

Notice is hereby given that the **Thirtieth** Annual General Meeting of the members of M/s Real Touch Finance Ltd will be held on Friday the 14<sup>th</sup> Day of August 2015 at 11.30 AM at the registered office of the Company at 'Arihant Enclave', Ground Floor, 493B/57A, G. T. Road (South), Shibpur, Howrah – 711102, to transact the following businesses:

### **Ordinary Business**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, including the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr Binod Chand Kankaria (DIN: 00389251), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 139(9) and 142(1) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under, the appointment of M/s. Ashok Kumar Natwarlal & Co., Chartered Accountants (Registration No. 322307E) in the 29<sup>th</sup> Annual General Meeting until 32<sup>nd</sup> Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company.”

### **Special Business**

#### **4. Confirmation of Appointment of Mrs Anny Jain (DIN 06850978)**

To pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT Mrs. Anny Jain who is appointed as the additional director of the company by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual general Meeting and in respect of whom the company has received a notice in writing from the member proposing her candidature for the office of director under Section 160 of the Companies Act, is hereby appointed as director of the Company.”

#### **5. Appointment of Mrs. Anny Jain as Non Executive Professional Director of the Company**

To pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“Resolved that, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Mrs Anny Jain (DIN 06850978) as an Non Executive Professional Director of the Company who is liable to retire by rotation at the Annual General Meeting.”

By Order of the Board of Directors

For Real Touch Finance Limited  
Binod Chand Kankaria  
Managing Director  
June 30, 2015  
Registered Office:  
'Arihant Enclave', Gr. Floor  
493B/57A, G. T. Road (South)  
Shibpur, Howrah – 711102  
CIN: L01111WB1997PLC085164  
E-mail: [acaasm@rediffmail.com](mailto:acaasm@rediffmail.com)

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

***Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.***

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

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

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

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday August 8, 2015 to Friday August 14, 2015** (both days inclusive) for the purpose of Annual General Meeting.
8. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

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

10. The Notice of the AGM along with the Annual Report for 2014-15 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website [www.associatedcereals.com](http://www.associatedcereals.com) for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and

other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at [acaasm@rediffmail.com](mailto:acaasm@rediffmail.com).

11. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
12. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on **11<sup>th</sup> August, 2015 (9:00 am)** and ends on **13<sup>th</sup> August, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 7<sup>th</sup> August 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. **The process and manner for remote e-voting are as under:**
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
      - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
      - (iii) Click on Shareholder - Login
      - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
      - (vii) Select "EVEN" of "Real Touch Finance Limited".
      - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii)** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through **e-mail to [evoting.pdrandar@outlook.com](mailto:evoting.pdrandar@outlook.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 7<sup>th</sup> August , 2015**.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 7<sup>th</sup> August 2015**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [acaasm@rediffmail.com](mailto:acaasm@rediffmail.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.**
- XIII.** M/S. P D Randar and Co., Practicing Chartered Accountants having Firm Registration No. 319295E of 13 Ganesh Chandra Avenue, 2<sup>nd</sup> Floor, Kolkata-700013 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.associatedcereals.com](http://www.associatedcereals.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special business mentioned in the accompanying Notice:

**Item No. 4 and 5: Appointment of Mrs Anny Jain as Non Executive Professional Director**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs Anny Jain as an Additional Directors of the Company with effect from 20<sup>th</sup> April 2015. In terms of the provisions of Section 161(1) of the Act, Mrs. Anny Jain would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Anny Jain for the office of Director of the Company.

Mrs. Anny Jain is not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

Mrs. Anny Jain possess appropriate skills, experience and knowledge.

Brief resume of Mrs. Anny Jain names of companies in which she hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mrs. Anny Jain is appointed as director of the Company.

Save and except Mrs. Anny Jain and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 of the Notice, which pertain to their respective appointments.

The Board recommends Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the shareholders.

By Order of the Board of Directors  
For, Real Touch Finance Limited

Binod Chand Kankaria  
Managing Director  
June 30, 2015  
Registered Office:  
'Arihant Enclave', Gr. Floor  
493B/57A, G. T. Road (South)  
Shibpur, Howrah – 711102  
CIN: L01111WB1997PLC085164  
E-mail: [acaasm@rediffmail.com](mailto:acaasm@rediffmail.com)

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

Name	:	Mr. Binod Chand Kankaria
Date of Birth	:	16/01/1952
Date of Appointment	:	20/01/2011
Qualifications	:	B.com
Expertise in specific functional areas	:	Construction
Directorships held in other companies (excluding foreign companies)	:	Bengal Land Developers Pvt Ltd, Bengal Polyresins Pvt Ltd, Brilliant Dealers Pvt Ltd, Eastern Centre Pvt Ltd, Godbalaji Commercial Pvt Ltd, Hoooghly Apartments Pvt Ltd Jaishree Centre Private Limited Jain Space Infra Venture Limited Kankaria Builders Pvt Ltd Kankaria Textiles Pvt Ltd Land Mark Vinimay Pvt Ltd Multanmull Kishanlal Pvt Ltd Musical Films Pvt Ltd Olympia Cairnhill Development Pvt Ltd Orient Movie tone Corporation Limited Pawan Complex Pvt Ltd Rishra Estates Private Limited Safal Goods Pvt Ltd Shreerampur Complex Pvt Ltd Shri paras Construction Pvt Ltd Space Olympia Properties Pvt Ltd Sri Panchanan Complex Pvt Ltd
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	
Number of shares held in the Company	:	NIL

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

Name	:	Mrs. Anny Jain
Date of Birth	:	20/10/1985
Date of Appointment	:	20/04/2015
Qualifications	:	Company Secretary
Expertise in specific functional areas	:	Compliances
Directorships held in other companies (excluding foreign companies)	:	NIL
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	NIL
Number of shares held in the Company	:	NIL



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

*Folio No.:* \_\_\_\_\_ *DP-ID No.:* \_\_\_\_\_ *Client-ID No.* \_\_\_\_\_

*Name of Member(s):* \_\_\_\_\_

*Name of the Proxy holder:* \_\_\_\_\_

*Registered Address:* \_\_\_\_\_  
\_\_\_\_\_

*Number of Shares Held:* \_\_\_\_\_

*I hereby record my presence of the 30<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday the 14<sup>th</sup> Day of August, 2015 at 11.30 AM at Registered Office of the Company at "Arihant Enclave" Ground Floor, 493B/57A G T Road(s) Shibpur Howrah-711102.*

