

REAL TOUCH FINANCE LIMITED

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

www.realtouchfinance.com

(Annual Report For the F.Y. 2017-2018)

REAL TOUCH FINANCE LIMITED

Board of Directors

Mr. Binod Chand Kankaria

Mr. Anant Bhagat

Mr. Shrish Tapuriah

Mr. Rajesh Kumar Sethia

Mrs. Anny Jain

Chief Financial Officer

Mr. Arindam Laha

Company Secretary

Ms. Priyanka Singh

Auditor

P. D. Randar & Co.

13, Ganesh Chandra Avenue

2nd, Floor, Room No.-12

Kolkata-700013

Registrar

Niche Technologies Pvt. Ltd.

D- 115, Bagree Market, 71, B R B Basu Road,

Kolkata- 700001

Bankers

Union Bank Of India

India Exchange Place Road

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

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

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

Notice is hereby given that the **Thirty Third** Annual General Meeting of the members of M/s Real Touch Finance Limited will be held on Saturday The 28th Day of July, 2018 at 11.00 AM at the registered office of the Company at “Arihant Enclave” 493B/57A G.T.Road(S), Shibpur, Howrah-711102, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018, including the audited Balance Sheet as at 31st March, 2018, 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 Mrs. Anny Jain (DIN [06850978](#)) , who retires by rotation at this Annual General Meeting and being eligible has offered herself 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. P.D.Randar & Co., Chartered Accountants (Registration No 319295E) in the 32nd Annual General Meeting is hereby ratified in this Annual General Meeting till the conclusion of next Annual General Meeting with such remuneration as may be decided by the Board of Directors of the Company.”

By Order of the Board of Directors

For Real Touch Finance Limited

Priyanka Singh
Company Secretary
June 18th 2018
Registered Office:
493\57A G T Road,
Shibpur, Howrah-711102
CIN: L01111WB1997PLC085164
E-mail: acaasm@rediffmail.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. For the convenience of members and for proper conduct of the meeting, ***entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.***

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

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

4. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
5. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday July 23, 2018 to Saturday July 28, 2018** (both days inclusive) for the purpose of Annual General Meeting.
7. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

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

9. The Notice of the AGM along with the Annual Report for 2017-18 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.realtouchfinance.com for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at acaasm@rediffmail.com
10. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **25th July, 2018 (9:00 am)** and ends on **27th July, 2018 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

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off date of 21st July, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; “RTFL_AGM_NOTICE.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “EVEN” of “Real Touch Finance Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through **e-mail to mayur@alpassociates.in with a copy marked to evoting@nsdl.co.in**

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

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

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

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

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

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

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 21st July, 2018.**

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- 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. 21st July, 2018** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or acaasm@rediffmail.com .

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

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.**
- XIII. Mr. Mayur Agarwal Practicing Chartered Accountants having Firm Registration No. 328740E of 4 Ganesh Chandra Avenue, 7th Floor, Kolkata-700013 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.realtouchfinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited.

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

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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 **33rd ANNUAL GENERAL MEETING** of the Company held on Saturday the 28th July, 2018 at 11.00 AM at Registered Office of the Company at “Arihant Enclave”, 493B/57A G.T.Road (s), Shibpur, Howrah-71110 .

Signature of the Member / Representative / Proxy Holder*

* Strike out whichever is not applicable

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

FORM OF PROXY

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

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

Registered Address: _____

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

1. Name: _____ E-mail Id _____

Address: _____ or failing him/her

2. Name: _____ E-mail Id _____

Address: _____ or failing him/her

3. Name: _____ E-mail Id _____

Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the 33rd ANNUAL GENERAL MEETING of the Company held on Saturday The 28th July, 2018 at 11.00 am and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Description of Resolution	FOR	AGAINST
1.	Ordinary Resolution for Adoption of Balance Sheet, Statement of Profit and Loss, Report of Auditors and Board of Directors for the year ended 31 st March 2018.		
2.	Ordinary Resolution for Re-appointment of Mrs. Anny Jain (DIN 06850978) as Director who is retiring by rotation		
3.	Ordinary Resolution for Re-appointment of Auditors		

Signed this _____ day of _____ 2018. Signature of Member _____

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

3. _____

Revenue
Stamp

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

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ANNEXURE TO THE NOTICE FOR THE 33rd ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28th July, 2018

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

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

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Saturday , 28th July, 2018 at 11.00 AM. at “Arihant Enclave” , 493B/57A G.T.Road (s), Shibpur, Howrah-711102 and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER – ID	PASSWORD

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

Remote e-Voting start on	Remote e-Voting end on
25 TH July, 2018 at 9:00 A.M. (IST)	27 th July, 2018 at 5:00 P.M. (IST)

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

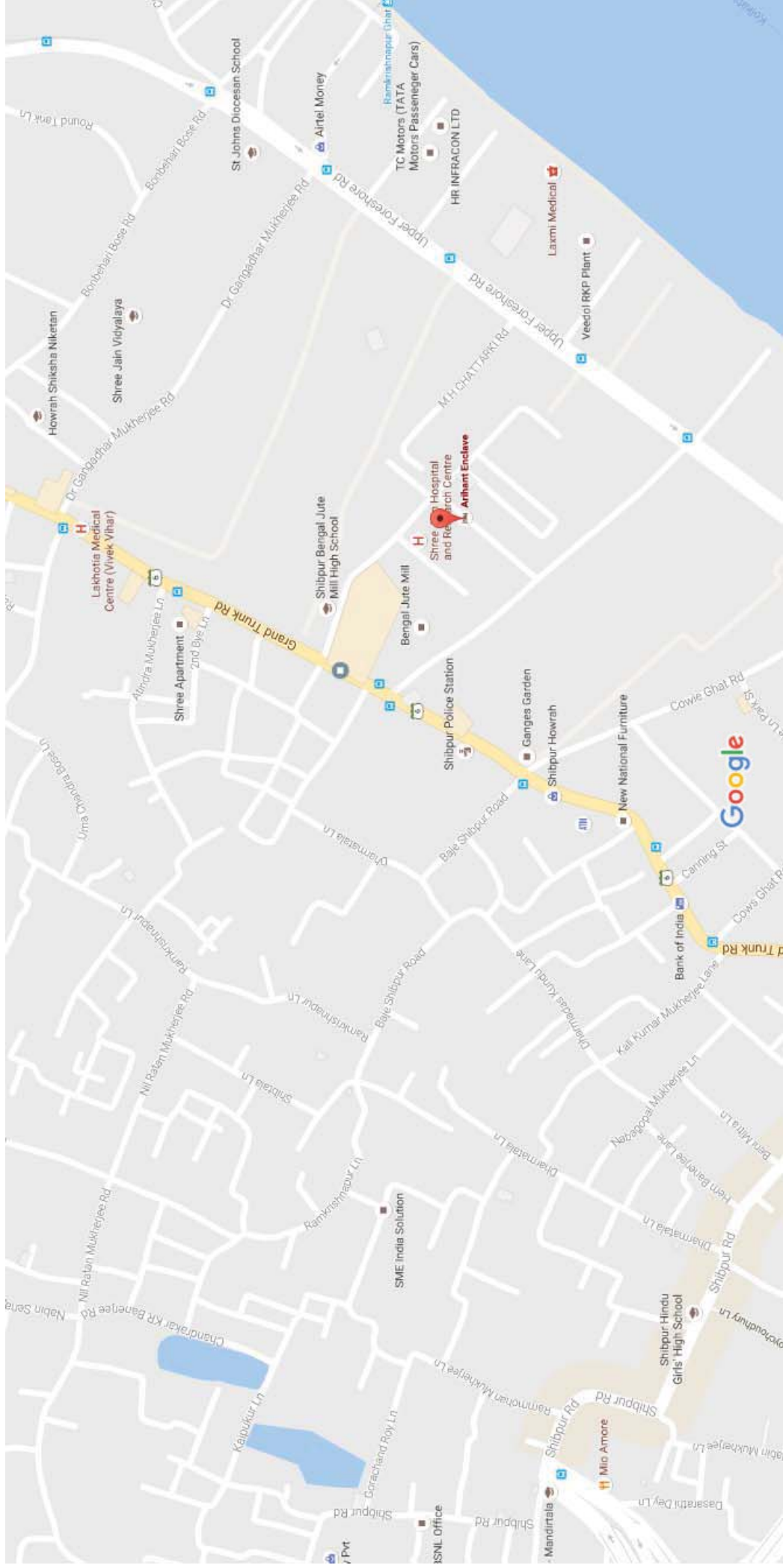
By Order of the Board
For Real Touch Finance Limited

