

RTCL LIMITED

Registered Office: Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur- 209201

Corporate Office: 6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi-110007

CIN No.: L16003UP1994PLC016225, **Tel. No.:** 011-23852583, **Fax No.:** 011-23852666

Website: www.rtcllimited.in **E-mail:** rgc.secretarial@gmail.com

Date: 13th April, 2021

The Manager

Department of Corporate Services

Bombay Stock Exchange Limited

Floor 25, P.J. Towers, Dalal Street,

Mumbai-400 001

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the Year Ended 31st March, 2021

Ref: SEBI Circular No. CIR/CFD/ CMD1/27/2019 Dated 08th February, 2019

Pursuant to Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/ CMD1/27/2019 Dated 08th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the Year Ended 31st March, 2021, issued by Sushil Kumar Gupta, Practicing Company Secretary.

You are requested to kindly take the above information on your record and oblige.

Thanking you,

Yours faithfully,

For RTCL Limited

Sd/-

Company Secretary and Compliance Officer

Encl: As above

SECRETARIAL COMPLIANCE REPORT OF RTCL LIMITED
FOR THE YEAR ENDED ON 31ST MARCH 2021
[Pursuant to SEBI - CIR/CFD/CMD/1/27/2019 Dated February 08, 2019]

To,
The Members
RTCL Limited
8/226, Second Floor,
SGM Plaza, Arya Nagar,
Kanpur- 208001

I, Sushil Kumar Gupta, Practicing Company Secretary (FCS No. 3151, Certificate of Practice No. 5064) have examined:

(a) all the documents and records made available to us and explanation provided by RTCL Limited ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) Website of the listed entity,
(d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2021 ("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 thereunder; 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;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I/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:-



Sr.No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of 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 thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE	Regulation 23(9) Non-compliance with disclosure of related party transactions on consolidated basis.	Fine Amount : Rs. 230100/- dated January 18, 2021 The Company has applied for waiver of fine.	NIL
2.	BSE	Regulation 17(1) requirements pertaining to the composite on of the Board including failure to appoint woman directo	Fine Amount : Rs. 828000/- dated December,2019	Fine has been waived off email dated 12 th January ,2021

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

Sr. No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

Date: 13th April, 2021
Place: Kanpur

For Sushil Gupta & Associates



(Sushil Kumar Gupta)
Proprietor
C.P. No.5064
M.No.3151
UDIN: F003151C000079359