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

*\* Strike out whichever is not applicable*

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

**FORM OF PROXY**

Folio No.: \_\_\_\_\_ DPID No.: \_\_\_\_\_ Client ID No.: \_\_\_\_\_

Name of the Member(s): \_\_\_\_\_ Email Id: \_\_\_\_\_

Registered Address: \_\_\_\_\_

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

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

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

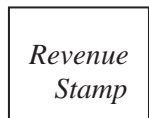
3. Name : \_\_\_\_\_ E-mail Id \_\_\_\_\_  
 Address: \_\_\_\_\_

as my / our Proxy to vote for me / us, on my / our behalf at the 30<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday the 14<sup>th</sup> day of August, 2015 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Description of Resolution	FOR	AGAINST
1.	Ordinary Resolution for Adoption of Balance sheet, Statement of Profit and Loss, Report of Auditors and Board of Directors for the year ended 31 <sup>st</sup> March 2015.		
2.	Ordinary Resolution for Re-appointment of Mr. Binod Chand Kankaria (DIN 00389251) as Director who is retiring by rotation		
3.	Ordinary Resolution for appointment of Auditors		
4.	Ordinary Resolution for confirmation of Appointment of Mrs. Anny Jain (DIN 06850978)		
5.	Ordinary Resolution for Appointment of Mrs. Anny Jain as non executive Professional Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015. Signature of Member \_\_\_\_\_

Signature of Proxy holder(s): 1. \_\_\_\_\_ 2. \_\_\_\_\_  
 3. \_\_\_\_\_



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

**ANNEXURE TO THE NOTICE FOR THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF  
THE COMPANY TO BE HELD ON 14<sup>TH</sup> DAY OF AUGUST, 2015**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

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

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Friday, 14<sup>th</sup> day of August, 2015 at 11.30 AM. at “Arihant Enclave” 493B/57A G T Road (s) Shibpur Howrah-711102 and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER – ID</b>	<b>PASSWORD</b>
<b>102205</b>		

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

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
11 <sup>th</sup> August, 2015 at 9:00 A.M. (IST)	13 <sup>th</sup> August, 2015 at 5:00 P.M. (IST)

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

By Order of the Board  
For Real Touch Finance Limited  
**Binod Chand Kankaria**  
Managing Director

Place: Kolkata

Date : 10<sup>th</sup> July,2015

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

# REAL TOUCH FINANCE LIMITED (Formerly ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR  
493B / 57A G.T. ROAD ( SOUTH )  
SHIBPUR , HOWRAH – 711102  
PH.NO : 033-26410119  
EMAIL : acaasm@rediffmail.com

## DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited Balance sheet as at 31<sup>st</sup> March 2015 and Statement of Profit & Loss for the year ended on that date.

### Financial Results

S. No.	Particulars	2014-2015	2013-2014
1.	Gross Income	90,77,353.56	18,27,627.79
2.	Profit Before Interest and Depreciation	67,32,888.50	8,87,402.29
3.	Profit Before Tax	66,65,927.50	11,97,402.29
4.	Provision for Tax	17,71,950.00	3,29,641.00
5.	Profit After tax	48,93,977.50	8,67,761.29
6.	Transfer to Statutory Reserve as per RBI Guidelines	9,85,000.00	1,74,000.00
7.	Proposed Dividend on Equity Shares	-	-
7.	Balance Brought forward from Balance Sheet	3,66,95,892.85	3,60,02,131.56
8.	Balance carried forward to Balance Sheet	4,06,04,870.35	3,66,95,892.85

### Management Discussion and Analysis Report

As required under clause 49 of the listing Agreement with the Stock Exchanges, the management Discussion and Analysis report is enclosed as a part of this report.

### Corporate Governance and Shareholders Information

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the listing agreement. As report on Corporate Governance is included as part of this report. Certificate from the Statutory Auditors of the Company M/s Ashok Kumar Natwarlal & Co., Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report.

### Change of Name

During the Year, the Name of the Company is changed from Associated Cereals Limited to Real Touch Finance Limited. The Company has got the Approval letter from BSE and NSDL But the approval is pending from CSDL and Department of Non Banking Supervision-Reserve Bank of India.

### Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's share are listed.

### Dematerialisation of shares

63.83 5 of the Company's paid up Equity share Capital is in dematerialised form as on 31/03/2015 and the balance are in physical form. The Company's registrar are M/s Niche Technologies Private Limited having their registered office at D-511 Bagree Market, 5<sup>th</sup> Floor, 71, B R B Basu Road Kolkata-700001.

## **Number of Board Meetings Held**

The Board of Directors duly met Eleven Times during the financial year from 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015. The dates on which meetings were held are as follows:

2/04/2014, 16/04/2014, 15/05/2014, 31/05/2014, 10/06/2014, 27/06/2014, 11/07/2014, 31/10/2014, 13/01/2015, 30/03/2015, 31/03/2015.

## **Directors**

Pursuant to the Provisions of Section 161 (1) of the Companies Act, 2013 read with the Articles of Association of the Company, Smt Anny Jain is appointed as Additional Director of the Company and she shall hold office only upto the date of this Annual General Meeting and being eligible offer herself for reappointment.

## **Directors Responsibility Statement**

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

- a) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the same period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

## **Audit Observations**

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

## **Auditors:**

- a) Statutory Auditors:- The Auditors M/s Ashok Kumar Natwarlal and Co. Chartered Accountants, Kolkata retire at this Annual General Meeting and being eligible, offer themselves for reappointment.
- b) Secretarial Audit:- According to the Provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Secretarial Audit Report submitted by the Companies Secretary in Practice is enclosed as a part of this report.
- c) Internal Auditors:- M/s J P Lakhota & Associates are the Internal Auditors of the Company.

## **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.

## **Corporate Social Responsibility**

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the CSR is not applicable for the Company.

## **Vigil Mechanism**

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

## **Related Party Transactions**

Related Party Transactions that were entered during the financial year were on Arm's length basis and were in the ordinary course of Business. There were no materially significant related party transactions with the Company's promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with the related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed.

## **Extracts of Annual Return**

The details forming part of the Extract of the Annual Return in form MGT-9 is annexed.

## **Particulars of Loans, Guarantees or Investments**

Details of Loans, Guarantees and Investments covered under the Provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial Statements.

## **Remuneration to the Directors/KMP**

Sr No.	Names	Designation	Remuneration in 2014-2015	Remuneration in 2013-2014
1	Mr. Binod Chand Kankaria	Managing Director	1,20,000	Nil
2	Smt Anny Jain	CS (KMP)	1,20,000	Nil

Smt Anny Jain resign from the post of Company Secretary as on 20/04/2015 and joins the Company as Non Executive Professional Director. Mr. Arindam Laha is appointed as Chief Financial Officer of the Company with effect from 30/03/2015.