Priyanka Singh
Company Secretary

Place: Kolkata

Date : June 18, 2018

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



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DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited Balance sheet as at 31st March 2018 and Statement of Profit & Loss for the year ended on that date.

FINANCIAL SUMMARY / STATE OF AFFAIRS:

S. No.	Particulars	2017-2018(₹)	2016-2017 (₹)
1.	Gross Income	44,57,053.18	83,36,029.65
2.	Profit Before Interest and Depreciation	19,39,743.54	66,25,114.64
3.	Finance Cost	Nil	Nil
4.	Depreciation and Amortisation	Nil	Nil
3	Profit Before Tax	19,39,743.54	66,25,114.64
4	Tax Expense	23,00,000.00	23,11,352.00
5	Profit After tax	(3,60,256.46)	43,13,762.64
6	Other Comprehensive Income Items that will not be reclassified subsequently to profit or loss	(11,79,979.04)	Nil
6.	Transfer to Statutory Reserve as per RBI Guidelines	-	8,80,000.00
7.	Proposed Dividend on Equity Shares	NIL	NIL
7.	Balance Brought forward from Balance Sheet	4,71,63,052.40	4,37,29,289.76
8.	Balance carried forward to Balance Sheet	4,56,22,816.90	4,71,63,052.40

Company's Performance

Revenue from Operation for financial Year 2017-2018 at ₹ 44,57,053.18 was lower by 46.53 % over last year ₹ 83,36,029.65 Profit Before Tax for Financial Year 2017-2018 ₹ 19,39,743.54 was lower by 70.72% over last year ₹ 66,25,114.64

Dividend

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

Transfer to Reserve

Due to Loss, the Company has not transferred any sum towards reserve under Section 45-IC of the RBI Act, 1934. .

Subsidiaries

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

Material Changes and Commitments

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

Directors and KMP

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

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

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

Board Evaluation

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

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

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

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

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

Policy on Director’s appointment and remuneration

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

Director Responsibility Statement

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

- a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same 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.

Remuneration to the Directors/KMP

Sr No.	Names	Designation	Remuneration in 2017-2018 (Amount in ₹)	Remuneration in 2016-17 (Amount in ₹)
1	Mr. Binod Chand Kankaria	Managing Director	6,00,000.00	1,20,000.00
2	Ms. Anny Jain	Director	9000.00	-
3.	Ms. Hetal C Gudgud	CS (KMP)	2,91,520.00	2,52,000.00
4.	Mr. Arindam Laha	CFO (KMP)	1,04,000.00	1,04,000.00
5.	Mr. Anant Bhagat	Director	9,000.00	-
6.	Mr. Rajesh Kumar Sethia	Director	9,000.00	-
7.	Mr. Shrish Tapuriah	Director	9,000.00	-
8.	Mr. Radhey Shyam Mishra	Director	6,000.00	

Ms. Hetal c Gudgud resigned from company Secretary with effect from 02/04/2018. Sri Radhey Shyam mishra expired on 30/08/2017.

Managerial Remuneration and Particular of Employee

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

Deposits

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

Management Discussion and Analysis Report

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

Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2017-2018 to BSE (Scrip Code 538611) where the Company's share are listed.

Dematerialisation of shares

83,51,870 of the Company's paid up Equity share Capital is in dematerialised form as on 31/03/2018 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, 5th Floor, 71, B R B Basu Road Kolkata-700001.

Number of Board Meetings

The Board of Directors duly met nine times during the financial year from 1st April, 2017 to 31st March, 2018. The maximum Interval between any two Meetings did not exceed 120 Days as prescribed in Companies Act, 2013.

Significant and Material Orders

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

Internal Financial Control and its adequacy

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

Audit Committee

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

Extracts of Annual Return

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

Auditors:

Statutory Auditors:-

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

Secretarial Auditor:-

Mrs Dipti Damani practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the Year 2017-2018 forms part of Annual report.

Auditors' Certificate on Corporate Governance:-

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

Auditor's Report and Secretarial Auditor's Report

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

Corporate Governance

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

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

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

Particulars of Employees

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

Corporate Social Responsibility

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

Vigil Mechanism

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

Related Party Transactions

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

Particulars of Loans, Guarantees or Investments

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

Disclosure Requirement

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

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

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

Migration to IND AS

As per the Directions issued by Ministry of Corporate Affairs, the companies and their auditors shall comply with Indian Accounting standars for the accounting periods beginning on or after 1st April 2017, with comparatives for the periods ending on 31st March 2018 for companies whose equity or debt securities are listed or in the process of being listed on any stock exchange in india or outside india and having networth of less than Rs. 500 Crores.

