

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 4TH FLOOR, SUITE – D, DOOR NO. 617, BHARAT KUMAR BHAVAN, ANNA SALAI,
NUNGABAKKAM, CHENNAI, TAMIL NADU - 600069

Date: 05/09/2022

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 31.03.2022.

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, 2022 along with the Notice of the Annual General Meeting of the Company scheduled to be held on 28th September, 2022.

The Annual Report for the Financial Year 2021-2022 is also available on the Company's website at www.realtouchfinance

This may please be informed to all concerned.

Thanking You,

Yours faithfully

For Real Touch Finance Limited

Priyanka Singh

Priyanka Singh
Company Secretary



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Notice is hereby given that the **Thirty Seven** Annual General Meeting of the members of M/s Real Touch Finance Limited will be held on Wednesday The 28th Day of September, 2022 at 1.30 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 , Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 all other relevant circulars issued from time to time, physical attendance of the Members to the 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 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, 2022, including the audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Anant Bhagat (DIN - 00089156) , who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s P D Randar & Co Chartered Accountants (Registration No319295E), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

SPECIAL BUSINESS:-

4. To consider and approve the creation of charges, mortgages, hypothecation on the immovable and movable properties of the company under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and any rules and regulations made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions



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of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications/ Directions issued by the Reserve Bank of India from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any Committee of the Board) to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company wheresoever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 200 Crores (Two Hundred Crores) at any time."

"RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors / Company Secretary of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

5. To consider and approve the increase in borrowings of company under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special resolution:-**

"RESOLVED THAT in supersession of all the resolutions passed earlier in this regard and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof) and the provisions of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications/ Directions issued by the Reserve Bank of India from time to time, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board' which term shall be deemed to include any Committee of the Board) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures including market linked debentures whether



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secured or unsecured, bonds or other debt instruments, with or without security, whether in India or abroad, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time (excluding any interest on such borrowings) of a sum equivalent to Rupees 200 Crores (Rupees Two Hundred Crores only)."

"RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors / Company Secretary of the Company be and is hereby authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

Priyanka Singh

Priyanka Singh
Company Secretary
August 25th 2022
Registered Office:
493/57A G T Road,
Shibpur, Howrah-711102
CIN: L01111WB1997PLC085164
E-mail: acaasm@rediffmail.com



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4 & 5:

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

The members of the Company at the 29th Annual General Meeting held on 27.09.2014 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.29 Crores (Rupees Twenty Nine Crores only).

For the purpose of funding its lending business operations, the Company raises resources inter-alia by borrowing monies from time to time from various bodies corporate, banks, financial institutions, etc. and by way of issue of debentures including market linked debentures whether secured or unsecured, bonds or any other debt instruments and these borrowings are inter-alia secured by hypothecation of receivables/book debts, mortgage of immovable properties, promissory notes and pledge on the movable assets of the Company as recommended by the Board.

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 4 and Item No. 5 of the Notice, to enable the Board of Directors to borrow money upto Rs. 200 Crores (Rupees Two Hundred Crores only) from the existing limits of Rs.29 Crores (Rupees Twenty Nine Crores only) and inter alia, authorised the Board to secure its borrowing by hypothecation of receivables/book debts, mortgage of immovable properties, promissory notes and pledge on the movable assets of the Company as recommended by the Board.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.



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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, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 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 EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/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 EGM/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, May 05, 2020 and May 05, 2022 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 EGM/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 EGM/AGM has been uploaded on the website of the Company at www.resltouchfinance.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, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 25-09-2022 at 9:00 A.M. and ends on 27-09-2022 at 5:00 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 (cut-off date) i.e 21st day of September 2022, 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 21st day of September 2022.

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



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







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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, 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.
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>



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

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

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



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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 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.**



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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 Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Cs.agarwalshruti@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. 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. 21st day of September 2022, 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



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CORPORATE OFFICE: 4TH FLOOR, SUITE – D, DOOR NO. 617, BHARAT KUMAR BHAVAN, ANNA SALAI,
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cut-off date i.e. 21st day of September 2022 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 to Ms. Pallavi Mhatre, Senior 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.
- 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 THEEGM/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.



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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 Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/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 5 p.m. (IST) on Monday, 26th day of September, 2022.
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 at(acaasm@rediffmail.com.) latest by 5 p.m. (IST) on Monday, 26th day of September, 2022..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 Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.



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BOARD REPORT

To The Members

1. BACKGROUND

Real Touch Finance Limited ("Company" or "RTFL") is a subsidiary of Ultraplus Housing Private Limited and is a Non-Banking Financial Company ("NBFC"), holding a Certificate of Registration dated September 5, 1999, from the Reserve Bank of India ("RBI").

The Company is having its registered office in Kolkata and has various branch offices in the state of Tamil Nadu, viz., Chennai, Kancheepuram, Thiruvallur & Vandavasi.

2. FINANCIAL RESULTS

2.1 Standalone Results

The performance of the Company for the Financial Year ended March 31, 2022, on a Standalone basis is, summarized below:

S. No.	Particulars	2021-2022('Rs. '00')	2020-2021('Rs. '00')
1.	Gross Income	2,41,201.51	2,26,903.70
2.	Profit Before Interest and Depreciation and Provisions and Contingencies	1,94,975.64	1,96,264.29
3.	Finance Cost	Nil	Nil
4.	Depreciation and Amortisation	136.49	Nil
5.	Provisions and Contingencies	160.00	2,150
6.	Profit Before Tax	1,94,679.15	1,94,114.29
7.	Tax Expense	49,500.00	50,000.00
8.	Profit After tax	1,45,179.15	1,44,114.29
9.	Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss	6,182.90	791.65
10.	Transfer to Statutory Reserve as per RBI Guidelines	24,00,000.00	24,00,000.00
11.	Proposed Dividend on Equity Shares	NIL	NIL
12.	Balance Brought forward from Balance Sheet	7,50,013.50	6,29,107.10
13.	Balance carried forward to Balance Sheet	8,70,375.10	7,50,013.50

2.1.1 Company's Performance

Gross Income increased by 4.04% and stood at Rs. 2,36,006.51 hundred (FY 2020-21: Rs. 2,26,903.7 hundred). The Company's Profit Before Tax was Rs. 1,94,679.15 hundred (FY 2020-21: Rs. 1,94,114.15 hundred) and the Profit After Tax increased by about .74% to Rs. 1,45,179.15 hundred (FY 2020-21: Rs. 1,44,114.19 hundred).

3. SHARE CAPITAL

The Issued, Subscribed and Paid-up Share Capital of the Company as on March 31, 2022 was Rs. 12,69,26,900 consisting of 1,26,92,690 shares of Rs. 10/- each.



ARIHANT ENCLAVE, GROUND FLOOR, 493B/57A, G. T. ROAD (SOUTH) SHIBPUR, HOWRAH - 711 102
Regd. Office: PHONE : 033-2640-2042, E-mail : acaasm@rediffmail.com

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4. Dividend

In order to conserve resources, the Board does not recommend payment of any Dividend on the Equity Shares for FY 2021-22.

5. Transfer to Reserve

As required under Section 451C of the Reserve Bank of India Act, 1934, 20% of the profits are required to be transferred to a Special Reserve Account. An amount of Rs. 31,000 hundred (FY 2020-21: Rs. 24,000 hundred), has been transferred to the said Reserve.

6. Subsidiaries

The Company is a Subsidiary of M/s. Ultraplus Housing Estate Private Limited. ("Ultraplus"). Ultraplus holds 68,69,620 shares aggregating to 54.12% in the Company.

7. Information on Material Changes And Commitments

There are no material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2022 and May 28, 2022, being the date of this Report.

8. Directors and KMP

Re appointments:- As per the provisions of the Companies Act, 2013 Mr. Anant Bhagat, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re- appointment at the ensuing Annual General Meeting.

The Company has received necessary declarations from each independent Director under Section 149 (7) of the Companies Act, 2013 confirming 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. Sridharan has been appointed as Whole Time Director of the company on 06/01/2022 and the same was approved by the shareholders/members in the Extra-ordinary General meeting held on 12/05/2022.

Mr. Anant Bhagat has given his resignation in writing from the post of Managing director due to personal commitments and pre occupations and the same wants to continue as non-executive director as per applicable provisions of Companies Act, 2013 which was approved by the members in the Extra-ordinary General meeting held on 12/05/2022.

Mr . Shrish Tapuriah has been resigned from the Board with effect from 06/01/2022.

Mr Somnath Sarkar. has been appointed as additional Non Executive independent Director with effect from 28/08/2021 and the same has been regularized in the Extraordinary General Meeting held on 12/05/2022.

Pursuant to Provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Sridharan, Whole Time Director, Mr. Arindam Laha, Chief Financial Officer and Ms. Priyanka Singh, Company Secretary.



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9. Evaluation of the Board, Its Committees and Individual Directors

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and of the individual Directors as well as an evaluation of the working of all the Committees of the Board. The Board of Directors was assisted by the NRC. The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be.

The Board of the Company followed the criteria as specified in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India ("SEBI") for evaluating the performance of the Board as a whole, Committees of the Board, Individual Directors and the Chairman. The criteria for evaluation of the Board as a whole, inter alia, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board and Board & Management. The criteria for evaluation of Individual Directors covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees covered areas related to mandate and composition, effectiveness of the Committee, structure of the Committee and meetings, etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company, the Management and the Board which was taken into consideration by the Board in carrying out the performance evaluation.

10. Policy on Appointment of Directors and Remuneration Policy of the Company

The Nomination and Remuneration Committee ("NRC") develops the competency requirements of the Board based on the industry and the strategy of the Company, conducts a gap analysis and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarised with the operations of the Company and endeavours to provide relevant training to the Directors.

In accordance with the provisions of Section 178 of the Act and the SEBI Listing Regulations, the Board of Directors have adopted a Policy on Board Diversity and Director Attributes and a Remuneration Policy.

The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board and to have in place, a transparent Board nomination process.

The Remuneration Policy for Directors, KMPs and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust.

The Remuneration Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

Salient features of the Remuneration Policy, inter alia, includes:

Remuneration in the form of Sitting Fees and Commission to be paid to Independent Directors and Non-Independent Non-Executive Directors, in accordance with the provisions of the Act and as recommended by the NRC;



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- Remuneration to Managing Director / Executive Directors / Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to run the Company successfully and retain talented and qualified individuals suitable for their roles, in accordance with the defined terms of remuneration mix or composition; and
- No remuneration would be payable to Directors for services rendered in any other capacity unless the services are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession and approval of the Central Government has been received, if required, for paying the same.

