

May 22, 2024

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
Maharashtra, India

Scrip Code: 538611 ISIN: INE840I01014

Ref: Disclosures under Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations)

Sub: Outcome of the meeting of the Board of Directors held on Wednesday, May 22, 2024 and submission of Audited Financial Results for the quarter and year ended March 31, 2024

Dear Sir/Madam,

In furtherance of our intimation dated May 16, 2024 and pursuant to the provisions of Regulation 30 read with Para A of Part A of Schedule III to the SEBI Listing Regulations, the Board of Directors of the Company at its meeting held on Wednesday, May 22, 2024, has inter-alia, the following:

1. Considered and approved the Audited Financial Results of the Company for the Quarter and Year ended March 31, 2024, along with the Reports of the Auditor (with unmodified opinion on the financial results) submitted by M/s. P. D. Randar & Co., Statutory Auditors of the Company hereon based on the recommendation of the Audit Committee pursuant to Regulation 33 of the SEBI LODR Regulations.
2. Considered and recommended to the shareholders for their approval, formulation and implementation of Employee Stock Option Plan, viz., "Real Touch Finance Limited - Employee Stock Option Plan 2024", in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3. Considered and recommended to the shareholders for their approval, issuance upto 2,200 number of 11% Unlisted Unsecured Optionally Convertible Debentures (OCDs) at a face value INR 1,00,000/- (Indian Rupees One Lakhs only) aggregating up to INR 22,00,00,000/- (Indian Rupees Twenty Two Crores only) for a on private placement basis.
4. Considered and recommended to the shareholders for their approval, revision in remuneration of Mr. G. Sridharan, Whole-time Director (DIN: 09460423).
5. Approval of Postal Ballot Notice to the shareholders for their consideration of the following Special Businesses:
 - a) formulation of Employee Stock Option Plan, viz., "Real Touch Finance Limited - Employee Stock Option Plan 2024", in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - b) issuance upto 2,200 number of 11% Unlisted Unsecured Optionally Convertible Debentures (OCDs) at a face value INR 1,00,000/- (Indian Rupees One Lakhs only) aggregating up to INR 22,00,00,000/- (Indian Rupees Twenty Two Crores only) for a on private placement basis; and
 - c) revision in remuneration of Mr. G. Sridharan, Whole-time Director (DIN: 09460423)



REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164; PAN: AACCA2470P; GST: 19AACCA2470P1ZC;

Registered Office: Arihant Enclave, Ground Floor, 493B/57A, G.T. Road (South), Sibpur, Howrah -711102, West Bengal

Please find enclosed herewith the following:

- a) Audited financial results of the Company for the quarter and financial year ended March 31, 2024, along with the Audit Report submitted by Statutory Auditors of the Company – **Annexure - A**
- b) Declaration on the audit report with unmodified opinion in accordance with Regulation 33(3)(d) of SEBI LODR Regulations - **Annexure - B**
- c) Disclosure of Related Party Transactions pursuant to Regulation 23(9) of SEBI LODR, 2015 - **Annexure - C**
- d) Disclosure required under Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 relating to item nos.2 and 3 above is enclosed as **Annexure – D** and **Annexure – E** respectively.

Further, please note that aforesaid financial results will also be available on the Company's website at www.realtouchfinance.com

Please note that the Board meeting commenced at 3.30 P.M. and concluded at 7:15 P.M.

You are requested to take the above information on record.

Thanking you,
Yours Sincerely,

For Real Touch Finance Limited

Manoj Kumar Jena
Company Secretary and Compliance Officer
ACS 67684



INDEPENDENT AUDITOR'S REPORT

The Board of Directors
M/s Real Touch Finance Limited

Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial result of M/s Real Touch Finance Limited ('the Company'), for the quarter and year ended March 31, 2024 (hereinafter referred to as the 'the standalone financial results'), attached herewith, being submitted by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'the Listing Regulation'). The standalone financial result have been initialed by us for the purpose of identification.

