



Dated: 26th May, 2022

To,
Listing Department
National Stock Exchange of India
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai -400051

Symbol- TOUCHWOOD	ISIN- INE486Y01013	Series- EQ
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Sub:- Outcome of Board Meeting

Ref: Regulation 30 (read with Part A of Schedule III) and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

Pursuant to Regulation 30 (read with Part A of Schedule III) and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are pleased to inform you that the Board of Directors of the Company, at its meeting held today i.e. the 26th of May, 2022, which commenced at 10:30 A.M. and concluded at 12:45 P.M. considered and approved, inter alia, the following items of business:

1. Audited financial results, both standalone and consolidated, for the quarter and financial year ended the 31st March, 2022. Pursuant to the Listing Regulations, we enclose the following:

- Audited financial results, both standalone and consolidated, for the quarter and financial year ended the 31st March, 2022 ("Financial Results");
- Auditors' Report issued on the Financial Results; and
- Declaration pursuant to Regulation 33(3) (d) of the Listing Regulations, regarding unmodified opinion of the Statutory Auditors on the Financial Results.

2. Recommendation of final dividend:

Recommended a final dividend of Rs. 0.15/- per share for financial year ended the 31st March, 2022. The payment is subject to the approval of the Shareholders at the ensuing 25th Annual General Meeting of the Company. Any further information in this regard including Book closure/record date will be intimated in due course.

3. Re-appointment of Statutory Auditors:

Recommended the re-appointment of M/s. VSD & Associates, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years from Financial Year 2022-2023 to Financial Year 2026-2027 i.e. from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting; a brief profile of M/s. VSD & Associates is enclosed herewith and marked as "Annexure-A".

TOUCHWOOD ENTERTAINMENT LIMITED

CIN: L92199DL1997PLC088865 | ISO 9001 :2015 | UAM No. DL10F0009354
Reg. Office : Plot No. - 645, Near E.P.T. Block, Sarojini Nagar, New Delhi - 110023
Contact: +91-9810108253 ; Website: www.touchwood.in E-mail: delhi@touchwood.in

4. Re-appointment of Internal Auditors:

Re-appointment of M/s. AAVN & Associates, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2022-2023; a brief profile of M/s. AAVN & Associates is enclosed herewith and marked as "Annexure- B".

5. Re-appointment of Secretarial Auditor:

Re-appointment of M/s Advitiya Vyas & Company, Practicing Company Secretaries as the Secretarial Auditors of the Company for the Financial Year 2022-2023; a brief profile of M/s Advitiya Vyas & Company is enclosed herewith and marked as "Annexure- C".

6. Re-appointment of Tax Auditor:

Re-appointment of M/s Agarwal Sudesh & Company, Chartered Accountants having Firm Registration Number: 019504N as the Tax Auditors of the Company for the Financial Year 2022-2023; a brief profile of M/s Agarwal Sudesh & Company is enclosed herewith and marked as "Annexure- D".

7. Approval on the amendment of Code of Conduct:

In compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") as amended from time to time, the board approved the amendments in the Company's Code of Conduct for Prohibition of Insider Trading (inclusive of Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information). Pursuant to Regulation 8(2) of the PIT Regulations, duly certified extract of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", is enclosed herewith and marked as "Annexure- E".

In compliance with regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the above information will be made available on the Company's www.touchwood.in

You are requested to take note of the same.

Thanking You,

Yours Faithfully,

For Touchwood Entertainment Limited


Ashima Arora
Company Secretary & Compliance Officer



Encl.: As above



Dated: 26th May, 2022

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Ref: Regulation 33(3)(d) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with para 4.1 of the Circular No. CIR/ CFD/CMD/56/2016 dated 27th May, 2016

Re: Declaration with respect to unmodified opinion in the Auditors Report on the Annual Financial Statements/ Results for the Financial Year ended 31st March, 2022

In terms of Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare and confirm that the Statutory Auditors of the Company viz., M/s VSD & Associates, Chartered Accountants, (FRN No.:008726N), have issued the Auditors Report with unmodified opinion on the Audited Standalone and Consolidated Financial Results of the Company for Financial year ended on 31st March, 2022.

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For Touchwood Entertainment Limited


Manjit Singh
Managing Director



TOUCHWOOD ENTERTAINMENT LIMITED

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TO THE MEMBERS OF TOUCHWOOD ENTERTAINMENT LIMITED
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Touchwood Entertainment Limited** ("the Company"), which comprise the Balance Sheet as at March 31st, 2022, the Statement of Profit and Loss & Other Comprehensive Income, and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2022, the profit and its cash flows for the year ended on that date

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Emphasis of Matter

We draw your attention to:

Note no. (5) for considering the advance given to Jaypee Infratech Ltd. for purchase of Pent House at JAYPEE GREENS, NOIDA, as good despite Jaypee Infratech Ltd. undergoing insolvency proceedings since July 2017.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon



In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. However we have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit 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 on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of 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 financial controls 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 our opinion on whether the Company has adequate Internal financial controls with reference to 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 management



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss & Other Comprehensive Income including the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standard specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015
- e) On the basis of the written representations received from the directors as on March 31st, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.



- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company has no pending litigation which has any impact on its financial position.
- II. The Company does not have any long term contract including derivative contracts except advance given for purchase of Pent House at Jaypee Greens, Noida, and Considered good. (refer matter paragraph) for which there may be a material loss.
- III. No amount was required to be transferred to the Investor Education and Protection Fund by the Company.

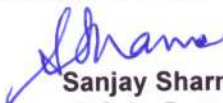
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place : New Delhi
Dated : 26.05.2022



For **VSD & ASSOCIATES**
Chartered Accountants

Firm's registration number: 008726N


Sanjay Sharma

F.C.A., Partner

Membership number: 087382

UDIN: 22087382AJQFRG3368

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **M/s Touchwood Entertainment Limited** of even date)

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

We have examined the internal financial controls over financial reporting of **M/s Touchwood Entertainment Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and



expenditure 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.

Limitations 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 be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : New Delhi
Dated : 26.05.2022



For **VSD & ASSOCIATES**

Chartered Accountants

Firm's registration number: 008726N

Sanjay Sharma

F.C.A., Partner

Membership number: 087382

UDIN: 22087382AJQFRG3368

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **M/s Touchwood Entertainment Limited** of even date)

i. In respect of the Company's Property, Plant & Equipment and Intangible assets:

- (a) i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- ii) The Company has maintained proper records full particulars of Intangible assets.
- iii) During the year under review the company has transferred some of its intangible assets, which were at development stage, to its wholly owned subsidiaries companies ,at cost.