The Company has also adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of appointment of directors and on a continuing basis, pursuant to the RBI Master Directions for NBFCs. The Company has received the 'Fit and Proper' declarations from all the Directors of the Company in April 2022, which have been taken on record by the NRC.

11. Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, Mr. Sridharan, Whole Time Director, Mr. Arindam Laha, Chief Financial Officer and Mrs. Priyanka Singh, Company Secretary are the Key Managerial Personnel of the Company.

12. Director Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-22.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts, Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the "Act"), other relevant provisions of the

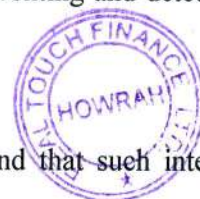
Act, guidelines issued by Regulators as applicable to an NBFC and other accounting principles generally accepted in India have been followed and that there are no material departures there from.

b) they had 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 and cash flows of the Company for the year;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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

e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and



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f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

The Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

There were Nil frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

13. Remuneration to the Directors/KMP

Sr No.	Names	Designation	Remuneration in 2021-2022 (Amount in `)	Remuneration in 2020-21(Amount in `)
1	Mr. Sridharan (Appointed as Whole Time Director on 06.01.2022)	Whole Time Director	6,83,334.00	-
2.	Mr. Anant Bhagat (Resigned as Managing Director on 06.01.2022)	Managing Director	90,000.00	81,000.00
3.	Mr. Ujjawal Kumar Bothra	Director	5,000.00	5,000.00
4.	Mr. Arindam Laha	CFO (KMP)	96,000.00	96,000.00
5.	Mr. Rajesh Kumar Sethia	Director	6,000.00	5,000.00
6.	Mr. Shrish Tapuriah	Director	5,000.00	5,000.00
7.	Mr. Priyanka Singh	CS (KMP)	2,40,000.00	2,40,000.00
8.	Mrs Shweta Ghorawat (Appointed on 28.07.2020)	Director	6,000.00	5,000.00
9.	Somnath Sakar (Appointed on 28.09.2021)	Director	3,000.00	-

14. Deposits

The Company did not hold any deposits at the beginning of the year nor has it accepted any deposits during the year under review.

15. 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.

16. Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2021-2022/2022-2023 to BSE (Scrip Code 538611) where the Company's shares are listed.



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17. Dematerialisation of shares

1,21,17,740 of the Company's paid up Equity share Capital is in dematerialised form as on 31/03/2022 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.

18. Number of Board Meetings

The Board of Directors duly met six times during the financial year from 1st April, 2021 to 31st March, 2022. The maximum Interval between any two Meetings did not exceed 120 Days as prescribed in Companies Act, 2013.

19. Significant and Material Orders

During the period under review, there were no significant or material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

20. 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.

21. Audit Committee

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

22. 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 and are eligible for re-appointment. Your Directors recommend their re-appointment for your approval at the ensuing Annual General Meeting.

Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Baid & Bengani & Associates LLP, Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2021-22. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as Annexure 'II'.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Baid & Bengani & Associates in their Secretarial Audit Report dated April 21, 2022, on the Secretarial and other related records of the Company, for FY 2021-22.

Auditor'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

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

23. Extracts of Annual Return

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

24. Accounting Standards followed by the Company

The Financial Statements of the Company have been prepared in accordance with Ind AS, as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act. Further, the Company follows the Master Directions issued by RBI for NBFCs.

The Financial Statements have been prepared on an accrual basis under the historical cost convention. The Accounting Policies adopted in the preparation of the Financial

25. 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.

26. Details Pertaining to Remuneration as Required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A Statement giving the details required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2022, is annexed as Annexure 'I'.)

The details required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2022, are provided in a separate Annexure forming part of this Report. In terms of the first proviso to Section 136(1) of the Act, the Report and the Accounts, excluding the aforesaid Annexure, are being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary, at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

27. 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.

28. Vigil Mechanism

The Company has established a Vigil Mechanism for its Directors and employees to report their concerns or grievances. The said mechanism, inter alia, encompasses the Whistle Blower Policy, the Fraud Risk Management Process, the mechanism for reporting of ethical concerns under the TCOC and the ABAC Policy and it provides for adequate safeguards against victimization of persons who use it.

Company's ABAC Policy and to the Chairman of the Company's Audit Committee / the Chief Ethics Counsellor under the Company's Whistle Blower Policy. Information regarding the mechanism and the channels for reporting concerns are communicated to the relevant stakeholders.



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29. Related Party Transactions

The Company has adopted a Policy and a Framework on Related Party Transactions (“RPTs”) for the purpose of identification, monitoring and approving such transactions in line with the requirements of the Act and the SEBI Listing Regulations. During the year under review, the RPT Policy had been amended to, inter alia, include the amendments of the SEBI Listing Regulations.

All the RPTs that were entered into during FY 2021-22, were in ordinary course of business and on an arm’s length basis. There were no transactions requiring disclosure under Section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Annual Report.

The details of RPTs as required to be disclosed by Indian Accounting Standard – 24 on “Related Party Disclosures” specified under Section 133 of the Act, read with the Companies (Indian Accounting Rules Standards) Rules, 2015, are given in the Notes to the Financial Statements.

30. Secretarial Standards

The Company is in compliance with SS – 1 i.e. Secretarial Standard on Meetings of the Board of Directors and SS – 2 i.e. Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India.

31. Disclosure Requirement

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

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

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A ‘Prevention of Sexual Harassment’ Policy, which is in line with the statutory requirements, along with a structured reporting and redressal mechanism, including the constitution of Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the POSH Act”), is in place.

33. Loans & Borrowings

The Company is to expand its business operations and for that purpose, it is proposed to raise funding for its lending business operations. The Company raises resources inter-alia by borrowing monies from time to time from various bodies corporate, banks, financial institutions, etc. and by way of issue of debentures including market linked debentures whether secured or unsecured, bonds or any other debt instruments and these borrowings are inter-alia secured by hypothecation of receivables/book debts, mortgage of immovable properties, promissory notes and pledge on the movable assets of the Company as recommended by the Board.

It is therefore necessary under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money up to Rs. 200 Crores (Rupees Two Hundred Crores only) from the existing limits of Rs. 29 Crores (Rupees Twenty Nine Crores only) and inter alia, authorise the Board to secure its borrowing by hypothecation of receivables/book debts, mortgage of immovable properties, promissory notes and pledge on the movable assets of the Company as recommended by the Board.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.



REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 4TH FLOOR, SUITE – D, DOOR NO. 617, BHARAT KUMAR BHAVAN, ANNA SALAI,
NUNGABAKKAM, CHENNAI, TAMIL NADU - 600006

34. 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.

35. 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.

Place: Howrah

Date:- 28.05.2022

BY ORDER OF THE BOARD



Anant Bhagat
ANANT BHAGAT
DIRECTOR
DIN: 00089156

S. R. Dharan
SRIDHARAN
WHOLETIME DIRECTOR
DIN: 09460423

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

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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 31.03.2022

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	ADDRESS OF THE CORPORATE OFFICE	: NO. 617, BHARAT KUMAR BHAVAN, ANNA SALAI, CHENNAI – 600006, TAMIL NADU.
7	WHETHER LISTED COMPANY	: YES (LISTED IN BSE)
8	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

1. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY

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

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

2. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

ARIHANT ENCLAVE, GROUND FLOOR, 493B/57A, G. T. ROAD (SOUTH) SHIBPUR, HOWRAH - 711 102
Regd. Office: PHONE : 033-2640-2042, E-mail : acaasm@rediffmail.com

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

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3. 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



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(2) Non Institutions										
a) Bodies Corporate	4767240	407450	5174690	40.769	4283153	407450	4690603	36.955	-484087	-3.814
b) Individual Shareholders										
Having nominal Capital Upto One Lakhs	168014	167500	335514	2.643	169761	167500	337261	2.657	1747	0.014
Having Nominal Capital more than one Lakhs	312683	0	312683	2.465	790884	0	790884	6.231	478201	3.766
c) Any other Clearing Member	3	0	3	0.00	4322	0	4322	0.0034	4319	0.034
SUBTOTAL (B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0.00
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0.00
TOTAL (A)+(B)+(C)	12117740	574950	12692690	100	12117740	574950	12692690	100	0.00	0.00

4. SHAREHOLDING OF PROMOTERS

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



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5. CHANGE IN PROMOTERS SHAREHOLDING

Sl No.	Particulars	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			

6. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

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



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5	DOLPHIN TRADECOMM PRIVATE LIMITED				
	a) At the Beginning of the Year	250000	1.970		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	1.970
6	PUSHPKALA VANIJYA PVT.LTD				
	a) At the Beginning of the Year	250000	1.970		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	1.970
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



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7. 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	Sridharan	0	0	0	0
2	Anant Bhagat	0	0	0	0
3	Somnath Sarkar	0	0	0	0
4	Rajesh Kumar Sethia	0	0	0	0
5	Priyanka Singh	0	0	0	0
6	Arindam Laha	0	0	0	0
7	Shweta Ghorawat	0	0	0	0
8.	Shrish Tapuriah (Resigned on 06.01.2022)	0	0	0	0

8. INDEBTNESS OF THE COMPANY INCLUDING INTEREST:- Nil

9. REMUNERATION OF MANAGING DIRECTOR,WHOLE TIME DIRECTOR, DIRECTORS AND KMP

A. REMUNERATION OF KMP DURING THE YEAR 2021-22

Sl No.	Particulars of Remuneration	KEY MANAGERIAL PERSON				
		Mr. Sridharan	Ms. Priyanka Singh	Mr. Arindam Laha	Mr. Anant Bhagat	Total
1	Salary (₹)	6,83,334	2,40,000	96,000	90,000	11,09,334
2.	Sitting Fees (₹)	-	-	-	1,000	1,000
	Total (₹)	6,83,344	2,40,000	96,000	91,000	11,10,334

Mr. Anant Bhagat has been resigned from Managing Director on 06.01.2022 and the same continued as Non-executive director from the same date and Mr. Sridharan has been appointed as Whole Time Director with effect from 06.01.2022.