Acknowledgement

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

Cautionary Note

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

Kolkata

Date:- 30.05.2018

BY ORDER OF THE BOARD

**BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251**

EXTRACT OF ANNUAL RETURN

FORM MGT-9

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

Financial Year ended on 31.03.2018

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

2. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY

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

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

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

4. SHAREHOLDING PATTERN

Category of Shareholders	No. of shares held at the beginning of the Year				No. of shares held at the end of the Year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central or State Govt	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (1)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
(2) Foreign										
a) NRI Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies. Corp	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
B Public Shareholding										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
a) Central or Sate Govt	0	0	0	0	0	0	0	0	0	0
b) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
c) Insurance Co.	0	0	0	0	0	0	0	0	0	0
d) FIIS	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1)	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions										
a) Bodies Corporate	4715077	407450	5122527	40.358	4730744	407450	5138194	40.482	0	0.124
b) Individual Shareholders										
Having nominal Capital Upto One Lakhs	105877	167500	273377	2.154	92411	167500	259911	2.048	0	-0.106
Having Nominal Capital more than One Lakhs	264998	0	264998	2.088	279248	0	279248	2.2	0	0.112
c) Any other Clearing Member	162168	0	162168	1.278	145717	0	145717	1.148	0	-0.130
SUBTOTAL (B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0
TOTAL (A)+(B)+(C)	8351870	4340820	12692690	100	8351870	4340820	12692690	100	0	0

SHAREHOLDING OF PROMOTERS

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

CHANGE IN PROMOTERS SHAREHOLDING

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

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

Sl 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	Anand Potato Cold Storage Pvt Ltd	339648	2.67	339648	2.67
2	Awadh Heemghar Pvt Ltd	297500	2.344	297500	2.344
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	Pushpkala Vanijya Pvt Ltd	250000	1.970	250000	1.970
8	S R Tie Up Pvt Ltd	250000	1.970	250000	1.970
9	Sangam Merchants Pvt Ltd	250000	1.970	250000	1.970
10	Sidhimangal Commodeal Pvt Ltd	250000	1.970	250000	1.970

SHAREHOLDING OF KMP AND DIRECTORS

Sl No.	Directors/ KMP	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Binod Chand Kankaria	0	0	0	0
2	Anant Bhagat	0	0	0	0
3	Shrish Tapuriah	0	0	0	0
4	Anny Jain	0	0	0	0
5	Rajesh Kumar Sethia	0	0	0	0
6	Radhey Shyam Mishra	0	0	0	0
7	Hetal C Gudgud	0	0	0	0

8	Arindam Laha	0	0	0	0
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5. INDEBTNESS OF THE COMPANY INCLUDING INTEREST:- Nil

6. REMUNERATION OF MANAGING DIRECTOR, DIRECTORS AND KMP

A. REMUNERATION OF KMP DURING THE YEAR 2017-2018

Sl No.	Particulars of Remuneration	KEY MANAGERIAL PERSON			
		Mr. B C Kankaria	Ms. Hetal C Gudgud	Mr. Arindam Laha	Total
1	Salary (₹)	6,00,000	2,91,520	1,04,000	9,95,520
	Total (₹)	6,00,000	2,91,520	1,04,000	9,95,520

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

B. REMUNERATION TO NON EXECUTIVE DIRECTORS

Name	Remuneration	Fee for Attending Board Meeting	Others	Total
Anant Bhagat	-	9,000	-	9,000
Shrish Tapuriah	-	9,000	-	9,000
Radhey Shyam Mishra	-	6,000	-	6,000
Rajesh Kumar Sethia	-	9,000	-	9,000
Anny Jain	-	9,000	-	9,000

Mr. Radhey Shyam Mishra Expired on 30/08/2017.

7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

Kolkata

Date:- 30.05.2018

BY ORDER OF THE BOARD

**BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251**

ANNEXURE -1

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

A. Ratio of remuneration to the median remuneration of the employees of the company for the FY 2017-2018 as well as the percentage increase in remuneration of each director, chief financial officer and company secretary is as under:-

Name of the Director	Ratio to Median Remuneration	% Change in Remuneration over previous Year
Executive Director		
Binod Chand Kankaria	3.48	400%
Company Secretary		
Hetal C gudgud	1.70	16.27%
Chief Financial Officer		
Arindam Laha	.60	N.A

B. Number of Permanent Employees (Including KMP) - 4

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 2017-2018 (₹)	9,97,000.00
Revenue (₹)	44,57,053.18
Remuneration of KMP (as % of Revenue)	22.37%
Profit Before Tax (₹)	19,39,743.54
Remuneration of KMP (as % of PBT)	51.40%

E. Comparison of average Percentage increase in salary of Employees other than Managerial Personnel :- 12.15%

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

	Mr. B C Kankaria	Mr. Arindam Laha	Ms. Hetal Gudgud
	Managing Director	Chief Financial officer	Company Secretary
Remuneration in FY 2017-18 (₹)	6,00,000	1,04,000	2,93,000
Revenue (₹)	44,57,053.18		
Remuneration of KMP (as % of Revenue)	13.46%	2.33%	6.54%
Profit Before Tax (₹)	19,39,743.54		
Remuneration of KMP (as % of PBT)	30.93%	5.36%	15.11%

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

Name	Position	Total Remuneration	% of remuneration in excess of highest paid Director
Mr. B C Kankaria	Managing Director	6,00,000.00	N.A.
Mr. A Rohatgi	Accountant	2,40,000.00	N.A.
Ms. Hetal C Gudgud	Company Secretary	2,93,000.00	N.A.

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

H Affirmation

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

Kolkata

Date:- 30.05.2018

BY ORDER OF THE BOARD

**BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251**



DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

FORM NO.3 MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2018

[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)

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 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:

We 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, 2018 according to the provisions of:

- i.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;
- iii.** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;



DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

- iv.** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during audit period);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(Not applicable to the Company during audit period);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (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, 1998 (Not applicable to the Company during audit period);
- vi.** Other Laws that are applicable to the Company, as per the representation made by the management.

We have also examined compliance with the applicable clauses of the following:

- i.** Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii.** The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (BSE) and Calcutta Stock Exchange Limited (CSE)..

During the period under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.

We 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



DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road

Prasad Exotica, Block 5 3B, Kolkata: 700054

Mob: +91 9836157419

Email Id: diptirandar@gmail.com

in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the Board Meetings, as represented by the management, were taken on unanimously..

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Dipti Damani

Place: Kolkata

(Proprietor)

Member No.: 53996 CP No.:20083

Date: MAY 30,2018

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



DIPTI DAMANI

Practicing Company Secretary

71/3, Canal Circular Road
Prasad Exotica, Block 5 3B, Kolkata: 700054
Mob: +91 9836157419
Email Id: diptirandar@gmail.com

‘Annexure A’

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

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

Dipti Damani
(Proprietor)
Member No.: 53996 CP No.:20083
Place: Kolkata
Date: MAY 30,2018

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

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

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

CHAIRMAN & CFO CERTIFICATION

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

1. We have reviewed the Balance Sheet as at March 31,2018,Statement of Profit & Loss , and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information of the Company and the Board's Report for the year ended 31st March ,2018.

2. These statements do not contain any materially untrue statement or omit any material fact necessary to make the statements made ,in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 The financial Statements ,and other financial information included in this report ,present in all material respect a true and fair view of the Companies Affairs ,the financial condition , result of operations and cash flows of the Company as at and for the periods presented in this report ,and are in compliance with the existing accounting Standard and/or applicable laws and regulations.

4. There are no transactions entered into by the Company during the Year which are fraudulent, illegal or violate the Company's code of conduct and Ethics ,except as disclosed to the Company 's auditors and the Company's audit committee of the Board of Directors .

5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have :

- a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Accounting Standards.
- c) Evaluated the effectiveness of the Company 's disclosure ,controls and procedures.
- d) Disclosed in this report, changes , if any , in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected , or is reasonably likely to materially affect the Company's internal control over financial reporting.

