

# REAL TOUCH FINANCE LIMITED

(FORMERLY : ASSOCIATED CEREALS LIMITED)

CIN : L01111WB1997PLC085164

CORPORATE OFFICE: 3RD FLOOR, KHIVRAJ COMPLEX - I, NO. 480, ANNA SALAI, NANDANAM,  
CHENNAI - 600035; TAMILNADU

Date:- 20/05/2023

To,  
BSE Limited,  
P J Towers,  
Dalal Street, Fort  
Mumbai- 400001

Ref: Scrip Code: 538611.

Subject : Annual Secretarial Compliance Report of the Company for the Year ended 31.03.2023

Ref: SEBI Circular CIR/CFD/CMDI127/2019 dated 08.02.2019

Dear Sir,

With reference to the above circular, please find the attached scanned copy of the Annual Secretarial Compliance Report for the year ended 31.03.2023.

Kindly take the aforesaid information in your records.

Please acknowledge the same.

Thanking You,

Yours Faithfully

For Real Touch Finance Limited

*Priyanka Singh*

Priyanka Singh  
Company Secretary



# **P B & ASSOCIATES**

*Practicing Company Secretary  
(a peer reviewed firm)*

*Tobacco House, Room no-101,  
1&2, Old Court House Corner,  
1st Floor, Kolkata - 700001.  
Mobile No. : 9831831866  
Email id: csbafnapayal@gmail.com*

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**To,  
The Board of Directors  
Real Touch Finance Limited  
Arihant Enclave, Ground Floor,  
493B/57A, G.T Road (South),  
Shibpur, Howrah: 711102**

## **Sub.: Annual Secretarial Compliance Report for the Financial Year 2022-23**

Dear Sir,

We have been engaged by M/s Real Touch Finance Limited (hereinafter referred to as the "Company") bearing CIN: L01111WB1997PLC085164 whose Equity Shares are listed on Bombay Stock Exchange Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**Place: Kolkata  
Date:18-05-2023**

**For P B & Associates  
Company Secretary**

**Payal Bafna  
Proprietor  
M. No: 36114; C.P. No: 25291  
UDIN: A036114E000332234  
Peer Review No:2003/2022**

**Secretarial Compliance Report of Real Touch Finance Limited for the financial year ended March 31, 2023**

I, Payal Bafna, Proprietor of M/s. P B & Associate, Practicing Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s Real Touch Finance Limited**("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (**www.realtouchfinance.com**)
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31<sup>st</sup> Mach 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ;(**Not applicable during the Review period**)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ;(**Not applicable during the Review period**)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ;( **Not applicable during the Review period**)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ;( **Not applicable during the Review period**)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable during the Review period**)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

(j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (**Not applicable during the review period**);

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

❖ **Refer Annexure “A” annexed to the Report**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

❖ **Refer Annexure “B” annexed to the Report**

and further, based on the above examination, I hereby report that, during the Review Period:

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- The listed entity has complied with all the provisions of the above applicable Regulations and circulars/ guidelines issued thereunder during the period under review. The Company has not received any notice from Stock Exchange and SEBI regarding contravention and non compliance of applicable Regulations and circulars/ guidelines issued thereunder

- The listed entity has maintained proper records under the provisions of the above applicable Regulations and circulars/ guidelines issued thereunder insofar as it appear from my examination of those records.
- There were not any actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under during the period under review:

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/ NA)</b>	<b>Observations /Remarks by PCS*</b>
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	<b>Yes</b>	Not Any
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	<b>Yes</b>	Not Any
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance</li> </ul>	<b>Yes</b>	Not Any

	reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website		
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Not Any
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	Not Any
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not Any
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Not Any
8	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	Not Any
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Any
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Any
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>	Yes	Not Any

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	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		
12	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	<b>Yes</b>	Not Any

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/ NA)</b>	<b>Observations /Remarks by PCS*</b>
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p><b>i.</b> If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p><b>ii.</b> If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p><b>iii.</b> If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<b>YES</b>	M/s P D Rander & Co Chartered Accountant( Reg No:319295E) has been re appointed for second term of five years w.e.f from 37 <sup>th</sup> AGM
2	<b>Other conditions relating to resignation of statutory auditor</b>		

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	<p><b>i.</b> Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p><b>a.</b> In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p><b>b.</b> In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p><b>c.</b> The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p><b>ii.</b> Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	Not Any
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in	NA	Not Any



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	Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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**Annexure “A”**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Related party Transaction	23(9)	Non Filing	BSE	Fine	Non Filing of Disclosure of Related Party Transaction for QE March 2022	47200	Company has paid the penalty	Company has paid the penalty	-
2.	Annual Report	34A	Delay in Filing Annual Report	BSE	Fine	Delay in Filing Annual Report	2360	Company has paid the penalty	Company has paid the penalty	-

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## Annexure "B"

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>NOT APPLICABLE</b>										

Place: Kolkata  
Date:18/05/2023

For P B & Associates  
Company Secretary

Payal Bafna  
Proprietor  
M. No: 36114; C.P. No: 25291  
UDIN: A036114E000332234  
Peer Review No:2003/2022