B. REMUNERATION TO NON EXECUTIVE DIRECTORS

Name	Remuneration	Fee for Attending Board Meeting	Others	Total
Shweta Ghorawat	-	6,000	-	6,000
Shrish Tapuriah	-	5,000	-	5,000
Rajesh Kumar Sethia	-	6,000	-	6,000
Ujjawal Kumar Bothra	-	6,000	-	6,000
Somnath Sarkar	-	3,000	-	3,000

Mr Shrish Tapuriah has been resigned from the Board with effect from 01.06.2022.



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10. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

Place: Howrah

Date:- 28.05.2022

BY ORDER OF THE BOARD



Anant Bhagat

ANANT BHAGAT
DIRECTOR
DIN: 00089156

G. S. I. L.

SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423

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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 2021-2022 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		
Mr. Sridharan	4.06	100%
Executive Director		
Anant Bhagat	.53	N.A
Company Secretary		
Priyanka Singh	1.43	N.A.
Chief Financial Officer		
Arindam Laha	.57	N.A.

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

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

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

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

Aggregate Remuneration of Key Managerial Person KMP in FY 2021-2022 (`)	11,09,334
Revenue (`)	2,41,20,151
Remuneration of KMP (as % of Revenue)	4.60%
Profit Before Tax (`)	1,94,67,915
Remuneration of KMP (as % of PBT)	5.70%

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



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

	Mr. Sridharan	Mr. Anant Bhagat	Mr. Arindam Laha	Ms. Priyanka Singh
	Whole Time Director	Managing Director	Chief Financial officer	Company Secretary
Remuneration in FY 2021-22 (‘‘)	6,83,334	90,000	96,000	2,40,000
Revenue (‘‘)	2,41,20,151			
Remuneration of KMP (as % of Revenue)	2.83	.37%	.40%	1.00%
Profit Before Tax (‘‘)	1,94,67,915			
Remuneration of KMP (as % of PBT)	3.51%	.46%	.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. Sridharan	Managing Director	6,83,334.00	N.A.
Mr. Anant Bhagat	Managing Director	90,000.00	13.17%
Mr. Arindam Laha	CFO	96,000.00	14.05%
Ms. Priyanka Singh	Company Secretary	2,40,000.00	35.12%
Mr. Binod Chand Kankaria	-	12,00,000	175.89%

Mr. Sridharan is the Highest paid Director at a Remuneration of Rs. 6,83,334.00 for the financial year 2021-2022..

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.

Place: Howrah

BY ORDER OF THE BOARD

Date:- 28.05.2022



Anant Bhagat

ANANT BHAGAT
DIRECTOR
DIN: 00089156

G. S. S.

SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423

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CHAIRMAN & CFO CERTIFICATION

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

We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2022 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, 2022 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 Ghorawat
Chairman

Arindam Laha
Chief Financial Officer



BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

FORM NO.3 MR-3 SECRETARIAL AUDIT REPORT For the financial year ended 31st March, 2022

[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, 2022 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, 2022 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 ;



BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

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

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

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



BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.

E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

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 Baid & Bengani Associates LLP

Rishabh Baid

Rishabh Baid
(Designated Partner)

Place: Kolkata

Member No.: 33446 CP No.:12365

Date: 08/07/2022

Udin: A033446D000588044



BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



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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.



BAID & BENGANI ASSOCIATES LLP,

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FIRM REGISTRATION NO. L2021WB010400



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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 Baid & Bengani Associates LLP

Rishabh Baid

Rishabh Baid
(Designated Partner)

Place: Kolkata

Member No.: 33446 CP No.:12365

Date: 08/07/2022

Udin: A033446D000588044



REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 4TH FLOOR, SUITE – D, DOOR NO. 617, BHARAT KUMAR BHAVAN, ANNA SALAI,
NUNGABAKKAM, CHENNAI, TAMIL NADU - 600006

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 consists of Six Directors.

Mr. G. Sridharan

Mr. G. Sridharan is about 47 years is a Science Graduate from Madras University and PGDM (Applied Finance) from IIM, Calcutta. Mr. Sridharan has over 20 years of rich experience in the finance industry with the leading institutions like ICICI bank, Reliance capital and InCred Financial Service Limited. He has sound knowledge about Retail and SME loan products. In his last assignment as Director Sales (SME), he played a significant role in setting up the complete Secured business loan vertical for InCred. Later, he was elevated to handle unsecured business loans and Loan against property. He has managed an AUM 880 Cr., and it was one of the most profitable businesses for InCred. He won many accolades in his professional carrier, including the Best People Manager award from Reliance capital.

The Board proposes to appoint him as Whole Time Director. The Board thinks that Mr. G. Sridharan is very energetic, experienced and competent personnel to hold the position of Executive Director of the Company. He shall not be paid any sitting fees for attending the Board Meeting and Committees thereof. He does not hold by himself or for any other person on a beneficial basis any shares in the Company. The Board considers that his association would be of immense benefit to the Company

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Mr. G. Sridharan is a Director - NIL

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
2.	Bengal Regent Infrastructure Ltd



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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.

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Mr. Rajesh Kumar Sethia is a Director - NIL

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.

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Mr. Ujjawal Kumar Bothra is a Director - NIL

Smt. Shweta Ghorawat

Smt Shweta Ghorawat has been appointed as Women Non-Executive 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.

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Smt. Shweta Ghorawat is a Director - NIL

Mr Somnath Sarkar

Mr. Somnath Sarkar is a qualified BSC and has experience of over 15 years in the field of Accounts. His Knowledge will be valuable to the Company.

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Mr. Somnath Sarkar is a Director-NIL

C) Meetings and Attendance

The Meeting of the Board are generally held at the Registered office of the Company at “ Arihant Enclave” 493B/57A G.T. Road(South) Shibpur Howrah-711102. During the year under review, Six Board meetings were held on during the financial year from 1st April 2021 to 31st March 2022. The dates on which meetings were held are as follows:

28/06/2021, 12/08/2021, 28/09/2021, 11/11/2021, 06/01/2022 & 14/02/2022.



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Name of the Director	Attendance at the Last AGM Held on 28/09/2022	No. of Board Meeting held, and attended, during tenure						% of attendance
		1	2	3	4	5	6.	
Mr. Anant Bhagat	Y	Y	Y	Y	Y	N	Y	83.33%
Mr. Shrish Tapuriah	N	Y	Y	Y	Y	-	-	66.67 %
Mr. Rajesh Kumar Sethia	Y	Y	Y	Y	Y	Y	Y	100 %
Mrs Sweta Ghorawat	Y	X	Y	Y	Y	Y	Y	100 %
Mr.Ujjawal Kumar Bothra	Y	Y	Y	Y	Y	Y	Y	100%
Mr Sridharan	Y	-	-	-	-	-	Y	16.67%
Mr Somnath Sarkar	Y	-	-	-	Y	Y	Y	50.%

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
Mr Sridharan	NIL (Appointed on Board from 06.01.2022)
Somnath Sarkar	NIL (Appointed on Board from 28.09.2021)

H) General Body Meetings

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



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Financial Year	Date	Location
2018-2019	21/09/2019	Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102
2019-2020	28/09/2020	Video Conferencing
2020-2021	13/09/2021	Video Conferencing

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



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M) Distribution of Shareholding

The Distribution of shareholding as on March 31, 2022 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	1217	86.9286	1,57,636	1.2419
2.	501 - 1,000	74	5.2857	56,733	0.4470
3.	1,001 - 5,000	48	3.4286	1,07,683	0.8484
4.	5,001 - 10,000	9	0.6429	66,411	0.5232
5.	10,001 - 50,000	24	1.7143	6,32,204	4.9809
6.	50,001 - 1,00,000	8	0.5714	6,03,670	4.7560
7.	1,00,001 - and above	20	1.4286	1,10,68,353	87.2026
	Total	1400	100.00	1,26,92,690	100.00

N) Details of Shareholding as on March 31, 2022 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	6869620	0	6869620	54.12	6869620	0	6869620	54.12	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)	6869620	0	6869620	54.12	6869620	0	6869620	54.12	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)	6869620	0	6869620	54.12	6869620	0	6869620	54.12	0	0
B Public Shareholding										
(3) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0

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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	4767240	407450	5174690	40.769	4283153	407450	4690603	36.955	-484087	-3.814
e) Individual Shareholders										
Having nominal Capital Upto One Lakhs	168014	167500	335514	2.643	169761	167500	337261	2.657	1747	0.014
Having Nominal Capital more than One Lakhs	312683	0	312683	2.465	790884	0	790884	6.231	478201	3.766
f) Any other Clearing Member	3	0	3	.00	4322	0	4322	.004	4319	0.034
SUBTOTAL (B)(2)	5248120	574950	5823070	45.87	5248120	574950	5823070	45.87	0	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	5248120	574950	5823070	45.87	5248120	574950	5823070	45.87	0	0.00
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0.00
TOTAL (A)+(B)+(C)	12117740	574950	12692690	100	12117740	574950	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 2021-2022.

Market Price data

Sr. No.	Month	Price	
		High	Low
1.	April 2021	4.52	3.70
2.	May 2021	7.87	4.48
3.	June 2021	8.90	6.40
4.	July 2021	14.43	6.40
5.	August 2021	10.65	6.44
6.	September 2021	9.14	7.31
7.	October 2021	10.44	8.05
8.	November 2021	13.00	10.25
9.	December 2021	14.26	9.98
10.	January 2022	27.87	13.55



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11.	February 2022	31.65	20.90
12.	March 2022	31.90	17.60

P) General Shareholder Information

Annual General Meeting:

Date	28.09.2022
Time	01.30 p.m.
Venue	Arihant Enclave, 493B/57A G T Road (South) Shibpur Howrah-711102
Financial Year	2021-2022
Book Closure Date	21.09.2022 to 28.09.2022
Listing on Stock Exchange	BSE LTD Scrip Code:-538611
ISIN No.	INE840I01014

The Company has paid listing fees to the Exchange.