## **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.

**Kolkata**

**Date:-26.06.2015**

**BY ORDER OF THE BOARD**

**RADHEYSHYAM MISHRA  
CHAIRMAN**

## FORM AOC-2

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of Particulars of Contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's Length transaction under third Proviso is given below:

### 1. Details of contracts or arrangements or transactions not at Arm's Length Basis:-

Sl No.	Particulars	Details
a)	Name of the Related Party & nature of relationship	Nil
b)	Nature of the Transactions	Nil
c)	Duration of Transactions	Nil
d)	Date of Approval	Nil
e)	Amount Paid (Rs.)	Nil

### 2. Details of Contracts or arrangements or Transaction at Arm's Length Basis:

Sl No.	Particulars	Details			
a)	Name of the Related Party	Khivraj Housing Pvt Ltd	KSM Housing Pvt Ltd	KSM Niketan Pvt Ltd	Olympia Infratech Pvt Ltd
b)	Nature of Relationship	Directors are Interest	Directors are Interest	Directors are Interest	Directors are Interest
c)	Nature of Transaction	Loan Given	Loan Given	Loan Given	Loan Given
d)	Amount Paid (Rs.)	1,30,00,000	6,25,00,000	50,00,000	12,06,00,000

Kolkata

Date:-26.06.2015

BY ORDER OF THE BOARD

**RADHEYSHYAM MISHRA**  
CHAIRMAN

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

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

Financial Year ended on 31.03.2015

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

**2. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY**

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

SI No.	Name and Discription of Main Products/Services	NIC Code of the Product/Service	% of total turnover of the Company
1	Providing Loans	6492	85.88%
2	Making Investment	6619	14.12%

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

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



#### 4. SHAREHOLDING PATTERN

Category of Shareholders	No. of shares held at the beginning of the Year				No. of shares held at the end of the Year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central or State Govt	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (1)</b>	<b>3103750</b>	<b>3765870</b>	<b>6869620</b>	<b>54.123</b>	<b>3103750</b>	<b>3765870</b>	<b>6869620</b>	<b>54.123</b>	<b>0</b>	<b>0</b>
(2) Foreign										
a) NRI Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies. Corp	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>3103750</b>	<b>3765870</b>	<b>6869620</b>	<b>54.123</b>	<b>3103750</b>	<b>3765870</b>	<b>6869620</b>	<b>54.123</b>	<b>0</b>	<b>0</b>
<b>B Public Shareholding</b>										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
d) Central or Sate Govt	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Co.	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2) Non Institutions										
a) Bodies Corporate	3339000	960950	4299950	33.877	4567093	657450	5224543	41.162	924593	7.28
b) Individual Shareholders										
Having nominal Capital Upto One Lakhs	5600	163820	169420	1.335	28049	167500	195549	1.541	26129	.21
Having Nominal Capital more than One Lakhs	704300	649400	1353700	10.665	203998	0	203998	1.607	1149702	-9.05
c) Any other Clearing Member	0	0	0	0	198980	0	198980	1.568	198980	1.56
<b>SUBTOTAL (B)(2)</b>	<b>4048900</b>	<b>1774170</b>	<b>5823070</b>	<b>45.877</b>	<b>4998120</b>	<b>824950</b>	<b>5823070</b>	<b>45.877</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4048900</b>	<b>1670850</b>	<b>5823070</b>	<b>45.877</b>	<b>4998120</b>	<b>824950</b>	<b>5823070</b>	<b>45.877</b>	<b>0</b>	<b>0</b>
<b>SHARES HELD BY CUSTODIAN (C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL (A)+(B)+(C)</b>	<b>7152650</b>	<b>5436720</b>	<b>12692690</b>	<b>100</b>	<b>8101870</b>	<b>4590820</b>	<b>12692690</b>	<b>100</b>	<b>0</b>	<b>0</b>

**SHAREHOLDING OF PROMOTERS**

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

**CHANGE IN PROMOTERS SHAREHOLDING**

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

**SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN PROMOTERS, DIRECTORS ETC)**

SI No.	For TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Sanjit Shukla	346400	2.729	0	0
2	Ganpati Brokerage Pvt Ltd	302500	2.383	0	0
3	Dhankuber Vintrade Pvt Ltd	250000	1.970	250000	1.970
4	Dhanshakti Mercantile Pvt Ltd	250000	1.970	250000	1.970
5	Dolphin Tradecomm Pvt Ltd	250000	1.970	250000	1.970
6	Meenu Vyapaar Pvt Ltd	250000	1.970	250000	1.970
7	Radhashree Finance Limited	250000	1.970	250000	1.970
8	Pushpkala Vanijya Pvt Ltd	250000	1.970	250000	1.970
9	Randar Businesses Pvt Ltd	250000	1.970	250000	1.970
10	S R Tie Up Pvt Ltd	250000	1.970	250000	1.970
11	Sangam Merchants Pvt Ltd	250000	1.970	250000	1.970
12	Sidhimangal Commodeal Pvt Ltd	250000	1.970	250000	1.970
13	Subhmangal Commodeal Pvt Ltd	250000	1.970	250000	1.970
14	Vishnupriya Vintrade Pvt Ltd	250000	1.970	250000	1.970

**SHAREHOLDING OF KMP AND DIRECTORS**

SI No.	For TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Binod Chand Kankaria	0	0	0	0
2	Anant Bhagat	0	0	0	0
3	Shrish Tapuriah	0	0	0	0
2	Anny Jain	0	0	0	0

**5. INDEBTNESS OF THE COMPANY INCLUDING INTEREST:- Nil**

**6. REMUNERATION OF THE DIRECTORS AND KMP**

Sl No.	Particulars of Remuneration	KEY MANAGERIAL PERSON		
		Mr. B C Kankaria	Smt Anny Jain	Total
1	Salary	1,20,000	1,20,000	2,40,000
	Total	1,20,000	1,20,000	2,40,000

**7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

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

**Kolkata**

**Date:-26.06.2015**

**BY ORDER OF THE BOARD**

**RADHEYSHYAM MISHRA  
CHAIRMAN**

# **REAL TOUCH FINANCE LIMITED (Formerly ASSOCIATED CEREALS LIMITED)**

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR  
493B / 57A G.T. ROAD ( SOUTH )  
SHIBPUR , HOWRAH – 711102  
PH.NO : 033-26410119  
EMAIL : acaasm@rediffmail.com

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## **CHAIRMAN & CFO CERTIFICATION**

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

- a) We have reviewed the Financial Statements and Cash Flow Statements for The year ended 31<sup>st</sup> March 2015 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 might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations
- b) There are, to the best of our Knowledge and belief, no transaction entered into by the Company during the Year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal control for the financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee :
- (i) Significant Changes in Internal Control during the Year;
  - (ii) Significant Changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of he management or an employee having a significant role in the company's internal control.

