

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 3RD FLOOR, KHIVRAJ COMPLEX - I, NO. 480, ANNA SALAI, NANDANAM,
CHENNAI - 600035; TAMILNADU

Date: 30-08-2023

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

Ref: Scrip Code: 538611.

Dear Sir/Madam,

Sub: Notice for convening the 38th Annual General Meeting of the Members of the Company

Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015, please find enclosed a copy of the Notice convening the 38th Annual General Meeting of the members of the M/s Real Touch Finance Limited will be held on Wednesday, the 27th September 2023 at 3:00P.M through Video Conferencing ('VC') / other Audio Visual Means ('OAVM').

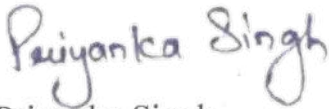
Please acknowledge the receipt of the above.

This may please be informed to all concerned.

Thanking You,

Yours faithfully

For Real Touch Finance Limited



Priyanka Singh
Company Secretary

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 3RD FLOOR, KHIVRAJ COMPLEX - I, NO. 480, ANNA SALAI, NANDANAM,
CHENNAI - 600035, TAMILNADU

Notice to Members

Notice is hereby given that the Thirty Eighth Annual General Meeting ("38th AGM") of the members of M/s. Real Touch Finance Limited will be held on Wednesday, 27th September 2023, at 3.00 PM through video conferencing (VC) / other audio visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors' and Auditors' thereon
2. To re-appoint Ms Sweta Ghorawat (holding DIN: 08801208) as Non-Executive Director, who retires by rotation and being eligible, has offered herself for re-appointment

SPECIAL BUSINESSES:

3. 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, the following resolution as **SPECIAL RESOLUTION:**

RESOLVED THAT in supersession of all the resolutions passed earlier in this regard and 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 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 wherever situated, in favor 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 500 Crores (Five 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.

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 500 Crores (Five 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.

4. 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 the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT in supersession of all the resolutions passed earlier in this regard and pursuant to the provisions of 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 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 500 Crores (Rupees Five 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.

5. To consider and approve Inter Corporate Loan Facility under section 185 and 186 of the Companies Act 2013

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of 185, 186 and all other applicable provisions of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable Rules (including any statutory amendment or modification thereof), and subject to such approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to provide secured/unsecured loan facilities aggregating upto Rs. 500 Crores (Rupees Five Hundred Crores only) in one or more tranches to the entities on such terms and conditions as may be agreed to between the Company and the borrower from time to time.

RESOLVED FURTHER THAT any prior loan given including loan represented by way of book debt or giving of guarantee(s), and/or providing of security (ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or group entity of the Company or any other person in which any of the Director of the Company, shall hereby stand ratified

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary to give effect to this resolution including negotiation, finalization and acceptance of the terms and conditions of the aforesaid loan facilities preparing, entering into and execution of agreements and other documentation and generally to do all such acts and deeds as may be necessary for extending the said loan facility and for all matters connected therewith and/or incidental thereto.

6. To consider and approve the remuneration payable to Mr. G Sridharan (DIN: 09460423), Whole time Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 196, 197 of the Companies Act, 2013, (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the terms of remuneration payable to Mr. G Sridharan, Whole time Director (DIN: 09460423), of the Company for the financial year 2023-24 as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. G Sridharan, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of Salary as specified above and subject to the receipt of the requisite approvals, if any required.

RESOLVED FURTHER THAT the Board of Director/ Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements of the Act as may be deemed to be in the best interest of the company.

7. To consider and ratify the remuneration paid to Mr. G Sridharan (DIN: 09460423), Whole time Director of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, the remuneration paid to Mr. G Sridharan Whole time Director (DIN: 09460423), for the Financial Year ended 31st March 2023 as set out in the Explanatory Statement annexed to the Notice convening this meeting be and is hereby ratified.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. G Sridharan, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of Salary as specified above and subject to the receipt of the requisite approvals, if any required.

RESOLVED FURTHER THAT the Board of Director/Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements of the Act as may be deemed to be in the best interest of the company.

By Order of the Board



Priyanka Singh

Company Secretary

Place: Howrah

Date: 24th July 2023

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (**MCA Circulars**) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (**SEBI Circular**) and all other relevant circulars issued from time to time, companies are allowed to hold annual general meeting (AGM) through video conference (VC). In compliance with the circulars, the 38th AGM of the company is being held through VC. Hence, the members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the company through National Securities Depository Limited (“NSDL”).
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 AGM. Hence, proxy form, attendance slip and route map are not attached to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate / institutional shareholders who are intending to authorise their representative(s) to attend the e-AGM are requested to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutinizer at cs.agarwalshruti@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of directors is furnished and forms part of the notice.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from 21st September 2023 to 27th September 2023 (both days inclusive).
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to acaasm@rediffmail.com, the registrar and share transfer agent (RTA). The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).
9. 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),

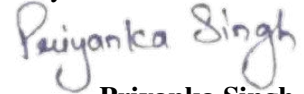
and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s). The Notice calling the 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
11. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
12. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.
13. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://nichetechpl.com/>. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
14. In terms of the requirements of Regulation 36 of SEBI (LODR) Regulations and the Secretarial Standards- 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, brief resume and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is enclosed as Annexure A.
15. The Registers as required to be maintained under Section 170 and Section 189 of the Companies Act, 2013 and other requisite documents mandated under applicable statutory regulations will be available for inspection by the members during the AGM. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 10 am to 5 pm on all working days of the Company.
16. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to

all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. The Board has appointed Mrs Shruti Agarwal (ACS 38797 /COP 14602), Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose. The scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of atleast two witnesses not in the employment of the company and make a consolidated scrutinizer's report to the chairman of the company or person authorised by him in writing who shall countersign the same. The voting results along with scrutinizers report shall be posted on the company's website viz. www.realtouchfinance.com and will also be posted on the website of NSDL at www.evoting.nsdl.com after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and NSE Limited.

By Order of the Board



Priyanka Singh

Company Secretary

Place: Howrah

Date: 24th July 2023

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

The remote e-voting period begins on 24th September 2023 at 9:00 A.M. and ends on 26th September 2023 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 20th September 2023, 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 20th September 2023.





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:

Step1: Access to NSDL e-voting system

Part A: Individual Shareholders holding securities in demat mode-Steps to Login for e-voting and for joining the Virtual Annual General Meeting (the Meeting).

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>1.Through NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps :</p> <ol style="list-style-type: none">1. Visit the e-services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services.4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page.5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. <p>If you are not registered, follow the below steps :</p> <ol style="list-style-type: none">1. Option to register is available at https://eservices.nsdl.com2.Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Please follow steps given in points 1-5.

	<p>Through e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL : https://www.evoting.nsdl.com/ 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-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 and e-voting during the Meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>1. Through CDSL Easi/Easiest</p> <ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, 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 is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>2. Through e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the home page of www.cdslindia.com. The system will authenticate the User by sending OTP on registered Mobile and 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	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Once logged-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. 3. Click on options available against Company name or e-voting service provider-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 and e-voting during the Meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk numbers 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 224 430
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 022-2305 8738 or 022-2305 8542/43

B. Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode-Steps to Login for e-voting and for joining the virtual Meeting

1. Visit the e-voting website of NSDL at <https://www.evoting.nsdl.com/>
2. Click on “Login” under ‘Shareholder/Member’ section.
3. Enter your User ID, your Password/OTP and a Verification Code as shown on the new screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services 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 as given below:

Manner of Holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
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*****
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*****
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 your 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. Process 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., .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 in Part E.

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- d. If you are holding shares in your demat account with NSDL or CDSL, click on **“Forgot User Details/Password?”** option available on www.evoting.nsdl.com
- e. If you are holding shares in physical mode, click on **“Physical User Reset Password?”** option available on www.evoting.nsdl.com
- f. 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.

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. Thereafter Home page of e-voting will open.

Part B: Cast your vote electronically and join the 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” for Abbott India Limited to cast your vote during the remote e-voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. 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.

4. Upon confirmation, the message “Vote cast successfully” will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Part C: General Instructions:

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney/Authority Letter by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab or 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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No. : 1800 1020 990/1800 224 430 or write to Assistant Manager at evoting@nsdl.co.in.

4. Members may send a request evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy),AADHAR (self-attested scanned copy). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Part D: Instructions for voting by the Members at Meeting attended through VC/OAVM:

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the Meeting 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 Meeting.

3. Members who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

4. The Members may connect with Assistant Manager-NSDL at evoting@nsdl.co.in for any grievances/ concerns relating to e-voting during the Meeting.

Part E: Instructions for registration of Email Address:

The Members whose email addresses are not registered with the Company are requested to do so by following the process given below:

1. In case shares are held in physical mode, please provide Folio No., Name of the Shareholder, scanned copies of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to acaasm@rediffmail.com

2. In case shares are held in demat mode, the Shareholders are requested to get in touch with their respective Depository Participants for updating their email address. If you are an individual Shareholder 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, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above-mentioned documents.

Statement pursuant to section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the special businesses to be transacted at the AGM is detailed hereunder:

Item No. 3 & 4:

In terms of the provisions under of Section 180(1)(c) of the Companies Act, 2013 ("the Act") , 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.

The members of the Company at the 37th Annual General Meeting held on 28.09.2022 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. 200 Crores (Rupees Two Hundred Crores only). Considering the increased fund requirements of the company and to enable the Board to raise such funds, it is necessary to increase the existing borrowing limit approved by the members. Accordingly it is proposed to seek approval of the members in terms of the provisions under Section 180(1) (c) of the Act to increase the borrowing limit to Rs.500 Crores.

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. During this process it would be necessary for the company to create charges in favor of lenders which sometimes involves creating of charge on the substantial portion of the assets of the company requiring approval under Section 180(1)(a) of the Act.

It is therefore, necessary to seek approval of the members by way of a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 3 and Item No. 4 of the Notice, to enable the Board of Directors to borrow money upto Rs. 500 Crores (Rupees Five Hundred Crores only) from the existing limits of Rs.200 Crores (Rupees Two Hundred Crores only) and also to facilitate creation of charges on the assets of the company wherever required to comply with any loan covenant to be entered with the lenders.. The Board recommends the Special Resolution as set out at Item No. 3 and Item No. 4 of the Notice, for approval by the members 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.

Item No. 5: To consider and approve Inter Corporate Loan Facility under section 185 and 186 of the Companies Act 2013

The Company is expected to render support for the business requirements of other companies in

the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. Pursuant to the provisions of the section, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities. Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, it is proposed to grant loans or provide guarantee/security to the following entity upto an aggregate amount of Rs. 500 Crores.