Q) Vigil Mechanism/ Whistle blower Policy

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

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

R) Shareholder'/Investors' Grievance Committee

The shareholder'/Investors' Grievance Committee of the Board has been constituted to look into complaints like transfer of shares, Non-receipt of Dividend etc. The committee is headed by Mr. Rajesh Kumar Sethia, as Chairman, Mr Anant Bhagat Managing Director, Sridharan Director and Mr. Ujjawal Kumar Bothra Non Executive Independent Director. No compliant had been received during the year. Mr. Anant Bhagat resigned from the committee from 06/01/2022 and Mr Sridharan joined the committee from 06/01/2022

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 Tapuriah Non Executive Director, Mr. Ujjawal Kumar Bothra Non Executive Independent Director and Mr Sridharan whole Time Director. Mr. Shrish Tapuriah resigned from the committee from 06/01/2022 and Mr Sridharan joined the committee from 06/01/2022

During the year under review, four meetings of the committee were held during the year ended 29/06/2021, 12/08/2021, 11/01/2021 & 14/02/2022 The composition of the committee and attendance at its meeting is given below:



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Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Shrish Tapuriah	Non Executive Director	4	2
Mr. Rajesh Kumar Sethia	Non Executive Independent Director	4	4
Mr. Ujjawal Kumar Bothra	Non Executive Independent Director	4	4
Mr Sridharan	Whole Time Director	4	2

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. Mr Somnath Sarkar joined the from 06/01/2022 and Mr. Shrish Tapuriah resigned from the committee from 06/01/2022

No. of Meeting

During the year the Committee had Two Meeting i.e. on 28/09/2021 and 06/01/2022.

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	1
3. Mr. Ujjawal Kumar Bothra	2	2
4. Mr. Somnath Sarkar	2	1

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.



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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.

Place: Howrah

Date:- 28.05.2022

BY ORDER OF THE BOARD



Anant Bhagat
ANANT BHAGAT
DIRECTOR
DIN: 00089156

G. S. R.
SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423

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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 2022 and 2023 are stronger than in October 2021 world economic outlook which pegged global growth at 5.2 percent for 2022. 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's real GDP growth for FY 2021-22 was 8.7%, which is amongst the highest in leading economies, as the Indian economy bounced back during the year exhibiting resilience during the pandemic. As the year progressed, most of the economic indicators such as GST collection, IIP, Exports and UPI transactions saw an uptick, indicating a steady recovery from the lows of the first quarter of FY 2021-22. This was also reflected in the credit growth for both Banks and NBFCs where the larger, well-funded ones witnessed a swifter recovery on the back of ebbing third wave of COVID-19 and easing of restrictions.

While India's growth outlook for the year ahead remains bright, driven by private consumption and elevated public spending, but risks remain, the biggest of which is inflation. Higher inflation can curtail the discretionary consumption and unfavourably affect the recovering domestic demand. The ongoing geopolitical crisis has caused supply chain disruptions which has led to higher commodity prices; if this gets prolonged, it can further fuel the inflation. The depreciating Rupee can become another issue as India is one of the biggest importers of crude oil leading to likely rise in trade deficit in FY 2022-23. As Rupee depreciates and import prices go up, taming inflation can become an uphill task for the central bank. A slower than expected global growth recovery may affect the demand for exports.

India's retail inflation soared to an 18-month high of 7.5% in April 2022 driven by inflationary pressures, post which the RBI announced a 40 bps repo rate hike in May 2022 in an off-cycle monetary policy to combat the said rise in inflation. While RBI's stance remains accommodative in order to support growth, ensuring that inflation remains within the target going forward shall be key for a sustainable growth environment. However, a downside to this is any further increase in the rates may force Banks and NBFCs to further increase their lending rates, and thus affecting consumption and capital expenditure.

Nevertheless, the opportunities for growth remain intact driven by strong economic fundamentals, favourable economic policies (such as PLI scheme, Aatmanirbhar Bharat Abhiyan and Startup India initiative), digital push, demographic dividend and growing global preference for India as an investment destination. Further, as the Company enters into FY 2022-23, the thrust on capital expenditure in Union Budget 2022 is a welcome move and expected to push demand through multiplier effect on the economy.



ARIHANT ENCLAVE, GROUND FLOOR, 493B/57A, G. T. ROAD (SOUTH) SHIBPUR, HOWRAH - 711 102

Regd. Office:

PHONE : 033-2640-2042, E-mail : acaasm@rediffmail.com

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 4TH FLOOR, SUITE – D, DOOR NO. 617, BHARAT KUMAR BHAVAN, ANNA SALAI,
NUNGABAKKAM, CHENNAI, TAMIL NADU - 600006

Given the proactive efforts by the regulator and the push from the government to support growth, the Company expects the inflationary environment to soften and a large vaccinated population is likely to contain the impact of subsequent COVID-19 waves, which will give way to robust growth going forward. This in turn shall spur credit demand across retail, SME and corporate segments, and reflect in the performance of the financial services sector as a whole.

Financial Performance –FY 2021-22

S. No.	Particulars	2021-2022(Rs. 00)	2020-2021 (Rs. 00`)
1.	Gross Income	2,41,201.51	2,26,903.70
2.	Profit Before Interest and Depreciation and Provisions and Contingencies	1,94,975.64	1,96,264.29
3.	Finance Cost	Nil	Nil
4.	Depreciation and Amortisation	136.49	Nil
5.	Provisions and Contingencies	160	2,150
6.	Profit Before Tax	1,94,679.15	1,94,114.29
7.	Tax Expense	49,500.00	50,000.00
8.	Profit After tax	1,45,179.15	1,44,144.29
9.	Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss	79,165.89	79,165.89
10.	Transfer to Statutory Reserve as per RBI Guidelines	24,00,000.00	24,00,000.00
11.	Proposed Dividend on Equity Shares	NIL	NIL
12.	Balance Brought forward from Balance Sheet	7,50,013.50	6,29,107.10
13.	Balance carried forward to Balance Sheet	8,70,375.10	7,50,013.50

Other Functions – A Brief Overview

3. Risk management

The Company has built a robust risk management framework with strong risk fundamentals and continues to monitor the internal and external risks arising out of macro-economic factors, regulatory changes and geo-political scenario. The Board of Directors has set the tone at the top by laying down and approving the strategic plans and objectives for Risk Management and Risk Philosophy.

A comprehensive Enterprise Risk Management (“ERM”) Framework has been adopted by the Company which uses defined Key Risk Indicators based on quantitative and qualitative factors. A two-dimensional quantitative data management tool - Heat Map – has been implemented, which enables the Management to have a comprehensive view of various identified risk areas based on their probability and impact.

Changes in internal and external operating environment, digitalization, technological advancements and agile way of working have increased the significance of Fraud, Information & Cyber Security and Operational Risks. The Company continues to focus on increasing operational resilience and mitigation of these risks.



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4. Compliance

The Company is registered with RBI as a NBFC-ND-SI. The Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations, including the Master Direction – Non-Banking Financial Company (Reserve Bank) Directions, 2016 (“RBI Master Directions”), as amended from time to time. With respect to provisioning of NPAs, the Company follows stricter norms than those prescribed by RBI. The Capital to Risk Assets Ratio of the Company is 101.21% as on March 31, 2022, which is more than the prescribed minimum of 15%.

5. Internal Audit

The Management has laid down set of standards, processes and structure which enables to implement internal financial controls across the organization with reference to financial statements and that such controls are adequate and are operating effectively. Internal Finance control framework has been established in line with the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the ‘Guidance Note’).

During FY 2021-22, testing was conducted basis process walkthrough and review of samples as per documented controls in the Risk & Control matrix. Testing is done for each of the controls with the help of an independent firm, on behalf of Management confirming the existence and operating effectiveness of controls over financial reporting. Review was performed on design, adequacy and operating effectiveness of the controls. During the year under review, no material or serious observation has been observed for inefficiency or inadequacy of such controls.

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.

11. 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’.

Place: Howrah

Date:- 28.05.2022

BY ORDER OF THE BOARD



Anant Bhagat

ANANT BHAGAT
DIRECTOR
DIN: 00089156

G. S. R.

SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S. REAL TOUCH FINANCE LIMITED

Report on Financial Statements

Opinion

We have audited the accompanying standalone financial statement of M/s. REAL TOUCH FINANCE LIMITED, which, which comprises the Balance sheet as at 31st March, 2022, and the Statement of Profit /Loss account (Including Other Comprehensive Income), the statement of changes of Equity and the statement of Cash Flows for the year then ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the 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 Indian accounting standards prescribed under section 133 of the companies Act read with the Companies (Indian Accounting standard) Rules 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the company as on 31st March 2022, the Profit/Loss, total 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 standalone 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 standalone financial statement under the provisions of Companies Act, 2013 and rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's 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 Judgement were of most significance in our Audit of the financial statements of the Current Period. These matters were addressed in the context of Our Audit of the financial statements. These matters were addressed in the context of Our Audit of the financial statements as a whole, and informing 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 financial position and financial performance, total comprehensive Income, changes in equity and cash flow of the company in accordance with the Ind AS and other accounting Principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 tends to liquidate the company or to cease operations or has no realistic alternative to do so.

Those Board of Directors are 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 audit assurance about whether the 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 is 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 be reasonably be expected to influence the economic decisions of the user taken on the basis of these financial statements. A further description of the auditor's responsibilities for the audit of the financial statements is included in Annexure A. This description forms part of our Audit Report

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

- Identify and assess the risks of material misstatement of the 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 detecting a material misstatement resulting from fraud is higher than for one resulting from error, a fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtaining 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems 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 on the 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in the 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 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 the 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 auditors'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, 2020 ("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 the matters specified in the paragraph 3 and 4 of the 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, the statement of Profit and Loss Accounts including other comprehensive Income, Statement of Changes of Equity and statement of cash Flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS 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 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) 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 Separate report in "Annexure -B".
- (g) With respect to the matters to be included in the Auditors's Report in accordance with the requirements of Section 197(16) of the act as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the Company to its director during the Year is in accordance with the Provisions of Section 197 of the Act.





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

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

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

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

iv. The Management has represented, that to the best of their knowledge and belief no fund (which are material either individually or in aggregate) have been advances or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company, to or in any other person or entity, including foreign entity ("intermediaries") with the understanding whether recorded in writing or otherwise that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

v. The Management has represented, that to the best of their knowledge and belief no fund (which are material either individually or in aggregate) have been received by the company from any person or entity, including foreign entities ("funding parties") with the understanding whether recorded in writing or otherwise that the Company shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

vi. Based on the Audit procedures performed that have been considered reasonable or appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under Sub Clause (i) and (ii) of rule 11(e) as provided under (iv) and (v) above, contain material misstatement.

vii. The Company has not declared any dividend during the Year.