Chairman

Chief Financial Officer

# REAL TOUCH FINANCE LIMITED (Formerly ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR  
493B / 57A G.T. ROAD ( SOUTH )  
SHIBPUR , HOWRAH – 711102  
PH.NO : 033-26410119  
EMAIL : acaasm@rediffmail.com

## REPORT ON CORPORATE GOVERNANCE

### A) Company's Philosophy

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

### B) Board of Directors

The Board of Directors of the Company have an optimum combination of Executive, Non Executive and Independent Directors who have in depth knowledge of the business. consist The Board of Director consist of Six Directors. Mr Binod Chand Kankaria , Director of the company is retiring by rotation and is eligible for re-appointment.

#### Mr. Radhe Shyam Mishra

Mr. Radhe Shyam Mishra, Chairman of the Company is a graduate with more than two decades of experience in administration. He brings major strength in planning future financial growth of the Company.

Name of the Other Public Limited Company in which Mr. Radheshyam Mishra is a Director

Sl No.	Name of the Company
1	Radhagobind Commercial Limited

#### Mr. Binod Chand Kankaria

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

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

Sl No.	Name of the Company
1.	Jain Space Infra Venture Ltd
2.	Orient Movietone Corpn Ltd

#### Mr. Anant Bhagat

Mr. Anant Bhagat aged 29 Years hold degree of Bachelor of Business Management. He started his career in Real Estates and obtained degree of Master of Science in Real Estates. He has rich and diverse experience in areas of construction, financing. He does not hold any equity shares in the Company.

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

Sl No.	Name of the Company
1.	Navin Space Housing Limited
2.	Bengal Sanjeevani Housing Development Ltd

#### Mr. Shrish Tapuriah

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

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

Sl No.	Name of the Company
1.	Hanuman Bags & Containers Ltd
2.	Kanchan Udyog Limited
3.	I S G Traders Limited
4.	Bengal Shrachhi Housing Development Limited

**Mr. Rajesh Kumar Sethia**

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

**Smt Anny Jain**

Smt Anny Jain is a well qualified Company Secretary. She Serve the organization as a company Secretary (KMP) till 20/04/2015 and Join the company as a Non Executive Professional Director on the same date.

**C) Meetings and Attendance**

The Meeting of the Board are generally held at the Corporate office of the Company at “ Arihant Enclave” 493B/57A G.T. Road(South) Shibpur Howrah-711102. During the year under review, Eleven Board meetings were held on during the financial year from 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015. The dates on which meetings were held are as follows:

2/04/2014, 16/04/2014, 15/05/2014, 31/05/2014, 10/06/2014, 27/06/2014, 11/07/2014, 31/10/2014, 13/01/2015, 30/03/2015, 31/03/2015.

**D) Board Agenda**

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

**E) Independent Directors**

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

**F) Shareholding of Directors**

Names	No. of Shares held
Binod Chand Kankaria	NIL
Anant Bhagat	NIL
Shrish Tapuriah	NIL
Radhe Shyam Mishra	NIL
Rajesh Kumar Sethia	NIL

**G) General Body Meetings**

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

Financial Year	Date	Location
2011-2012	29/09/2012	Arihant Enclave 493B/57A G T Road Ground Floor, Howrah-711102
2012-2013	28/06/2013	Arihant Enclave 493B/57A G T Road Ground Floor, Howrah-711102
2013-2014	27/09/2014	Arihant Enclave 493B/57A G T Road Ground Floor, Howrah-711102

During the years, the company had taken shareholders approval by way of special resolution as per details below

Financial Year	Date	Purpose
2014-15	27/09/2014	Change of Name of the Company
2014-15	27/09/2014	Alteration of articles of the Company
2014-15	27/09/2014	Appointment of Mr. B C Kankaria as Managing Director
2014-15	27/09/2014	Authority to borrow exceeding the limits specified under Section 180(1) ( c )

**H) 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.

No penalties have been imposed on the company by the Stock Exchange or SEBI or any other authority in any matter related to capital markets, for non compliance by the company.

#### I) 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.

#### J) 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.

#### K) Registrar and Transfer Agents and Share Transfer System

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

M/s Niche Technologies Pvt Ltd  
D-511, Bagree Market  
71, B R B Basu Road  
Kolkata-700001

Trading in Equity shares of the Company is permitted as demat as well as physical form. Shares sent for transfer in physical form are registered and returned with in a period of 30 Days from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expediting the process of share transfers Smt. Anny Jain is resigned as Company Secretary of the Company and join the organization as Non Executive professional Director, is hereby appointed Compliance officer, 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.

#### L) Distribution of Shareholding

The Distribution of shareholding as on March 31, 2015 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	435	78.0969	116489	.9178
2	501-1000	42	7.5404	31665	.2495
3	1001-5000	24	4.3088	41435	.4052
4	5001-10000	4	.7181	31050	.2446
5.	10001-50000	22	3.9497	606748	4.7803
6.	50001-100000	9	1.6158	693288	5.4621
7.	100001- And above	21	3.7702	11162015	87.9405
	<b>Totals</b>	<b>557</b>	<b>100.00</b>	<b>12692690</b>	<b>100.00</b>

#### M)Details of Shareholding as on March 31, 2015 was as under:-

Sl No.	Category	No. of Shares Held	Shareholding
1	Promoters	6869620	54.123
2	Non Institution- Bodies Corporate	5224543	41.162
3	Non Institution-Individual	399547	03.148
4	Clearing Member	198980	01.567
		<hr/>	<hr/>
		12692690	100.00

## N) General Shareholder Information

Annual General Meeting:

Date	14-08-2015
Time	12.30 PM
Venue	Arihant Enclave, 493B/57A G T Road (South) Shibpur Howrah-711102
Financial Year	2014-2015
Book Closure Date	8 <sup>th</sup> August 2015 to 14 <sup>th</sup> August 2015
Listing on Stock Exchange	BSE LTD Scrip Code:-538611
ISIN No.	INE840I01014

The Company has paid listing fees to the Exchange.

## O) 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. Radhey Shyam Mishra , as Chairman and Mr. Rajesh Kumar Sethia, Non Executive Independent Director and Mr. Anant Bhagat Non Executive Promoter Director.. No compliant had been received during the year.

## P) 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 14.05.2014, 11.08.2014, 05.11.2014 and 05.02.2014. 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. Radhey Syam Mishra	Non Executive Independent Director	4	4
Mr. Shrish Tapuriah	Non Executive Director	4	4
Mr. Rajesh Kumar Sethia	Non Executive Independent Director	4	4

## Q) 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.

The Nomination and Remuneration committee of the Company consist of three Directors.