(b) The Company has a program of verification to cover all the items of Property, Plant & Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant & Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The company owns no immovable property as at the balance sheet date. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made a part payment of Rs.1,13,48,880/- to M/s Jaypee Infratech Limited for purchase of a Pent House at JAYPEE GREENS, NOIDA (UNIT NO. KRH21-3202) for which no title deed held with the company as the project is under dispute. The same will take place after completion of the project. (Refer Note No. (5) in Notes to the Accounts)

(d) The company has not revalued its Property, Plant & Equipment (including Right to Use assets) or intangible assets during the year.

(e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1998)and rules made there under.

ii. The Company is engaged in the business of providing event management services and does not keep any inventories of raw material or finished goods. The company purchases and procure need based goods & services directly delivered at site by the suppliers, as and when required for organizing and conducting the events. Therefore in the absence of any inventory we do not have any comment on physical verifications of inventories, its procedure, maintenance of proper record of inventories and discrepancies in physical verification of stocks.

iii. According to the information and explanations given to us, the Company has given interest free rent security of Rs.10 Lacs to its 1 director, covered in the register maintained under section 189 of the Companies Act, 2013. Further during the year the company has also advanced/incurred expenses on behalf of its wholly owned subsidiaries of Rs. 1.29 crores and the same is reflected in "Other Current Assets "in the financial results. However the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or any other parties covered under the register maintained under section 189 of the Companies Act 2013. Hence clauses (a) to (c) are Not Applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans, investment, guarantees and securities.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2022 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.



vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) On the basis of our examination of books of account and information and explanation furnished by the management provisions of sales-tax, duty of customs, duty of excise, value added tax and cess are not applicable to the company. No outstanding statutory dues as on the last day of the financial year was outstanding for a period of more than six months from the date it became payable.

(b) Income Tax Authorities (CPC) has adjusted an amount of Rs.29,18,045/- against tax liability of the Assessment Year 2008-09 out of refund due to the company in previous years. The assessment at Nil demand has already been made by Dy. Commissioner of Income Tax in company's favour. The company has received a refund of Rs.23,05,109/- in November 2017 and is hopeful that the balance amount will be refunded by the income tax department in due course. In view of this the amount has not been written off and the same is classified under "Other Current Assets."

Further an amount of Rs. 25 lacs had been seized by the investigation wing of IT Department during the FY 2018-19 and the company has shown the same under "Other Current Assets." The company is replying to the query raised on this matter.

viii. According to the records of the company examined by us and the information and explanations given to us, no transaction have been recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. According to the records of the Company examined by us and the information and explanations given to us :

(a) Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. The company has not taken any loans from financial institutions and Government and has not issued any debentures at the close of the year but has taken vehicle loans from bank and NBFC. Further during the year under review the company has rescheduled one car loan taken for purchase of car however the company is regular in repayment of term loans taken from bank and NBFC for purchase of vehicles, which are payable in EMI and there is no default.

(b) Company is not declared wilful defaulter in repayment by any bank or financial institution or other lender.

(c) The Company has not taken any Term Loan during the year. Further the company has two outstanding term loan at the beginning of the year. The Company has raised term loan for purchase of vehicles. The amount of Term loan was paid directly by the NBFC to the vendor of vehicle.

(d) According to the information and explanation given to us, and the procedures performed by us, and on overall examination of financial statement of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information and explanation given to us, and the procedures performed by us, and on overall examination of financial statement of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanation given to us, and the procedures applied by us, we report that the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) The Company has not raised any monies by way of initial public offer or further public offer (including debts instruments) hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the company has not made any preferential allotment or private placement of shares or debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.



xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year under review.

(b.) No report under sub-section (12) of section 143 of the Companies Act, has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with Central Government.

(c.) The company has not received any complaint from any whistle blower during the year. Therefore we do not have any comment on the nature, timing and extent of audit procedures on such complaints.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 wherever applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Ind-AS.

xiv. (a) In our opinion and based on examination, the company has an internal audit system commensurate with size and nature of its business.

(b.) We have considered the internal audit report of the company issued till date for the period under audit.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the order is not applicable.

(b.) In our opinion, the Company is not Core investment Company and hence reporting under clause 3(xvi)(b) is not applicable.

xvii. The Company has not incurred any cash losses in the current and in the immediately reporting financial year.

xviii. There has been no resignation of the statutory auditors during the year.

xix. Based on our examination and the information and explanations given to us with respect to financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and management plans, no material uncertainty exists as on the date of audit report that the company is capable of meeting its liabilities existing as on 31st March 2022 as and when they fall due within a period of one year.

xx. According to the records of the Company examined by us and the information and explanations given to us the provisions of Section 135 of the Companies Act 2013 related to Corporate Social Responsibility does not apply to the company. Therefore we do not have any comment u/s 135(5) of the Companies Act.

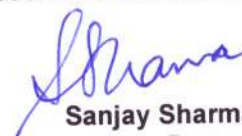
Place : New Delhi
Dated : 26.05.2022



For **VSD & ASSOCIATES**

Chartered Accountants

Firm's registration number: 008726N



Sanjay Sharma
F.C.A., Partner

Membership number: 087382

UDIN: 22087382AJQFRG3368



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TOUCHWOOD ENTERTAINMENT LIMITED **Report on the Audit of the Consolidated Financial Statements**

Opinion

We have audited the accompanying Consolidated Financial Statements of **Touchwood Entertainment Limited** hereinafter referred to as "the holding company") and its wholly owned subsidiary (the holding Company and its two subsidiary collectively referred to as "the Group"), comprising the Consolidated Balance Sheet as at March 31st, 2022, the Consolidated Statement of Profit and Loss & Other Comprehensive Income, and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2022, the consolidated profit and total consolidated comprehensive income, and its consolidated cash flow statement for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matter

We draw your attention to:

Note no. (5) For considering the advance given to Jaypee Infratech Ltd. for purchase of Pent House at JAYPEE GREENS, NOIDA, as good despite Jaypee Infratech Ltd. undergoing insolvency proceedings since July 2017.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.



Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. However we have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit 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 on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of 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 financial controls 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 our opinion on whether the Company has adequate Internal financial controls with reference to 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 management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para 1 to para 4 of the section titled "Other Matters" in this Audit report.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters;

We did not audit the financial statements of two wholly owned subsidiaries of the company namely i) MakeMeUp Pvt. Ltd. And ii) WedAdvisor Solutions Pvt. Ltd. The accompanying statements include the audited financial results/statements of this two wholly owned subsidiaries whose financial statements/results for the year ended 31st March, 2022 as considered in the consolidated financial statements. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these two wholly owned subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid two wholly owned subsidiaries, is based solely on such audited financial statements.



Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report and on the consideration of audited financial statements of wholly owned subsidiaries as referred in "Other Matters" paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and audited financials.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) including the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standard specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015 as amended, and other accounting principles generally accepted in India;
- e) On the basis of the written representations received from the directors as on March 31st, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- 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 Auditor's) Rules, 2014 to the extent applicable, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the management certified financial statements including the other financial information of the subsidiaries companies, as noted in "Other Matters" paragraph:
 - I. The Company has no pending litigation which has any impact on its financial position.
 - II. The Company does not have any long term contract including derivative contracts except advance given for purchase of Pent House at Jaypee Greens, Noida, and Considered good. (refer matter paragraph) for which there may be a material loss.
 - III. No amount was required to be transferred to the Investor Education and Protection Fund by the Company.

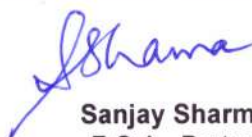
2. With respect to the matter of paras 3 (xxi) and 4 of the Companies (Auditor's Report) Order 2020, the two wholly owned subsidiary which were audited as mentioned in the section titled "Other Matters" and CARO report has been issued by the Auditors of such entities as on the date of issue of this report. Based on the CARO report issued by us for the company for the year ended 31st March 2022, we report that there are no qualification or adverse remarks in the CARO report.



For **VSD & ASSOCIATES**

Chartered Accountants

Firm's registration number: 008726N


Sanjay Sharma

F.C.A., Partner

Membership number: 087382

UDIN: 22087382AJQGDA3482

Place : New Delhi
Dated : 26.05.2022

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF TOUCHWOOD ENTERTAINMENT LIMITED

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **M/s Touchwood Entertainment Limited** of even date)

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

We have examined the internal financial controls over financial reporting of **M/s Touchwood Entertainment Limited** ("the Company") as of March 31st, 2022 in conjunction with our audit of the Consolidated 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 Holding company, its subsidiary company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and



expenditure 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.

Limitations 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 be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to two wholly owned subsidiary company, which are companies incorporated in India, is based on the audited financials of these two wholly owned subsidiary companies incorporated in India.

Opinion

In our opinion, the Holding Company, its two wholly owned subsidiary companies, which are entities incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : New Delhi
Dated : 26.05.2022



For **VSD & ASSOCIATES**

Chartered Accountants

Firm's registration number: 008726N

Sanjay Sharma

F.C.A., Partner

Membership number: 087382

UDIN: 22087382AJQGDA3482



Touchwood Entertainment Limited
CIN:L92199DL1997PLC088865
Plot No. 645, Near EPT Block, Sarojini Nagar, New Delhi-110023
Statement of Audited Standalone Financial Results for the Quarter and Year Ended 31st March, 2022

(Amount in INR lakhs, except per equity share data)

S.No.	Particulars	For the Quarter Ended		Year Ended	
		31st March 2022	31st December 2021	31st March' 2022	31st March' 2021
		Audited (Note-7)	Unaudited	Audited (Note-7)	Audited
1	Revenue from Operations	963.86	480.66	708.02	2,662.36
2	Other Income	0.00	13.93	0.52	15.74
3	Total Revenue (1+2)	963.86	494.59	708.53	2,678.09
4	Expenses:				
	Employees Benefits Expenses	36.10	66.39	74.58	201.75
	Financial Costs	1.21	7.27	1.90	12.20
	Depreciation & Amortization Expense	14.62	13.75	15.85	57.55
	Other Expenses	772.97	286.08	440.91	2,127.77
	Total Expenses	824.89	373.49	533.25	2,399.27
5	Profit before exceptional and tax (3-4)	138.97	121.09	175.29	278.83
6	Exceptional Items - Prior Period Items				
	Prior Period Income	(1.72)	0.08	-	17.29
7	Profit before tax (5-6)	137.25	121.17	175.29	296.12
8	Tax Expenses:				
	(1) Current Tax	31.03	36.89	55.46	81.55
	(2) Past Period Tax	-	1.21	3.17	1.21
	(3) Deferred Tax	(2.38)	-	(1.98)	(2.38)
9	Profit(Loss) for After Tax (7-8)	108.59	83.07	118.63	215.73
10	Other Comprehensive Income				
A	(i) Item that will not be reclassified to Profit & Loss	17.59	-	25.20	17.59
	(ii) Income tax relating to items that will not reclassified to Profit & Loss	-	-	-	-
B	(i) Item that will be reclassified to Profit & Loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to Profit & Loss	-	-	-	-
11	Total Comprehensive Income for the Periods/Year (9+10)	126.19	83.07	143.84	233.33
12	Paid Up Equity Capital (Face Value of Rs. 10)	1,018.12	1,018.12	1,018.12	1,018.12
13	Other Equity	554.22	333.11	333.11	554.22
14	Earning per share				
	(1) Basic	1.24	0.82	1.41	2.29
	(2) Diluted	1.24	0.82	1.41	2.29

Notes:

- The Audited Financial Results for the quarter and year ended 31st March 2022 have been taken on record by the Board of Directors as at meeting held on 26th May 2022.
- The Financial Results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment rules, 2016
- The above Financial Results are reviewed by the Audit Committee and approved by the Boards of Directors at their respective meeting held on 26th May 2022.
- Figures have been regrouped and rearranged wherever considered necessary in order to make them comparable with those of the current period
- Company operates in single segment and the results pertain to a single segment.
- The Audited Financial Results for the quarter and year ended 31st March 2022 are reviewed by the statutory auditors of the company as per Regulation 33 SEBI (Listing obligation and disclosure) Regulation, 2015
- The figures for the last quarter are the balancing figures between the audited figures in respect of the full financial year up to March 31, 2022 and unaudited published year to date figures up to December 31, 2021, being the date to the third quarter of the financial year which were subject to limited review.
- The Board of Directors at its Meeting held on 29th June 2021, has recommended a final dividend of Rs. 0.12 per equity share, which has been approved by shareholders in Annual General Meeting held on 17 November 2021. The same has been paid.
- The Board of Directors at its Meeting held on 26th May 2022, has recommended a final dividend of Rs. 0.15 per equity share. The dates of the Book closure for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.