2. As required by the Companies (Auditor's Report) order 2020 ("the order") issued by the central Government in term of Section 143(11) issued by the central Government in term of section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Kolkata

Date: th 28 Day of May 2022



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

Kriti Agarwal
Kriti Agarwal
Partner
Firm Registration No. 319295E
Membership No. 302753
UDIN:22302753ALTOLD4300



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s. REAL TOUCH FINANCE LIMITED of even date)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2022, we report that:

(To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of Property Plant and Equipments
- The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - The Company does not have any intangible Assets.
 - According to the information and explanations given to us, the management at reasonable intervals has physically verified the Property, Plant and Equipment and no material discrepancies were noticed on such verification.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use of assets) or intangible assets or both during the year.
 - No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- (ii) In respect of Inventories
- According to the information and explanation given to us and on the basis of our examination of the records of the Company does not have any inventory hence reporting under 3(ii) is not applicable.
- (iii) The Company has not provided any guarantee or security but has made investment in, and granted loans or advances in nature of loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties, during the year, in respect of which :
- The Company is a Non Banking Finance Company and Principal Business is to give Loans hence reporting under 3(a) of the report is not applicable.
 - In our opinion, the Investments made and the terms and conditions of the grant of loans or advances in nature of loan during the year are prima facie, not prejudicial to the Company's interest.
 - In respect of loans and advances in nature of loans granted by the Company terms and conditions do not stipulate any repayment schedule.
 - In respect of loans or advances in nature of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.





- e. No loan or advances in nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans or advances in nature of loan granted to settle the overdue of existing loans or advances in nature of loan given to the same parties
- f. The Company has granted loans or advances in nature of loans, Unsecured, to companies, firms, Limited liability Partnerships or any other parties which are repayable on demand or are without specifying any terms or period of repayment and the details of such loans or advances in nature of loan are being furnished hereinafter.

Loans repayable on demand or without specifying any terms or period of repayment

Aggregate Loans or advances repayable on demand (Rs.)	% of total Loans or advances	Aggregate Loans granted to Promoters , related parties as defined in clause 2(76) of the Companies Act 2013 (Rs.)
7,25,42,672/-	100%	3,05,000/-

- (iv) The company is a Non Banking Finance Company therefore provisions of Section 185 and 186 of the Companies Act 2013 is not applicable.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly clause 3(v) of the Order is not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly clause (vi) of the Order is not Applicable to 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 Goods and Services Tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited during the year by the Company with appropriate authorities.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31st March 2022 for a period of more than six months from the date they became payable.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in tax assessments under the Income tax Act, 1961 (43 of 1961).
- (ix) a. The Company has not defaulted in repayment of loans or other borrowings from any lender. Accordingly clause 3(ix)(a) of the Order is not applicable to the Company.
- b. The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.





- c. The Company has not taken any term loan during the Year.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31, March 2022
- f. According to the information and explanations given to us and procedures performed by us we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act). The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2022.
- (x) a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and Accordingly clause 3(x)(a) of the Order is not applicable to the Company.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) Accordingly clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) a. Based on examination of the books and records of the Company and according to the information and explanations given to us considering the principles of materiality as outlined in the Standards on Auditing we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year
- c. The Company has not received the whistle blower complaints during the year. Accordingly clause 3(xi)© of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us the Company is not a Nidhi Company. Accordingly clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion, the Provisions of Section 177 is not applicable to the Company and according tro the information and explanations given to us the transactions with related parties are in Compliance with Sections 188 of the Act where applicable and the details of the related part transactions have been disclosed in the financial statements are required by the applicable accounting standards.
- (xiv) a. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- b. The report of Internal Auditor for the period under audit has been considered by us.





- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Company Act, 2013 are not applicable to the Company.
- (xvi) a. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. The Company has conducted Non- Banking Financial or Housing Finance activities during the year.
- c. The Company is classified as Loan Company.
- d. According to the information and explanations provided to us during the course of audit the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions 2016) does not have any CIC.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report indicating that Company is not capable of the meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one, year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provision of Corporate Social responsibility (CSR) is not applicable under the provision of section 135(6) of the Act. Accordingly clause 3(xx) (a) and 3 (xx)(b) of the Order is not applicable to the Company.
- (xxi) The Company is not required to prepare consolidated financial statement under the provisions of the Act. Accordingly clause 3(xxi) of the Order is not applicable to the Company.

Place: Kolkata
Date:- 28th Day of May 2022

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



Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E
Membership No. 302753

UDIN: 22302753 ALTOLD 4300



ANNEXURE "B" TO THE INDEPENDENT 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 Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **REAL TOUCH FINANCE LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone 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 the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, 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 the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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 over financial reporting included obtaining an understanding 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 judgement, 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 records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 2022 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.

Place: Kolkata

Date: - 28th day of May 2022



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

Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E

Membership No. 302753

UDIN: 22302753 ALTOLA4300



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, 2022 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, 2022 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 13th September, 2021;
 - v. Obtained and read the minutes of Meeting of the Board of Directors and following committees of the Board held from April 1, 2021 to March 31, 2022;
 - (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, 2022, 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
Partner

Membership No. 302753
Firm Regn No.319295E

Dated: 28.05.2022
UDIN:- 22302753ALTON9468



TO WHOM IT MAY CONCERN

To,
The Board of Directors,
Real Touch Finance Limited
Arihant Enclave, Ground Floor,
493B/57A G.T.Road (South),
Shibpur, Howrah-711102

As required under Non-Banking Financial companies Auditors' Report (Reserve bank) Direction 1998 ISSUED BY Reserve Bank of India in terms of Section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and on the basis of such check as we considered appropriate we hereby state that :

3A)

- 1) The Company is engaged in the business of Non Banking Financial Institution and it has obtained a certificate of Registration from Reserve Bank of India.
- 2) On basis of our examination of current year Balance Sheet and Profit and Loss Account we hereby report that company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31st March, 2022.
- 3) On the basis of our examination of current year Balance Sheet we report that the Company be Classified based on its assets as LOAN COMPANY.

3C)

- 1) The Board of Directors has passed a resolution for Non-Acceptance of any Public Deposit.
- 2) The Company has not accepted any Public Deposit during the Financial year ended 31st March, 2021.
- 3) The Company has complied with the prudential norms relating to income recognition, accounting standard's assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2007.
- 4) The Company is not a systematically important Company as defined in Paragraph 2(1)(xix) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Dated: th28 Day of May 2022
UDIN:- 22302753 ALTOLD4300



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

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

REAL TOUCH FINANCE LIMITED

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

Balance Sheet as at 31st March, 2022

Amount in Rs. '00'

Amount in Rs. '00'

Particulars	Note No.	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
I. ASSETS			
Financial Assets			
(a) Cash and cash equivalents	1	46,190.55	6,884.95
(b) Trade Recievables	2	451.53	-
(c) Loans & Advances	3	34,50,142.79	34,10,089.90
(d) Non Current Investments	4	1,38,847.51	1,35,369.75
(e) Other Financial Assets	5	50.93	-
Total Non Current Assets		36,35,683.31	35,52,344.60
Non - Financial Assets			
(a) Current Tax Assets (Net)	6	21,277.35	9,280.67
(b) Plant, Property and Equipment	7	3,358.43	-
(c) Other Non Financial Assets	8	26,546.25	57.00
Total Current Assets		51,182.03	9,337.67
TOTAL ASSETS		36,86,865.34	35,61,682.27
I. LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Payables			
(i) Trade Payables			
(ii) Other Payables	9	-	18.63
(b) Other Financial Liabilities	10	20,009.14	14,088.21
Non Financial Liabilities			
(c) Current Tax Laibilities (Net)	11	6,269.40	37,329.78
(d) Provisions	12	13,810.00	13,650.00
(e) Other Non Financial Liabilities	13	774.50	1,955.40
EQUITY			
(a) Equity Share Capital	14	12,69,269.00	12,69,269.00
(b) Other Equity	15	23,76,733.30	22,25,371.25
Total Equity & Liabilities		36,86,865.34	35,61,682.27

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:- 22302753ALTOLD4300

Place Kolkata

Dated: 28th Day of May 2022



Anant Bhagat
Anant Bhagat
Director
DIN: 00089156

Arindam Laha
Arindam Laha
Chief Financial Officer
PAN AFTPL2284F

G. Sridharan
G Sridharan
Whole Time Director
DIN: 09460423

Priyanka Singh
Priyanka Singh
Company Secretary
PAN BWNPS2704M

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 2022

			Amount in Rs. '00'	Amount in Rs.'00'
Sr. No	Particulars	Note No.	For the year ended March 31,2022	For the year ended March 31,2021
I	Revenue from Operations	16	2,36,066.51	2,26,903.70
	Other Income	17	5,135.00	-
			-	-
II	II. Total Revenue		2,41,201.51	2,26,903.70
III	Expenses:			
	Employee Benefit Expense	18	23,513.34	21,080.00
	Depreciation and Ammortization	19	136.49	-
	Other Administrative Expenses	20	22,712.53	9,559.41
	Provisions and Contingencies	21	160.00	2,150.00
	Total Expenses (IV)		46,522.36	32,789.41
IV	Profit before tax		1,94,679.15	1,94,114.29
V	Tax expense:			
	(1) Current tax		49,500.00	50,000.00
	(2) Tax for earlier years		-	-
	(3)Short Provision for Tax		-	-
VI	Profit(Loss) for the period	(VIII-IX)	1,45,179.15	1,44,114.29
	Other Comprehensive Income		-	-
	Items that will not be reclassified subsequently to profit or loss		6,182.90	791.66
	Items that will be reclassified subsequently to profit or loss		-	-
	Total Comprehensive Income net of tax		1,51,362.05	1,44,905.95
	Total Comprehensive Income for the period		1,51,362.05	1,44,905.95
VII	Earning per equity share:			
	(1) Basic	22	1.14	1.14
	(2) Diluted		1.14	1.14

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:-22302753 ALTOLD4300

Place Kolkata

Dated: 28th Day of May 2022



FOR REAL TOUCH FINANCE LIMITED

Anant Bhagat
Anant Bhagat
Director
DIN 00089152

Arindam Laha
Arindam Laha
Chief Financial Officer
PAN AFTPL2284F

G. Sridharan
G Sridharan
Whole Time Director
DIN: 09460423

Priyanka Singh
Priyanka Singh
Company Secretary
PAN BWNPS2704M

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 2022

Amount in Rs. '00"