Any prior loan given including loan represented by way of book debt or giving of guarantee(s), and/or providing of security (ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or group entity of the Company or any other person in which any of the Director of the Company, shall also hereby stand ratified by the Shareholders in this meeting.

In terms of the provisions under Section 185 of the Act, approval of members by way of a Special Resolution is necessary to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly. Accordingly, the approval of the members is sought in terms of Section 185 of the Act for the above proposal.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for making loans to any person or other bodies corporate; giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:

1. 60% of the paid-up share capital and free reserves and securities premium account; or
2. 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of members is being sought for enhancing the limit up to an aggregate sum of Rs. 500 Crores. No loan shall be given under this section at a rate of interest lower than the prevailing market rate of the same, from time to time. Since the proposed loans/investments from the Company are expected to exceed limits available under Section 186 of the Companies Act, 2013, approval of the members by way of Special resolution is required.

The Board recommends passing the Special Resolution set out in Item No. 5 for the approval of members. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Item No. 6: To consider and approve the remuneration payable to Mr. G Sridharan (DIN: 09460423), Whole time Director of the Company

As part of annual revision in remuneration for FY 2023-24, the Nomination & Remuneration Committee at its meeting held on 24th July, 2023, has recommended the revised remuneration payable to Mr. Gopal Sridharan (holding DIN: 09460423), Whole-time Director from April 1, 2023. Subsequently the Board of Directors at its meeting held on 24th July, 2023 approved the remuneration payable to Mr. G Sridharan (holding DIN: 09460423), Whole-time Director with effect from April 01, 2023, subject to approval of shareholders at the ensuing AGM by way of ordinary resolution, the details of remuneration is provided below:

(A) Salary: Rs. 3,78,370/- (Rupees Three Lakhs Seventy Eight Thousand and Three Hundred Seventy Only) per month.

(B) Perquisites:

1. Medical Insurance for self and family as per the scheme of the Company.
2. Earned/Privilege Leave with right to accumulate/encash as per the rules of the Company
3. Personal accident insurance is as per the rules of the Company
4. Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company.
5. Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service.
6. Performance linked bonus as per the policies of the Company

The remuneration payable to Mr. G Sridharan (holding DIN: 09460423), is within the conditions and limits as prescribed in Part I and Section 1 of Part II of Schedule V of the Companies Act, 2013 read with Section 197 of the Companies Act, 2013. Furthermore, brief details of Mr. G Sridharan (holding DIN: 09460423), Whole-time Director, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is provided in Annexure A.

Mr. G Sridharan (holding DIN: 09460423), Whole-time Director is directly interested in the said resolution and his relatives are interested to the extent of their shareholding in the Company. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

Accordingly, your directors recommend the Ordinary Resolution in item no. 6 for your approval.

Item No. 7: Ratification of Remuneration paid to Mr. G Sridharan, Whole-time Director (DIN: 09460423)

Mr. G Sridharan was appointed as Whole-time Director of the Company for a period of three years commencing from 6th January 2022. The appointment of Mr. G Sridharan as Whole-time Director and the remuneration payable to him was also approved by the Shareholders. Accordingly, the remuneration in the form of Salary of Rs. 33,00,000 (Rupees Thirty Three Lakhs Only) per annum with the monthly payouts on a proportionate basis was being made.

Where in any financial year during the currency of the tenure of Mr. G Sridharan, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of Salary as specified above and subject to the receipt of the requisite approvals, if any required.

In accordance with the provisions of Section 197, 198, the resolution is being placed before the shareholders for ratification. Additionally, in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Mr. G Sridharan is paid in accordance with section II of part II of Schedule V of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mr. G Sridharan was not entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

In compliance with the provisions under section 196, 197 of the Act, the ratification of the remuneration of Mr. G Sridharan, Whole-time Director proposed under Item No. 7 of the Notice is placed before the Members.

The Board recommends the ordinary resolution in Item No.7 for the ratification by the Members. Mr. Gopal Sridharan is directly interested in this resolution as the subject matter of the Resolution pertains to his remuneration. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings:

Name of Director	Gopal Sridharan
<i>DIN</i>	09460423
<i>Date of Birth / (Age)</i>	06/03/1974
<i>Qualifications</i>	Science Graduate and PGDM from IIM Kolkata
<i>Brief resume & Experience</i>	Mr. G. Sridharan is about 49 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.
<i>Expertise in specific Functional areas</i>	Finance, Retail Asset, Sales, SME Retail & Strategic, inventory funding, LAP
<i>Terms and conditions of appointment</i>	Mr. G. Sridharan appointed as Whole time Director at the Board Meeting held on 6 th January, 2022 for a period of three years till 5 th January, 2025
<i>Remuneration sought to be paid</i>	Rs. 45,60,000
<i>Remuneration last drawn (for financial year 2022-23)</i>	Rs. 33,00,000
<i>Date of first appointment on the Board</i>	6 th January 2022
<i>Shareholding in the Company as of March 31, 2023</i>	He does not hold any shares in the Company
<i>Relationship with other Directors, Manager and KMP of the Company</i>	Not Applicable
<i>Number of Board Meetings attended during FY 2022-23</i>	2
<i>Other Directorships, Membership/ Chairmanship of Committees of other Boards</i>	Not Applicable
<i>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</i>	Not Applicable

REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 3RD FLOOR, KHIVRAJ COMPLEX - I, NO. 480, ANNA SALAI, NANDANAM,
CHENNAI - 600035; TAMILNADU

Date: 30-08-2023

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 31.03.2023

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, 2023 along with the Notice of the Annual General Meeting of the Company scheduled to be held on 27th September, 2023.

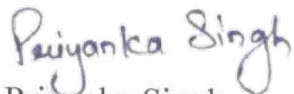
The Annual Report for the Financial Year 2022-2023 is also available on the Company's website at www.realtouchfinance.com

This may please be informed to all concerned.

Thanking You,

Yours faithfully

For Real Touch Finance Limited



Priyanka Singh
Company Secretary

BOARD'S 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, Villupuram, Arani & Vandavasi.

2. FINANCIAL RESULTS

2.1 Standalone Results

The performance of the Company for the Financial Year ended 31st March 2023, on a Standalone basis is, summarized below:

S. No.	Particulars	2022-2023 (Rs.'00')	2021-2022 (Rs.'00')
1.	Gross Income	10,28,081.01	2,41,201.51
2.	Profit Before Interest and Depreciation and Provisions and Contingencies	8,58,537.78	1,94,975.64
3.	Finance Cost	4,40,576.30	Nil
4.	Depreciation and Amortization	6,341.46	136.49
5	Provisions and Contingencies	38,563.71	160.00
6	Profit Before Tax	3,73,056.31	1,94,679.15
7	Tax Expense	1,11,096.15	49,500.00
8	Profit After tax	2,61,960.16	1,45,179.15
9	Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss	11583.73	6,182.90
10.	Transfer to Statutory Reserve as per RBI Guidelines	27,00,000.00	24,00,000.00
11.	Proposed Dividend on Equity Shares	NIL	NIL
12.	Balance Brought forward from Balance Sheet	8,70,375.10	7,50,013.50
13.	Balance carried forward to Balance Sheet	10,89,209.99	8,70,375.10

2.1.1 Company's Performance

Gross Income increased by 293% and stood at Rs. 9,27,62,272 (FY 2021-22: Rs. 2,36,06,651). The Company's Profit Before Tax was Rs. 3,73,05,631 (FY 2021-22: Rs. 1,94,67,915) and the Profit After Tax increased by about 44.6% to Rs. 2,61,96,016 (FY 2021-22: Rs. 1,45,17,915).

3. SHARE CAPITAL AND DEBENTURES

The Issued, Subscribed and Paid-up Share Capital of the Company as on March 31, 2023 was Rs. 12,69,26,900 consisting of 1,26,92,690 equity shares of Rs. 10/- each. During the Financial Year 2022-23, the Company issued unlisted secured non-convertible debentures of Rs. 10,000/- each on a private placement basis amounting to Rs. 2.43 crores.

4. DIVIDEND

In order to conserve resources, the Board does not recommend payment of any Dividend on the Equity Shares for FY 2022-23.

5. TRANSFER TO RESERVES

As required under Section 45IC 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. 54,70,900 (FY 2022-23: Rs. 31,00,000), has been transferred to the said Reserve.

6. SUBSIDIARIES

The Company is a Subsidiary of M/s. Ultraplus Housing Estate Private Limited (“Ultraplus”), who holds 54.12% in the Company. However the Company does not have any subsidiaries

7. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred during the financial year and from the end of the financial year till the date of this Report.

8. DIRECTORS AND KMP

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. Anant Bhagat has given his resignation in writing from the post of Managing director due to personal commitments and the same was approved by the members at the Extra-ordinary General meeting held on 12/05/2022.

Mr. Sundaresan Sampathkumar was appointed as Additional Director with effect from 14th November 2022 and subsequently his appointment was regularized at the Extra Ordinary General Meeting held on 9th February 2023.

Mrs. Swetha Gorawat, Non Independent Woman Director retiring by rotation in the ensuing Annual General Meeting and she has offered herself for re-appointment.

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.

9. DECLARATION FROM INDEPENDENT DIRECTORS

All the independent directors (IDs) have submitted their declaration of independence, as required pursuant to section 149(7) of the Act, confirming that they meet the criteria of independence as provided in section 149(6) of the Act. In the opinion of the board, the IDs fulfill the conditions specified in the Act and the rules made there under for appointment as IDs including integrity, expertise and experience and confirm that they are independent of the management. All the IDs of the company have registered their names with the data bank of IDs and are in the process of completion of online proficiency self-assessment test as per the timeline notified by the Ministry of Corporate Affairs (MCA).

10. 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.

11. 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 familiarized 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 has 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, include:

- 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;
- 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.

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 2022-23.

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

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.

13. REPORTING OF FRAUDS

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:

14. REMUNERATION TO THE DIRECTORS/KMP

S. No.	Names	Designation	Remuneration in 2022-2023 (Amount in `)	Remuneration in 2021-22(Amount in `)
1	Mr. G Sridharan	Whole Time Director	33,00,000	7,00,000
2.	Mr. Anant Bhagat (Resigned as Managing Director on 06.01.2022)	Managing Director	-	90,000
3.	Mr. Ujjawal Kumar Bothra	Director	6,000	5,000
4.	Mr. Arindam Laha	CFO (KMP)	1,04,000	96,000
5.	Mr. Rajesh Kumar Sethia	Director	6,000	6,000
6.	Mr. Shrish Tapuriah	Director	-	5,000
7.	Mr. Priyanka Singh	CS (KMP)	2,40,000	2,40,000
8.	Ms Shweta Ghorawat	Director	6,000	6,000
9.	Somnath Sarkar	Director	6,000	3,000
10.	Mr. Sundaresan Sampathkumar (appointed on 14.11.2022)	Director	-	-

15. 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.