For and on Behalf of the Board of Directors

Touchwood Entertainment Limited



Manjit Singh
(Managing Director)
DIN:00996149

Place: New Dehi
Date: 26.05.2022



Touchwood Entertainment Limited
CIN:L92199DL1997PLC088865
Plot No. 645, Near EPT Block, Sarojini Nagar, New Delhi-110023
Statement of Audited Consolidated Financial Results for the Quarter and Year Ended 31st March, 2022
(Amount in INR lakhs, except per equity share data)

S.No.	Particulars	For the Quarter Ended		Year Ended	
		31st March 2022	31st December 2021	31st March 2021	31st March' 2021
		Audited (Refer Note-7)	Unaudited	Audited (Refer Note-7)	Audited
1	Revenue from Operations	963.86	480.66	708.02	1,005.81
2	Other Income	0.00	13.93	0.52	5.76
3	Total Revenue (1+2)	963.86	494.59	708.53	1,011.57
4	Expenses:				
	Employees Benefits Expenses	36.10	66.39	74.58	229.15
	Financial Costs	1.21	7.27	1.90	5.17
	Depreciation & Amortization Expense	14.62	13.75	15.85	62.32
	Other Expenses	774.74	286.08	440.91	572.45
	Total Expenses	826.66	373.49	533.25	869.09
5	Profit before exceptional and tax (3-4)	137.20	121.09	175.29	142.48
6	Exceptional Items - Prior Period Items				
	Prior Period Income	(1.72)	0.08	-	-
7	Profit before tax (5-6)	135.48	121.17	175.29	142.48
8	Tax Expenses:				
	(1) Current Tax	30.59	36.89	55.46	43.24
	(2) Past Period Tax	-	1.21	3.17	3.17
	(3) Deferred Tax	0.93	-	(1.98)	(1.98)
9	Profit(Loss) after Tax (7-8)	103.96	83.07	118.63	98.04
10	Other Comprehensive Income				
A	(i) Item that will not be reclassified to Profit & Loss	17.59	-	25.20	25.20
	(ii) Income tax relating to items that will not be reclassified to Profit & Loss	-	-	-	-
B	(i) Item that will be reclassified to Profit & Loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to Profit & Loss	-	-	-	-
11	Total Comprehensive Income for the Periods/Year (9+10)	121.56	83.07	143.84	123.25
12	(A) Net Profit for the Periods/Years Attributable to :				
	a) Equity holders of the Parent Company	103.96	NA	NA	NA
	b) Non-Controlling Interest	-	-	-	-
	(B) Other Comprehensive Income for the Periods/Years attributable to:				
	a) Equity holders of the Parent Company	17.59	NA	NA	NA
	b) Non-Controlling Interest	-	-	-	-
	(C) Total Comprehensive Income for the Periods/Years attributable to:				
	a) Equity holders of the Parent Company	121.56	NA	NA	NA
	b) Non-Controlling Interest	-	-	-	-
13	Paid Up Equity Capital (Face Value of Rs. 10)	1,018.12	1,018.12	1,018.12	1,018.12
14	Other Equity	549.73	333.11	333.11	333.11
15	Earning per share				
	(1) Basic	1.19	0.82	1.41	1.21
	(2) Diluted	1.19	0.82	1.41	1.21

Notes:

- The Audited Financial Results for the quarter and year ended 31st March 2022 have been taken on record by the Board of Directors as at meeting held on 26th May 2022.
- The Financial Results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment rules, 2016
- The above Financial Results are reviewed by the Audit Committee and approved by the Boards of Directors at their respective meeting held on 26th May 2022.
- Figures have been regrouped and rearranged wherever considered necessary in order to make them comparable with those of the current period
- Company operates in single segment and the results pertain to a single segment.
- The Audited Financial Results for the quarter and year ended 31st March 2022 are reviewed by the statutory auditors of the company as per Regulation 33 SEBI (Listing obligation and disclosure) Regulation, 2015
- The figures for the last quarter are the balancing figures between the audited figures in respect of the full financial year up to March 31, 2022 and unaudited published year to date figures up to December 31, 2021, being the date to the third quarter of the financial year which were subject to limited review.
- The Consolidated financial result of the company comprising its wholly owned subsidiaries (together "the Group") includes the results of the following entities
Company
1. MakeMeUp Private Limited
2. WedAdvisor Solutions Private Limited
Relationship under Ind AS
Wholly Owned Subsidiaries with effect from December 24, 2021
Wholly Owned Subsidiaries with effect from January 14, 2022
- The Board of Directors at its Meeting held on 29th June 2021, has recommended a final dividend of Rs. 0.12 per equity share, which has been approved by shareholders in Annual General Meeting held on 17 November 2021. The same has been paid.
- The Board of Directors at its Meeting held on 26th May 2022, has recommended a final dividend of Rs. 0.15 per equity share. The dates of the Book closure for the entitlement of such dividend and Annual General Meeting shall be decided and informed in due course of time.
- The figures of Financial results for the year/quarter ended 31st March 2022 represents results of holding and its wholly owned subsidiary companies while financial results for the year/quarter ended 31st March 2021 represents only of Holding company and not wholly owned subsidiary companies.

For and on Behalf of the Board of Directors
Touchwood Entertainment Limited


Manjit Singh
(Managing Director)
DIN:00996149

Place : New Dehi
Date: 26.05.2022

	AS AT 31.03.2022 (Amount in lakhs)	AS AT 31.03.2021 (Amount in lakhs)
ASSETS		
[A] NON CURRENT ASSETS		
(a) Property, Plant and Equipment	254.99	272.02
(b) Intangible Assets	0.17	0.76
(c) Intangible Assets Under Developments	-	16.60
(d) Financial Assets		
(i) Investments	2.00	-
(ii) Loans	185.99	182.22
(e) Deferred Tax Assets [Net]	26.50	24.12
	469.64	495.73
[B] CURRENT ASSETS		
(a) Financial Assets		
(i) Trade Receivables	343.81	691.30
(ii) Cash and Cash Equivalents	710.92	442.25
(iii) Bank Balances other than (ii) above	-	-
(b) Other Current Assets	329.90	162.49
	1,384.63	1,296.04
TOTAL ASSETS	1,854.27	1,791.78
EQUITY AND LIABILITIES		
[A] EQUITY		
(a) Equity Share Capital	1,018.12	1,018.12
(b) Other Equity	554.22	333.11
Total Equity	1,572.34	1,351.23
[B] LIABILITIES		
[1] NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	22.33	29.11
(b) Provisions	75.76	81.37
	98.09	110.48
[2] CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	23.01	36.62
(ii) Trade Payables	25.62	142.53
- Total Outstanding due from MSME	-	-
- Total Outstanding due other than MSME	25.62	142.53
(ii) Other Financial Liabilities	14.95	18.92
(b) Other Current Liabilities	27.97	78.74
(c) Provisions	92.29	53.26
	183.84	330.07
TOTAL EQUITY AND LIABILITIES	1,854.27	1,791.78