## No. of Board Meeting

During the year the Committee had Two Meeting i.e on 12.09.2014 and 30.03.2015

## Name, Composition and attendance during the Year

Name of the Director	Position	No. of Meetings Held	No. of Meeting Attended
1.Mr. Radheyshyam Mishra	Chairman	2	2
2.Mr. Rajesh Kumar Sethia	Member	2	2
3.Mr. Shrish Tapuriah	Member	2	2



**R) 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.

**S) Address of Registered Office**

“Arihant Enclave”

Ground Floor, 493B/57A G T Road (s)

Shibpur Howrah-711102

**T) Reconciliation of Share Capital Audit:-**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to redconcile 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.

**U) Corporate Identity Number**

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

**V) Green Initiative in the Corporate Governance**

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

**Kolkata**

**Date:-26.06.2015**

**BY ORDER OF THE BOARD**

**RADHEYSHYAM MISHRA  
CHAIRMAN**

# **REAL TOUCH FINANCE LIMITED (Formerly ASSOCIATED CEREALS LIMITED)**

CIN L01111WB1997PLC085164

ARIHANT ENCLAVE , GROUND FLOOR  
493B / 57A G.T. ROAD ( SOUTH )  
SHIBPUR , HOWRAH – 711102  
PH.NO : 033-26410119  
EMAIL : acaasm@rediffmail.com

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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The key areas of Management Discussion and Analysis are given below.

### **INDUSTRY STRUCTURE & DEVELOPMENTS**

India is set to become the World fastest growing major economy by 2016 ahead of China, the International Monetary Fund said in its recent latest forecast. India is expected to grow 6.3 percent in 2015 and 6.5 percent in 2016 by when it is likely to cross china's projected growth rate, the IMF said in the latest update of its world Economic outlook.

### **SEGMENT WISE PERFORMANCE**

The Company is engaged primarily in the business of Non Banking Finance Companies and accordingly there are no separate reportable segments.

### **OUTLOOK**

The economic slowdown had a significant bearing on the functioning and profitability of NBFCs. But it has been estimated that in the long run there are vast opportunities for NBFCs. Hence, the Company is expecting to improve its performance and profitability in future.

### **OPPORTUNITIES & THREATS**

Business opportunities for NBFCs companies are enormous as the new areas and segments are being explored. Your Company on its part is also well poised to seize new opportunities as they come.

### **RISKS & CONCERNS**

Investment in Equity and equity related Securities involve a degree of risk and investor should not invest in equity of the Company unless they can afford to take the risk of losing their Investment. Investors are advised to read the risk factors carefully before taking an investment decision in the shares of the Company.

### **INTERNAL CONTROL SYSTEM AND ADEQUACY**

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

### **FINANCIAL PERFORMANCE**

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.  
For and on behalf of board of directors

**Kolkata**

**Date:-26.06.2015**

**BY ORDER OF THE BOARD**

**RADHEYSHYAM MISHRA  
CHAIRMAN**

**Auditors' Certificate on Corporate Governance**

We have examined the compliance of conditions of corporate governance by **M/s Real Touch Finance Limited (formerly Associated Cereals Limited)** ('the Company') for the year ended on March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month as on 31<sup>st</sup> March ,2015 against the Company as per the records maintained by the Investors Grievance Committee.

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

161/1, Mahatma Gandhi Road,  
3<sup>rd</sup> Floor, Room No. 70B,  
Kolkata – 700 007

For, Ashok Kumar Natwarlal & Co.  
Chartered Accountants

Dated: 26.06.2015

**ASHOK KUMAR AGARWAL**  
Proprietor  
Membership No. 056189  
Firm Regn No.322307E

**INDEPENDENT AUDITOR'S REPORT**

**To The Members**

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

**Report on Financial Statements**

We have audited the accompanying standalone financial statement of **REAL TOUCH FINANCE LIMITED (FORMERLY ASSOCIATED CEREALS LIMITED)**, which comprises the Balance sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit and Loss and Cash Flow statement for the year then ended and a summary of Significant accounting policies and other explanatory information.

**Management Responsibility for the Financial Statements**

The Company board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provision of the Act for safeguarding the asset of the Company and for preventing and detecting frauds and other regularities; selection and application of the 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the auditor report under the provision of the Act and the rules made there under.

We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinion of the financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in case of the Balance sheet, of the state of affairs of the company as at March 31, 2015;
- (b) In the case of profit and loss Account, of the **PROFIT** for the Year ended on that date; and
- © in the case of the Cash flow statement, of the cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by 'the Companies (Auditor's Report) Order, 2015 ("the Order")', issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 30 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 accounts 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 and the cash flow statement dealt with by this report are in agreement with books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the accounting Standard Specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representation received from the Directors as on 31<sup>st</sup> March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director, in terms of Section 164(2) of the Act; and
  - f) 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 requirement for making provision under the applicable law or Accounting standards;
    - (iii) The company does not have any requirement to transfer any amount to Investor Education and Protection fund by the Company.

161/1, Mahatma Gandhi Road,  
3<sup>rd</sup> Floor, Room No. 70B,  
Kolkata – 700 007

For, Ashok Kumar Natwarlal & Co.  
Chartered Accountants

Dated: 26.06.2015

**ASHOK KUMAR AGARWAL**  
Proprietor  
Membership No. 056189  
Firm Regn No.322307E

The Annexure referred to in our Audit Report to the Members of the Company on the standalone financial Statements for the year ended 31<sup>st</sup> March 2015, we report that:

- 1 The Company does not own any fixed Assets.
- 2 The Company does not own any inventory.
- 3 The Company has granted Loans and Advances to Four Parties covered in the register maintained under Section 189 of the Companies Act, 2013.
  - a) The Borrowers have been regular in payment of the Interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly the provisions of CARO 2015 are not applicable for the overdue amount of Rupees One Lakhs.
- 4 In our opinion and according to the information and explanations given to us, there is an adequate internal control procedures commensurate with the size of the company and the nature of business with regard to purchase and sale of shares & securities, and services. During the course of our Audit, we have not observed any major weakness in the internal control system during the course of audit.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed the maintenance of Cost records under Section 148(1) of the Act, for any of the Business rendered by the Company.
7. As explained to us, the provident Fund Scheme, Sales Tax, Excise Duty, Custom Duty, wealth Tax, Value Added Tax and Employees State Insurance Scheme are not applicable to the Company.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax were outstanding as at 31<sup>ST</sup> March 2015 for a period of more than six months from the sate they become payable.
8. The Company does not have any accumulated loss at the end of the Year. The Company has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
9. The Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the Balance Sheet date.
10. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanations given to us, the Company has not taken any long term loans during the year.
12. According to the information and explanations given no fraud on or by the Company has been noticed or reported during the year.