16. 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.

17. CORPORATE GOVERNANCE REPORT

A report on corporate governance as per the Listing Regulations is attached and forms part of this report. The report also contains the details as required to be provided on the composition and category of directors, number of meetings of the board, composition of the various committees, annual board evaluation, remuneration policy, criteria for board nomination and senior management appointment, whistle blower policy / vigil mechanism, disclosure of relationships between directors inter-se, state of company's affairs, etc. The executive director have submitted a compliance certificate to the board regarding the financial statements and other matters as required under regulation 17(8) of the Listing Regulations.

18. RISK MANAGEMENT

The Board periodically reviews the risks which are associated with business objectives, growth, talent, aspects etc., and actions are being taken to mitigate those risks then and there.

19. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2022-2023/2023-2024 to BSE (Scrip Code 538611) where the Company's shares are listed.

20. DEMATERIALISATION OF SHARES

1,21,17,740 shares of the Company's paid up Equity share Capital is in dematerialized form as on 31/03/2023 and the balance are in physical form. The Company's registrar is M/s Niche Technologies Private Limited having their registered office at 3A, Auckland Road, 7th Floor, Kolkata – 700017.

21. NUMBER OF BOARD MEETINGS

The Board of Directors duly met five times during the financial year under review. The gap between any two meetings did not exceed 120 days as prescribed under Companies Act, 2013. Dates of Board Meeting during the financial year are as follows:

S.NO.	DATE OF MEETING OF BOARD
1	28 th May 2022
2	12 th August 2022
3	14 th November 2022
4	30 th January 2023
5	9 th February 2023

22. 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.

23. 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.

24. COMMITTEES

The details of composition of the Board and its Committees, terms of reference of the Committees and the details of meetings held during the financial year are furnished in the Corporate Governance Report.

25. AUDITORS:

Statutory Auditors:

M/s P.D. Randar and Co. Chartered Accountants, Kolkata were appointed as the Statutory Auditors of the Company for a period of 5 years to hold office till the conclusion of 42nd Annual General Meeting to be held in the financial year 2026-27.

The Board was authorized to fix such remuneration as may be recommended by Audit Committee in consultation with the Auditors. They are liable to be rotated after three years with a cooling off period of six years before next appointment. The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Report of the Statutory Auditors with an unmodified opinion to the members is annexed and forms part of the financial statements and the same does not contain any qualification, reservation, adverse remark or disclaimer. There were no frauds detected or reported by the Auditors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year ended March 31, 2023.

Secretarial Auditor:

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 2022-23.

The Company has received his written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed thereunder. The Secretarial Auditor has confirmed that he is not disqualified to be appointed as the Secretarial Auditor of the Company. 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 22/05/2023 on the Secretarial and other related records of the Company, for FY 2022-23.

Internal Auditor

Pursuant to provisions of Section 138 of the Act, the Board of Directors had appointed M/s. J.P. Lakhota and Associates, Chartered Accountants as the Internal Auditors of the Company to undertake the Internal Audit of the Company for FY 2022-23.

The Company has received his written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed thereunder.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. J.P. Lakhota and Associates in their Internal Audit Report on the Internal and other related records of the Company, for FY 2022-23.

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.

26. EXTRACTS OF ANNUAL RETURN

As per Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the annual return of the Company for the financial year ended March 31, 2023 is available at the web address:

<https://www.realtouchfinance.com/investor-info.html>

27. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirements of cost audit as prescribed under the provisions of section 148(1) of the Act is not applicable for the business activities carried out by your Company.

28. 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

29. 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 as it is not a manufacturing Company. However, your Company has been increasingly using information technology in its operation and promotes conservation of resources.

During the financial year ended March 31, 2023, there were no foreign currency expenditure and no foreign currency earnings.

30. 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, 2023, 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, 2023, 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.

31. 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.

32. 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 Counselor under the Company's Whistle Blower Policy. Information regarding the mechanism and the channels for reporting concerns are communicated to the relevant stakeholders.

33. 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 2022-23, were in ordinary course of business and on an arm’s length basis. There were no material 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.

34. CODE OF CONDUCT

The board has laid down a “Code of Conduct” for all the Board Members and the senior management of the Company and the same has been posted on the website of the Company.

All Board members and senior management personnel have affirmed compliance with the Company’s code of conduct for the financial year 2022-23. A declaration to this effect is included in Corporate Governance report forming part of this Annual Report.

35. CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) to regulate, monitor and report trading by insiders in securities of the Company. The board has further approved policy governing the procedure of inquiry in case of actual or suspected leak of unpublished price sensitive information. The code has also been hosted on the website of the Company.

36. 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.

37. DISCLOSURE REQUIREMENT

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

38. 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.

39. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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. 500 Crores (Rupees Five Hundred Crores only) from the existing limits of Rs. 200 Crores (Rupees Two Hundred Crores only) and inter alia, authorize 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 Annual General Meeting Notice, for approval by the Shareholders of the Company.

40. 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.

41. 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: 24th July 2023

**BY ORDER OF THE BOARD
REAL TOUCH FINANCE LIMITED**

**Sd/-
RAJESH KUMAR
SETHIA
DIRECTOR
DIN: 01129789**

**Sd/-
G. SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423**

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 2022-2023 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
Whole time Director		
Mr. Sridharan	1.19	100%
Company Secretary		
Priyanka Singh	1.42	-3.6%
Chief Financial Officer		
Arindam Laha	0.57	-7.7%

B. Number of Permanent Employees (Including KMP) - 38

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 2022-2023 (In rupees)	36,44,000
Revenue (in rupees)	10,28,08,101
Remuneration of KMP (as % of Revenue)	3.54%
Profit Before Tax (in rupees)	3,73,05,631
Remuneration of KMP (as % of PBT)	9.77%

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

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

	Mr. Sridharan	Mr. Arindam Laha	Ms. Priyanka Singh
	Whole Time Director	Chief Financial officer	Company Secretary
Remuneration in FY 2022-23 (`)	33,00,000	1,04,000	2,40,000
Revenue (`)	10,28,08,101		
Remuneration of KMP (as % of Revenue)	3.21	10%	0.23%
Profit Before Tax (`)	3,73,05,631		
Remuneration of KMP (as % of PBT)	8.85%	0.28%	0.64%

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	33,00,0.00	N.A.
Mr. Arindam Laha	CFO	1,04,000.00	3.15%
Ms. Priyanka Singh	Company Secretary	2,40,000.00	7.27%

Mr. Sridharan is the Highest paid Director at a Remuneration of Rs. 2,75,000/- per Month.

H Affirmation

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

Place: Howrah

Date: 24th July 2023

**BY ORDER OF THE BOARD
REAL TOUCH FINANCE LIMITED**

**SD/-
RAJESH KUMAR
SETHIA
DIRECTOR
DIN: 01129789**

**SD/-
G. SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423**

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, 2023 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, 2023 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.

SD/-
Chairman

SD/-
Chief Financial Officer



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FORM NO.3 MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2023

[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, 2023 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, 2023 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;
- 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 :-





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- 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.

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



BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



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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: 22/05/2023

Udin: A033446E000348893



BAID & BENGANI ASSOCIATES LLP,
COMPANY SECRETARIES
FIRM REGISTRATION NO. L2021WB010400



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'Annexure A'

To,
The Members
REAL TOUCH FINANCE LIMITED
(CIN: L01111WB1997PLC085164)

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Related party Transaction	23(9)	Non Filing	BSE	Fine	Non Filing of Disclosure of Related Party Transaction for QE March 2022	47200	Company has paid the penalty	Company has paid the penalty	-
2	Annual Report	34A	Delay in Filing Annual Report	BSE	Fine	Delay in Filing Annual Report	2360	Company has paid the penalty	Company has paid the penalty	-





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Annexure "B"

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
NOT APPLICABLE										

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

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,

COMPANY SECRETARIES

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: 22/05/2023

Udin: A033446E000348893



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 has 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.

The corporate governance practices of the Company ensure that the board of directors remains informed, independent and involved in the Company and that there are ongoing efforts towards better governance to mitigate risks.

Mr. G. Sridharan

Mr. G. Sridharan, 47 years old 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 and shareholders have approved his appointment as Whole Time Director in the Company with effect from 6th January 2022. 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.

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

No of Committee membership including Real Touch as per Regulation 26 of SEBI LODR - NIL

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

No of Committee membership including Real Touch as per Regulation 26 of SEBI LODR - 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

No of Committee membership including Real Touch as per Regulation 26 of SEBI LODR - NIL

Smt. Sweta Ghorawat

Smt Sweta 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. Sweta Ghorawat is a Director - NIL

No of Committee membership including Real Touch as per Regulation 26 of SEBI LODR - 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

No of Committee membership including Real Touch as per Regulation 26 of SEBI LODR - NIL

Mr Sundaresan SampathKumar

Mr. Sundaresan SampathKumar is Master in Science and post graduate in Diploma Management. He has over 39 years of rich experience in middle and senior Management in Automobile, Retail and Real Estate sector

He does not hold any equity shares in the Company.

Name of other Public Limited Companies in which Mr. Sundaresan SampathKumar is a Director- 1

No of Committee membership including Real Touch as per Regulation 26 of SEBI LODR - NIL

C) Meetings and Attendance

The Meeting of the Board is generally held at the registered office of the Company at “Arihant Enclave” 493B/57A G.T. Road (South) Shibpur Howrah - 711102. During the financial year under review, Five (5) Board meetings were held on 28.05.2022, 12.08.2022, 14.11.2022, 30.01.2023, 09.02.2023 and not more than 120 days elapsed between any two meetings.

Particulars of the Directors’ attendance to the Meetings during the financial year ended March 31, 2023, are given below:

Name of the Director	No. of Board Meeting held, and attended, during tenure					Attendance at the Last AGM Held on 28/09/2022
	28.05.2022	12.08.2022	14.11.2022	30.01.2023	09.02.2023	
Mr. Anant Bhagat	Y	Y	NA	NA	NA	Y
Sundaresan Sampathkumar	NA	NA	NA	Y	Y	NA
Mr. Rajesh Kumar Sethia	Y	Y	Y	Y	Y	Y
Mrs Sweta Ghorawat	Y	Y	Y	Y	Y	Y
Mr.Ujjawal Kumar Bothra	Y	Y	Y	Y	Y	Y
Mr G Sridharan	Y	Y	Y	Y	Y	Y
Mr Somnath Sarkar	Y	Y	Y	Y	Y	Y

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

Company has received necessary declarations/ disclosures from each of the Independent Director of the Company stating that he meets the criteria of independence as required under Section 149(6) of the Companies Act, 2013 pursuant to Section 149(7) of the Companies Act, 2013 read along with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013 and Regulation 25(8) of the SEBI (LODR) Regulations, 2015, and that he has a valid certificate of registration for his/her enrollment into the data bank for Independent Directors.