6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):

- a) Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
- b) Any significant changes in internal controls during the year covered by this report.
- c) All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes the financial statements.
- d) Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.

7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

8. We further declare that all Board members and senior management personnel have affirmed compliance of Code and Ethics for the year covered by this report.

Chairman

Chief Financial Officer

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

Indian Economy Overview FY 2017-2018

Financial Year 2017-2018 marked a Significant Economic measure by the Government. The Goods and Service Tax (GST) was implemented from July 2017 as the nation moved to "One Nation One Tax". The reform measure has helped India move into the Top 100 Club in World's Global Ease of Doing Business's rankings.

Growth

The Indian economy continued to growth strongly as the economy recovered in the 2nd half post stabilization of the GST regime. Gross Domestic Product growth rate in FY 2017-2018 was 6.7% supported by consumption growth and Government spending. With Improving Investment, there are sign that a recovery is underway.

Monetary Policy

The Surge in low cost current Account and Savings Account (CASA) deposits into the banking system post demonetization, coupled with aggressive reduction in term deposit rates, aided the pass through of policy rate cuts to lending rates of commercial Banks. The speed of transmission gathered momentum from November 2016 with lending rates falling faster than term deposits rates. This also reflected the still subdued demand for credit and the availability of alternative non Bank sources of Financing. The Extent of reduction in lending rates on outstanding loans to be relatively small though, due to sticky interest rates on base rate linked loans and the 1 year reset period of MCLR linked Loans.

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 and 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 and Concern

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

Cautionary Note

Statements made in this Management Discussion and Analysis Report may contain certain forward looking statements based on various assumptions on the Company present's and future business strategies and the environment in which it operates. Actual results may differ Substantially or materially from those expressed or implied due to risk and uncertainties. These risk and uncertainties include effect of economic and political conditions in India and abroad. Volatility in Interest rates and

Kolkata

Date:- 30.05.2018

BY ORDER OF THE BOARD

**BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251**

REAL TOUCH FINANCE LIMITED

(FORMERLY ASSOCIATED CEREALS LIMITED)

CIN L01111WB1997PLC085164

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

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

REPORT ON CORPORATE GOVERNANCE

A) Company's Philosophy

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

B) Board of Directors

The Board of Directors of the Company have an optimum combination of Executive, Non Executive and Independent Directors who have in depth knowledge of the business. The Board of Director consist of five Directors. Smt Anny Jain , Director of the company is retiring by rotation and is eligible for re-appointment.

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

He does not hold any equity shares in the Company.

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

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

Mr. Shrish Tapuriah

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

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

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

Mr. Rajesh Kumar Sethia

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

Smt. Anny Jain

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

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

Sl No.

1

Name of the Company

Paragon Finance Limited

C) Meetings and Attendance

The Meeting of the Board are generally held at the Corporate office of the Company at “ Arihant Enclave” 493B/57A G.T. Road(South) Shibpur Howrah-711102. During the year under review, Nine Board meetings were held on during the financial year from 1st April 2017 to 31st March 2018. The dates on which meetings were held are as follows:

17/04/2017,17/05/2017,30/05/2017,27/06/2017,28/07/2017,14/08/2017,04/09/2017,13/11/2017,13/02/2018.

Name of the Director	Attendance at the Last AGM Held on 12.08.2017	No. of Board Meeting held, and attended, during tenure									% of attendance
		1	2	3	4	5	6	7	8	9	
Mr. Binod Chand Kankaria	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mr. Anant Bhagat	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mr. Radhey Shyam Mishra	N	Y	Y	Y	Y	Y	N	NA	NA	NA	55.56 %
Mr. Shrish Tapuriah	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mr. Rajesh Kumar Sethia	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	100 %
Mrs Anny Jain	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	100 %

D) Board Agenda

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

E) Independent Directors

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

F) Independent Directors Meetings

During the Year under review, the Independent Director Met on 13th November 2017, inter alia to Discuss:-

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

G) Shareholding of Directors

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

H) General Body Meetings

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

Financial Year	Date	Location
2014-2015	14/08/2015	Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102
2015-2016	24/08/2016	Arihant Enclave 493 B/57A GT Road (s) Ground Floor, Howrah-711102
2016-2017	12/08/2017	Arihant Enclave 493B/57A G T Road (s) Ground Floor, Howrah-711102

D) Disclosures

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

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

J) Means of Communication

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

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

K) Code of Conduct

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

L) Registrar and Transfer Agents and Share Transfer System

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

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

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

M) Distribution of Shareholding

The Distribution of shareholding as on March 31, 2018 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	534	79.7015	1,16,485	0.9177
2.	501-1000	45	6.7164	34,076	0.2685
3.	1001-5000	30	4.4776	68,528	0.5399
4.	5001-10000	10	1.4925	74,651	0.5881
5.	10001-50000	24	3.5821	6,64,627	5.2363
6.	50001-100000	4	0.5970	3,01,300	3.3738
7.	100001- And above	23	3.4328	1,14,33,023	90.0756
	Totals	670	100.00	1,26,92,690	100.00

**N) Details of Shareholding as on March 31, 2018 was as under:-
SHAREHOLDING PATTERN**

Category of Shareholders	No. of shares held at the beginning of the Year				No. of shares held at the end of the Year				% change	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
B. Promoters										
(3) Indian	0	0	0	0	0	0	0	0	0	0
f) Individual/HUF	0	0	0	0	0	0	0	0	0	0
g) Central or State Govt	0	0	0	0	0	0	0	0	0	0
h) Bodies Corporates	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
i) Bank/FI	0	0	0	0	0	0	0	0	0	0
j) Any Other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (1)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
(4) Foreign										
d) NRI Individuals	0	0	0	0	0	0	0	0	0	0
e) Other Individuals	0	0	0	0	0	0	0	0	0	0
f) Bodies. Corp	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	3103750	3765870	6869620	54.123	3103750	3765870	6869620	54.123	0	0
B Public Shareholding										
(3) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Central or State Govt	0	0	0	0	0	0	0	0	0	0
f) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
g) Insurance Co.	0	0	0	0	0	0	0	0	0	0
h) FIIS	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1)	0	0	0	0	0	0	0	0	0	0
(4) Non Institutions										
d) Bodies Corporate	4851607	407450	5259057	41.434	4715077	407450	5122527	40.358	136530	-1.07
e) Individual Shareholders										
Having nominal Capital Upto One Lakhs	58961	167500	226461	1.784	105877	167500	273377	2.154	46916	.37
Having Nominal Capital more than One Lakhs	253998	0	253998	2.001	264998	0	264998	2.088	110000	.08
f) Any other Clearing Member	83554	0	83554	0.658	162168	0	162168	1.278	78614	.62
SUBTOTAL (B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	5248120	574950	5823070	45.877	5248120	574950	5823070	45.877	0	0
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0
TOTAL (A)+(B)+(C)	8351870	4340820	12692690	100	8351870	4340820	12692690	100	0	0

O) Listing with Stock Exchange

The Equity shares of the Company are currently listed for trading under Group XT of the BSE Limited. Company confirms that it has paid listing Fees to BSE for the Year 2017-2018.