Amount in Rs. '00"

Amount in Rs '00'

PARTICULARS	AMOUNT(Rs.)	As at 31.03.2022	As at 31.03.2021
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax		1,94,679.15	1,94,114.29
Adjustments for:			
Provision for Standard Assets	160.00		2,150.00
Depreciation	136.49		
Loss on sale of shares	2,223.38		
	-	2,519.87	-
Operating Profit before Working Capital Changes		1,97,199.02	1,96,264.29
Adjustments for:			
Loans and Advances - Financial	(40,052.89)		(6,78,286.04)
(Increase)/Decrease in Trade Receivable	(451.53)		0
Increase/Decrease in Other Financial Assets	(50.93)		0
Increase in Other Payables	(18.63)		18.63
Decease in Other Receivables			10.90
Other Financial Liabilities	5,920.93		6,588.18
Non Financial Liabilities	(1,180.90)		1,761.48
Cash generated from operations		(35,833.95)	(6,69,906.85)
Income Tax paid		92,557.06	15,505.78
Net Cash flow from Operating activities		68,808.01	(4,89,148.34)
B CASH FLOW FROM INVESTING ACTIVITIES			
(Increase)/Decrease in Long Term Loans And Advances	(26,489.25)	-	-
(Increase)/Sale of investment	481.76	-	4,93,769.44
Purchase of Assets	(3,494.92)	-	-
Net Cash used in Investing activities		(29,502.41)	4,93,769.44
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		39,305.60	4,621.10
Opening Cash and Cash equivalents		6,884.95	2,263.85
Closing Cash and Cash equivalents		46,190.55	6,884.95
Cash & Cash Equivalents			
Cash in Hand		8.83	8.32
Cash at Bank		46,181.72	6,876.63
Cash & Cash equivalents as stated		46,190.55	6,884.95

FOR P.D.Randar & Co.

Chartered Accountants

For, REAL TOUCH FINANCE LIMITED

Kriti Agarwal
Kriti Agarwal

Partner

Membership No. : 302753

Firm Reg. No.: 319295E

UDIN:-22302753ALTD443

Place Kolkata

Dated: 28th Day of May 2022



Anant Bhagat

Anant Bhagat

Director

DIN 00089156

Arindam Laha

Arindam Laha

Chief Financial Officer

PAN AFTPL2284F

G. Sridharan

G Sridharan

Whole Time Director

DIN: 09460423

Priyanka Singh

Priyanka Singh

Company Secretary

PAN BWNPS2704M

REAL TOUCH FINANCE LIMITED

A. EQUITY SHARE CAPITAL				
(1) Current Reporting period				
Balance at the beginning of the reporting period i.e.1st April, 2020	Changes in equity share capital due to prior period errors	Restated Balance at the end of the reporting period i.e. 31st March, 2021	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period i.e. 31st March, 2022
12,69,269	-	12,69,269	-	1269269

A. EQUITY SHARE CAPITAL				
(1) Previous Reporting period				
Balance at the beginning of the reporting period i.e.1st April, 2019	Changes in equity share capital due to prior period errors	Restated Balance at the end of the reporting period i.e. 31st March, 2020	Changes in equity share capital during the year 2020-21	Balance at the end of the reporting period i.e. 31st March, 2021
12,69,269	-	12,69,269	-	12,69,269

[illegible]

[illegible]

7

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

Note : 1 Cash & Cash Equivalent

₹

₹

Sr. No	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
1	Cash-in-Hand				
	Cash Balance		8.83		8.32
	Sub Total (A)		8.83		8.32
2	Bank Balance				
	UNION BANK		15,616.99		180.77
	HDFC BANK		6,103.64		6,093.81
	YES BANK		23,661.12		
	CHEQUES IN HAND		799.97		602.05
	Sub Total (B)		46,181.72		6,876.63
	Total [A + B]		46,190.55		6,884.95

2. Trade Receivables

₹

₹

Sr. No	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
	Undisputed Trade Receivable - Considered Good - Secured				
	Less than Six months		-		-
	Six Months - One Year		-		-
	One - Two Years		-		-
	Two Years - Three Years		-		-
	More than Three Years		-		-
	Undisputed Trade Receivable - Considered Good - Unsecured				
	Less than Six months		451.53		-
	Six Months - One Year		-		-
	One - Two Years		-		-
	Two Years - Three Years		-		-
	More than Three Years		-		-
	Undisputed Trade Receivable - which have significant Increase in Credit Risk				
	Less than Six months		-		-
	Six Months - One Year		-		-
	One - Two Years		-		-
	Two Years - Three Years		-		-
	More than Three Years		-		-
	Undisputed Trade Receivable - Credit Impaired				
	Less than Six months		-		-
	Six Months - One Year		-		-
	One - Two Years		-		-
	Two Years - Three Years		-		-
	More than Three Years		-		-



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

Disputed Trade Receivable - Considered Good - Secured				
Less than Six months			-	-
Six Months - One Year			-	-
One - Two Years			-	-
Two Years - Three Years			-	-
More than Three Years			-	-
Disputed Trade Receivable - Considered Good - Unsecured				
Less than Six months			-	-
Six Months - One Year			-	-
One - Two Years			-	-
Two Years - Three Years			-	-
More than Three Years			-	-
Disputed Trade Receivable - which have significant Increase in Credit Risk				
Less than Six months			-	-
Six Months - One Year			-	-
One - Two Years			-	-
Two Years - Three Years			-	-
More than Three Years			-	-
Disputed Trade Receivable - Credit Impaired				
Less than Six months			-	-
Six Months - One Year			-	-
One - Two Years			-	-
Two Years - Three Years			-	-
More than Three Years			-	-
			451.53	-

(i) There is no Impairment Loss in respect of Trade Receivables.

(II) There are no dues due by directors or other officers of the NBFC or any of them either severally or jointly with any other persons or debts due by firm including Limited Liability Partnership, Private Companies respectively in which any director is a Partner or Director or a Member



NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2022

All amounts are in Indian Hundred Rupees unless otherwise stated

NOTE : 3 : LOANS AND ADVANCES

	(Current Year)			(Previous Year)					
	Amortised Cost (Rs.)	At Fair Value Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss	Sub-total (Rs.)	Total (Rs.)	Amortised Cost	At Fair Value Through Other Comprehensive Income	Through profit or loss
(1)	(2)	(3)	(4)	(5)	(6 = 1 + 5)	(7)	(8)	(9)	(10)
(11 = 8 + 9 + 10)									
(12 = 7 + 11)									
(A)									
(i) Bills Purchased and Bills Discounted									
(ii) Loans									
Related Parties	17,33,118.46				17,33,118.46	17,33,118.46	16,58,568.60		
Other than Related Parties	17,08,979.82				17,08,979.82	17,08,979.82	17,47,505.32		
Interest Receivable Debentures	8,044.51				8,044.51	8,044.51	4,015.98		
(iii) Term	-				-	-	-		
(iv) Leasing	-				-	-	-		
(v) Factoring	-				-	-	-		
(vi) Others	-				-	-	-		
Total (A) - Gross	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
Less: Impairment loss									
Allowance									
Total (A) - Net	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
(B) (i) Secured by tangible assets									
(ii) Secured by intangible assets									
(iii) Covered by Bank/Government Guarantees									
(iv) Unsecured	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
Total (b) - Gross	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
Less: Impairment loss									
Allowance									
Total (b) - Net	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
(C) (i) Loans in India									
(i) FI Mutual Funds									
(ii) Individual & Bodies Corporate	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
Total (c) - Gross	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
Less: Impairment loss									
Allowance									
Total (c) (i) - Net	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
(C) (ii) Loans outside India									
Less: Impairment loss									
Allowance									
Total (c) (ii) - Net									
Total (c) (i) & (ii) - Net	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		
Total (c) (i) & (ii)	34,50,142.79				34,50,142.79	34,50,142.79	34,10,089.90		

The Classification of Loans under the RBI guidelines as under:

(i) Standard Assets	13,810.00	13,650.00
(ii) Sub-standard Assets	-	-
(iii) Doubtful assets	-	-
(iv) Loss Assets	-	-



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REAL TOUCH FINANCE LIMITED

Notes forming Integral Part of Financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

NOTE : 4 : NON-CURRENT INVESTMENTS

Particulars	Face Value in Indian (Rs.)	(Current Year)				Total	No. of Shares	Amortised Cost	(Previous Year)				Total
		No. of Shares	Amortised Cost	At Fair Value Through Other Comprehensive Income	Through profit or loss	Sub Total			At Fair Value Through other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss	Sub-total	
		(1)	(2)	(3)	(4)	(5= 2 + 3 + 4)		(7)	(8)	(9)	(10)	(11 = 8 + 9 + 10)	(12 = 7 + 11)
(A) OTHER THAN TRADE INVESTMENTS													
Mutual Funds													
Government Securities													
Other Approved Securities													
Debt Securities													
Equity Instruments - Other Investments													
1) Subsidiaries													
2) Associate													
3) Joint Ventures													
4) Others													
Investment In Quoted Equity shares													
Fully Paid-Up													
1) Rashel Agro	10.00	1	-	0.09		0.09	1	-	0.09			0.09	0.09
2) R M Financial Ltd.	10.00	20	-	0.20		0.20	20	-	0.20			0.20	0.20
3) Purbanchal	10.00	40,500	-	1,032.75		1,032.75	40,500	-	1,032.75			1,032.75	1,032.75
4) Rohitash	10.00	2,000	-	8.00		8.00	2,000	-	8.00			8.00	8.00
5) Kwaliti credit Leasing Ltd	10.00	8,000	-	608.00		608.00	8,000	-	730.40			730.40	730.40
6) Sacheta Metals Ltd	10.00	22,411	-	4,954.42		4,954.42	22,411	-	3,305.62			3,305.62	3,305.62
7) Virtual Global Education Ltd	10.00	30,000	-	330.00		330.00	30,000	-	204.00			204.00	204.00
8) Stampede Capital Ltd -DVR	1.00	28,746	-	2,314.05		2,314.05	28,746	-	488.69			488.69	488.69
Investment in Debentures Fully paid up													
3.35% Compulsory Convertible Debentures Insight Retail Pvt Ltd	10,000.00		1,29,600.00			0.00		1,29,600.00				-	1,29,600.00
Total (A) - Gross			1,29,600.00	9,247.51		9,247.51		1,29,600.00	5,769.75			5,769.75	1,35,369.75
(i) Investments outside India													
(ii) Investments in India													
Total (B)			1,29,600.00	9,247.51		9,247.51		1,29,600.00	5,769.75			5,769.75	1,35,369.75
Total (A) to tally with Total (B)			1,29,600.00	9,247.51		9,247.51		1,29,600.00	5,769.75			5,769.75	1,35,369.75
Less: Allowance for impairment			0.00	0.00		-							
Loss (C)													
Total - Net			1,29,600.00	9,247.51		9,247.51		1,29,600.00	5,769.75			5,769.75	1,35,369.75

The Market Value of Shares is Rs. 9,247.51 (Previous Year: Rs. 5,769.75/-). In the absence of Market Value of some shares, Book Value is taken as Market Value.



