



# REAL TOUCH FINANCE LIMITED

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

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

May 30, 2024

**BSE Limited**

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

**Scrip Code: 538611    ISIN: INE840I01014**

**Sub: Annual Secretarial Compliance Report under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015**

Dear Sir/ Madam,

With reference to captioned subject, please find enclosed the Annual Secretarial Compliance Report under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 for the year ended March 31, 2024 issued by Mr. S Sandeep, Practicing Company Secretary.

You are requested to take the above information on record.

Thanking you,  
Yours Sincerely,

**For Real Touch Finance Limited**

**Manoj Kumar Jena**

Company Secretary and Compliance Officer  
ACS 67684



**SECRETARIAL COMPLIANCE REPORT OF REAL TOUCH FINANCE LIMITED  
(CIN:L01111WB1997PLC085164) FOR THE YEAR ENDED MARCH 31, 2024**

We, S Sandeep and Associates, Company Secretaries, have examined:

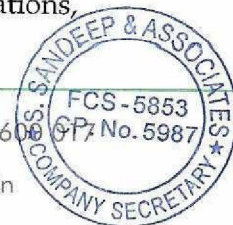
- all the documents and records made available to us and explanation provided by (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- 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 :-

- Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018; Not Applicable for the year under review.
- Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable for the year under review.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the year under review.
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable for the year under review.
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable for the year under review.





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and circulars/ guidelines issued thereunder;

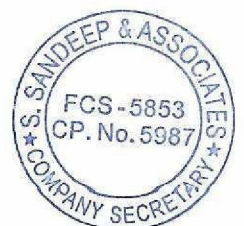
and based on the above examination, we hereby report that, during the Review Period

I. (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
	NIL	NIL	NIL	NIL	NA	NIL	NIL	NIL	NIL	NIL

(b) The listed entity has taken the following actions to comply with the observations made in previous report for FY 2022-23 :

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation Nos	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount - Rs	Observations	Remarks
1	Related party Transaction	23(9)	Non Filing	BSE	Fine	Non Filing of Disclosure of Related Party Transaction for Quarter ended March, 2022	47,200	Company has paid the fine on 04.08.2022	Since complied
2	Annual Report	34A	Delay in filing	BSE	Fine	Delay in Filing Annual Report	2,360	Company has paid the fine on 23.11.2022	Since complied





II. We hereby report that, during the review period the compliance status of the listed entity is appended as below

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<u>Secretarial Standard</u>  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	NIL
2.	<u>Adoption and timely updation of the Policies:</u> <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 has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	NIL
3.	<u>Maintenance and disclosures on Website:</u> <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 reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li></ul>	Yes	NIL
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u>  a) Identification of material subsidiary	There are no subsidiaries of listed entity	NIL



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	companies b) Disclosure requirements of material as well as other subsidiaries		
6.	<p><u>Preservation of Documents:</u></p> <p>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</p>	Yes	NIL
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the during the financial year as prescribed in SEBI Regulations.</p>	Yes	NIL
8.	<p><u>Related Party Transactions:</u></p> <p>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.</p>	Yes	NIL
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	NIL
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	NIL
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating</p>	NIL	Please Refer Note (1) given below





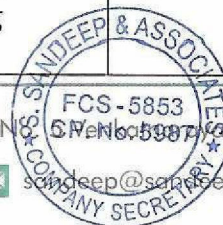
**S.SANDEEP & ASSOCIATES**  
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	Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein		
12	Resignation of statutory auditors from the listed entity or its material subsidiaries :  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	There was no resignation of statutory auditor during the review period	NIL
13	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Please Refer Note (2) given below

**Notes :**

1. BSE Limited vide its email dated 04-08-2023 has levied fine of Rs.20,83,927/- (excluding GST) for various delayed filings as per the provisions of SEBI (LODR) Regulations, 2015. The details of the fines are mentioned as per the table below. The Company has paid the fines for the items listed in Sl. No. 1 to 8 on 03-01-2024 and requested the Stock Exchange to waive off the fine levied as per items listed in Sl. No.9 to 11. However, the Company has paid the fine amount for the items listed in Sl. No.9 to 11 on 24-04-2024.

Sl. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation	Deviations	Fine	Details of Violation
1	Compliance report on Corporate Governance	Reg-27(2)	Delay in filing	4,000	Delay in filing the Corporate Governance Report for the Quarter ended December 2014
2	Compliance report on Corporate Governance	Reg-27(2)	Delay in filing	33,000	Delay in filing the Corporate Governance Report for the Quarter ended December 2015
3	Statement showing holding of securities and shareholding	Reg 31	Delay in filing	6,000	Delay in filing the shareholding pattern for the Quarter ended September 2014





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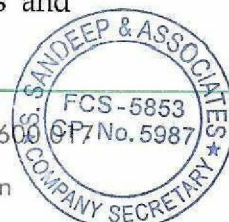
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4	Financial Results	Reg 33	Delay in filing	3,86,927	Delay in filing Financial Results for the quarter ended March 2017
5	Financial Results	Reg 33	Delay in filing	50,000	Delay in filing Financial Results for the quarter ended September 2014
6	Annual Report	Reg 34	Delay in filing	62,000	Delay in filing the Annual Report for the year ended March 2017
7	Annual Report	Reg 34	Delay in filing	1,67,000	Delay in filing the Annual Report for the year ended March 2018
8	Quorum of the Board of Directors	Reg 17(2A)	Non maintenance of Quorum	10,000	Quorum of the Board Meeting was not maintained for the Quarter ended September 2020
9	Composition of Board of Directors	Reg 17(1)	Non maintenance of composition of Board of Directors	4,60,000	Required no. of Directors were not on the Board of the Company for the Quarter ended December 2020
10	Composition of Board of Directors	Reg 17(1)	Non maintenance of composition of Board of Directors	4,50,000	Required no. of Directors were not on the Board of the Company for the Quarter ended March 2021
11	Composition of Board of Directors	Reg 17(1)	Non maintenance of composition of Board of Directors	4,55,000	Required no. of Directors were not on the Board of the Company for the Quarter ended June 2021

Remarks by PCS : All the above non compliances pertain to previous years. Since the Company has paid the fine imposed, the non compliance is settled.

2. BSE limited froze the demat account of the promoter of the listed entity Ultraplus Housing Estate Private Limited. Remarks by PCS : The status remain the same as on date.

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.





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2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S Sandeep & Associates

S

SANDEEP

Digitally signed  
by S SANDEEP  
Date:  
2024.05.30  
16:29:05 +05'30'

S Sandeep

Managing Partner

FCS No.: 5853

C P No.: 5987

PR No: 1116/2021

UDIN: F005853F000478534

Place: Chennai

Date:29.05.2024