None of the Independent Directors are Promoters or are related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

F) Independent Directors Meetings

During the Year under review, the Independent Director met on 21st November 2022, 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.

Familiarisation Programme

The company has an ongoing familiarization programme for all directors with regard to their roles, duties, rights, responsibilities in the company, nature of the industry in which the company operates, the business model of the company, etc. The details of the familiarisation programme attended by directors are available on the website of the company at <https://www.realtouchfinance.com/investor-info.html>

Competencies of the Board

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of Company's business for effective functioning. It is also confirmed that the directors possess these skills and competencies in order to ensure effective functioning of the company.

<i>Core skills/Expertise/Competencies</i>
Financial Services
Strategy & Planning
Corporate Governance
Technology
Management & Leadership

The director-wise skills and competencies are laid out in the table below:

Ujjawal Kumar Bothra	He has experience of over 12 years in the field of accounts and Finance and marketing. His knowledge will be valuable to the Company
Rajesh Kumar Sethia	He is a reputed businessman in the field of finance, Accounts and marketing having a clear business vision and practicing hands-off approach
Sweta Ghorawat	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.

Mr Gopal Sridharan	He has done his Bachelors in Science from Madras University and PGDM (Applied Finance) from IIM, Calcutta. He has over 20 years of rich experience in the finance industry with the leading institutions like ICICI bank, Reliance capital and InCred Financial Services etc.
Somnath Sarkar	Mr. Somnath Sarkar is a qualified BSC and has experience of over 15 years in the field of Accounts and Finance. His Knowledge will be valuable to the Company.
Sundaresan Sampathkumar	Master in Science and Post Graduate in Diploma Management. Mr. S. Sampathkumar has over 39 years of rich experience in Middle and Senior management in Automobiles, short-term or long-term loan products, Retail and Real Estate Sector

Remuneration to Directors

The Company has in place a remuneration policy which is guided by the principles and objectives as enumerated in section 178 of the Companies Act 2013.

Remuneration to Wholetime Director

The details of remuneration as approved by the Board and shareholders based on the recommendations of the Nomination & Remuneration Committee and paid to Mr Gopal Sridharan, Whole-time Director for the financial year ended March 31, 2023, is as follows:

Particulars	Amount (in lakhs)
Gross Salary	33,00,000
Salary as per provisions of Section 17(1) of the Income Tax Act, 1961	0
Value of perquisites under Section 17(2) of Income Tax Act, 1961	0
Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	0
Commission, Bonus etc	0
Stock Options	0
Pension	0
Total	33,00,000

Remuneration to Non-Executive Directors:

Sitting Fees

All directors except the Wholetime Director are paid a sitting fee of INR. 1000/- for attending every meeting of the Board and INR NIL/- for attending every meeting of the Audit Committee, Nomination and Remuneration Committee and Independent Directors Meeting.

The details of sitting fees paid to Directors during the financial year are as follows:

Name of Director	Designation	Sitting Fees (INR.)	
		Board	Committee
Ujjawal Kumar Bothra	Independent Director	6000	NIL
Rajesh Kumar Sethia	Independent Director	6000	NIL
Sweta Ghorawat	Non-Executive Director	6000	NIL
Somnath Sarkar	Independent Director	6000	NIL
Sundaresan Sampathkumar	Non-Executive Director	1000	NIL
Anant Bhagat*	Managing Director	NIL	NIL
Total			

**Resigned w.e.f November 12th May 2022*

Commission to Non-Executive Directors

The Non-Executive Directors and Independent Directors of the Company are paid remuneration by way of annual commission based on the recommendation by the Nomination and Remuneration Committee and approval by the Board within the limits prescribed under the Companies Act, 2013.

The details of commission paid to Non-Executive Directors during the financial year ended March 31, 2023, are as follows:

Name of Director	Designation	Commission (INR)
Ujjawal Kumar Bothra	Independent Director	NIL
Rajesh Kumar Sethia	Independent Director	NIL
Sweta Ghorawat	Non-Executive Director	NIL
Somnath Sarkar	Independent Director	NIL
Sundaresan Sampathkumar	Non-Executive Director	NIL
Anant Bhagat*	Managing Director	NIL
G. Sridharan	Whole Time Director	NIL
Total		NIL

**Resigned w.e.f November 12th May 2022*

G) Shareholding of Directors

Names	No. of Shares held
Ujjawal Kumar Bothra	NIL
Rajesh Kumar Sethia	NIL
Sweta Ghorawat	NIL
Mr Sridharan	NIL
Somnath Sarkar	NIL
Sundaresan Sampathkumar *	NIL

(*Appointed on Board from 14.11.2022)

H) General Body Meetings

SI No	Meeting Type	Meeting Date	Resolution passed	Resolution Type
1	EGM	12 th May, 2022	1. Appointment of Mr. Sridharan as Whole Time Director of the Company	Special Resolutions
			2. Regularisation of Appointment of Mr. Somnath Sarkar (DIN: 09353167) appointed as Director of the Company	Special Resolutions
			3. Change In Designation Of Mr. Anand Bhagat (DIN: 00089156) From Managing Director To Non-Executive Director of The Company	Special Resolutions
2	EGM	20 th February, 2023	Regularization of Aopointment of Mr. Sundaresan Sampathkumar (DIN: 08832266) as Non-Executive and Non-Independent Director of the Company	Special Resolutions

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

Financial Year	Date	Location
2019-2020	28/09/2020	Video Conferencing
2020-2021	13/09/2021	Video Conferencing
2021-2022	28/09/2022	Video Conferencing

I) Disclosures

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

There has been some delay in certain compliances which has been regularized 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.

All Board members and senior management personnel have affirmed compliance with the Company's code of conduct for the financial year 2022-23. A declaration to this effect has been enclosed with this report as Annex

L) Registrar and Transfer Agents and Share Transfer System

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

M/s Niche Technologies Pvt Ltd
3A Auckland Place,
7th Floor, Room No. 7A and 7B,
Kolkata - 700017
Phone: 033-22806616

E mail Id: nichetechpl@nichetechpl.com

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

M) Distribution of Shareholding

The Distribution of shareholding as on March 31, 2023 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	1233	87.1378	1,61,003	1.2685
2.	501 - 1,000	72	5.0883	56,382	0.4442
3.	1,001 - 5,000	47	3.3216	1,10,934	0.8740
4.	5,001 - 10,000	11	0.7774	77,654	0.6118
5.	10,001 - 50,000	25	1.7668	6,99,840	5.5137
6.	50,001 - 1,00,000	7	0.4947	5,23,670	4.1258
7.	1,00,001- and above	20	1.4134	1,10,63,207	87.1620
	Total	1415	100.00	1,26,92,690	100.00

N) Details of Shareholding as on March 31, 2023 was as under:-

SHAREHOLDING PATTERN

[illegible]

CUSTODIAN (C)										
TOTAL (A)+(B)+(C)	1211774 0	574950	1269269 0	100	12117740	574950	1269269 0	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 2022-2023.

Market Price data

Sr. No.	Month	Price	
		High	Low
1.	April 2022	29.15	21.95
2.	May 2022	29.55	21.70
3.	June 2022	22.05	14.70
4.	July 2022	16.70	12.10
5.	August 2022	16.35	13.54
6.	September 2022	22.10	14.25
7.	October 2022	20.30	16.25
8.	November 2022	32.10	15.00
9.	December 2022	51.35	28.10
10.	January 2023	37.05	28.55
11.	February 2023	46.95	33.30
12.	March 2023	40.34	35.12

P) General Shareholder Information

Annual General Meeting:

Date	27.09.2023
Time	3.00 P.M.
Venue	Arihant Enclave, 493B/57A G T Road (South) Shibpur Howrah-711102(VC)
Financial Year	2022-2023
Book Closure Date	21-09-2023 TO 27-09-2023
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. Sridharan, Whole-time Director and Mr. Ujjawal Kumar Bothra Non Executive Independent Director. No complaint had been received during the year.

S) Audit Committee

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of accounting, auditing and reporting practice of the company and its compliance with legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the company, the audit of the Company's Financial Statements, the appointments of Auditor, Independent Performance and remuneration of the Statutory Auditors.

During the year under review, four meetings of the committee were held during the year ended:

28/05/2022, 12/08/2022, 14/11/2022, 30/01/2023

The composition of the committee and attendance at its meeting is given below:

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. 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	4

T) Nomination and Remuneration Committee

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

No. of Meeting

During the year the Committee had Two Meeting i.e. on 28/05/2022, 14/11/2022

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. Ujjawal Kumar Bothra	2	2
3. Somnath Sarkar	2	2

Related Party Transactions disclosures

All related party transactions that were entered into during the financial year were on arm's length basis and in ordinary course of business. There were no materially significant transactions made by the company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company. There were no contracts or arrangements entered into with related parties during the year to be disclosed under sections 188(1) and 134(3)(h) of the Companies Act in form AOC 2.

The company has in place a policy on related party transactions as approved by the board and the same is available on the website of the company at <https://www.realtouchfinance.com/investor-info.html>

Disclosure under POSH Act, 2013

Your Company has not received any complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year ended March 31, 2023 and there are no complaints pending as on the end of the financial year.

Penalties

There were no penalties, strictures imposed on the company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Fees paid to Statutory Auditors

The total fees paid by the Company during the financial year ended March 31, 2023, to the Statutory Auditors including all entities in their network firm / entity of which they are a part is given below:

<i>Particulars</i>	<i>Amount in lakhs</i>
Fees for audit and related services paid to statutory auditors and affiliates firms and to entities of the network of which the statutory auditor is a part	100000
Other fees paid to statutory auditors & affiliates firms and to entities of the network of which the statutory auditor is a part	NIL
Total Fees	100000

Compliance Certificate on Corporate Governance

The certificate on compliance of corporate governance norms from Statutory Auditor is enclosed to this report as Annex 2

Certificate from Company Secretary in Practice

Shruti Agarwal, Practicing Company Secretary has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority. A certificate to this effect has been enclosed to this report as Annex 3

CEO/CFO Certification

Chief Executive Officer and Chief Financial Officer have submitted a compliance certificate to the board regarding the financial statements and internal control systems as required under regulation 17(8) of SEBI (LODR) 2015.