In our opinion and to the best of our information and according to the explanations given to us, these standalone financial result;

- a) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b) give true and fair view in conformity with recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind As) and other accounting principles generally accepted in India, of net profit for the year ended March 31, 2024 and other comprehensive income and other financial information of the Company for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (hereinafter referred to as 'SAs') notified under section 143(10) of the Companies Act, 2013 as amended from time to time (hereinafter referred to as 'the Act'). Our responsibilities under those SAs are further described in the "Auditors' Responsibilities for the Audit of the standalone Financial Results" section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter referred to as 'the ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial results.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Results

These standalone financial results have been prepared on the basis of the standalone financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these standalone financial results that give a true and fair view of the net profit for the year ended March 31, 2024 and other comprehensive income and other financial information of the Company in accordance with recognition and measurement principles laid down in Ind AS notified under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 results, that give a true and fair view and are free from material misstatement, whether due to fraud or error.





In preparation the standalone financial results, the Board of Directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the financial reporting process of the Company.

Auditors, Responsibilities for the Audit of the Standalone Financial Results

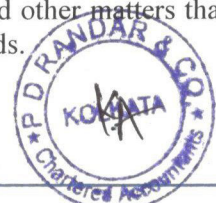
Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these standalone financial results.

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

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing an opinion through a separate report on the complete set of standalone financial statements on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.





Other Matters

- a) These standalone financial results include the figures for the quarter ended 31st March, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter ended 31st December of the relevant financial year, which were subject to limited review by the statutory auditors as required under the Listing Regulations.

Our opinion is not modified in respect of above matters.

For P D RANDAR AND CO
Chartered Accountants

Kriti Agarwal
Kriti Agarwal
Partner

Membership No 302753

FRN 319295E

UDIN:- 24302753BKENLP7840

Place:- Kolkata

Date:- 22.05.2024



REAL TOUCH FINANCE LIMITED
CIN: L01111WB1997PLC085164

Regd. Office: Arihant Enclave 493B/57A G T Road(S) Shibpur Howrah - 711102
Phone: 033-26402042, E-mail Id: cs@realtouchfinance.com Website: www.realtouchfinance.com

STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(Amount in Rs. Lakhs)

Particulars	Quarter ended March 31, 2024 (Refer Note 2)	Quarter ended December 31, 2023 Unaudited	Quarter ended March 31, 2023 (Refer Note 2)	Year ended March 31, 2024 Audited	Year ended March 31, 2023 Audited
Revenue from operations					
Interest income	441.77	459.46	328.50	1,775.57	938.01
Fee income	(62.31)	60.10	35.64	98.04	96.76
Total revenue from operations (A)	379.46	519.56	364.14	1,873.61	1,034.77
Other income (B)	6.13	5.00	2.94	14.66	4.61
Total Income (C=A+B)	385.59	524.56	367.08	1,888.27	1,039.38
Expenses					
Finance costs	331.55	219.15	182.12	936.02	440.59
Commission expenses	18.90	7.82	-	32.83	-
Employee benefits expenses	88.57	67.35	43.62	280.27	97.31
Depreciation and amortisation expense	8.36	6.71	3.05	26.13	6.34
Other expenses	76.69	18.52	39.71	172.51	83.52
Impairment on financial instruments	(174.86)	67.74	9.97	47.77	38.56
Total Expenses (D)	349.21	387.29	278.47	1,495.53	666.32
Profit before tax (E=C-D)	36.38	137.27	88.61	392.74	373.06
Tax expense					
Current tax	1.27	51.61	37.65	146.99	97.00
Tax for earlier years	25.46	-	-	25.46	13.14
Deferred Tax	(43.01)	-	-	(43.01)	0.95
Total tax expenses (F)	(16.28)	51.61	37.65	129.44	111.09
Profit for the period / year (G=E-F)	52.66	85.66	50.96	263.30	261.97
Other comprehensive income					
Items that will be reclassified to profit or loss					
Fair value gain on equity investments classified as FVTOCI	0.21	(0.05)	8.79	0.09	11.58
Tax impact on the above	(0.02)	-	-	(0.02)	-
Net other comprehensive income / (deficit) to be reclassified subsequently to profit or loss	0.19	(0.05)	8.79	0.07	11.58
Total comprehensive income	52.85	85.61	59.75	263.37	273.55
Paid-up Equity Share Capital (Face Value of Rs. 10 per share)	1,269.27	1,269.27	1,269.27	1,269.27	1,269.27
Reserves (Other Equity)				2,913.66	2,650.29
Earnings per equity share (Face Value of Rs. 10 per share)					
a. Basic (in rupees)	0.41	0.67	0.40	2.07	2.06
b. Diluted (in rupees)	0.41	0.67	0.40	2.07	2.06
	(Not annualised)	(Not annualised)	(Not annualised)	(Annualised)	(Annualised)



