

| <b>MSEI Symbol</b>              |                            |
|---------------------------------|----------------------------|
| Scrip code                      | 538611                     |
| NSE Symbol                      |                            |
| MSEI Symbol                     |                            |
| ISIN                            | INE840L01014               |
| Name of the entity              | REAL TOUCH FINANCE LIMITED |
| Date of start of financial year | 01-04-2017                 |
| Date of end of financial year   | 31-03-2018                 |
| Reporting Quarter               | Yearly                     |
| Date of Report                  | 31-03-2018                 |
| Risk management committee       | Not Applicable             |

|  |    |
|--|----|
| <b>Annexure I</b>  |    |
| <b>Annexure I to be submitted by listed entity on quarterly basis</b>                |    |
| <b>I. Composition of Board of Directors</b>  |    |
| Disclosure of notes on composition of board of directors explanatory                 |    |
| Is there any change in information of board of directors compare to previous quarter | No |

|  |    |
|--|----|
| <b>Annexure 1</b>  |    |
| <b>II. Composition of Committees</b>   |    |
| Disclosure of notes on composition of committees explanatory                 |    |
| Is there any change in information of committees compare to previous quarter | No |

| <b>Audit Committee Details</b> |            |                           |                         |                         |         |
|--------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                             | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Nomination and remuneration committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Stakeholders Relationship Committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Risk Management Committee</b> |            |                           |                         |                         |         |
|----------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                               | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Corporate Social Responsibility Committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |



| <b>Other Committee</b> |               |                              |                            |                            |                            |         |
|------------------------|---------------|------------------------------|----------------------------|----------------------------|----------------------------|---------|
| Sr                     | DIN<br>Number | Name of Committee<br>members | Name of other<br>committee | Category 1 of<br>directors | Category 2 of<br>directors | Remarks |

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
|----|---|--|---|
| 1  | 13-11-2017  |  |   |
| 2  |   | 13-02-2018   | 91  |

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|----|-------------------|---|--|---------------------------|---|--|-------------------------|
| 1  | Audit Committee   | 13-02-2018  | Yes  |                           | 13-11-2017  | 91   |                         |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | NA                               |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                               |  |

**Annexure 1**

**VI. Affirmations**

| Sr | Subject  | Compliance status<br>(Yes/No) |
|----|--|-------------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                           |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                           |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                           |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                            |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                           |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                           |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                           |

| <b>Annexure 1</b> |                   |                      |
|-------------------|-------------------|----------------------|
| Sr                | Subject           | Compliance status    |
| 1                 | Name of signatory | BINOD CHAND KANKARIA |
| 2                 | Designation       | Managing Director    |

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address              |
|----|---|-------------------------------|--|--------------------------|
| 1  | Details of business   | Yes                           |  | www.realtouchfinance.com |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | www.realtouchfinance.com |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | www.realtouchfinance.com |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.realtouchfinance.com |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | NA                            |  |                          |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | www.realtouchfinance.com |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | www.realtouchfinance.com |
| 8  | Policy for determining 'material' subsidiaries                          | Yes                           |  | www.realtouchfinance.com |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | www.realtouchfinance.com |

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address              |
|----|---|-------------------------------|--|--------------------------|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | www.realtouchfinance.com |
| 11 | email address for grievance redressal and other relevant details  | Yes                           |  | www.realtouchfinance.com |
| 12 | Financial results   | Yes                           |  | www.realtouchfinance.com |
| 13 | Shareholding pattern  | Yes                           |  | www.realtouchfinance.com |
| 14 | Details of agreements entered into with the media companies and/or their associates   | Yes                           |  | www.realtouchfinance.com |
| 15 | New name and the old name of the listed entity  | Yes                           |  | www.realtouchfinance.com |



**Annexure II**

**II. Annual Affirmations**

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 1  | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25 (6) | Yes                           |  |
| 2  | Board composition   | 17(1)             | Yes                           |  |
| 3  | Meeting of Board of directors   | 17(2)             | Yes                           |  |
| 4  | Review of Compliance Reports  | 17(3)             | Yes                           |  |
| 5  | Plans for orderly succession for appointments   | 17(4)             | NA                            |  |
| 6  | Code of Conduct   | 17(5)             | Yes                           |  |
| 7  | Fees/compensation   | 17(6)             | Yes                           |  |
| 8  | Minimum Information   | 17(7)             | Yes                           |  |
| 9  | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10 | Risk Assessment & Management  | 17(9)             | NA                            |  |

| <b>Annexure II</b>             |   |                         |                               |  |
|--------------------------------|---|-------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                         |                               |  |
| Sr                             | Particulars   | Regulation Number       | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11                             | Performance Evaluation of Independent Directors                                 | 17(10)                  | NA                            |  |
| 12                             | Composition of Audit Committee  | 18(1)                   | Yes                           |  |
| 13                             | Meeting of Audit Committee  | 18(2)                   | Yes                           |  |
| 14                             | Composition of nomination & remuneration committee                              | 19(1) & (2)             | Yes                           |  |
| 15                             | Composition of Stakeholder Relationship Committee                               | 20(1) & (2)             | Yes                           |  |
| 16                             | Composition and role of risk management committee                               | 21(1),(2),(3),(4)       | NA                            |  |
| 17                             | Vigil Mechanism   | 22                      | Yes                           |  |
| 18                             | Policy for related party Transaction  | 23(1),(5),(6),(7) & (8) | NA                            |  |
| 19                             | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3)              | NA                            |  |
| 20                             | Approval for material related party transactions                                | 23(4)                   | NA                            |  |

**Annexure II**

**II. Annual Affirmations**

| Sr | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|--------------------------|-------------------------------|--|
| 21 | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | NA                            |  |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4), (5) & (6) | NA                            |  |
| 23 | Maximum Directorship & Tenure   | 25(1) & (2)              | Yes                           |  |
| 24 | Meeting of independent directors  | 25(3) & (4)              | Yes                           |  |
| 25 | Familiarization of independent directors  | 25(7)                    | Yes                           |  |
| 26 | Memberships in Committees   | 26(1)                    | Yes                           |  |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                    | Yes                           |  |
| 28 | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                    | Yes                           |  |
| 29 | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)            | NA                            |  |
|    | Any other information to be provided - Add Notes  |                          |                               |  |

| <b>Annexure II</b> |                   |  |
|--------------------|-------------------|--|
| 1                  | Name of signatory |  |
| 2                  | Designation       |  |

| <b>Annexure II</b>       |  |  |
|--------------------------|--|--|
| <b>III. Affirmations</b> |  |  |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
| 1                        | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                                       |
|                          | Any other information to be provided   |  |

| <b>Annexure II</b> |                   |                      |
|--------------------|-------------------|----------------------|
| 1                  | Name of signatory | BINOD CHAND KANKARIA |
| 2                  | Designation       | Managing Director    |

| <b>Signatory Details</b> |                      |
|--------------------------|----------------------|
| Name of signatory        | BINOD CHAND KANKARIA |
| Designation of person    | Managing Director    |
| Place                    | KOLKATA              |
| Date                     | 12-04-2018           |