Market Price data

Sr. No.	Month	Price	
		High	Low
1.	April 2017	20.50	20.50
2.	May 2017	27.00	21.50
3.	June 2017	28.35	28.35
4.	July 2017	30.35	25.00
5.	August 2017	27.00	25.75
6.	September 2017	28.25	28.20
7.	October 2017	29.60	28.15
8.	November 2017	30.90	29.50
9.	December 2017	30.00	30.00
10.	January 2018	31.50	31.50
11.	February 2018	29.95	29.95
12.	March 2018	30.00	29.90

P) General Shareholder Information

Annual General Meeting:

Date	28-07-2018
.Time	11.00 AM
Venue	Arihant Enclave, 493B/57A G T Road (South) Shibpur Howrah-711102
Financial Year	2017-2018
Book Closure Date	22 nd July 2018 to 28 th July 2018
Listing on Stock Exchange	BSE LTD Scrip Code:-538611
ISIN No.	INE840I01014

The Company has paid listing fees to the Exchange.

Q) Vigil Mechanism/ Whistle blower Policy

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

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

R) Shareholder'/Investors' Grievance Committee

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

S) Audit Committee

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

During the year under review, four meetings of the committee were held during the year ended 30/05/2017,14/08/2017,13/11/2017,13/02/2018. 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
Mrs Anny Jain	Non Executive Independent Director	4	3
Mr. Shrish Tapuriah	Non Executive Director	4	4
Mr. Rajesh Kumar Sethia	Non Executive Independent Director	4	4

T) Nomination and Remuneration Committee

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

No. of Board Meeting

During the year the Committee had Two Meeting i.e on 17/04/2017 and 17/05/2017

Name, Composition and attendance during the Year

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

U) SEBI Complaints Redressal Systems (SCORES)

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

W) Reconciliation of Share Capital Audit:-

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

X) Corporae Identity Number

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

Y) Green Initiative in the Corporate Governance

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

Kolkata

Date:- 30.05.2018

BY ORDER OF THE BOARD

**BINOD CHAND KANKARIA
MANAGING DIRECTOR
DIN: 00389251**

Auditors' Certificate on Corporate Governance

We, P.D.Randar and Co., Chartered Accountants, the Statutory Auditors of M/s Real Touch Finance Limited have examined the compliance of conditions of corporate governance by the company, for the year ended on March 31, 2018 as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) and paras C and D of schedule V of the SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015 (the Listing Regulations).

Management Responsibility

The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the corporate governance stipulated in listing regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of corporate Governance. It is neither an audit nor expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on Certification Of Corporate Governance issued by the Institute of Chartered Accountants of India(the ICAI), the Standards on Auditing specified under Section under 143(10) of the Companies Act, 2013 , in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports Or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Performs Audits And Reviews Of Historical Financial Information ,and Other Assurance And Related Services Engagements .

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management , we certify that the company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.

We state that such compliances 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.

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

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

Dated: 30.05.2018

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 financial statement of **REAL TOUCH FINANCE LIMITED (FORMERLY ASSOCIATED CEREALS LIMITED)** , , which comprises the Balance sheet as at **31st March, 2018** ,the Statement of Profit and Loss (Including other Comprehensive Income),the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended and a summary of Significant accounting policies and other explanatory information.

Management Responsibility 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 standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounts Standards) rules, 2015,as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets 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 standalone 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.

In conducting 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 and the Order issued under Section 143(11) of the Act.

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 standalone financial statements. The procedures selected depend on auditor's judgement, including the assessment of the risks of material misstatement of the standalone 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 standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our Audit opinion of the standalone 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, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive Income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 financial statements comply with the accounting Standard Specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014;
 - e) On the basis of the written representation received from the Directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director, in terms of Section 164(2) of the Act; and
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
 - g) 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, as amended 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 long term contracts including derivative contracts.
 - (iii) The company does not have any requirement to transfer any amount to Investor Education and Protection fund by the Company.
2. As required by 'the Companies (Auditor's Report) Order, 2016 ("the Order")', issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the 'Annexure B' a statement on the matters specified in the paragraphs 3 and 4 of the order.

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

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

Dated: 30.05.2018

Annexure-A to the Auditor's Report

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

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

We have audited the internal financial controls over the financial reporting of Real Touch Finance Limited ("the Company") as on 31 March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management' s Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitation of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion ,the Company has , in all material respects , an adequate internal financial control system over financial reporting and such internal financial controls system over financial reporting were operating effectively as on 31 March,2018 , based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

Dated: 30.05.2018

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

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

Annexure B to the Independent Auditors' Report

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

- I. The Company does not have any Fixed Assets. Thus, paragraph 3(i) of the Order is not applicable.
- II. The Company does not have any inventory and hence reporting under clause (ii) of the Order is not applicable.
- III. According to the information and explanation given to us, the companies has granted loan and advances to parties covered in the register maintained under section 189 of the companies Act, 2013.
(a)The Borrower have been regular in payment of the Interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.
- IV. In our opinion and according to the information and explanations given to us, the company being a Non Banking Finance Company, the provisions of Sections 185 and 186 of the companies Act, 2013 are not applicable to it.
- V. The Company has not accepted any deposits from the public.
- VI. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

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

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

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

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

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

Dated: 30.05.2018

REAL TOUCH FINANCE LIMITED

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

Balance Sheet as at 31st March, 2018

Particulars	Note No.	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017	AS AT MARCH,2016
I.ASSETS				
<u>(1) Non-Current Assets</u>				
Financial Assets				
(a) Long term loans and advances	1	9,93,82,644.00	9,93,82,644.00	9,93,82,644.00
(b) Investments	2	11,27,961.57	1,43,91,193.38	71,83,940.89
Total Non Current Assets		10,05,10,605.57	11,37,73,837.38	10,65,66,584.89
<u>(2) Current Assets</u>				
Financial Assets				
(a) Cash and cash equivalents	3	11,47,939.57	7,34,757.28	3,86,879.65
(b) Short-term loans and advances	4	21,66,61,769.00	20,82,67,862.00	20,64,48,228.00
© Other Current Assets	5	2,43,814.76	8,010.00	15,32,879.22
Total Current Assets		21,80,53,523.33	20,90,10,629.28	20,83,67,986.87
TOTAL ASSETS		31,85,64,128.90	32,27,84,466.66	31,49,34,571.76
I. EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share Capital	6	12,69,26,900.00	12,69,26,900.00	12,69,26,900.00
(b) Other Equity	7	18,63,58,636.90	18,78,98,872.40	18,35,85,109.76
Total Equity		31,32,85,536.90	31,48,25,772.40	31,05,12,009.76
LIABILITIES				
<u>(2) Current Liabilities</u>				
(a) Other Current Liabilities	8	2,71,342.00	56,50,394.26	1,94,272.00
(b) Provisions	9	7,07,250.00	3,08,300.00	2,48,900.00
(c) Income Tax Liabilities (Net)	10	43,00,000.00	20,00,000.00	39,79,390.00
Total Current Liabilities		52,78,592.00	79,58,694.26	44,22,562.00
Total Equity & Liabilities		31,85,64,128.90	32,27,84,466.66	31,49,34,571.76