161/1, Mahatma Gandhi Road,  
3<sup>rd</sup> Floor, Room No. 70B,  
Kolkata – 700 007

For, Ashok Kumar Natwarlal & Co.  
Chartered Accountants

Dated: 26.06.2015

ASHOK KUMAR AGARWAL  
Proprietor  
Membership No. 056189  
Firm Regn No.322307E

# REAL TOUCH FINANCE LIMITED

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

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	AS AT MARCH 31, 2015	AS AT MARCH 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	1	12,69,26,900.00	12,69,26,900.00
(b) Reserves and Surplus	2	17,96,75,690.35	17,47,81,712.85
<b><u>(2) Current Liabilities</u></b>			
(a) Other Liabilities	3	3,39,442.00	14,470.00
(b) Short-Term Provisions	4	21,61,900.00	8,21,307.00
<b>Total Equity &amp; Liabilities</b>		<b>30,91,03,932.35</b>	<b>30,25,44,389.85</b>
<b>II.ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
(a) Long term loans and advances	5	9,93,82,644.00	9,93,82,644.00
(b) Non-Current investments	6	1,06,16,424.58	97,50,841.43
<b><u>(2) Current Assets</u></b>			
(a) Cash and cash equivalents	7	43,98,235.77	5,80,072.42
(b) Short-term loans and advances	8	19,47,06,628.00	19,28,30,832.00
<b>Total Assets</b>		<b>30,91,03,932.35</b>	<b>30,25,44,389.85</b>

The accompanying notes 1 to 25 are integral part of Financial Statements

**FOR ASHOK KUMAR NATWARLAL & CO**  
**CHARTERED ACCOUNTANTS**

**FOR REAL TOUCH FINANCE LIMITED**

**Radhey Shyam Mishra**  
**Chairman**

**Binod Chand Kankaria**  
**Managing Director**

**Anant Bhagat**  
**Director**

Ashok Kumar Agarwal  
 Proprietor  
 Membership No. : 56189  
 Firm Reg. No.: 322307E  
 Place Kolkata  
 Dated 26th Day of June 2015

**Arindam Laha**  
**CFO**

# REAL TOUCH FINANCE LIMITED

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

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2015**

Sr. No	Particulars	Note No.	For the year ended March 31,2015	For the year ended March 31,2014
I	Revenue from Operations	9	90,77,353.56	18,27,627.79
II	<b>II. Total Revenue</b>		<b>90,77,353.56</b>	<b>18,27,627.79</b>
III	<b>Expenses:</b>			
	Employee Benefit Expense	10	4,71,000.00	1,88,000.00
	Financial Costs	11	55,961.00	68,602.00
	Depreciation and Amortization Expense	12	-	3,10,000.00
	Other Administrative Expenses	13	18,83,745.06	3,17,853.50
	Provisions and Contingencies	14	720.00	2,54,230.00
	<b>Total Expenses (IV)</b>		<b>24,11,426.06</b>	<b>6,30,225.50</b>
IV	Profit before exceptional and extraordinary items and tax	(II-III)	<b>66,65,927.50</b>	<b>11,97,402.29</b>
V	Profit before extraordinary items and tax		<b>66,65,927.50</b>	<b>11,97,402.29</b>
VI	Profit before tax		<b>66,65,927.50</b>	<b>11,97,402.29</b>
VII	<b>Tax expense:</b>			
	(1) Current tax		16,80,000.00	3,00,000.00
	(2) Tax for earlier years		91,950.00	29,641.00
				-
VIII	Profit(Loss) for the period from continuing operations	(VIII-IX)	<b>48,93,977.50</b>	<b>8,67,761.29</b>
IX	Profit/(Loss) for the period		<b>48,93,977.50</b>	<b>8,67,761.29</b>
X	Earning per equity share:			
	(1) Basic	15	0.39	0.07
	(2) Diluted		0.39	0.07

The accompanying notes 1 to 25 are integral part of Financial Statements

**FOR ASHOK KUMAR NATWARLAL & CO**  
**CHARTERED ACCOUNTANTS**

**FOR REAL TOUCH FINANCE LIMITED**

Radhey Shyam Mishra  
Chairman

Binod Chand Kankaria  
Managing Director

Anant Bhagat  
Director

Ashok Kumar Agarwal  
Proprietor  
Membership No. : 56189  
Firm Reg. No.: 322307E  
Place Kolkata  
Dated 26th Day of June 2015

Arindam Laha  
CFO



# REAL TOUCH FINANCE LIMITED

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

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

	PARTICULARS	AMOUNT(Rs.)	As at 31.03.2015	As at 31.03.2014
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
	Net Profit Before Tax		66,65,927.50	<b>11,97,402.29</b>
	Adjustments for:			
	Preliminary Expenses w/off	-		3,10,000.00
	Provision for Standard Assets	720.00		(2,54,230.00)
		-	720.00	-
	<b>Operating Profit before Working Capital Changes</b>		<b>66,66,647.50</b>	<b>12,53,172.29</b>
	Adjustments for:			
	(Increase)/Decrease in Short Term Advances	-18,75,796.00		10,17,05,341.00
	(Increase)/Decrease in Long Term Advances	-		(9,55,82,644.00)
	Increase/(Decrease) in Short Term Borrowings	-		(81,410.00)
	Increase/(Decrease) in Payables			2,870.00
	Increase/(Decrease) in liabilities	3,24,972.00	(15,50,824.00)	-
	<b>Cash generated from operations</b>		<b>51,15,823.50</b>	<b>72,97,329.29</b>
	Income Tax paid		4,32,077.00	3,45,879.00
	<b>Net Cash flow from Operating activities</b>		<b>46,83,746.50</b>	<b>69,51,450.29</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		-	-
	Purchase of Investment	(8,65,583.15)	(8,65,583.15)	(74,17,727.90)
	<b>Net Cash used in Investing activities</b>		<b>(8,65,583.15)</b>	<b>(74,17,727.90)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
	Proceeds from Issue of Equity Share	-		-
	Expense for Increase in Authorised Capital	-		(1,50,000.00)
	<b>Net Cash used in financing activities</b>		-	<b>(1,50,000.00)</b>
	<b>Net increase in cash &amp; Cash Equivalents</b>		<b>38,18,163.35</b>	<b>(6,16,277.61)</b>
	Opening Cash and Cash equivalents		5,80,072.42	1196350.03
	Closing Cash and Cash equivalents		43,98,235.77	5,80,072.42
	<b>Cash &amp; Cash Equivalents</b>			
	Cash in Hand		2,87,116.69	568081.69
	Cash at Bank		41,11,119.08	11,990.73
	<b>Cash &amp; Cash equivalents as stated</b>	-	<b>43,98,235.77</b>	<b>5,80,072.42</b>