REAL TOUCH FINANCE LIMITED

Notes forming Integral part of Financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

NOTE NO. 7 PROPERTY, PLANT AND EQUIPMENT

Sr. No	Particulars	Gross Block			Depreciation				Amount in Hundreds	
		Value at the beginning (01-04-2021)	Addition during the year	Deduction during the year	Value at the end (31-03-2022)	Value at the beginning (01-04-2021)	Addition during the year	Deduction during the year	Value at the end (31-03-2022)	WDV as on 31.03.2021
	Tangible Assets									
1	Computer (Chennai) [63.16%]		1,050.00	-	1,050.00	-	23.62	-	23.62	1,026.38
2	Laptop 1 [63.16%]		350.00	-	350.00	-	27.25	-	27.25	322.75
3	Laptop 2 & backup [63.16%]		700.00	-	700.00	-	54.51	-	54.51	645.49
4	Laptop 3 & backup [63.16%]		347.46	-	347.46	-	4.81	-	4.81	342.65
5	Laptop 4 & backup [25.89%]		347.46	-	347.46	-	1.97	-	1.97	345.49
6	Laptop 2 no. [25.89%]		700.00	-	700.00	-	24.33	-	24.33	675.67
	Total (Current Year)	-	3,494.92	-	3,494.92	-	136.49	-	136.49	3,358.43
	Previous Year									-

No Assets has been revalued Since Acquisition

No Assets has been acquired on Lease.



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REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

5. Other Financial Assets

Sr. No.	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
1	Dividend Receivable		50.93		-
	Total		50.93		-

6. Current Tax Assets (Net)

Sr. No.	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
	Income tax Refundable		9,280.67		9,280.67
	FY 2020-2021				
	Advance Tax , Self Assessment Tax and Tds	61,996.68			
	Less Provision for Income Tax	50,000.00	11,996.68		
	Total		21,277.35		9,280.67

8. Non Financial Loans and Advances

Sr. No.	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
	Advance to Creditors		26,210.00		-
	Electricity Deposit		57.00		57.00
	Duties and Taxes		279.25		
	Total		26,546.25		57.00



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

9. Other Payables

Sr. No	Particulars	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
	Total Outstanding Dues to Micro Small and medium Enterprises		
	Less than one Year		
	One - Two Years		
	Two - Three Years		
	More than Three Years		
	Total Outstanding Dues Other than Micro Small and Medium Enterprises		18.63
	Less than one Year		
	One - Two Years		
	Two - Three Years		
	More than Three Years		
	Disputed Dues MSME		
	Less than one Year		
	One - Two Years		
	Two - Three Years		
	More than Three Years		
	Disputed Dues other than MSME		
	Less than one Year		
	One - Two Years		
	Two - Three Years		
	More than Three Years		
	Total	-	18.63

10. Other Financial Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
	Liabilities for Expenses	20,009.14	14,088.21
	Total	20,009.14	14,088.21

11 Current Tax Liabilities (Net)

Sr. No	Particulars	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
1	Provision for Taxation (2017-2018)	23,000.00	23,000.00
	Less:- Taxes Paid	22,056.50	22,056.50
		943.50	943.50
2	Provision for Taxation (2019-2020)	40,500.00	40,500.00
	Less:- Taxes Paid	40,847.94	40,848.00
		347.94	347.94
3	Provision for Taxation (2020-2021)		50,000.00
	Less:- Taxes Paid		13,266.00
			36,734.22
4	Provision for Taxation (2021-2022)	49,500.00	
	Less:- Taxes Paid	43,826.16	
		5,673.84	
	Total	6,269.40	37,329.78

12. Provisions

Sr. No	Particulars	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
	Provision for standard Assets	13,810.00	13,650.00
	Total	13,810.00	13,650.00

13. Other Non Financial Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
	Duties and Taxes Payable	774.50	1,955.40
	Total	774.50	1,955.40



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

14. Equity Share Capital

Sr. No	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
		Nos.	Amount	Nos.	Amount
1	AUTHORIZED CAPITAL Equity Shares of Rs. 10/- each.	1,62,00,000	16,20,000.00	1,62,00,000	16,20,000.00
		1,62,00,000	16,20,000.00	1,62,00,000	16,20,000.00
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment	1,26,92,690.00	12,69,269.00	1,26,92,690.00	12,69,269.00
	Total Issued, Subscribed & Paid Up Capital	1,26,92,690	12,69,269.00	1,26,92,690	12,69,269.00

(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
	Authorised				
	Outstanding at the Beginning	1,62,00,000	16,20,000.00	1,62,00,000	16,20,000.00
	Issued During the Year	0	-	-	-
	Outstanding at the End of the Year	1,62,00,000	16,20,000.00	1,62,00,000	16,20,000.00
	Issued Subscribed and Paid Up				
	Outstanding at the Beginning	1,26,92,690	12,69,269.00	1,26,92,690	12,69,269.00
	Issued During the Year	-	-	-	-
	Outstanding at the End of the Year	1,26,92,690	12,69,269.00	1,26,92,690	12,69,269.00

Rights, preferences and restrictions attached to shares

The Company has only one class of issued shares i.e. Equity Shares having par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share held and dividend in proportion to share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion to their shareholding.

The Company has not reserved any share for issue under options and contracts/commitments for the sale of shares / disinvestment

The Company during the preceding 5 years -

- has not allotted shares pursuant to contracts without payment received in cash.
- has not allotted shares as fully paid up by way of bonus shares.
- has not bought back any shares.

The Company has not converted any securities into equity shares / preference shares during the above financial years.

There are no calls unpaid, including by Directors / Officers of the Company.

The Company has not forfeited any shares during the above financial years.

Promoters Name	As at 31st March 2022		As at 31st March 2021	
	No. of shares	% of total shares	No. of shares	% of total shares
Ultraplus Housing Estate Pvt Ltd	68,69,620	54.12%	68,69,620	54.12%
Total	68,69,620	54.12%	68,69,620	54.12%



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

Promoters Name	As at 31st March 2021		As at 31st March 2020	
	No. of shares	% of total shares	No. of shares	% of total shares
Ultraplus Housing Estate Pvt Ltd	68,69,620	54.12%	68,69,620	54.12%
Total	68,69,620	54.12%	68,69,620	54.12%

15. Other Equity

Sr. No	Particulars	AS AT MARCH 31, 2022		AS AT MARCH 31, 2021	
1	Securities Premium				
	Opening Balance	7,00,000.00		7,00,000.00	
	Add:- Addition During the year	-		-	
	Closing Balance		7,00,000.00		7,00,000.00
2	General Reserve:				
	Opening Balance	5,82,151.00		5,82,151.00	
	Add: Addition during the Year	-		-	
	Closing balance		5,82,151.00		5,82,151.00
3	Surplus (Profit & Loss Account):				
	Opening Balance	7,50,013.05		6,29,107.10	
	Add: Surplus in the Statement of Profit and Loss Account	1,51,362.05		1,44,905.95	
	Transfer to RBI Reserve Fund		9,01,375.10		7,74,013.05
	Closing balance		31,000.00		24,000.00
			8,70,375.10		7,50,013.05
4	Reserve Fund (RBI):				
	Opening Balance	1,93,207.20		1,69,207.20	
	Add: Addition during the Year	31,000.00		24,000.00	
	Closing balance		2,24,207.20		1,93,207.20
	Total		23,76,733.30		22,25,371.25



G. S. R.

REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

16. Revenue from Operations

Sr. No.	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
1	Interest Received	2,38,227.90	2,26,770.58
2	Liability Written Off	5.40	133.12
3	Profit/Loss from sale of shares	(2,223.38)	-
4	Dividend	56.59	-
	Total	2,36,066.51	2,26,903.70

17. Other Income

Sr. No.	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
1	Processing charges	5,135.00	-
	Total	5,135.00	-

18. Employment Benefit Expenses

Sr. No.	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
1	Director Remuneration	7,733.34	2,800.00
2	Salaries, Bonus and Stipend etc	15,780.00	18,280.00
	Total	23,513.34	21,080.00

19. Depreciation and Ammortization

Sr. No.	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
1	Depreciation	136.49	-
		136.49	-

20. Other Expenses

Sr. No.	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
a	Administrative Expenses:		
1	Advertisement & Publicity	270.06	291.69
2	Annual Membership Fees	778.43	60.00
3	Bank Charges	3.60	39.59
4	CIBIL Score checking charges	305.10	-
4	Depository Charges	1,062.00	2,517.53
5	Electric Charges	29.90	25.70
6	Filing Fees	76.00	59.00
7	General Expenses	186.31	119.48
8	Office Exps.	746.96	32.14
9	Listing Fees	3,540.00	3,540.00
11	Printing & Stationery	68.69	60.66
12	Professional Fees	2,711.00	850.00
13	Rent Rates and Taxes	310.00	25.00
14	Travelling & Conveyance	213.64	46.42
15	Maintenance Charges	1,389.30	30.00
16	Sitting Fees	300.60	247.80
17	Service Charge	38.40	-
18	Website Expenses	70.80	70.80
19	Telephone Charges	22.91	47.37
20	Late Fees and Interest on delayed Payment	0.90	36.90
21	Registrar Expenses	268.82	129.80
23	Demat Charges	10.51	29.53
24	Donation	100.00	-
25	Entertainment Expenses/ Business meetings	7,479.00	-
27	Survey Fees	37.50	-
28	G Suit Charges	46.03	-
31	STT charges	1.09	-
32	internet charges	83.82	-
33	Input Reversal	1,171.16	-
34	Trade Mark Registration	90.00	-
b	Payment to Auditors:		
30	Internal Audit Fees	120.00	120.00
31	Audit Fees	1,180.00	1,180.00
	Total	22,712.53	9,559.41



REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

21. Provisions & Contingencies

Sr. No	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
1	Provision against Standard Assets	160.00	2,150.00
		160.00	2,150.00

22. Earning Per Share

Sr. No	Particulars	For the Year ended 31st March 2022	For the Year ended 31st March 2021
	Profit after Tax	1,45,179.15	1,44,114.29
	Weighted Average No. of Shares	1,26,92,690	1,26,92,690
	Face Value Per Equity Shares	Rs. 10/-	Rs. 10/-
	Earning Per Share	1.14	1.14

23. Contingent Liabilities:-	Nil	Nil
24. Commitments:	Nil	Nil
25. Dividend proposed to be distributed to:-		
a) Equity Shareholders	Nil	Nil
b) Preference Shareholders	N.A.	N.A.
c) Arrears of fixed cumulative dividends on Preference	N.A.	N.A.
26. a) Dividends from Subsidiary Companies	N.A.	N.A.
b) Provisions For losses of Subsidiary Companies	N.A.	N.A.
27. Issue of Securities made for a Specific Purpose	Nil	Nil
28. Capital-Work-in Progress (CWIP)	Nil	Nil
29. Intangible assets under development	Nil	Nil
30. Earning in Foreign Exchange:-	Nil	Nil
31. Expenditure in Foreign Exchange:-	Nil	Nil
32. Impairment Loss	Nil	Nil

33. 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.

34. 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.

35. 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.

36. **Indian Accounting Standard 19 "Employee Benefits"** : The company has not accounted for gratuity and other Long Term and Short Term retirement benefits payable to the employees. 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.

37. Additional Regulatory Information :-

(i) Title deeds of immovable properties not held in the name of the company

The company does not have any immovable property hence the question of title deed does not arise

(ii) Details of Benami Property held

The company does not have any Benami Property

(iii) Willful Defaulter

The company has now been disclose wilful defaulter by any of the Regulatory authority.

(iv) Relationship with Struck off Companies

The company does not have any transaction with struck off companies

(v) Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has not created any charge on its assets



REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

(vi) Compliance with number of layers of companies

The Company does not have any layer as company as prescribed under 87 of section 2 of the Act read with Company (restriction of no. of layer Rule, 2017).

(vii) Compliance With approved Scheme(s) of Arrangements

The company has not entered into any scheme in terms of sections 230 to 237 of the Companies Act, 2013.

(viii) Utilisation of Borrowed funds and share premium

The company has not borrowed any funds

(ix) Details of Crypto Currency or Virtual Currency

During the year the company has not done any transaction related to Crypto Currency or Virtual Currency.

(x) Undisclosed Income

The Company do not have any unrecorded transaction in the books of accounts that has been surrendered or disclose as income during the year in the tax assessments under the Income Tax Act, 1961.

(xi) Ratio

Particulars	For year ended 31st march 2022	For year ended 31st march 2021
(a) Capital to risk- weighted asstes ratio (CRAR)		
(b) Tier I CRAR	1.0121	0.9895
(c) Tier II CRAR	1.0083	0.9857
(d) Liquidity Coverage Ratio	0.0038	0.0038
	2.2224	0.4291

38: Confirmation of Balances:-

Balances of some of the loans and advances and other payables incorporated in the books as per balances appearing in the relevant records are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The Management, however is of the view that there will be no material discrepancies in this regards.

39:-Previous year's figures have been regrouped/rearranged, wherever necessary.

40: The MCA wide notification dated 24th March 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosure which are applicable from 1st April 2021. The company has incorporated the changes as per the said amendment in the above results and has also changed comparative numbers wherever applicable.

41. All amounts are in Indian Hundred Rupees but Unit of Maesurement are in absolute figures .



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

42. Related Party Disclosures

Description of Relationship	Name of related parties
Holding Company	Ultraplus Housing Estate Private Limited
Subsidiaries	Nil
Associates	Nil
Key Management Personnel (KMP)	G Sridharan Whole Time Director Arindam Laha CFO Priyanka Singh Company Secretary
Non Executive Director	Anant Bhagat Rajesh Kumar Sethia Shweta Ghorawat Somnath Sarkar Ujjawal Kumar Bothra
Companies/concerns in which KMP / Relatives of KMP can exercise significant influence	Addarsh Merchants Private Limited Brilliant Dealers Private Limited Landmark Vinimay Private Limited Olympia Cairnhill Development Private Limited

Note 42 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 31.03.2022 (Rs.)	Transaction during the Year Amount (Rs.)	Interest Income	Balance as on 31.03.2021 (Rs.)
Key Managerial Personnel (Remuneration)						
Binod Chand Kankaria (Resigned Managing Director w.e.f 28.07.2020)	-	-	-	2,000.00	-	-
Anant Bhagat (Resigned as Managing Director on 06.01.2022 and appointed as Non Executive Director on 06.01.2022)	900.00	-	900.00 Cr	800.00	-	-
Priyanka Singh (Company Secretary)	2,400.00	-	200.00 Cr	2,400.00	-	-
Arindam Laha (Chief Financial Officer)	960.00	-	80.00 Cr	1,040.00	-	-
G Sridharan (Appointed as Whole Time Director on 06.01.2022)	6,833.34	-	-	-	-	-
Non Executive Director (Sitting Fees)						
Anant Bhagat	10.00	-	10.00 Cr	10.00	-	-
Anny Jain (Resigned on 28/07/2020)	-	-	20.00 Cr	10.00	-	20.00
Shrishi Tapuria (Resigned on 06.01.2022)	50.00	-	50.00 Cr	50.00	-	-
Rajesh Kumar Sethia	60.00	-	20.00 Cr	50.00	-	-
Ujjawal Kumar Bothra	60.00	-	20.00 Cr	50.00	-	-
Shweta Ghorawat	60.00	-	60.00 Cr	40.00	-	-
Somnath Sarkar	30.00	-	20.00 Cr	-	-	-
Loans Given/ (Repayment of Loan)						
Addarsh Management Pvt Ltd	(59.98)	41,231.30	6,26,108.17 Dr	-	38,726.65	5,89,059.98 Dr
Brilliant Dealers Private Limited	(142.21)	2,103.00	31,892.70 Dr	-	1,981.64	30,142.21 Dr
Landmark Vinimay Private Limited	(84.03)	18,880.80	2,86,692.72 Dr	-	17,734.65	2,69,784.03 Dr
Olympia Cairnhill Development Pvt Ltd	3,000.00	-	1,50,105.89 Dr	7,000.00	-	1,40,105.89 Dr
Olympia Real Estate Chennai pvt Ltd	(22,094.54)	42,045.60	6,37,741.04 Dr	7,000.00	-	-
Space Olympia Properties Pvt Ltd	-	-	-	25,000.00	39,824.67	6,21,994.54 Dr
Ultraplus Housing Estate Pvt Ltd	50.00	45.99	577.94 Dr	50.00	-	-
	0.00	-	-	200.00	27.44	481.95

Loans and Advances to Related Parties

Type of Borrower	2022		2021	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loans or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-	-	-
Directors	577.94	0.02%	481.95	0.01%
KMPs	-	-	-	-
Related Parties	17,32,540.52	50.22%	16,51,086.65	48.42%



Annexure 1 referred to at note no. 35 to notes to financial statement for the year ended 31st March, 2022
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		
	Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposits)	NIL	NIL
(b)	Deferred Credits		
(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
(f)	Other loans	NIL	NIL
(g)	Bank Overdraft	NIL	NIL
(h)	Loan from Directors & Shareholders	NIL	NIL
	TOTAL	NIL	NIL
Assets side		Amount outstanding	
1.1	Break-up of Loans and Advances including bills receivables [other than those		
	(a) Secured		
	(b) Unsecured		NIL
		(Net of Provision)	3450.14
1.2	Break-up of Leased Assets and stock on hire and other assets counting		
	Lease assets including lease rentals under sundry debtors		
	(a) Financial lease		
	(b) Operating lease		NIL
	Stock on hire including hire charges under sundry debtors:		NIL
	(a) Assets on hire		
	(b) Repossessed Assets		NIL
	Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		NIL
	(b) Loans other than (a) above		NIL
1.3	Break-up of Investments:		
	Current Investments		
	Quoted:		
	(i) Shares : (a) Equity		
	(b) Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of mutual funds		NIL
	(iv) Government Securities		NIL
	(v) Others - Liquid Fund		NIL
	Unquoted:		
	(i) Shares : (a) Equity		
	(b) Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of mutual funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please specify)		NIL
	Long Term investments:		
	Quoted:		
	(i) Shares : (a) Equity		
	(b) Preference		9.25
	(ii) Debentures and Bonds		NIL
	(iii) Units of mutual funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please specify)		NIL
	Unquoted:		
	(i) Shares : (a) Equity		
	(b) Preference		NIL



	(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	1733.12	1733.12
	(c) Other related parties	NIL	NIL
	Other than related parties	1717.02	1717.02
	Total	3450.14	3450.14
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	138.85	138.85
	Total	138.85	138.85
	<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		
	Particulars		Amount
	Gross Non-Banking Assets		3450.14
	(a) Related Parties		1733.12
	(b) Other than related parties		1717.02
	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 28th Day of May 2022

UDIN 22302753ALTOLD43~



A. CORPORATE INFORMATION

Real Touch Finance Ltd is a Non- Banking Financial Company incorporated on 27th December 1984 under Companies Act 1956. The Company is listed in Bombay Stock Exchange.

B. SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of Accounting**

The financial statements of the company have been prepared in accordance with the Indian accounting standard to comply with accounting standard specified under section 133 of the Companies Act, 2013 and the relevant provisions of the companies Act, 2013 as applicable.

2. **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.

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. **Investments**

Non Current Investment are valued at cost.

5. **Employment Benefits**

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

Termination Benefits

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

6. **Taxes on Income**

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

7. **Earnings per Share**

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

8. **Provisions and Contingencies**

Provision against Loans

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



Other Provisions

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

9. Segment Reporting

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

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

11. 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

12. 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.

Place: Kolkata

Date:- 28th Day of May 2022



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

Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E

Membership No. 302753

UDIN: 22302753 ALTOLA4300