U) SEBI Complaints Redressal Systems (SCORES)

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

W) Reconciliation of Share Capital Audit:-

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

X) Corporate Identity Number

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

Y) Green Initiative in the Corporate Governance

As part of the Green Initiative process, the Company has taken an initiative of Sending Documents like Notice calling of Annual General Meeting, Corporate Governance report, Directors Report, audited financial Statements, Auditor's Report etc. Physical Copies are sent only to those shareholders whose email addresses 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

BY ORDER OF THE BOARD

Date: 24th July, 2023

SD/-

SD/-

**RAJESH
SETHIA
DIRECTOR
DIN: 01129789**

**KUMAR G. SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423**

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 and Tamilnadu. Considering the growth prospective the Company has opened various branch offices in the state of Tamil Nadu, viz., Chennai, Kancheepuram, Thiruvallur, Villupuram, Areni & Vandavasi. 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 raise 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 centers on how effectively economic policies are deployed under such uncertain times.

2. Indian Economic Overview

India's real GDP growth for FY 2022-23 was 7.2%, 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 2022-23.

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 unfavorably affect the recovering domestic demand. The ongoing geopolitical crisis has caused supply chain disruptions which have led to higher commodity prices; if this gets prolonged, it can further fuel the inflation. 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 4.25 % driven by inflationary pressures. While RBI's stance remains accommodative in order to support growth, ensuring that inflation remains within the target going forward shall be a 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, favorable 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 2023-24, the thrust on capital expenditure in Union Budget 2023 is a welcome move and expected to push demand through multiplier effect on the economy.

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 2022-23

S. No.	Particulars	2022-2023(Rs. '00')	2021-2022(Rs. '00')
1.	Gross Income	10,28,081.01	2,41,201.51
2.	Profit Before Interest and Depreciation and Provisions and Contingencies	8,58,537.78	1,94,975.64
3.	Finance Cost	4,40,576.30	NIL
4.	Depreciation and Amortisation	6,341.46	136.49
5	Provisions and Contingencies	38,563.71	160.00
6	Profit Before Tax	3,73,056.31	1,94,679.15
7	Tax Expense	1,11,096.15	49,500.00
8	Profit After tax	2,61,960.16	1,45,179.15
9	Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss	11583.73	6,182.90
10.	Transfer to Statutory Reserve as per RBI Guidelines	27,00,000.00	24,00,000.00
11.	Proposed Dividend on Equity Shares	NIL	NIL
12.	Balance Brought forward from Balance Sheet	8,70,375.10	7,50,013.50
13.	Balance carried forward to Balance Sheet	10,89,209.99	8,70,375.10

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.

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.

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 2022-23, 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.

1. 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:- 24.07.2023

BY ORDER OF THE BOARD

SD/-

SD/-

**RAJESH
SETHIA
DIRECTOR
DIN: 01129789**

**KUMAR G. SRIDHARAN
WHOLE TIME DIRECTOR
DIN: 09460423**

**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, 2023 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 non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2023 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 28th September, 2022;
 - v. Obtained and read the minutes of Meeting of the Board of Directors and following committees of the Board held from April 1, 2022 to March 31, 2023;
 - (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, 2023, 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



Dated: 22.05.2023
UDIN:- 23302753BGZLH04910

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

**SHRUTI AGARWAL**

PRACTISING COMPANY SECRETARY

Mobile : +91-93308 26989

E-mail ID : cs.agarwalshruti@gmail.com

Annexure-3

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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


I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Real Touch Finance Limited (CIN: L01111WB1997PLC085164) having registered office at Arihant Enclave, Ground Floor, 493B/57A, G.T Road(South), Shibpur, Howrah- 711102 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1	RAJESH KUMAR SETIHA	01129789	02/04/2014
2	UJJAWAL KUMAR BOTHIRA	08528545	08/08/2019
3	SWETA GHORAWAT	08801208	28/07/2020
4	SUNDARESAN SAMPATHKUMAR	08832266	14/11/2022
5	SOMNATH SARKAR	09353167	28/09/2021
6	GOPAL SRIDHARAN	09460423	06/01/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate 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.

Place: Kolkata
Date: 24th August, 2023
UDIN: A038797E000856691


SHRUTI AGARWAL
Practising Company Secretary
ACS: 38797 C.P.No.14602
PR No.3206/2023



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 comprises the Balance sheet as at 31st March, 2023, 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 2023, 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 –

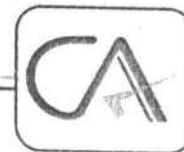
Business model assessment

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.

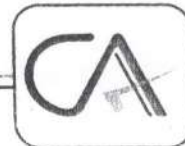
Auditor's Responsibility for the Audit of Financial Statement.

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 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 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:- 22nd Day of May 2023



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

Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E

Membership No. 302753

UDIN:23302753BGZLH04910



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 2023, 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

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- b. The Company does not have any intangible Assets.
- c. 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.
- d. 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.
- e. 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.
- f. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 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

- a. 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 :

- a. 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.
- b. 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.
- c. In respect of loans and advances in nature of loans granted by the Company terms and conditions do not stipulate any repayment schedule.
- d. In respect of loans or advances in nature of loans granted by the Company, there is an Interest Overdue of Rs. 11,29,122/- 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.

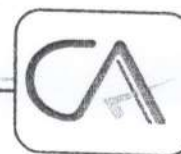
Loans repayable on demand or without specifying any terms or period of repayment

Aggregate Loans or advances Disbursement repayable on demand or without specifying any terms or period of repayment (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.)
106,90,93,286/-	100%	10000/-

- (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 2023 for a period of more than six months from the date they became payable.

- c. Details of undisputed demand pending are as follows:-

Statute	Nature of Dues	Amount Rs.	Period to which relates	Forum
Income Tax Act	Interest	211709/-	2006-2007	CPC
Income Tax Act	Tax	134125/-	2007-2008	ITO
Income Tax Act	Interest	172291/-	2007-2008	ITO
Income Tax Act	Tax	522820/-	2017-2018	CPC
Income Tax Act	Tax	16100/-	2020-2021	CPC
Income Tax Act	Tax	2415/-	2020-2021	CPC



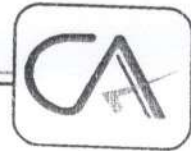
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in tax assessments under the Income tax Act, 1961 (43 of 1961).
- (ix) a. The Company has not defaulted in repayment of loans or other borrowings from any lender. 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 taken term loan during the Year and the same has been utilized in the ordinary course of Business.
- 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 2023.
- 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 2023.
- (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 to 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(xxii) of the Order is not applicable to the Company.

Place: Kolkata
Date: 22nd Day of May 2023

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



Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E

Membership No. 302753

UDIN: 23302753 BGZLH 04910



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, 2023 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 such internal financial controls system over financial reporting were operating effectively as on 31 March, 2023 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:- 22nd Day of May 2023

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



Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E
Membership No. 302753
UDIN: 23302753 BGZLH04910

REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

Balance Sheet as at 31st March, 2023

Amount in Rs. '00'

Amount in Rs. '00'

Particulars	Note No.	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
I. ASSETS			
Financial Assets			
(a) Cash and cash equivalents	1	1,64,336.24	46,190.55
(b) Trade Recievables	2	608.00	451.53
(c) Loans	3	1,26,43,427.73	34,50,142.79
(d) Investments	4	1,30,347.65	1,38,847.51
(e) Other Financial Assets	5	71,220.46	50.93
Total Non Current Assets		1,30,09,940.08	36,35,683.31
Non - Financial Assets			
(f) Current Tax Assets (Net)	6	42,357.82	21,277.35
(g) Plant, Property and Equipment	7	60,283.03	3,358.43
(h) Other Non Financial Assets	8	9,443.72	26,546.25
Total Current Assets		1,12,084.57	51,182.03
TOTAL ASSETS		1,31,22,024.65	36,86,865.34
I. LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Debt Securities	9	2,43,000.00	-
(b) Borrowings (other than Debt Securities)	10	86,58,484.69	-
© Deposits	11	1,78,250.00	-
(d) Other Financial Liabilities	12	10,982.91	20,009.14
Non Financial Liabilities			
(e) Current Tax Laibilities (Net)	13	-	6,269.40
(f) Provisions	14	52,373.71	13,810.00
(g) Deferred Tax laibilities	15	949.17	-
(h) Other Non Financial Liabilities	16	58,437.98	774.50
EQUITY			
(a) Equity Share Capital	17	12,69,269.00	12,69,269.00
(b) Other Equity	18	26,50,277.19	23,76,733.30
Total Equity & Liabilities		1,31,22,024.65	36,86,865.34

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:- 23302753 BGZLH04910
Place Kolkata
Dated: 22nd Day of May 2023



Rajesh Kr Sethia
Director
DIN: 01129789

Arindam Laha
Chief Financial Officer
PAN AFTPL2284F

G Sridharan
Whole Time Director
DIN: 09460423

Priyanka Singh
Company Secretary
PAN BWNPS2704M

REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

Profit and Loss Account for the Year ended 31st March 2023

Sr. No	Particulars	Note No.	Amount in Rs. '00'	
			For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue from Operations	19	9,27,622.72	2,36,066.5
	Other Income	20	1,00,458.29	5,135.0
II				
III	Expenses:			
	Finance Cost	21	4,40,576.30	-
	Employee Benefit Expense	22	97,297.33	23,513.3
	Depreciation and Ammortization	23	6,341.46	136.4
	Other Administrative Expenses	24	72,245.90	22,712.5
	Provisions and Contingencies	25	38,563.71	160.0
IV	Profit before tax		6,55,024.70	46,522.3
V	Tax expense:			
	(1) Current tax		97,000.00	49,500.0
	(2) Tax for earlier years		13,146.98	-
	(3) Deferred Tax		949.17	-
VI	Profit(Loss) for the period	(VIII-IX)	2,61,960.16	1,45,179.15
	Other Comprehensive Income		-	-
	Items that will not be reclassified subsequently to profit or loss		11,583.73	6,182.90
	Items that will be reclassified subsequently to profit or loss		-	-
	Total Comprehensive Income net of tax		2,73,543.89	1,51,362.05
	Total Comprehensive Income for the period		2,73,543.89	1,51,362.05
VII	Earning per equity share:	26		
	(1) Basic		2.06	1.14
	(2) Diluted		2.06	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:-23302753BGZLH04910
Place Kolkata
Dated: 22nd Day of May 2023