The accompanying notes are integral part of Financial Statements

FOR REAL TOUCH FINANCE LIMITED

FOR P.D.Randar & CO
Chartered Accountants

Binod Chand Kankaria
Managing Director
DIN: 00389251

Anant Bhagat
Director
DIN: 00089156

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

Arindam Laha
Chief Financial Officer

Priyanka Singh
Company Secretary

Place Kolkata

Dated: The 30th Day of May, 2018

REAL TOUCH FINANCE LIMITED

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

Profit and Loss Account for the Year ended 31st March 2018

Sr. No	Particulars	Note No.	For the year ended March 31,2018	For the year ended March 31,2017
I	Revenue from Operations	11	44,57,053.18	83,36,029.65
II	II. Total Revenue		44,57,053.18	83,36,029.65
III	Expenses:			
	Employee Benefit Expense	12	12,37,000.00	6,91,000.00
	Other Administrative Expenses	13	8,81,359.64	9,60,515.01
	Provisions and Contingencies	14	3,98,950.00	59,400.00
	Total Expenses (IV)		25,17,309.64	17,10,915.01
IV	Profit before tax		19,39,743.54	66,25,114.64
V	Tax expense:			
	(1) Current tax		23,00,000.00	20,00,000.00
	(2) Tax for earlier years		-	3,11,352.00
	(3) Short Provision for Tax		-	
VI	Profit(Loss) for the period	(VIII-IX)	(3,60,256.46)	43,13,762.64
	Other Comprehensive Income		-	
	Items that will not be reclassified subsequently to profit or loss		(11,79,979.04)	-
	Items that will be reclassified subsequently to profit or loss		-	
	Total Comprehensive Income net of tax		(15,40,235.50)	-
	Total Comprehensive Income for the period		(15,40,235.50)	43,13,762.64
VII	Earning per equity share:			
	(1) Basic	15	(0.03)	0.34
	(2) Diluted		(0.03)	0.34

The accompanying notes are integral part of Financial Statements

FOR P.D.RANDAR & CO
CHARTERED ACCOUNTANTS

FOR REAL TOUCH FINANCE LIMITED

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

Binod Chand Kankaria
Managing Director
DIN 00389251

Anant Bhagat
Director
DIN 00089156

Place Kolkata
Dated: The 30th Day of May, 2018

Arindam Laha
Chief Financial Officer

Priyanka Singh
Company Secretary

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2018

A. EQUITY SHARE CAPITAL

Balance at the beginning of the reporting period i.e. 1st April, 2016	Changes in equity share capital during the year 2016	Balance at the end of the reporting period i.e. 31st March, 2017	Changes in equity share capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018
12,69,26,900	-	12,69,26,900	-	12,69,26,900

B. OTHER EQUITY

Particulars	Reserve & Surplus										(Amount in Rs)
	Share app. money pending allotment	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Debentures Redemption Reserve	Share Based Payments Reserve Account	General Reserve	Retained Earnings	RBI Reserve	Other Comprehensive Income	
Balance at the beginning of the reporting period i.e. 1st April 2016	-	-	-	7,00,00,000	-	-	5,82,15,100	4,37,29,289.76	1,16,40,720.00	-	18,35,85,110
Total Comprehensive Income for the year	-	-	-	-	-	-	-	43,13,762.6	8,80,000	-	51,93,763
Dividends	-	-	-	-	-	-	-	-	-	-	-
Tax on dividend	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) RBI Reserve	-	-	-	-	-	-	-	8,80,000	-	-	8,80,000
On Employee Stock Options	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March 2017	-	-	-	7,00,00,000	-	-	5,82,15,100	4,71,63,052.40	1,25,20,720	-	18,78,98,872.40

B. OTHER EQUITY

Reserve & Surplus

(Amount in Rs.)

Particulars	Share app. money pending allotment	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Debentures Redemption Reserve	Share Based Payments Reserve Account	General Reserve	Retained Earnings	RBI Reserve	Other Comprehensive Income	Total
Balance at the beginning of the reporting period i.e. 1st April, 2017	-	-	-	7,00,00,000	-	-	5,82,15,100	4,71,63,052	1,25,20,720	-	18,78,98,872
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-15,40,235.50	-	-	-15,40,235.50
Dividends	-	-	-	-	-	-	-	-	-	-	-
Tax on dividend	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) RBI Reserve	-	-	-	-	-	-	-	-	-	-	-
On Employee Stock Options	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March, 2018	-	-	-	-	-	-	5,82,15,100	4,56,22,816.90	-	-	18,63,58,636.90

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

FOR REAL TOUCH FINANCE LIMITED

Binod Chanda Kankaria
Managing Director

Anant Bhagat
Director

Kriti Agarwal
Partner

Membership No. 302753
Firm Registration No. 319295E
Place : KOLKATA
Dated : 30.05.2018

Arindam Laha
Chief Financial Officer

Priyanka Singh
Company Secretary

REAL TOUCH FINANCE LIMITED

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

Cash Flow Statement for the Year Ended 31st March 2018

	PARTICULARS	AMOUNT(Rs.)	As at 31.03.2018	As at 31.03.2017
A	CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit Before Tax		19,39,743.54	66,25,114.64
	Adjustments for:			
	Provision for Standard Assets	3,98,950.00		59,400.00
	Items that will not be reclassified into P/I	(11,79,979.04)		
		-	(7,81,029.04)	-
	Operating Profit before Working Capital Changes		11,58,714.50	66,84,514.64
	Adjustments for:			
	(Increase)/Decrease in Short Term Advances	(83,93,907.00)		(18,19,634.00)
	(Increase)/Decrease in Trade Receivables	(2,35,804.76)		15,24,869.22
	Increase/(Decrease) in liabilities	(53,79,052.26)	(1,40,08,764.02)	54,56,122.26
	Cash generated from operations		(1,28,50,049.52)	1,18,45,872.12
	Income Tax paid		-	42,90,742.00
	Net Cash flow from Operating activities		(1,28,50,049.52)	75,55,130.12
B	CASH FLOW FROM INVESTING ACTIVITIES		-	-
	Increase in Long Term Loans And Advances	-	-	
	Sale of investment	1,32,63,231.81		(72,07,252.49)
	Net Cash used in Investing activities		1,32,63,231.81	(72,07,252.49)
C	CASH FLOW FROM FINANCING ACTIVITIES			
	Proceeds from Issue of Equity Share	-		-
	Expense for Increase in Authorised Capital	-		-
	Net Cash used in financing activities		-	-
	Net increase in cash & Cash Equivalents		4,13,182.29	3,47,877.63
	Opening Cash and Cash equivalents		7,34,757.28	3,86,879.65
	Closing Cash and Cash equivalents		11,47,939.57	7,34,757.28
	Cash & Cash Equivalents			
	Cash in Hand		6,160.69	4874.69
	Cash at Bank		11,41,778.88	7,29,882.59
	Cash & Cash equivalents as stated	-	11,47,939.57	7,34,757.28