For and on Behalf of the Board of Directors
Touchwood Entertainment Limited




Manjit Singh
(Managing Director)
DIN:00996149

Place : New Delhi
Dated : 26.05.2022

TOUCHWOOD ENTERTAINMENT LIMITED
CIN:L92199DL1997PLC088865
Plot No. 645, Near EPT Block, Sarojini Nagar, New Delhi-110023
Audited Consolidated Balance Sheet as at 31st March 2022

ASSETS	AS AT 31.03.2022 (Amount in INR lakhs)	AS AT 31.03.2021 (Amount in INR lakhs)
[A] NON CURRENT ASSETS		
(a) Property, Plant and Equipment	265.99	272.02
(b) Intangible Assets	2.67	0.76
(c) Intangible Assets Under Developments	40.22	16.60
(d) Financial Assets		
(i) Investments	-	-
(ii) Loans	197.39	182.22
(e) Deferred Tax Assets [Net]	23.20	24.12
	529.45	495.73
[B] CURRENT ASSETS		
(a) Financial Assets		
(i) Trade Receivables	343.81	691.30
(ii) Cash and Cash Equivalents	716.49	442.25
(iii) Bank Balances other than (ii) above	-	-
(b) Other Current Assets	263.35	162.49
	1,323.64	1,296.04
TOTAL ASSETS	1,853.10	1,791.78
[A] EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	1,018.12	1,018.12
(b) Other Equity	549.59	333.11
Total Equity	1,567.71	1,351.23
[B] LIABILITIES		
[1] NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	22.33	29.11
(b) Provisions	75.76	81.37
	98.09	110.48
[2] CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	23.01	36.62
(ii) Trade Payables	25.62	142.53
- Total Outstanding due from MSME	-	-
- Total Outstanding due other than MSME	25.62	142.53
(ii) Other Financial Liabilities	15.17	18.92
(b) Other Current Liabilities	31.65	78.74
(c) Provisions	91.85	53.26
	187.30	330.07
TOTAL EQUITY AND LIABILITIES	1,853.10	1,791.78

For and on Behalf of the Board of Directors
Touchwood Entertainment Limited


Manjit Singh
(Managing Director)

DIN:00996149

Place : New Delhi
Dated : 26.05.2022

Particulars	Year Ended 31.03.2022	Year Ended 31.3.2021
	Amount (in lakhs)	Amount (in lakhs)
<u>Cash flow from Operating Activities</u>		
Total Comprehensive Income After Tax	233.33	123.25
Adjustments for :		
Tax Including Deferred Tax	80.39	44.44
Depreciation & Amortisation Exp.	57.55	62.32
Profit on Sale of Fixed Assets	(6.26)	-
Fixed Assets Written Off	-	0.27
Interest Received	(0.10)	(2.58)
Dividend Received	-	-
Finance Cost	12.20	5.17
Operating Profit before working capital changes	377.10	232.86
Changes in Working Capital		
Derease/(Increase) in Trade Receivable	347.49	(17.05)
Derease/(Increase) in Other Bank Balance	-	30.70
Derease/(Increase) in Other Current Assets	(167.41)	52.40
Derease/(Increase) in Loan & Advances	(3.77)	43.40
Increase/(Decrease) in Employee Benefit (Non Current)	(5.61)	(6.98)
Increase/(Decrease) in Employee Benefit (Current)	0.73	0.37
Increase/(Decrease) in Trade Payable	(116.91)	(187.00)
Increase/(Decrease) in Other Financial Liability	(3.97)	(11.69)
Increase/(Decrease) in Other Current Liability	(50.77)	(6.33)
Net Cash Flow from Operation	376.89	130.69
Less : Income Tax paid	44.45	76.33
Net Cash Flow from Operating Activities (A)	332.44	54.37
<u>Cash flow from investing Activities</u>		
Purchase of Property, Plant & Equipment	(46.66)	(55.22)
Purchase of Intangible Assets / Under Developments	(12.13)	(16.60)
Transfer of Intangible Assets / Under Developments to Subsidiary	28.72	-
Sale of Fixed Assets	13.00	-
Interest received	0.10	2.58
Investment in subsidiaries companies	(2.00)	-
	(18.96)	(69.23)
Net Cash Flow from Investing Activities (B)	(18.96)	(69.23)
<u>Cash Flow From Financing Activities</u>		
Increase/(Decrease) in Borrowing Non Current	(6.78)	8.44
Increase/(Decrease) in Borrowing Current	(13.61)	17.40
Interest Paid	(12.20)	(5.17)
Dividend Paid	(12.22)	-
Net Cash Flow from Financing Activities (C)	(44.80)	20.67
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	268.67	5.81
Opening Cash & Cash Equivalents	442.25	436.44
Cash and cash equivalents at the end of the period	710.92	442.25
Cash And Cash Equivalents Comprise :		
Cash	31.92	26.09
Bank Balance :		
Current Account	679.00	416.15
Total	710.92	442.25

Notes:

(1') The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS-7 on Statement on Cash Flows.

(2') Previous Year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current year's

(3') The above Statement of Cash Flow were reviewed by the Audit Committee and thereafter approved by the Boards of Directors at their respective meeting held on 26.05.2022