FOR REAL TOUCH FINANCE LIMITED

Rajesh Kr Sethia
Rajesh Kr Sethia
Director
DIN 00089152

G Sridharan
G Sridharan
Whole Time Director
DIN: 09460423

Arindam Laha
Arindam Laha
Chief Financial Officer
PAN AFTPL2284F

Priyanka Singh
Priyanka Singh
Company Secretary
PAN BWNPS2704M

REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

Cash Flow Statement for the Year Ended 31st March 2023

Amount in Rs. '00'

Amount in Rs. '00'

Amount in Rs '00'

PARTICULARS	AMOUNT(Rs.)	As at 31.03.2023	As at 31.03.2022
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax		3,73,056.31	1,94,679.15
Adjustments for:			
Provision for Standard Assets	38,563.71		160.00
Depreciation	6,341.46		136.49
Loss on sale of shares	11,924.90		2,223.38
Balance written off	1,041.04		
	-	57,871.11	-
Operating Profit before Working Capital Changes		4,30,927.42	1,97,199.02
Adjustments for:			
Loans - Financial	(91,93,284.94)		(40,052.89)
(Increase)/Decrease in Trade Receivable	(156.47)		-451.53
Increase/Decrease in Other Financial Assets	(71,169.53)		-50.93
Increase/Decrease in Non Financial Assets	17,102.53		-26489.25
Increase in Other Payables	-		(18.63)
Other Financial Liabilities	(9,026.23)		5,920.93
Non Financial Liabilities	57,663.48		(1,180.90)
Cash generated from operations		(91,98,871.16)	(62,323.20)
Income Tax paid		1,37,496.85	92,557.06
Net Cash flow from Operating activities		(89,05,440.59)	42,318.76
B CASH FLOW FROM INVESTING ACTIVITIES			
(Increase)/Sale of investment	7,117.65		481.76
Purchase of Assets	(63,266.06)		(3,494.92)
Net Cash used in Investing activities		(56,148.41)	(3,013.16)
C CASH FLOW FROM FINANCING ACTIVITIES			
Increase in Debt Securities	2,43,000.00		-
Increase in Borrowings	86,58,484.69		-
Increase in Deposits	1,78,250.00		-
Expense for Increase in Authorised Capital	-		-
Net Cash used in financing activities		90,79,734.69	-
Net increase in cash & Cash Equivalents		1,18,145.69	39,305.60
Opening Cash and Cash equivalents		46,190.55	6,884.95
Closing Cash and Cash equivalents		1,64,336.24	46,190.55
Cash & Cash Equivalents			
Cash in Hand			8.83
Cash at Bank		1,64,336.24	46,181.72
Cash & Cash equivalents as stated		1,64,336.24	46,190.55

FOR P.D.Randar & Co.
Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner

Membership No. : 302753

Firm Reg. No.: 319295E

UDIN:-23302753B6ZLH04910

Place Kolkata

Dated: 12th Day of May 2023



For, REAL TOUCH FINANCE LIMITED

Rajesh Kr Sethia
Rajesh Kr Sethia
Director
DIN 01129789

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

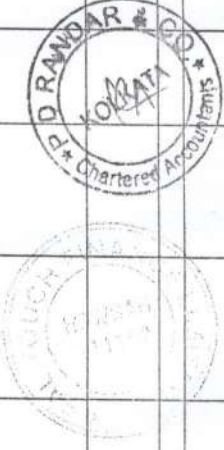
REAL TOUCH FINANCE LIMITED

Notes forming Integral Part of Financial Statements
All Amounts are in Indian Hundred Rupees unless otherwise stated
STATEMENT OF CHANGES IN EQUITY

REAL TOUCH FINANCE LIMITED

A. EQUITY SHARE CAPITAL (1) Current Reporting period				
Balance at the beginning of the reporting period i.e. 1st April, 2021	Changes in equity share capital due to prior period errors	Restated Balance at the end of the reporting period i.e. 31st March, 2022	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period i.e. 31st March, 2023
12,69,269	-	12,69,269	-	12,69,269
A. EQUITY SHARE CAPITAL (1) Previous 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	-	12,69,269

OTHER EQUITY														
(1) Current reporting period														
Reserve and Surplus														
Particulars	Share app. money pending allotment	Equity component of compound financial instruments	Capital reserve	Securities Premium Reserve	General Reserve	Special Reserve as per RBI Guidelines	Retained Earnings	Debt instruments through other comprehensive income	Equity Instruments through other comprehensive income	Effective Portion of Cash Flow Hedges	Revaluation surplus	Exchange differences on translating the financial	Other Comprehensive Income	Total
Balance at the beginning of the reporting period i.e. 1st April 2021	-	-	-	7,00,000.00	5,82,151.00	2,24,207.20	8,70,375.10	-	-	-	-	-	-00	23,76,733.30
Changes in Accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-00	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-00	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-	54,709.00	-54,709.00	-	-	-	-	-	-	-



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REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

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, 2023		AS AT MARCH 31, 2022	
1	Cash-in-Hand				
	Cash Balance				
	Sub Total (A)				8.83
2	Bank Balance				8.83
	Union Bank of India				15,616.99
	HDFC Bank	563.02			6,103.64
	Yes Bank	698.15			23,661.12
	State Bank of India	12,770.90			
	Fixed Deposit with Yes Bank	46,975.65			
	Cheque in Hand	1,03,328.52			
	Sub Total (B)				799.97
			1,64,336.24		46,181.72
	Total [A + B]		1,64,336.24		46,190.55

a. No Earmarked Balances are with Bnaks

b. Overdraft facility with Yes Bank are against Fixed Deposit

2. Trade Receivables

Sr. No	Particulars	AS AT MARCH 31, 2023		AS AT MARCH 31, 2022	
	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				
	Six Months - One Year	608.00			451.53
	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

CIN L01111WB1997PLC085164

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				
			608.00	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				



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of Financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

NOTE : 3 : Loans

	(Current Year)		(Previous Year)		Total (Rs.)	Sub-total (Rs.)	At Fair Value			Total (Rs.)		
	Amortised Cost (Rs.)	Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
(A)	(1)	(2)	(3)	(4)	(5 = 2 + 3 + 4)	(6 = 1 + 5)	(7)	(8)	(9)	(10)	(11 = 8 + 9 + 10)	(12 = 7 + 11)
(i) Bills Purchased and Bills Discounted												
(ii) Loans												
Related Parties	0.00											
Other than Related Parties	32,70,736.56						17,33,118.46					
(iii) Term	12,194.49					32,70,736.56	17,08,979.82					17,33,118.46
(iv) Leasing	93,60,496.68					12,194.49	8,044.51					17,08,979.82
(v) Factoring	-					93,60,496.68	-					8,044.51
(vi) Others	-					-	-					-
Total (A) - Gross	1,26,43,427.73					-	-					-
Less: Impairment loss	-					-	-					-
Allowance	-					-	34,50,142.79					-
Total (A) - Net	1,26,43,427.73					-						34,50,142.79
(B) (i) Secured by tangible assets						1,26,43,427.73	34,50,142.79					34,50,142.79
(ii) Secured by intangible assets	98,41,831.54					98,41,831.54						
(iii) Covered by Bank/Government Guarantees	-					-						
(iv) Unsecured	28,01,596.19					-						
Total (b) - Gross	1,26,43,427.73					28,01,596.19	34,50,142.79					34,50,142.79
Less: Impairment loss	-					1,26,43,427.73	34,50,142.79					34,50,142.79
Allowance	-					-						
Total (b) - Net	1,26,43,427.73					-						
(C) (i) Loans in India						1,26,43,427.73	34,50,142.79					34,50,142.79
(i) FII Mutual Funds	52,24,083.39					52,24,083.39						
(ii) Individual & Bodies Corporate	74,19,344.34					74,19,344.34	34,50,142.79					34,50,142.79
Total (c) - Gross	1,26,43,427.73					1,26,43,427.73	34,50,142.79					34,50,142.79
Less: Impairment loss	-					-						
Allowance	-					-						
Total (c) (i) - Net	1,26,43,427.73					-						
(C) (ii) Loans outside India						1,26,43,427.73	34,50,142.79					34,50,142.79
Less: Impairment loss	-					-						
Allowance	-					-						
Total (c) (ii) - Net	-					-						
Total (c) (i) and C (ii)	1,26,43,427.73					-						34,50,142.79

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The Classification of Loans under the RBI guidelines as under:

(i) Standard Assets	1,26,43,427.73
(ii) Sub-standard Assets	-
(iii) Doubtful assets	-
(iv) Loss Assets	-



All Amounts are in Indian Hundred Rupees unless otherwise stated

NOTE : 4 : Investments

Particulars	Face Value in Indian (Rs.)	(Current Year)			Sub Total	Total	No. of Shares	(Previous Year)				Total	
		No. of Shares	Amortised Cost	At Fair Value Through Other Comprehensive Income				Throu gh profit or loss value through profit or loss	Designa ted at fair value through profit or loss	Throu gh profit or loss value through profit or loss	At Fair Value Through other Comprehensive Income		Thr ough profit or loss value through profit or loss
		(1)	(2)	(3)	(4)	(5 = 2 + 3 + 4)	(6 = 1 + 5)	(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												
2) R. M. Financial Ltd.	10.00												
3) Purbanchal	10.00												
4) Rohtash	10.00												
5) Kwaliti credit Leasing Ltd	10.00												
6) Sacheta Metals Ltd	10.00												
7) Virtual Global Education Ltd	10.00	4,287		747.65		747.65	747.65		608.00		608.00	608.00	
8) Stampede Capital Ltd -DVR	1.00								4,954.42		4,954.42	4,954.42	
									330.00		330.00	330.00	
									2,314.05		2,314.05	2,314.05	
Investment in Debentures Fully paid up													
3.35% Compulsory Convertible Debentures Insight Retail Pvt Ltd	10,000.00	1,29,600.00											
Total (A) - Gross		1,29,600.00		747.65		747.65	1,30,347.65		9,247.51		9,247.51	1,38,847.51	
i) Investments outside India													
ii) Investments in India													
Total (B)		1,29,600.00		747.65		747.65	1,30,347.65		9,247.51		9,247.51	1,38,847.51	
Total (A) to tally with Total (B)		1,29,600.00		747.65		747.65	1,30,347.65		9,247.51		9,247.51	1,38,847.51	
Less: Allowance for impairment		1,29,600.00		747.65		747.65	1,30,347.65						
Less (C)		0.00		0.00									
Total - Net									9,247.51		9,247.51	1,38,847.51	
D = (A) - (C)													
Market Value of Shares is Rs. 747.65/- (Previous Year Rs. 9,247.51/-) . In the absence of Market Value of some shares, Book Value is taken as Market Value.		1,29,600.00		747.65		747.65	1,30,347.65		9,247.51		9,247.51	1,38,847.51	



REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

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, 2023	AS AT MARCH 31, 2022
1	Dividend Receivable		
2	Interest Receivable Accrued and Due	50.93	50.93
3	Interest Receivable Accrued but not Due	11,291.22	
		59,878.31	
	Total	71,220.46	50.93

6. Current Tax Assets (Net)

Sr. No.	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
	Income tax Refundable		
	FY 2020-2021	9,280.67	9,280.67
	Advance Tax , Self Assessment Tax and Tds		
	Less Provision for Income Tax		61,996.68
			50,000.00
	FY 2022-2023		
	Advance Tax , Self Assessment Tax and Tds	1,30,077.15	
	Less Provision for Income Tax	97,000.00	
		33,077.15	11,996.68
	Total	42,357.82	21,277.35

8. Non Financial Loans and Advances

Sr. No.	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
	Advance to Creditors		
	Electricity Deposit	4,400.00	26,210.00
	Rental Deposit	57.00	57.00
	Staff Advance	4,980.00	
	Duties and Taxes	6.72	
	Total	9,443.72	279.25
			26,546.25



Notes forming Integral part of Financial Statements
All amounts are in Indian Hundred Rupees unless otherwise stated

REAL TOUCH FINANCE LIMITED

7. Property Plant and Equipments and Intangible Assets

7. Property Plant and Equipments and Intangible Assets											
Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning (01-04-2022)	Addition during the year	Deduction during the year	Value at the end (31-03-2023)	Value at the beginning (01-04-2022)	Addition during the year	Deduction during the year	Value at the end (31-03-2023)	WDV as on 31.03.2023	WDV as on 31.03.2022
Tangible Assets											
1	Computer	3494.92	5,083.46	-	8,578.38	136.49	3,058.32	-	3,194.81	5,383.57	3,358.43
2	Electrical Fittings and furniture [25.89%]	-	8,847.10	-	8,847.10	-	967.12	-	967.12	7,879.98	-
3	Vehicle [25.89%]	-	4,858.43	-	4,858.43	-	837.42	-	837.42	4,021.01	-
4	Office Equipments (45.07%)	-	377.07	-	377.07	-	6.63	-	6.63	370.44	-
Intangible Assets											
5	Software (39.30%)	-	44,100.00	-	44,100.00	-	1,471.97	-	1,471.97	42,628.03	-
Total (Current Year)		3,494.92	63,266.06	-	66,760.98	136.49	6,341.46	-	6,477.95	60,283.03	3,358.43
Previous Year		3494.92	3494.92	-	3494.92	0	136.49	0	136.49	3358.43	0

No Assets has been revalued Since Acquisition

No Assets has been acquired on Lease.

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No Assets has been revealed Since Acquisition
No Assets has been acquired on Lease.



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of the financial statements

All amounts are in Indian Hundred Rupees unless otherwise stated

NOTE : 9 : Debt Securities

	(Current Year)			(Previous Year)			Total (Rs.)	Designated at fair value through profit or loss	Designated at fair value through profit or loss	Designated at fair value through profit or loss	Total (Rs.)
	Amortised Cost (Rs.)	At Fair Value Through profit or loss	Designated at fair value through profit or loss	Amortised Cost (Rs.)	Designated at fair value through profit or loss	Designated at fair value through profit or loss					
	(1)	(2)	(3)	(1)	(2)	(3)	(4)=(1)+(2)+(3)	(4)=(1)+(2)+(3)	(4)=(1)+(2)+(3)	(4)=(1)+(2)+(3)	(4)=(1)+(2)+(3)
Liability Component of compound financial Instrument											
Others Bonds/Debentures	2,43,000.00	-	-	-	-	-	2,43,000.00	-	-	-	-
Total (A)	2,43,000.00	0.00	0.00	0.00	0.00	0.00	2,43,000.00	0.00	0.00	0.00	0.00
Borrowings in India	2,43,000.00	-	-	-	-	-	2,43,000.00	-	-	-	-
Borrowings outside India	-	-	-	-	-	-	-	-	-	-	-
Total (B)	2,43,000.00	0.00	0.00	0.00	0.00	0.00	2,43,000.00	0.00	0.00	0.00	0.00
Total (B) to tally with (A)	2,43,000.00	0.00	0.00	0.00	0.00	0.00	2,43,000.00	0.00	0.00	0.00	0.00

a) Number, Rate and Type of Debenture :- 2430, 9% unlisted and Secured Non Convertible Debentures of Rs. 10,000/- each

b) Tenure :- Three Years

c) The Non Convertible Debentures shall be secured by charge over all present and future assets of the issuer comprising of upto 1.1 times of the book debt and all receivables from Loans arising out of lending business of the issuer in accordance with terms of Deed of Hypothecation.



REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of the financial statements
All amounts are in Indian Hundred Rupees unless otherwise stated
NOTE : 10 : Borrowings (Other than Debt Securities)

	(Current Year)				(Previous Year)			
	Amortised Cost (Rs.)	At Fair Value Through profit or loss	Designated at fair value through profit or loss	Total (Rs.) (4)=(1)+ (2)+(3)	Amortised Cost (Rs.)	Designated at fair value through profit or loss	Designated at fair value through profit or loss	Total (Rs.) (4)=(1)+ (2)+(3)
	(1)	(2)	(3)	(4)=(1)+ (2)+(3)	(1)	(2)	(3)	(4)=(1)+ (2)+(3)
(a) Term loans								
(i) from banks								
Secured								
(ii) from other parties	22,08,517.03	-	-	22,08,517.03	0.00	-	-	0.00
(b) Deferred payment liabilities	-	-	-	-	-	-	-	-
Loans from related parties								
Unsecured								
(d) Finance lease obligations	63,63,278.32	-	-	63,63,278.32	-	-	-	-
(e) Liability component of compound financial instruments	-	-	-	-	-	-	-	-
(f) Loans repayable on demand								
(i) from banks	-	-	-	-	-	-	-	-
(ii) from other parties	-	-	-	-	-	-	-	-
Unsecured	86,689.34	-	-	86,689.34	-	-	-	-
(Not guaranteed by Directors/ others)	-	-	-	-	-	-	-	-
(g) Other loans								
Total (A)	86,58,484.69	0.00	0.00	86,58,484.69	0.00	0.00	0.00	0.00
Borrowings in India								
Borrowings outside India	86,58,484.69	-	-	86,58,484.69	-	-	-	-
Total (B)	86,58,484.69	0.00	0.00	86,58,484.69	0.00	0.00	0.00	0.00
Total (B) to tally with (A)	86,58,484.69	0.00	0.00	86,58,484.69	0.00	0.00	0.00	0.00



Term Loan 1 from State Bank of India

Term Loan of Rs. 15 Cr is sanctioned for on Lending for LAP, Personal Loans to Customers and other retails activities in Urban, Semi Urban and Rural Areas

Term Loan 2 from State Bank of India

Term Loan of Rs. 10 Cr is sanctioned for on Lending for LAP, Personal Loans to Customers and other retails activities in Urban, Semi Urban and Rural Areas

Limit Fund Based	Primary Security	Collateral Security	Gurantee	Repayment Schedule
Term Loan - 1 Rs. 15 Cr Rate of Interest 10.00%	Exclusive Hypothecation Charge Over Specific Pool of receivables/Book Debts/ Loan Receivables Created out of Bank Finance	Equitable Mortgage on Commercial Land and Building bearing Survey No. 12/12 Part, Situated at Perungudi, OMR Road Chennai 600096 measuring 18312 Sq Ft belongs to M/s Khivraj Motors Private Limited Charge Extended for Rs. 7.23 Crores	Corporate Guarantee of M/s Khivraj Motors Private Limited	Nov 22 to Jan 23 NIL Feb 23 to Sep 25 45,50,000/- Oct-25 44,00,000/- (Exclusive of Interest)
Term Loan - 2 Rs. 10 Cr Rate of Interest 10.25%	First and Exclusive Charge on Designated Account with SBI, Sirrothozil Branch and all amounts Credited/ Deposited/ Lying in Such Accounts	The same Collateral is extended to the exposure availed from our Bank by M/s Khivraj Motors Private Limited, M/s Khivraj Vahan Private Limited and M/s Khivraj Automobiles and Infrastructure Pvt Ltd		Apr 23 to Jun 23 NIL July 23 to Feb 26 30,31,000/- Mar-26 30,08,000/- (Exclusive of Interest)



REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

Notes Forming Integral Part of financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

11. Deposits

Sr. No	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
	Deposit from Others		
	At Amortised Cost	1,78,250.00	-
	At Fair Value through Profit and Loss A/c		-
	Designated at Fair Value through Profit and Loss A/c		-
	Total	1,78,250.00	-

12. Other Financial Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
	Liabilities for Expenses	10,982.91	20,009.14
	Total	10,982.91	20,009.14

13. Current Tax Liabilities (Net)

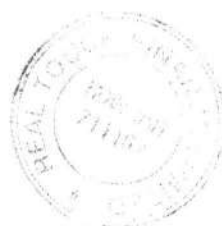
Sr. No	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
1	Provision for Taxation (2017-2018)	-	23,000.00
	Less:- Taxes Paid	-	22,056.50
2	Provision for Taxation (2019-2020)	-	40,500
	Less:- Taxes Paid	-	40,848
4	Provision for Taxation (2021-2022)	-	49,500.00
	Less:- Taxes Paid	-	43,826.16
	Total	-	5,673.84
			6,269.40

14. Provisions

Sr. No	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
	Provision for standard Assets	52,373.71	13,810.00
	Total	52,373.71	13,810.00

15. Deferred Tax Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2023	AS AT MARCH 31, 2022
	WDV as per Companies Act 2013	60283.03	
	WDV as per Income Tax Act 1961	56511.68	
	Timing Difference	3,771.35	
	Deferred Tax Liabilities @ 25.168%	949.17	
	Total	949.17	-



REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

Notes Forming Integral Part of financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

16. Other Non Financial Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2023		AS AT MARCH 31, 2022	
	Advance EMI		2,838.34		
	Tds Payable				774.50
	EPF Payable		1,087.70		
	ESI Payable		52.93		
	Professional Tax Employee		289.52		
	TDS refund Payable		14,389.19		
	staff Mediclaim payable		202.50		
	TDS Payable		41,128.05		
	GST Payable		(1,550.25)		
	Total		58,437.98		774.50