**FOR ASHOK KUMAR NATWARLAL & CO**  
**CHARTERED ACCOUNTANTS**

**For, Real Touch Finance Limited**

Ashok Kumar Agarwal  
Proprietor  
Membership No. : 56189  
Firm Reg. No.: 322307E  
Place Kolkata  
Dated The 26th Day of June 2015

Radhey Shyam Mishra  
Chairman

Binod Chand Kankaria  
Managing Director

Anant Bhagat  
Director

Arindam Laha  
CFO



# REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

## 1. Share Capital

Sr. No	Particulars	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
		Nos.	Amount	Nos.	Amount
1	<b>AUTHORIZED CAPITAL</b> Equity Shares of Rs. 10/- each.	1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00
		1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00
	<b>Total Issued, Subscribed &amp; Paid Up Capital</b>	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00

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

Sr. No	Name of the Shareholder	No. of Shares	% Held	No. of Shares	% Held
#	Ultraplus Housing Estate Pvt Ltd	68,69,620	54.12	68,69,620	74.73

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

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

### (c) Terms/Rights Attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and ranks pari passu.

Radhey Shyam Mishra  
Chairman

Binod Chand Kankaria  
Managing Director

Anant Bhagat  
Director

Arindam Laha  
CFO

# REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

## 2. Reserve & Surplus

Sr. No	Particulars	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
1	<b>Securities Premium</b>				
	Opening Balance	7,00,00,000.00		-	
	Add:- Addition During the year	-		7,00,00,000.00	
	Closing Balance		<b>7,00,00,000.00</b>		<b>7,00,00,000.00</b>
2	<b>General Reserve:</b>				
	Opening Balance	5,82,15,100.00		5,82,15,100.00	
	Add: Addition during the Year	-		-	
	Closing balance		<b>5,82,15,100.00</b>		<b>5,82,15,100.00</b>
3	<b>Surplus (Profit &amp; Loss Account):</b>				
	Opening Balance	3,66,95,892.85		3,60,02,131.56	
	Add: Surplus in the Statement of Profit & Loss	48,93,977.50		8,67,761.29	
	Transfer to RBI Reserve Fund		4,15,89,870.35		3,68,69,892.85
	Closing balance		9,85,000.00		1,74,000.00
			<b>4,06,04,870.35</b>		<b>3,66,95,892.85</b>
4	<b>Reserve Fund (RBI):</b>				
	Opening Balance	98,70,720.00		96,96,720.00	
	Add: Addition during the Year	9,85,000.00		1,74,000.00	
	Closing balance		<b>1,08,55,720.00</b>		<b>98,70,720.00</b>
	<b>Total</b>		<b>17,96,75,690.35</b>		<b>17,47,81,712.85</b>

## 3. Other Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
1	Audit Fees Payable		10,000.00		10,000.00
2	Liabilities for Expenses		2,96,714.00		2,500.00
3	Professional Tax Payable		7,572.00		1,352.00
4	Tds Payable		25,156.00		618.00
	<b>Total</b>		<b>3,39,442.00</b>		<b>14,470.00</b>

## 4. Short Term Provisions

Sr. No	Particulars	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
1	<b>Others</b>				
	Provision for standard Assets		4,81,900.00		4,81,180.00
	Provision for Taxation		16,80,000.00		3,40,127.00
	<b>Total</b>		<b>21,61,900.00</b>		<b>8,21,307.00</b>

Radhey Shyam Mishra  
Chairman

Binod Chand Kankaria  
Managing Director

Anant Bhagat  
Director

Arindam Laha  
CFO

# REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

## 5. Long Term Loans and Advances

Sr. No	Particulars	AS AT MARCH 31,2015		AS AT MARCH 31,2014	
	Advance against land/ Flat		9,93,76,944.00		9,93,76,944.00
	Electricity Deposit		5,700.00		5,700.00
	<b>Total</b>		<b>9,93,82,644.00</b>		<b>9,93,82,644.00</b>

## 6. Non- Current Investment

Sr. No	Particulars	AS AT MARCH 31,2015		AS AT MARCH 31,2014	
		Nos.	Value	Nos.	Value
	<b>Investment in Equity</b>		-		-
	<b>QUOTED</b>		-		-
	Econo Trade (India) Ltd.	9,000	7,21,783.92	27,800	22,29,009.76
	Rashel Agro	1	8.77	1	8.77
	R.M Financial Ltd.	20	20.00	20	20.00
	Purbanchal Steel Limited	40,500	1,03,275.00	40,500	1,03,275.00
	Rohtash Industries Limited	2,000	800.00	2,000	800.00
	Ankit Metal and Power	3,75,000	35,28,780.94	1,50,000.00	16,95,855.00
	Kwality credit	8,000	9,25,328.20	8,000.00	9,25,328.20
	Pipavav	-	-	98,000.00	47,96,544.70
	Vakrangee Software	17,500	22,14,857.75	-	-
	Vikas Global	2,00,000	15,50,780.00	-	-
	Virtual Global	1,00,000	15,70,790.00	-	-
	<b>Total</b>		<b>1,06,16,424.58</b>		<b>97,50,841.43</b>

The Market Value of Shares is Rs. 57,89,278.77/- . In the absense of Market Value of some shares, Book Value is taken as Market Value.

## 7. Cash & Cash Equivalent

Sr. No	Particulars	AS AT MARCH 31,2015		AS AT MARCH 31,2014	
1	<b>Cash-in-Hand</b>				
	Cash Balance		2,87,116.69		5,68,081.69
	<b>Sub Total (A)</b>		<b>2,87,116.69</b>		<b>5,68,081.69</b>
2	<b>Bank Balance</b>				
	Corporation Bank		2,106.00		2,106.00
	The Lakshmi Vilas Bank		41,09,013.08		9,884.73
	<b>Sub Total (B)</b>		<b>41,11,119.08</b>		<b>11,990.73</b>
	<b>Total</b>	<b>[ A + B ]</b>	<b>43,98,235.77</b>		<b>5,80,072.42</b>

## 8. Short Terms Loans and Advances

Sr. No	Particulars	AS AT MARCH 31,2015		AS AT MARCH 31,2014	
1	<b>Loans &amp; Advances</b>				
	a) Unsecured, Considered Good :		19,45,33,967.00		90,58,171.00
2	<b>Share Application Given</b>		-		18,36,00,000.00
3	<b>Others</b>				
	Income Tax Refundable for A.Y. 2006-2007		1,72,661.00		1,72,661.00
	<b>Total</b>		<b>19,47,06,628.00</b>		<b>19,28,30,832.00</b>