FOR P.D.Randar & Co.
Chartered Accountants

For, REAL TOUCH FINANCE LIMITED

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

Binod Chand Kankaria
Managing Director
DIN 00389251

Anant Bhagat
Director
DIN 00089156

Place Kolkata
Dated: The 30th Day of May, 2018

Arindam Laha
Chief financial Officer

Priyanka Singh
Company Secretary

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

1. Long Term Loans and Advances

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH,2016	
	Advance against land/ Flat		9,93,76,944.00		9,93,76,944.00		9,93,76,944.00
	Electricity Deposit		5,700.00		5,700.00		5,700.00
	Total		9,93,82,644.00		9,93,82,644.00		9,93,82,644.00

2. Investment

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH,2016	
		Nos.	Value	Nos.	Value	Nos.	Value
	QUOTED						
	Investment in Equity		-		-		
	Econo Trade (India) Ltd.	600	48,118.93	600	48,118.93	9,000	7,21,783.92
	Rashel Agro	1	8.77	1	8.77	1	8.77
	R.M Financial Ltd.	20	20.00	20	20.00	20	20.00
	Stamped Capital	-	-	3,62,825	1,17,22,842.48	75,000	30,66,535.00
	Purbanchal	40,500	1,03,275.00	40,500	1,03,275.00	40,500	1,03,275.00
	Rohtash	2,000	800.00	2,000	800.00	2,000	800.00
	Kwality credit	8,000	9,25,328.20	8,000	9,25,328.20	8,000	9,25,328.20
	Sacheta Metals	17,000	9,91,769.71	-	-		
	Vikash Global	-	-	-	-	1,00,000	7,75,390.00
	Virtual Global	30,000	2,38,620.00	2,00,000	15,90,800.00	2,00,000	15,90,800.00
	Stamped Capital DVR	28,746	-	-	-	-	-
	Total		23,07,940.61		1,43,91,193.38		71,83,940.89
	Less:- Other Comprehensive Income		(11,79,979.04)		-		-
			11,27,961.57		1,43,91,193.38		71,83,940.89

The Market Value of Shares is Rs. 11,27,961.57/-. In the absense of Market Value of some shares, Book Value is taken as Market Value

3. Cash & Cash Equivalent

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH,2016	
1	Cash-in-Hand						
	Cash Balance		6,160.69		4,874.69		39,991.69
	Sub Total (A)		6,160.69		4,874.69		39,991.69
2	Bank Balance						
	Corporation Bank		2,106.00		2,106.00		2,106.00
	Union Bank		11,39,672.88		7,27,776.59		2,98,656.00
	The Lakshmi Vilas Bank		-		-		46,125.96
	Sub Total (B)		11,41,778.88		7,29,882.59		3,46,887.96
	Total [A + B]		11,47,939.57		7,34,757.28		3,86,879.65

4. Short Terms Loans and Advances

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH,2016	
1	Loans to Related Parties		17,32,69,282.00		12,32,73,250.00		9,95,53,659.00
2	Loans to Other Parties		25,50,625.00				
3	Advance to Related Parties		3,60,55,205.00		8,00,55,205.00		10,10,65,306.00
4	Advance Tax		30,00,000.00		20,00,000.00		20,00,000.00
5	Advance to Revenue Authorities		17,86,657.00		29,39,407.00		38,29,263.00
	Total		21,66,61,769.00		20,82,67,862.00		20,64,48,228.00

5. Other Current Assets

Sr. No.	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH 2016	
	Others		2,43,814.76		8,010.00		15,32,879.22
	Total		2,43,814.76		8,010.00		15,32,879.22

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

6. Equity Share Capital

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Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH 31, 2016	
		Nos.	Amount	Nos.	Amount	Nos	Amount
1	AUTHORIZED CAPITAL Equity Shares of Rs. 10/- each.	1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00
		1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00	1,32,00,000	13,20,00,000.00
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00
	Total Issued, Subscribed & Paid Up Capital	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00	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	No. of Shares	% Held
1	Ultraplus Housing Estate Pvt Ltd	68,69,620	54.12	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	Number	Amount
1	Outstanding at the Beginning	1,26,92,690	12,69,26,900.00	1,26,92,690	12,69,26,900.00	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	1,26,92,690	12,69,26,900.00

(c) Terms/Rights Attached to Equity Shares

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

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

7. Other Equity

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH31,2016	
1	Securities Premium Opening Balance Add:- Addition During the year Closing Balance	7,00,00,000.00 - -	7,00,00,000.00	7,00,00,000.00 - -	7,00,00,000.00	7,00,00,000.00 - -	7,00,00,000.00
2	General Reserve: Opening Balance Add: Addition during the Year Closing balance	5,82,15,100.00 - -	5,82,15,100.00	5,82,15,100.00 - -	5,82,15,100.00	5,82,15,100.00 - -	5,82,15,100.00
3	Surplus (Profit & Loss Account): Opening Balance Add: Surplus in the Statement of Profit and Loss Account Transfer to RBI Reserve Fund Closing balance	4,71,63,052.40 - 15,40,235.50 - -	4,56,22,816.90 - 4,56,22,816.90	4,37,29,289.76 43,13,762.64 - -	4,80,43,052.40 8,80,000.00 4,71,63,052.40	4,06,04,870.35 39,09,419.41 - -	4,45,14,289.76 7,85,000.00 4,37,29,289.76
4	Reserve Fund (RBI): Opening Balance Add: Addition during the Year Closing balance	1,25,20,720.00 - -	1,25,20,720.00	1,16,40,720.00 8,80,000.00 -	1,25,20,720.00	1,08,55,720.00 7,85,000.00 -	1,16,40,720.00
Total		18,63,58,636.90		18,78,98,872.40		18,35,85,109.76	

8. Other Current Liabilities

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH31,2016	
1	Other Payables	-	-	54,98,122.26	-	-	-
2	Audit Fees Payable	1,18,000.00	-	10,000.00	-	10,000.00	-
3	Liabilities for Expenses	1,40,030.00	-	1,31,850.00	-	1,77,120.00	-
4	Professional Tax Payable	13,312.00	-	10,272.00	-	7,152.00	-
5	Duties and Taxes	-	-	150.00	-	-	-
Total		2,71,342.00		56,50,394.26		1,94,272.00	

9. Provisions

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH31,2016	
1	Others Provision for standard Assets	7,07,250.00	-	3,08,300.00	-	2,48,900.00	-
Total		7,07,250.00		3,08,300.00		2,48,900.00	

10 Income Tax Liabilities (Net)

Sr. No	Particulars	AS AT MARCH 31, 2018		AS AT MARCH 31, 2017		AS AT MARCH31,2016	
1	Others Provision for Taxation	43,00,000.00	-	20,00,000.00	-	39,79,390.00	-
Total		43,00,000.00		20,00,000.00		39,79,390.00	

REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

11. Revenue from Operations

Sr. No.	Particulars	For the Year ended 31st March 2018	For the Year ended 31st March 2017
1	Interest Received	1,07,56,863.00	79,88,386.00
2	Profit on sale of shares	(62,98,749.67)	3,36,171.20
3	Speculation Profit	(6,450.15)	-
4	Dividend	5,390.00	-
5	Profit on Future and Options	-	11,472.45
	Total	44,57,053.18	83,36,029.65

12. Employment Benefit Expenses

Sr. No	Particulars	For the Year ended 31st March 2018	For the Year ended 31st March 2017
1	Director Remuneration	6,00,000.00	1,20,000.00
2	Salaries, Bonus and Stipend etc	6,37,000.00	5,71,000.00
	Total	12,37,000.00	6,91,000.00

13. Other Expenses

Sr. No	Particulars	For the Year ended 31st March 2018	For the Year ended 31st March 2017
a	Administrative Expenses:		
1	Advertisement & Publicity	29,811.00	13,800.00
2	Annual Membership Scheme	-	6,900.00
3	Appeal Fees	-	3,260.00
4	Bank Charges	3,564.71	1,570.35
5	Depository Charges	1,04,746.00	1,39,690.00
6	Electric Charges	8,000.00	8,000.00
7	Office Exps.	5,287.00	4,594.00
8	Demat Charges	1,646.70	280.52
9	Filing Fees	15,600.00	8,400.00
10	General Expenses	17,900.00	14,602.00
11	Listing Fees	2,96,850.00	2,29,000.00
12	Postage and Courier	8,714.00	28,169.00
13	Printing & Stationery	16,297.00	2,86,919.00
14	Professional Fees	64,790.00	12,000.00
15	Rent Rates and Taxes	5,800.00	5,250.00
16	Travelling & Conveyance	2,514.00	22,489.00
17	Registrar Expense	-	32,462.00
19	Sebi fees	57.02	67.36
20	Service Tax and Gst	2,718.08	8,924.70
21	Stamp Charges	2,867.29	6,745.03
22	Securities Transaction Tax	27,804.81	67,205.00
23	Transaction Charges	114.00	23,177.85
24	Turnover Tax	6,127.99	6,417.46
25	Maintenance Charges	4,038.00	2,316.00
26	Sitting Fees	48,960.00	5,750.00
27	Broker Note	-	302.05
28	Website Expenses	10,400.00	-
29	Swachh Bharat Cess and Krishi Kalyan Cess	170.04	223.69
30	Legal Fees	57,500.00	-
31	Telephone Charges	4,832.00	-
32	Late and Interest on delayed Payment	4,250.00	-
b	Payment to Auditors:		
33	Internal Audit Fees	12,000.00	12,000.00
34	Audit Fees	1,18,000.00	10,000.00
	Total	8,81,359.64	9,60,515.01

REAL TOUCH FINANCE LIMITED

Notes forming integral part of financial statements

14. Provisions & Contingencies

Sr. No	Particulars	For the Year ended 31st March 2018	For the Year ended 31st March 2017
1	Provision against Standard Assets	3,98,950.00	59,400.00
		3,98,950.00	59,400.00

15. Earning Per Share

Sr. No	Particulars	For the Year ended 31st March 2018	For the Year ended 31st March 2017
	Profit after Tax	(3,60,256.46)	43,13,762.64
	Weighted Average No. of Shares	1,26,92,690	1,26,92,690
	Face Value Per Equity Shares	Rs. 10/-	Rs. 10/-
	Earning Per Share	- 0.03	0.34

16. Contingent Liabilities:-

Nil

Nil

17. Earning in Foreign Exchange:- Nil

Nil

Nil

18. Expenditure in Foreign Exchange:- Nil

Nil

Nil

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

20. No provision has been made on account of fall in the Market Value of quoted Investment held Long Term as the fall is considered to be temporary in Nature.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. Employee Benefits: The company has not accounted for gratuity and other Long Term and Short Term retirement benefits payable to the employees

REAL TOUCH FINANCE LIMITED

Notes Forming Integral Part of financial Statements

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

Particulars	Transaction during the Year Amount (Rs.)	Interest Income	Balance as on 31.03.2017 (Rs.)
Director Remuneration			
Binod Chand Kankaria	6,00,000.00		10,000.00
Advance/ (Repayment of Advance)			
Olympia Infratech (A Unit of Olympia Tech Park Chennai Pvt Ltd)	5,55,00,000.00		2,45,00,000.00
Alwarpet Properties Private Limited	1,15,00,000.00		1,15,00,000.00
Loans Given/ (Repayment of Loan)			
Brilliant Dealers Private Limited	15,00,000.00	13,870.00	25,05,303.00
Landmark Vinimay Private Limited	-	4,71,271.00	56,60,487.00
KSM Niketan Private imited	(30,00,000.00)	2,33,160.00	31,46,040.00
Olympia Infratech Private Limited	50,00,000.00	56,94,400.00	8,15,00,000.00
	(3,24,960.00)		
Manohar Kumar Kankaria	25,00,000.00	11,22,261.00	1,54,75,391.00
Olympia Cairnhill Development Pvt Ltd	1,05,00,000.00	1,22,877.00	11,10,589.00
	(95,00,000.00)		
Olympia Real Estate Chennai pvt Ltd	2,00,00,000.00	6,82,023.00	2,58,50,164.00
Rishra Estate Pvt Ltd	15,00,000.00	1,80,030.00	-
	(32,14,621.00)		
Shri Paras Construction Pvt Ltd	15,00,000.00	6,55,813.00	88,18,142.00
Shreerampur complex pvt Ltd	10,00,000.00	2,09,792.00	-
	(32,58,939.00)		
Space Olympia Properties Pvt Ltd	32,00,000.00	6,575.00	32,05,917.00
Sri Panchanan Complex Pvt Ltd	7,50,000.00	16,829.00	7,65,146.00
Subhas Chand Kankaria	75,00,000.00	11,48,978.00	1,21,16,766.00
	(85,00,000.00)		
Chandrakant Kankaria	30,00,000.00	18,419.00	30,18,419.00
Addarsh Management Pvt Ltd	1,00,00,000.00	96,575.00	1,00,86,918.00

REAL TOUCH FINANCE LIMITED

NOTE : 26

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31st March, 2018 AND PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the company have been prepared in accordance with the Generally accepted Accounting principles in India (Indian GAAP) 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. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those followed in the previous year.

2. Use of Estimates:

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

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. 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 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 0.4% 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.

Dated: 30.05.2018

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

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

REAL TOUCH FINANCE LIMITED

Schedule Annexed as per Reserve Bank of India Prudential Norms. Schedule to the Balance sheet of a Non Banking Financial Company as on 31.03.2018 required in terms of paragraph 13 of a Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(₹. in lakhs)

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

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

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	1787.03	1787.03
(c) Other related parties	NIL	306.21	306.21
2. Other than related parties	NIL	25.51	25.51
Total	NIL	2118.75	2118.75
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)		
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1. Related Parties			
(a) Subsidiaries	NIL	NIL	
(b) Companies in the same group	NIL	NIL	
© Other related parties	NIL	NIL	
2. Other than related parties	11.28	23.08	
Total	11.28	23.08	

(7) Other information

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