000.00 | - | - | - | 6,000.00 | - | 1,000.00 | Cr |
| Anny Jain | 1,000.00 | - | 2,000.00 | Cr | 6,000.00 | - | 1,000.00 | Cr |
| Shrish Tapuriah | 5,000.00 | - | - | Cr | 6,000.00 | - | 1,000.00 | Cr |
| Rajesh Kumar Sethia | 5,000.00 | - | - | Cr | 6,000.00 | - | 1,000.00 | Cr |
| Ujjwal Kumar Bothra | 5,000.00 | - | - | Cr | 2,000.00 | - | 1,000.00 | Cr |
| Shweta Ghorawat | 4,000.00 | - | - | Cr | | | | |
| Loans Given/ (Repayment of Loan) | | | | | | | | |
| Addarsh Management Pvt Ltd | - | 38,72,665.00 | 5,89,05,998.00 | Dr | - | 36,43,147.00 | 5,53,23,783.00 | Dr |
| Brilliant Dealers Private Limited | - | 1,98,164.00 | 30,14,221.00 | Dr | - | 1,86,420.00 | 28,30,919.00 | Dr |
| Landmark Vinimay Private Limited | - | 17,73,465.00 | 2,69,78,403.00 | Dr | - | 16,68,527.00 | 2,53,37,781.00 | Dr |
| Olympia Caimhill Development Pvt Ltd | 7,00,000.00 | - | 1,47,10,589.00 | Dr | 4,00,000.00 (1,00,000.00) | - | 1,40,10,589.00 | Dr |
| Olympia Real Estate Chennai Pvt Ltd | 25,00,000.00 | 39,82,467.00 | 6,21,99,454.00 | Dr | 40,00,000.00 | 36,73,595.00 | 5,60,15,672.00 | Dr |
| Space Olympia Properties Pvt Ltd | 5,000.00 | - | - | Dr | (39,55,917.00) | - | - | Dr |
| | 5,000.00 | - | - | - | | | | |
| Ultraplus Housing Estate Pvt Ltd | 20,000.00 | 2,744.00 | 48,195.00 | Dr | 25,000.00 (20,00,000.00) | 451.00 | 25,451.00 | |



REAL TOUCH FINANCE LIMITED

NOTE : 29

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31st March, 2021 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. Impact of COVID-19 pandemic

The novel coronavirus (COVID-19) pandemic (as declared by WHO) is causing significant disturbance and slowdown of economic activity globally and in India. The Company has evaluated impact of COVID-19 on its business operations, assessed the company's liquidity position and evaluated the recoverability and carrying value of its assets including property plant and equipment, investment properties, right of use assets and investments as at March 31, 2021. Based on its review, consideration of internal and external information up to the date of approval of these financial statements current indicators of future economic conditions relevant to the Company's operations and other market factors and information, management has concluded that no adjustments are required to the Company's financial results at this time. However, the full extent of the impact of the COVID-19 pandemic on the operations, and financial metrics (including impact on provisioning on financial instruments) will depend on government and regulatory guidelines and future developments which are uncertain and incapable of estimation at this time.

3. 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.

4. Estimation uncertainties relating to the global health pandemic from COVID-19 (COVID19)

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amount of its assets including property plant and equipments, investment properties, right of use assets and investments as at March 31, 2021. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of the pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, estimates from market sources on the expected future performance. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expect the carrying amount of these assets will be recovered. Events occurring after the date of approval of these financial statements may require a change in the estimates adopted herein.

5. 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.

6. 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.



7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. Segment Reporting

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

13. 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



14. 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: 29.06.2021



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

Kriti Agarwal

Kriti Agarwal
Partner

Membership No. 302753

Firm Regn No.319295E

UDIN:-21302753AAAA 0646576

Annexure I referred to at note no. 26 to notes to financial statement for the year ended 31st March, 2021
Disclosure of details as required in terms of Paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(Amount in lacs)