For and on Behalf of the Board of Directors
Touchwood Entertainment Limited


Manjit Singh
(Managing Director)
DIN:00996149

Place : New Delhi
Dated : 26.05.2022

Particulars	Year Ended 31.03.2022	Year Ended 31.3.2021
	Amount (in INR lakhs)	Amount (in INR lakhs)
Cash flow from Operating Activities		
Total Comprehensive Income After Tax	228.70	123.25
Adjustments for :		
Tax Including Deferred Tax	83.25	44.44
Depreciation & Amortisation Exp.	57.55	62.32
Profit on Sale of Fixed Assets	(6.26)	-
Fixed Assets Written Off	-	0.27
Interest Received	(0.10)	(2.58)
Finance Cost	12.20	5.17
Operating Profit before working capital changes	375.33	232.86
Changes in Working Capital		
Derease/(Increase) in Trade Receivable	347.49	(17.05)
Derease/(Increase) in Other Bank Balance	-	5.70
Derease/(Increase) in Other Current Assets	(100.85)	77.40
Derease/(Increase) in Loan & Advances	(15.17)	43.40
Increase/(Decrease) in Employee Benefit (Non Current)	(5.61)	(6.98)
Increase/(Decrease) in Employee Benefit (Current)	0.73	0.37
Increase/(Decrease) in Trade Payable	(116.91)	(187.00)
Increase/(Decrease) in Other Financial Liability	(3.75)	(11.69)
Increase/(Decrease) in Other Current Liability	(47.09)	(6.33)
Net Cash Flow from Operation	434.17	130.69
Less : Income Tax paid	44.45	76.33
Net Cash Flow from Operating Activities (A)	389.72	54.37
Cash flow from investing Activities		
Purchase of Property, Plant & Equipment	(57.66)	(55.22)
Purchase of Intangible Assets	(2.50)	-
Purchase of Intangible Assets / Under Developments	(52.34)	(16.60)
Transfer of Intangible Assets / Under Developments to Subsidiaries	28.72	-
Sale of Fixed Assets	13.00	-
Interest received	0.10	2.58
	(70.68)	(69.23)
Net Cash Flow from Investing Activities (B)	(70.68)	(69.23)
Cash Flow From Financing Activities		
Increase/(Decrease) in Borrowing Non Current	(6.78)	8.44
Increase/(Decrease) in Borrowing Current	(13.61)	17.40
Interest Paid	(12.20)	(5.17)
Dividend Paid	(12.22)	-
Net Cash Flow from Financing Activities (C)	(44.80)	20.67
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	274.24	5.81
Opening Cash & Cash Equivalents	442.25	436.44
Cash and cash equivalents at the end of the period	716.49	442.25
Cash And Cash Equivalents Comprise :		
Cash	31.92	26.09
Bank Balance :		
Current Account	684.57	416.15
Total	716.49	442.25

Notes:

(1') The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS-7 on Statement on Cash Flows.

(2') Previous Year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current year's classification.

(3') The above Statement of Cash Flow were reviewed by the Audit Committee and thereafter approved by the Boards of Directors at their respective meeting held on 26.05.2022

For and on Behalf of the Board of Directors
Touchwood Entertainment Limited



Manjit Singh
(Managing Director)
DIN:00996149

Place : New Delhi
Dated : 26.05.2022

PROFILE OF THE FIRM

Name of the Concern	: VSD & ASSOCIATES ,Chartered Accountants
Head Office Address & Telephone	: DD-34, Basement, Kalkaji, New Delhi-110 019 011-41329602, 41329603, 41329604, 40550699
Branch office 1	: 67, Nehru Apartments , Kalkaji, New Delhi-110 019 011-41421497 , 40535802
Branch office 2	: 713-714, Laxmi Deep Building, District Centre, Laxmi Nagar, Delhi-110 092, 011-41329603
Branch office 3	: SF -19B, Shyam Plaza, Pandri Road, raipur-492001 09540977116
Branch office 4	: 1610/H/SHI, Saipem Foothill Building, Orada, Candolim, Brande, North Goa-403515
Web site	: www.vsda.in admin@vsda.in
E-MAIL	: sanjay@vsda.in
Constitution	: Partnership Firm
Year of Establishment	: 1988
Firm's Registration No.	: 008726N

About the Firm

VSD & Associates (VSD) is one of the premier Chartered Accountants firms in India, based in New Delhi. Being, established in 1988 with a modest beginning of two partners, VSD now boast of eleven partners and total of five offices across Delhi, U.P , Chattisgarh, and Goa in India. VSD has been providing high quality professional services to its esteemed clients and has earned accolade from them, thus attributing their success to its professional and excellent Advisory services.

VSD has been providing services to all types of it's clients including listed, manufacturing, trading and service industries related to all types of audits (internal, concurrent and statutory), taxation including income tax and service tax, financial advisory, mergers, company law matters, international advisory towards opening of representatives/branch offices and other services related to foreign remittance, approvals from Reserve Bank Of India. The firm is deeply committed to its clients, its staff and the society at large, which is emphasized by the firm's motto, "Excellence in Service".

Currently the firm consists of a dedicated work force of over sixty people, including its eleven working partners namely CA Vinod Sahni, CA Sanjay Sharma, CA Dinesh Kumar, CA Sanjeev Rastogi, CA Sachin Gupta, CA Vaibhav Gupta, CA Ashish Dhawan, CA Hema Dudeja , CA Kanika Gupta and others .

VSD offers professional services to varied type of clients ranging from corporate sector including public listed companies, public sector undertakings, banks, charitable institutions, small and medium level firms and individuals. Our professional approach blended with personal touch has earned us enormous confidence of all our clients, which is reflected in an enduring business relationship that we enjoy with them as also in the consistent growth in portfolio of our services.

We are committed to continuously providing professional services of the highest standards with integrity and commitment to our Clients and providing value addition to their business. We underline the belief that the firm's motto of 'Excellence in Service' shall be reflected in our approach to work and we serve our Clients in a dedicated manner so as to bring best value addition in their approach to conduct business professionally.

RANGE OF PROFESSIONAL SERVICES

The key areas, in which our firm provides professional services, are listed hereunder:

1. **Audit Services** : We offer all types of Auditing Services to our clients such as:
 - Statutory Audit of Annual Accounts , Internal Audit, Tax Audit, Stock Audit, System Audit, Due Diligence Audit , Business Organization Valuation, Compliance Audit
2. **Tax Consultancy Services** :
 - Direct Tax Matters – Assessments, Appeals, Advisory & compliances
 - Indirect Tax relating to VAT, Excise, Service Tax – Advisory & compliances
 - Preparation and filing of Income Tax, TDS and Service Tax Returns
3. **Accounting Outsourcing And Management Services** :
 - Maintenance of Accounting records, Book keeping and preparation of financial statements
 - Establishing accounting systems
 - Review of existing system/ Accounting reforms
 - Conversion into accrual based double entry accounting system
 - Preparation of accounting manual
 - Devising of sound & effective MIS systems
4. **Corporate Law Services** :
 - Drafting of appeals before CLB/RD/OL
 - Drafting of Minutes / secretarial records
 - Incorporation of companies
 - Winding up of companies
5. **Corporate Finance Services** :
 - Preparation of project reports
 - Loan syndication
6. **Corporate Advisory Services** :
 - Merger & acquisition advisory
 - Corporate & business restructuring
 - Business advisory and management consulting services

International Transaction Services :

- Advisory and approvals
- Taxation matters for all NRI's, Non-resident and foreign companies
- Transfer Pricing Reports & Audits
- Formation of branches/associate concerns for foreign companies

AAVN & Associates

Chartered Accountants

Brief Profile

The **Firm** was established in the year of 2004 by **CA Amit Agarwal** and thereafter **CA Saurabh Jain** joined as a partner in the year 2018.