G. S. P.

REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164

Regd. Office: Arihant Enclave 493B/57A G T Road(S) Shibpur Howrah - 711102

Phone: 033-26402042, E-mail Id: cs@realtouchfinance.com Website: www.realtouchfinance.com

STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2024 - Annexure 1

(Amount in Rs. Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
ASSETS		
Financial Assets		
(a) Cash and cash equivalents	247.10	61.01
(b) Bank balance other than cash and cash equivalents above	107.84	103.33
(c) Receivables	3.89	0.61
(d) Loans	18,777.39	12,647.17
(e) Investments	0.84	142.54
(f) Other Financial Assets	6.86	5.10
Total financial assets (A)	19,143.92	12,959.76
Non - Financial Assets		
(a) Current Tax Assets (Net)	-	42.36
(b) Deferred Tax Assets (Net)	42.04	-
(c) Property plant and Equipment	64.86	60.28
(d) Other Non Financial Assets	0.25	4.40
Total non-financial assets (B)	107.15	107.04
TOTAL ASSETS (A+B)	19,251.07	13,066.80
LIABILITIES AND EQUITY		
LIABILITIES		
Financial Liabilities		
(a) Payables		
Trade Payables		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other then micro and small enterprises	43.29	10.99
(b) Debt Securities	243.00	243.00
(c) Borrowings (other than Debt Securities)	13,701.52	8,658.48
(d) Other Financial Liabilities	947.94	178.25
Total financial liabilities (A)	14,935.75	9,090.72
Non Financial Liabilities		
(a) Provisions	6.79	-
(b) Current tax liabilities (Net)	38.21	-
(c) Deferred Tax liabilities (Net)	-	0.95
(d) Other Non Financial Liabilities	87.39	55.57
Total non-financial liabilities (B)	132.39	56.52
Total liabilities (C=A+B)	15,068.14	9,147.24
EQUITY		
(a) Equity Share Capital	1,269.27	1,269.27
(b) Other Equity	2,913.66	2,650.29
Total equity (D)	4,182.93	3,919.56
Total Equity & Liabilities (C+D)	19,251.07	13,066.80



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STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024 - Annexure 2

(Amount in Rs. Lakhs)

PARTICULARS	For the year ended March 31,2024	For the year ended March 31,2023
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	392.74	373.06
Adjustments for:		
Depreciation and Amortisation	26.13	6.34
(Profit) / Loss on sale of shares	-	11.92
Interest on CCDs	(0.01)	(4.61)
Bad debts written off	0.99	1.04
Liabilities no longer required written back	(7.15)	-
Interest on Fixed Deposits	(8.15)	(3.70)
Impairment loss allowance	47.77	38.56
Operating profit before working capital / other changes	452.32	422.61
Changes in operating assets and liabilities:		
Adjustments for (increase) / decrease in operating assets:		
Trade receivables	(4.27)	(1.20)
Loans	(6,177.99)	(9,249.40)
Other financial assets	(1.76)	(4.99)
Other non-financial assets	4.15	22.09
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	39.45	(9.02)
Provisions	6.79	-
Other financial liabilities	769.69	178.25
Other non-financial liabilities	31.82	54.80
Cash Flow from / (used in) operations	(4,879.80)	(8,586.86)
Income Tax paid	(91.88)	(137.48)
Net Cash Flow from / (used in) operating activities	(4,971.68)	(8,724.34)
B CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from sale of / (investment in) current investment	141.79	(0.33)
Capital expenditure towards tangible and intangible assets	(30.71)	(63.27)
Interest Income received	3.65	(98.72)
Net cash flow from / (used in) investing activities	114.73	(162.32)
C CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings availed	18,148.61	11,130.48
Long term borrowings repaid	(13,105.57)	(2,472.00)
Debt securities availed	-	243.00
Net cash flow from / (used in) financing activities	5,043.04	8,901.48
Net Increase / (Decrease) in cash and cash equivalents (A + B + C)	186.09	14.82
Cash and cash equivalents at the beginning of the year	61.01	46.19
Cash and cash equivalents at the end of the year	247.10	61.01