| Liabilities side | | Amount outstanding | Amount overdue |
|------------------|---|--------------------|----------------|
| 1.0 | Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid : | | |
| (a) | Debentures : - | | |
| | Secured | NIL | NIL |
| | Unsecured | NIL | NIL |
| | (Other than falling within the meaning of public deposits) | | |
| | | NIL | NIL |
| (b) | Deferred Credits | NIL | NIL |
| (c) | Terms Loans (Vehicle loan) | NIL | NIL |
| (d) | Inter-corporate loans and borrowing | NIL | NIL |
| (e) | Commercial Paper | NIL | NIL |
| (f) | Public Deposit | NIL | NIL |
| (g) | Other loans | NIL | NIL |
| (g) | Bank Overdraft | NIL | NIL |
| (h) | Loan from Directors & Shareholders | | |
| | | NIL | NIL |
| | TOTAL | | |
| Assets side | | Amount outstanding | |
| 1.1 | Break-up of Loans and Advances including bills receivables [other than those | | NIL |
| | (a) Secured | (Net of Provision) | 3410.09 |
| | (b) Unsecured | | |
| 1.2 | Break-up of Leased Assets and stock on hire and other assets counting | | |
| | Lease assets including lease rentals under sundry debtors | | NIL |
| | (a) Financial lease | | NIL |
| | (b) Operating lease | | |
| | Stock on hire including hire charges under sundry debtors: | | NIL |
| | (a) Assets on hire | | NIL |
| | (b) Repossessed Assets | | |
| | Other loans counting towards AFC activities | | NIL |
| | (a) Loans where assets have been repossessed | | NIL |
| | (b) Loans other than (a) above | | |
| 1.3 | Break-up of Investments: | | |
| | Current Investments | | |
| | Quoted: | | NIL |
| | (i) Shares : (a) Equity | | NIL |
| | (b) Preference | | NIL |
| | (ii) Debentures and Bonds | | NIL |
| | (iii) Units of mutual funds | | NIL |
| | (iv) Government Securities | | NIL |
| | (v) Others - Liquid Fund | | |
| | Unquoted: | | NIL |
| | (i) Shares : (a) Equity | | NIL |
| | (b) Preference | | NIL |
| | (ii) Debentures and Bonds | | NIL |
| | (iii) Units of mutual funds | | NIL |
| | (iv) Government Securities | | NIL |
| | (v) Others (Please specify) | | |
| | Long Term investments: | | |
| | Quoted: | | 5.77 |
| | (i) Shares : (a) Equity | | NIL |
| | (b) Preference | | NIL |
| | (ii) Debentures and Bonds | | NIL |
| | (iii) Units of mutual funds | | NIL |
| | (iv) Government Securities | | NIL |
| | (v) Others (Please specify) | | |
| | Unquoted: | | NIL |
| | (i) Shares : (a) Equity | | NIL |
| | (b) Preference | | |



| | | | |
|-----|---|---|---------------------------------|
| | (ii) Debentures and Bonds | | 129.6 |
| | (iii) Units of mutual funds | | NIL |
| | (iv) Government Securities | | NIL |
| | (v) Others (Please specify) | | NIL |
| 1.4 | Borrower group-wise classification of all leased assets financed as in (2) and (3) above : | | |
| | Category | Amount net of provisions | |
| | | Unsecured | Total |
| | Related Parties | | |
| | (a) Subsidiaries | NIL | NIL |
| | (b) Companies in the same group | 1658.57 | 1658.57 |
| | (c) Other related parties | NIL | NIL |
| | Other than related parties | 1751.52 | 1751.52 |
| | | | |
| | | 3410.09 | 3410.09 |
| | Total | | |
| 1.5 | Investor group-wise classification of all investments(current and long-term) in shares and securities(both quoted and unquoted): | | |
| | Category | Market Value/Breakup or fair value or NAV | Book Value (Net of Provisions)# |
| | Related Parties | | |
| | (a) Subsidiaries | NIL | NIL |
| | (b) Companies in the same group | NIL | NIL |
| | (c) Other related parties** | NIL | NIL |
| | Other than related parties | 135.37 | 135.37 |
| | | 135.37 | 135.37 |
| | Total | | |
| | <i>N.B. Investment in companies whose share are not listed and having higher book value are taken at cost</i> | | |
| 1.6 | Other Information | | Amount |
| | Particulars | | 3410.09 |
| | Gross Non-Banking Assets | | 1658.57 |
| | (a) Related Parties | | 1751.52 |
| | (b) Other than related parties | | NIL |
| | Net Non-Performing Assets | | NIL |
| | (a) Related Parties | | NIL |
| | (b) Other than related parties | | NIL |
| | Assets acquired in satisfaction of debt | | NIL |

For P D Randar and co
Chartered Accountants
Firm Registration No. 319295E



Kriti Agarwal
Kriti Agarwal
Partner
Membership No. 302753
Place Kolkata
Dated 29.06.2021
UDIN 21301692AAAA DE 4656

For, Real Touch Finance Limited

A. Anant Bhagat
ANANT BHAGAT
DIN:00089156