17. Equity Share Capital

Sr. No	Particulars	AS AT MARCH 31, 2023		AS AT MARCH 31, 2022	
		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



REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

Notes Forming Integral Part of financial Statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

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

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 2023		As at 31st March 2022	
	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%

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%

18. Other Equity

Sr. No	Particulars	AS AT MARCH 31, 2023		AS AT MARCH 31, 2022	
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	8,70,375.10		7,50,013.05	
	Add: Surplus in the Statement of Profit and Loss Account	2,73,543.89		1,51,362.05	
	Transfer to RBI Reserve Fund		11,43,918.99		9,01,375.10
	Closing balance		54,709.00		31,000.00
4	Reserve Fund (RBI):				
	Opening Balance	2,24,207.20		1,93,207.20	
	Add: Addition during the Year	54,709.00		31,000.00	
	Closing balance		2,78,916.20		2,24,207.20
	Total		26,50,277.19		23,76,733.30



REAL TOUCH FINANCE LIMITED

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Notes forming integral part of financial statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

19. Revenue from Operations

Sr. No.	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
1	Interest Received	9,39,547.62	2,38,227.90
2	Liability Written Off	-	5.40
3	Profit/Loss from sale of shares	(11,924.90)	(2,223.38)
4	Dividend	-	56.59
	Total	9,27,622.72	2,36,066.51

20. Other Income

Sr. No.	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
1	Processing charges	96,759.94	5,135.00
2	Interest on Fixed Deposit	3,698.35	-
	Total	1,00,458.29	5,135.00

21. Finance Cost

Sr. No.	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
1	Interest on Borrowings	4,14,876.56	-
2	Processing Fees	25,699.74	-
	Total	4,40,576.30	-

22. Employment Benefit Expenses

Sr. No.	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
1	Director Remuneration	32,692.03	7,733.34
2	Salaries, Bonus and Stipend etc	61,539.90	15,780.00
3	Contribution to ESI	128.09	-
4	Contribution to PF	2,649.19	-
5	Staff Welfare Expenses	263.12	-
6	Other	25.00	-
	Total	97,297.33	23,513.34

23. Depreciation and Ammortization

Sr. No.	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
1	Depreciation	6,341.46	136.49
		6,341.46	136.49



REAL TOUCH FINANCE LIMITED

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Notes forming integral part of financial statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

24. Other Expenses

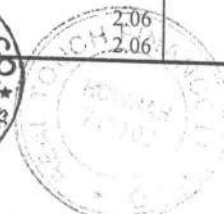
Sr. No	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
a	Administrative Expenses:		
1	Advertisement & Publicity		
2	Annual Membership Fees	780.73	270.06
3	Bank Charges	287.00	778.43
4	CIBIL Score checking charges	119.91	3.60
5	Depository Charges	-	305.10
6	Electric Charges	1,444.67	1,062.00
7	Filing Fees	337.92	29.90
8	General Expenses	257.20	76.00
9	Office Exps.	37.85	186.31
10	Listing Fees	1,658.85	746.96
11	Printing & Stationery	3,540.00	3,540.00
12	Professional / Consultancy Fees	778.03	68.69
13	Rent Rates and Taxes	28,517.58	2,711.00
14	Travelling & Conveyance	5,527.48	310.00
15	Maintenance Charges	10,515.80	213.64
16	Sitting Fees	700.37	1,389.30
17	Service Charge	355.00	300.60
18	Website Expenses	448.60	38.40
19	Telephone Charges	-	70.80
20	Late Fees and Interest on delayed Payment	115.57	22.91
21	Registrar Expenses	489.97	0.90
22	Demat Charges	-	268.82
23	Donation	7.66	10.51
24	Entertainment Expenses/ Business meetings	-	100.00
25	Survey Fees	-	7,479.00
26	Software Expenses	-	37.50
27	STT charges	4,268.12	46.03
28	internet charges	11.24	1.09
29	Input Reversal	3,992.35	83.82
30	Trade Mark Registration	-	1,171.16
31	Prior Period Item	-	90.00
32	Postage and Telegram	618.61	-
33	Transportation Charges	79.21	-
34	Balance Written Off	285.00	-
35	Collection Activity Charges	1,041.04	-
36	Disbursement Activity Charges	30.80	-
b	Payment to Auditors:	4,879.34	-
31	Internal Audit Fees		
32	Audit Fees	120.00	120.00
	Total	72,245.90	22,712.53

25. Provisions & Contingencies

Sr. No	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
1	Provision against Standard Assets	38,563.71	160.00
		38,563.71	160.00

26. Earning Per Share

Sr. No	Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
	Profit after Tax		
	Weighted Average No. of Shares	2,61,960.16	1,45,179.15
	Face Value Per Equity Shares	1,26,92,690	1,26,92,690
		Rs. 10/-	Rs. 10/-
	Earning Per Share - Basic	2.06	1.14
	Earning Per Share- Diluted	2.06	1.14



REAL TOUCH FINANCE LIMITED

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Notes forming integral part of financial statements

All Amounts are in Indian Hundred Rupees unless otherwise stated

27. Contingent Liabilities:- Income Tax	10594.60/-	
28. Commitments:	Nil	Nil
29. 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.
30. a) Dividends from Subsidiary Companies	N.A.	N.A.
b) Provisions For losses of Subsidiary Companies	N.A.	N.A.
31. Issue of Securities made for a Specific Purpose	Nil	Nil
32. Capital-Work-in Progress (CWIP)	Nil	Nil
33. Intangible assets under development	Nil	Nil
34. Earning in Foreign Exchange:-	Nil	Nil
35. Expenditure in Foreign Exchange:-	Nil	Nil
36. Impairment Loss	Nil	Nil

37. 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.

38. 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.

39. 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.

40. **Indian Accounting Standard 19 "Employee Benefits"** : The company has not accounted for gratuity but has accounted for other Benefit like PF and ESI. 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.

41. 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 never been declared as 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 taken Secured Loan by way of Issuance of Debt Securities and Borrowing of Term Loan from State Bank of India. Company has duly filed Charge Form with the Registrar of Companies.



REAL TOUCH FINANCE LIMITED

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Notes Forming Integral Part of financial Statements

All amounts are in Indian Hundred Rupees unless otherwise stated

46. Related Party Disclosures

Description of Relationship	Name of related parties
Holding Company	Ultraplus Housing Estate Private Limited
Subsidiaries	Nil
Associates	Nil
Group Co.	Alwarpet Properties Private Limited Castle Traders Limited Khivraj Automobiles and Infrastructure Private Limited Khivraj Motors Private Limited
Key Management Personnel (KMP)	G Sridharan Whole Time Director Arindam Laha CFO Priyanka Singh Company Secretary
Non Executive Director	Anant Bhagat (resigned on 14.11.2022) Rajesh Kumar Sethia Shweta Ghorawat Sundaresan Sampathkumar Somnath Sarkar Ujjawal Kumar Bothra
Companies/concerns in which KMP / Relatives of KMP can exercise significant influence	

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

Particulars	Transaction during the Year Amount (Rs.)	Interest	Balance as on 31.03.2023 (Rs.)	Transaction during the Year Amount (Rs.)	Interest	Balance as on 31.03.2022 (Rs.)
Key Managerial Personnel (Remuneration)						
Priyanka Singh (Company Secretary)	2,400.00	-	-	2,400.00	-	200.00 Cr
Arindam Laha (Chief Financial Officer)	1,040.00	-	-	960.00	-	80.00 Cr
G Sridharan (Appointed as Whole Time Director on 06.01.2022)	32,692.03	-	-	6,833.34	-	-
Non Executive Director (Sitting Fees)						
Anant Bhagat (Resigned on 14/11/2022)	10.00	-	10.00 Cr	10.00	-	10.00 Cr
Shrish Tapuria (Resigned on 06.01.2022)	-	-	-	50.00	-	50.00 Cr
Rajesh Kumar Sethia	60.00	-	54.00 Cr	60.00	-	20.00 Cr
Ujjawal Kumar Bothra	60.00	-	54.00 Cr	60.00	-	60.00 Cr
Shweta Ghorawat	60.00	-	54.00 Cr	60.00	-	60.00 Cr
Somnath Sarkar	60.00	-	54.00 Cr	30.00	-	20.00 Cr
Borrowings / (Repayment of Borrowings)						
Alwarpet Properties Pvt Ltd	14,23,200.00	64,531.47	11,63,278.32 Cr	-	-	-
Castle Traders Limited	(1,95,000.00)	286.30	1,00,000.00 Cr	-	-	-
Khivraj Automobiles and Infrastructure Private Limited	(257.67)	4,389.04	3,00,000.00 Cr	-	-	-
Khivraj Motors Private Limited	(3,950.14)	2,88,280.36	48,00,000.00	-	-	-
Purchase of Assets						
Two Wheeler	-	-	-	-	-	-
Khivraj Automobiles and Infrastructure Private Limited	4,858.43	-	-	-	-	-
Loans Given/ (Repayment of Loan)						
Addarsh Management Pvt Ltd	-	-	-	(59.98)	41,231.30	6,26,108.17 Dr
Brilliant Dealers Private Limited	-	-	-	(142.21)	2,103.00	31,892.70 Dr
Landmark Vinimay Private Limited	-	-	-	(84.03)	18,880.80	2,86,692.72 Dr
Olympia Cairnhill Development Pvt Ltd	-	-	-	3,000.00	-	1,50,105.89 Dr
Olympia Real Estate Chennai pvt Ltd	-	-	-	(22,094.54)	42,045.60	6,37,741.04 Dr
Ultraplus Housing Estate Pvt Ltd	100.00	-	-	50.00	45.99	577.94 Dr
	(677.94)	-	-	0.00	-	-

Loans and Advances to Related Parties

Type of Borrower	2023		2022	
	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
Promoters	-	0.00%	-	-
Directors	-	-	577.94	0.02%
KMPs	-	-	-	-
Related Parties	-	0.00%	17,32,540.52	50.22%



REAL TOUCH FINANCE LIMITED

CIN L01111WB1997PLC085164

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 2023	For year ended 31st march 2022
(a) Capital to risk- weighted asstes ratio (CRAR)		1.0121
(b) Tier I CRAR	0.3090	
(c) Tier II CRAR	0.3049	1.0083
(d) Liquidity Coverage Ratio	0.0041	0.0038
	2.3672	2.2224

42: 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.

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

44. 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.

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



NOTE 47 ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2023 AND PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE

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:- 22nd Day of May 2023



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

Kriti Agarwal
Kriti Agarwal
Partner

Firm Registration No. 319295E

Membership No. 302753

UDIN: 23302753 BGZLH04910