The firm is managed by two partners **Amit Agarwal ((FCA, FAFD) and Saurabh Jain (ACA, B.Com).**

Amit Agarwal, The founder of the firm was qualified as Chartered accountant in the year 2004.

He has the expertise in the field of direct taxation, Indirect Taxation, Auditing of corporate and banking sector and has handled various accounting support projects for variety of clients. He is a forensic auditor also and handling forensic audit assignments.

Saurabh Jain joined the firm in the year of 2018. He was qualified as chartered accountant in the year 2016.

He has had exposure in the field of direct taxation, Indirect Taxation, Auditing, Secretarial and handling various accounting support projects for variety of clients.

During his practice training under Bhutoria Ganesan & Co. Chartered Accountants, He has got exposure in the field of Auditing, Taxation, Finance, Preparation of Financial Statements/MIS Report, Tax Returns, ROC Filling, Company Law Matters and many other works of manufacturers, Traders, banking and financial institutions.

Our Team at present comprises of more than 10 Professionals with an appropriate mix of Qualified CA & CS, experienced Graduates who handle each functional area as a core practice area.

The firm represents a blend of specialized skills, which are geared to offer sound financial advice and personalized proactive services.

Everyone associated with the firm is placed in regular interaction with industry and other professionals enabling them to keep abreast with contemporary developments and to meet the needs of the clients.

Our Service Line:-

- **AUDITING AND CERTIFICATION**

Statutory Audit, Internal Audit, Tax Audit, Management Audit, Stock Audits, Proprietary Audit, Forensic Audit, Concurrent Audit.

- **COMPANIES ACT 2013 / ROC / FEMA / SEBI / IP / LEGAL METROLOGY**

Formation of a new company, Registration with various Revenue authorities and other government departments, Capital Structure advisory etc.

Head Office : "Durga Laxmi Chambers" 285-A, Talwandi, Kota Rajasthan 324005

Branch Office : S-50, Indra Vihar, Kota Rajasthan 324005

- **DUE DILIGENCE**

Financial due diligence, feasibility study, business valuation etc.

- **FINANCE**

Long Term and Short Term fund procurement, strategic fund planning, budgeting. Syndication and arranging for Term Loan, Working Capital, Mortgage & Housing Finance.

- **MANAGEMENT CONSULTANCY**

Organization System Development, Implementation of Controls, MICS, Business Procedure Analysis, Business Process Reengineering, Inventory Management etc.

- **TAXATIONS**

Tax Planning, Filing of Income Tax Returns, Income Tax Audit, TDS Returns, Counseling, Drafting and Representation before the Authorities up to the Tribunal level, Statutory Compliance.



ADVITIYA VYAS & COMPANY

PRACTICING COMPANY SECRETARIES

114, USHA KIRAN BUILDING,
AZADPUR COMMERCIAL COMPLEX
AZADPUR, NEW DELHI-33

Email: csadvitiyavyas@gmail.com
Contact No.: +91-9560097400

PROFILE

Name of Firm	ADVITIYA VYAS & COMPANY
Firm Registration No.	S2016DE389400
Registered Office	114, Usha Kiran Building, Azadpur, Delhi-33
Contact Details	Mobile: +91 9560097400 Email : csadvitiyavyas@gmail.com
Year of establishment	April 2016
Team	<p>The firm has an enthusiastic and energetic team of professionals and apprentices. The team is efficient to cater A class of secretarial services within time.</p> <p>Proprietor: Mr. Advitiya Vyas Qualification: B.Com and LL. B. A qualified Company Secretary having Membership No. 44150.</p>
Work Exposures	<p>The Firm has a very vast and deep work exposures in the secretarial as well as in different allied fields:</p> <ul style="list-style-type: none"> • ROC <ul style="list-style-type: none"> ❖ Incorporation of Corporate Entities ❖ Matters related to Charge filing ❖ Drafting of MOA & AOA and other agreements ❖ Annual compliances of ROC ❖ XBRL preparation ❖ Secretarial Records preparation ❖ Drafting of schemes & Arrangements and Filing of Forms thereunder i.e. Interstate change of registered office; M&A, ❖ Related Party Transactions ❖ Secretarial Audit • STOCK EXCHANGE <ul style="list-style-type: none"> ❖ Compliances under various SEBI regulations; ❖ Listing & Delisting of securities ; ❖ Organizational Re-structuring, Project Reports, Business Restructuring; ❖ Board Composition, Committee formations; ❖ Matters related to Independent Directors; ❖ IPO/FPO, assistance to merchant bankers; • IPRs <ul style="list-style-type: none"> ❖ Registration/Renewal/Licensing of Trademark;



ADVITIYA VYAS & COMPANY

PRACTICING COMPANY SECRETARIES

114, USHA KIRAN BUILDING,
AZADPUR COMMERCIAL COMPLEX
AZADPUR, NEW DELHI-33

Email: csadvitiyavyas@gmail.com
Contact No.: +91-9560097400

	<ul style="list-style-type: none">❖ Assignment of Trademark;❖ Registration of Geographical Indication;❖ Registration of Copyrights;❖ Registration of Patents;• NCLT<ul style="list-style-type: none">❖ Drafting of petitions, appeals and other documents❖ Assist in Appearance before the Tribunal• OTHER FIELDS<ul style="list-style-type: none">❖ Fssai Licensing;❖ BSI/ISI, ISO;
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For ADVITIYA VYAS & CO.