Radhey Shyam Mishra  
Chairman

Binod Chand Kankaria  
Managing Director

Anant Bhagat  
Director

Arindam Laha  
CFO

# REAL TOUCH FINANCE LIMITED

Notes Forming Part of Statement of Profit & Loss for the year ended 31st March, 2015

## 9. Revenue from Operations

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
	Interest Received	77,95,443.00	16,08,219.00
	Profit on sale of shares	12,81,910.56	2,19,722.39
	Speculation Profit	-	(313.60)
	<b>Total</b>	<b>90,77,353.56</b>	<b>18,27,627.79</b>

## 10. Employment Benefit Expenses

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
1	Director Remuneration	1,20,000.00	-
2	Salaries, Bonus etc	3,27,000.00	1,88,000.00
3	Stipend	24,000.00	-
	<b>Total</b>	<b>4,71,000.00</b>	<b>1,88,000.00</b>

## 11. Financial Cost

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
1	Interest paid on Loan	55,961.00	68,602.00
	<b>Total</b>	<b>55,961.00</b>	<b>68,602.00</b>

## 12. Depreciation & Amortised Cost

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
1	Preliminary Expenses W/O	-	3,10,000.00
	<b>Total</b>	<b>-</b>	<b>3,10,000.00</b>

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Managing Director

Anant Bhagat  
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CFO

# REAL TOUCH FINANCE LIMITED

*Notes Forming Part of Statement of Profit & Loss for the year ended 31st March, 2015*

## 13. Other Expenses

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
<b>a</b>	<b>Administrative Expenses:</b>		
1	Advertisement & Publicity	8,880.00	19,680.00
2	Bank Charges	2,524.54	2,256.91
3	CDSL fees	41,011.00	29,214.00
4	Compliance Fees	-	1,100.00
5	Demat Charges	-	868.20
6	Filing Fees	52,000.00	13,500.00
7	General Expenses	14,404.00	9,399.00
8	Listing Fees	7,53,472.00	59,750.00
9	NSDL fees	33,708.00	25,844.00
10	Postage and Courier	11,954.00	3,413.00
11	Printing & Stationery	17,535.00	6,835.00
12	Professional Fees	8,50,480.00	56,180.00
13	Professional Tax	2,500.00	5,400.00
14	Trade Licences	1,850.00	1,850.00
15	Travelling & Conveyance	9,992.00	8,063.00
16	Registrar Expense	13,953.00	25,301.25
17	Payment for Internal Audit Fees	12,000.00	1,000.00
18	Service Tax	866.96	1,887.98
19	Service Tax on Tot	53.32	139.88
20	Stamp Charges	1,399.88	2,980.33
21	Securities Transaction Tax	14,000.00	29,333.00
22	Turnover Tax	431.36	1,131.95
23	Maintenance Charges	15,000.00	2,316.00
24	Service Charges	-	310.00
25	Electric Charges	1,230.00	100.00
26	Website Expenses	14,500.00	-
<b>b</b>	<b>Payment to Statutory Auditors:</b>		
27	Audit Fees	10,000.00	10,000.00
	<b>Total</b>	<b>18,83,745.06</b>	<b>3,17,853.50</b>

## 14. Provisions & Contingencies

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
1	Provision against Standard Assets	720.00	(2,54,230.00)
		720.00	(2,54,230.00)

Radhey Shyam Mishra  
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Managing Director

Anant Bhagat  
Director

Arindam Laha  
CFO

# REAL TOUCH FINANCE LIMITED

Notes Forming Part of Statement of Profit & Loss for the year ended 31st March, 2015

## 15. Earning Per Share

Sr. No	Particulars	For the year ended March 31,2015	For the year ended March 31,2014
	Profit after Tax	48,93,977.50	8,67,761.29
	Weighted Average No. of Shares	1,26,92,690.00	1,26,92,690.00
	Face Value Per Equity Shares	Rs. 10/-	Rs. 10/-
	<b>Earning Per Share</b>	0.39	0.07

16. Contingent Liabilities:- Nil

17. Earning in Foreign Exchange:- Nil

18. Expenditure in Foreign Exchange:- Nil

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

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

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

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

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

## 24. In accordance with the Accounting Standard-18, the Details of related party Transaction as follows:-

Particulars	Transaction during the YearAmount (Rs.)	Interest Income	Balance as on 31.03.2015 (Rs.)
<b>Director Remuneration</b>			
Binod Chand Kankaria	1,20,000.00		29,730.00
<b>Repayment of Share Application Given</b>			
Tapp Chennai Holding Private Limited	18,31,00,000.00	-	-
<b>Loans Given</b>			
Khivraj Housing Private Limited	1,30,00,000.00	-	-
KSM Housing Private Limited	6,25,00,000.00	28,39,316.00	6,50,00,000.00
KSM Niketan Private Limited	50,00,000.00	66,564.00	50,59,908.00
Olympia Infratech Private Limited	12,06,00,000.00	41,61,501.00	10,64,00,000.00
ABN Infratech Private Limited			55,205.00
<b>Repayment of Loans Given</b>			
Brilliant Dealers Pvt Ltd	50,00,000.00	4,51,035.00	9,92,820.00

Radhey Shyam Mishra  
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Managing Director

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CFO



## REAL TOUCH FINANCE LIMITED

### NOTE : 25

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015 AND PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE

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#### **A. SIGNIFICANT ACCOUNTING POLICIES**

1. **Basis of Accounting**

The financial statements are prepared on a going concern assumption and under the historical cost convention and in compliance with mandatory accounting standards as notified in the Companies (Accounting Standards) Rules 2006 and the relevant provisions of the Companies Act, 2013.

2. **Use of Estimates:**

The preparation of Financial Statements requires certain estimates and assumption to be made that effect the reported amount of assets and liabilities as on date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

3. **Revenue Recognition**

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

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

4. **Investments**

Non Current Investment are valued at cost.

5. **Retirement and Other Benefits**

The provisions of payment of Gratuity Act are not applicable to the employees of the Company for the year under review.

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 recognised 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 recognised 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 realised.

7. **Earnings per Share**

The Company reports basic and diluted earnings per share in accordance with Accounting Standards-20, *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 0.25% 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.

## 10. Contingent Liability

Contract remain to be executed on capital A/c and not Provided for Rs. 13,73,20,984/- Net of Advances. Advance.

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

161/1, Mahatma Gandhi Road,  
3<sup>rd</sup> Floor, Room No. 70B,  
Kolkata – 700 007

Dated: 26.06.2015

For, Ashok Kumar Natwarlal & Co.  
Chartered Accountants

ASHOK KUMAR AGARWAL  
Proprietor  
Membership No. 056189  
Firm Regn No.322307E