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NOTES TO THE STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

- 1 Real Touch Finance Limited (the "Company") is a Non-Systemically Important Non-Deposit taking Non-Banking Finance Company (NBFC-ND-SI) registered with the Reserve Bank of India (the "RBI"). The financial results of the Company have been prepared in accordance with the recognition and measurement principles as laid down in the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Any application guidance / clarification / directions issued by the RBI are implemented as and when they are issued / become applicable.
- 2 The above financial results for the year ended 31 March 2024 have been audited and for the quarter ended 31 March 2024 have been reviewed by statutory auditors of the Company and recommended by the Audit Committee of the Company and approved by the Board of Directors at their meeting held on 22 May 2024. The statutory auditors of the Company have expressed an unmodified opinion. The figures for the quarter ended 31 March 2024 and 31 March 2023 are the balancing figures between the audited figures in respect of the financial year ended 31 March 2024 and 31 March 2023 and published year to date figures for nine months ended 31 December 2023 and 31 December 2022 respectively, which were subjected to limited review by the statutory auditors.
- 3 The Company is primarily in the business of financing and accordingly there are no separate reportable segments in accordance with Ind AS 108 on "Operating Segments" in respect of the Company. The Company operates in a single geographical segment i.e India.
- 4 The financial results are also available on the stock exchange websites www.bseindia.com and www.nseindia.com and on our website <https://www.realtouchfinance.com/>.
- 5 Previous year/period figures have been reclassified to conform to the current period classification/presentation.
- 6 The Statement of Assets and Liabilities as at March 31, 2024 and the Statement of Cash Flows are provided as Annexure 1 and 2 to this Statement.

Place: Chennai
Date: May 22, 2024




For Real Touch Finance Limited
G Sridharan
Whole Time Director
DIN: 09460423



Disclosure in compliance with regulation 52(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 for the Year ended March 31, 2024

Particulars	As at March 31, 2024	As at March 31, 2023
1. Debt Equity Ratio (Debt Securities + Borrowings (other than Debt Securities))/Net Worth i.e (Equity share Capital+ Other Equity)	3.33	2.27
2. Total Debt to Total Assets	0.72	0.46
3. Net Worth	4182.93	3919.56
4. Outstanding redeemable Preference shares	NIL	NIL
5. Security Over unlisted on Convertible Debentures	1.1	1.1



May 22, 2024

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
Maharashtra, India

Scrip Code: 538611 ISIN: INE840I01014

Sub: Declaration pursuant to Regulation 33(3)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with the provisions of Regulation 33(3)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby declare that M/s. P. D. Randar & Co., Chartered Accountants, (Firm Registration No.319295E) Statutory Auditors of the Company have issued an Audit Report with unmodified opinion on the annual financial results of the Company for the year ended March 31, 2024.

We request you to kindly take the same on record.

For Real Touch Finance Limited



A. Anandakumar
Chief Financial Officer

Annexure – D

Item No 2. Considered and recommended to the shareholders for their approval, formulation and implementation of Employee Stock Option Plan, viz., “Real Touch Finance Limited - Employee Stock Option Plan 2024”, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Sr. No.	Particulars	Details
1	Brief details of options granted	On the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have approved the formulation and implementation of “Real Touch Finance Limited - Employee Stock Option Plan 2024”, with the authority to grant not exceeding 6,34,635 (Six Lakh Thirty Four Thousand Six Hundred Thirty Five Only) employee stock options to such Eligible Employees of the Company as may be determined by the NRC (also designated as Compensation Committee), in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 6,34,635 (Six Lakh Thirty Four Thousand Six Hundred Thirty Five Only) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, subject to approval of the shareholders and such other regulatory/statutory approvals as may be necessary.
2	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes
3	Total number of shares covered by these options	6,34,635 (Six Lakhs Thirty Four Thousand Six Hundred Thirty Five Only) Equity shares of face value of Rs.10/- (Rupees Ten Only) each fully paid-up.
4	Pricing Formula	The exercise price per option shall be such price as may be fixed by the NRC which may be the face value per equity share or may be fixed based on the latest available closing price on recognized stock exchange (having the higher trading volume, if listed on more than one recognized stock exchange) on the date immediately prior to the date of Grant and shall be included in the grant letter.
5	Options Vested	Options yet to be granted; All the options granted on any date shall not vest earlier than minimum period of 1 (One) year and not later than a maximum period of 5 (Five) years from the date of grant of respective options.
6	Time within which options may be exercised	The exercise period shall not be more than 3 years from the date of vesting of options or such other period as may be determined by the NRC.
7	Options exercised	Options yet to be granted
8	Money realized by exercise of options	Options yet to be granted
9	The total number of shares arising as a result of exercise of option	Options yet to be granted