Practicing Company Secretaries

Advitiya Vyas

COP: 16257



AGARWAL SUDESH & ASSOCIATES
CHARTERED ACCOUNTANTS

BRIEF PROFILE

Name	Agarwal Sudesh & Associates, Chartered Accountants <i>Prop. Sudesh Kumar Agarwa,, B.Com. (Hons.) FCA) (M.No.096455)</i>
ICAI Regd. No.	019504N
PAN	AEGPA7811R
RBI UCN	342000
GST No.	<i>Not Applicable</i>
Peer Reviewed	<i>Yes</i>
Status	<i>Proprietorship</i>
Professional Address	95 Kayasthwara, Near Shani Mandir, Khurja 203131 (UP)
Prop. Residential Address	C-8/245, Ground Floor, Yamuna Vihar, Delhi 110053
Phone	9582540276, 9891514156
E Mail	ska_98@rediffmail.com
Audit Experience	
Major Audits	PSU / CAG Audits - Statutory Audits 1. Bharat Aluminium Company Ltd. (Head Office) 2. Rural Electrification Corporation Ltd (Head Office) 3. I B P Company Ltd. - Chemical Division - Noida 4. National Textiles Corporation Ltd. (Head Office) 5. United India Assurance Company Ltd -Divisional Office, Janpath 6. New India Assurance Co. Ltd. - Karol Bagh D.O.
	Closely Held Companies - e.g. 1. Gopal Das Estate & Housing P Ltd 2. G.D.Mishardhatu Limited 3. Progressive Finlease Ltd 4. Large number of closely held companies, Firms & LLPs
Bank Audits	
State Bank Of Patiala	Statutory Audit (Kondli, Pahar Ganj & Bhopal)
Canara Bank	Statutory Branch & Stock Audits
Bank Of India	Statutory Branch Audits
Allahabad Bank	Statutory Branch Audits
State Bank Of India	Stock Audit (Associated Containers Terminals Ltd. GK II)
Central Bank of India	Concurrent Audit (Safdarjung Enclave)
Oriental Bank Of Commerce	Concurrent Audit (Fatehpuri)
Punjab National Bank	Statutory, Revenue. Inspection, Concurrent & Stock Audits
Dena Bank	Inspection & Stock Audits
Corporation Bank	Stock Audit (Precision Electronics Ltd – Noida).
Punjab & Sind Bank	Stock Audit (Nehru Place Hotels Ltd.-Nehru Place)
Bank Of Maharashtra	Concurrent Audit (Press Enclave, Pushpanjali Enclave & CP)
Syndicate Bank	Concurrent Audit (Rani Jhansi Road)
Union Bank of India	Concurrent Audit (SSI Okhla & SSI Noida)
Stock Audits Conducted For	
Canara Bank	1.Universal Publishers Distributors Ltd. (Darya Ganj) 2.Sterling Agro Industries Ltd (Kundli)
Punjab National Bank	1.Bushan Ltd. (Chandigarh) 2.India Lease Development Ltd (C.P. Delhi) 3.Mukut Pipes Ltd. (Patiala) 4.Polar Industries Ltd. (Noida) 5.Ravindera Tubes Ltd. (Hissar) 6.Sanat Products Limited (Delhi) 7.Rampur Fertilizers Limited (Rampur)
Co-Operative Societies	1.Panch Shila Co-operative House Building Society Ltd. 2.New Rising Star Co-operative Thrift & Credit Society Ltd.
Multi State Co-operative Societies	1.All India Handloom Fabric Marketing Society Ltd 2.National Council Of Co-operative Training (NCCT) Khel Gaon

Internal Audits Conducted	
National Thermal Power Corporation Ltd	1 Dadri 2.Farakka 3.Talchar
CONCOR Ltd	1 Moradabad 2.Kanpur 3.Tuglakabad
Stock Verification Audit	Power Grid Corporation Of India Ltd
Audits Conducted For IDBI	Pratap Paper Mills Ltd, Amritsar (Valuation of assets) Linaks Microelectronics Ltd. Lucknow (Concurrent Audit)
Taxation Matters	1.Tax Audit (U/s 44AB) for Corporate & Non Corporate assesseees 2.Income Tax Returns of all type of assesseees 3. Handling all other Income Tax matters 4.Handling GST Matters
Company Law Matters (ROC)	1.Incorporation Of Companies 2.Preparation Of Annual Returns 3.Registration Of Charge, Status Report & Search Report

CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1 **Background**

- 1.1. This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in relation to the securities of the Touchwood Entertainment Limited ('Company'), is framed in terms of Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the 'Regulations'), as amended from time to time.

2 **Definitions**

- 2.1. **Act:** means Securities and Exchange Board of India Act, 1992 as amended from time to time.
- 2.2. **Chief Investor Relation officer:** means any senior officer of the Company, designated so by the Board of Directors, who shall deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- 2.3. **Unpublished Price Sensitive Information ("UPSI"):** means any information, relating to a Company or its securities, directly or indirectly affecting, that is not generally available which is upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) merger, de-mergers, acquisition, delisting, disposals and expansion of business and such other transactions;
 - (v) change in key managerial personnel.
- 2.4. **Generally Available Information:** means information that is accessible to the public on a non-discriminatory basis.
- 2.5. **Selective Disclosures:** means disclosure to selective group of persons such as securities analysts or selected institutional investors, brokers and dealers or their associate persons, investment advisers and institutional managers, investment companies, hedge funds, or any other person.

3 **Functions of Chief Investor Relations Officer:**

- i. Dealing with universal dissemination and disclosure of UPSI.
- ii. Determination of questions as to whether any particular information amounts to UPSI.
- iii. Determination of response, if any, of the Company to any market rumour in accordance with this Code.
- iv. Dealing with any query received from any Insider about any UPSI.
- v. Providing advice to any Insider as to whether any particular information may be treated as UPSI.

If an Insider receives a query about any UPSI related to the company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code.



4 **Principles of Fair Disclosure**

The Company shall ensure:

- i. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. Uniform and Universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- vii. Developing best practices to make transcripts or records of proceeding of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.
- viii. Handling of all unpublished price sensitive information on need-to-know basis.

5 **Process of disseminating information in order to make the UPSI generally available**

- a. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- b. The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions & answers.
- c. Further, the Company will publish the Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, on its website, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - i. the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls.



6 Manner of dealing with analyst and research personnel

- a. **Only Public information to be provided** – A company shall provide only public information to the analyst/ research persons/ large investors like institutions.
- b. **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives be present at meetings with analysts, brokers or institutional investors. The Company shall adopt best practices to make transcripts or records of proceedings of such meetings available on the website of the Company to ensure official confirmation and documentation of disclosures made.
- c. **Handling of unanticipated questions** –The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public disclosure, if considered appropriate, should be made before responding.

7 Amendments

- 7.1 This Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary. The Board of Directors of Touchwood Entertainment Limited may amend the policy from time to time depending upon the requirements of the provisions of the Companies Act, 2013, the PIT Regulations and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 7.2 Every such amendment shall be promptly intimated to the stock exchanges where the securities are listed.