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10	Options lapsed	Option yet to be granted
11	Variation of terms of options	The Company may by special resolution, vary the terms of Scheme not yet exercised by the Eligible Employees provided such variation is not prejudicial to the interests of the Option Holders, provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.
12	Brief details of significant terms	Under the "Real Touch Finance Limited - Employee Stock Option Plan 2024", a maximum of 6,34,635 (Six Lakh Thirty Four Thousand Six Hundred Thirty Five Only) employee stock options can be granted to such Eligible Employees of the Company as may be determined by the NRC from time to time, which in aggregate shall be exercisable into not more than 6,34,635 (Six Lakh Thirty Four Thousand Six Hundred Thirty Five Only) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each.
13	Subsequent changes or cancellation or exercise of such options	Not Applicable
14	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Options yet to be granted

Annexure - E

Item no. 3: Considered and recommended to the shareholders for their approval, issuance upto 2,200 number of 11% Unlisted Unsecured Optionally Convertible Debentures (OCDs) at a face value INR 1,00,000/- (Indian Rupees One Lakhs only) aggregating up to INR 22,00,00,000/- (Indian Rupees Twenty Two Crores only) for a on private placement basis

1	Type of securities proposed to be issued	Unlisted Unsecured Optionally Convertible Debentures (OCDs)
2	Type of issuance	Private Placement
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto 2,200 OCDs at a face value INR 1,00,000/- (Indian Rupees One Lakh only) aggregating upto INR 22,00,00,000/- (Indian Rupees Twenty Two Crores only)
4	Size of the issue	Up to INR 22,00,00,000/- (Indian Rupees Twenty Two Crores only)
5	Whether proposed to be listed? If yes, name of the stock exchange(s)	No
6	Tenure of the instrument - date of allotment and date of maturity	Tenure: Three Years Yet to be allotted Date of Maturity: three years from date of allotment
7	Coupon/interest offered, schedule of payment of coupon/interest and principal	11% (Eleven per cent) per annum and interest shall be paid annually. On the date when the Debenture Maturity Period ends ("Debenture Maturity Date"), the OCDs must either be redeemed by the Company at face value of the OCDs or converted into equity shares.
8	Charge/security, if any, created over the assets;	Not Applicable
9	Special right/ interest/ privileges attached to the instrument and changes thereof	On the date when the Debenture Maturity Period ends ("Debenture Maturity Date"), the OCDs must either be redeemed by the Company at face value of the OCDs or converted into equity shares at the option of the debenture holder or the Company.
10	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest/ principal	Additional interest of 18% (Eighteen Per cent) per annum shall be payable by the Company in case of default in payment of interest / principal amount for a period of more than three months from the due date
11	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Nil
12	Details of redemption of preference shares indicating the manner of redemption (whether out	On the date when the Debenture Maturity Period ends ("Debenture



REAL TOUCH FINANCE LIMITED

CIN: L01111WB1997PLC085164; PAN: AACCA2470P; GST: 19AACCA2470P1ZC;

Registered Office: Arihant Enclave, Ground Floor, 493B/57A, G.T. Road (South), Sibpur, Howrah -711102, West Bengal

	of profits or out of fresh issue) and debentures	Maturity Date”), the OCDs must either be redeemed by the Company at face value of the OCDs or converted into equity shares at the option of the debenture holder or the Company. The price of the resultant equity shares pursuant to conversion shall be determined at the time of conversion of the CCDs as per the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014.
13	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable