

ARUN KUMAR MAITRA & CO.
Practicing Company Secretaries
6/1, Merlin Park, Ballygunge Phari
Kolkata-700019
(M)8420975192
Mail Id: akmaitra03@gmail.com
ICSI Unique Code P2015WB086500
Peer Review Certificate No. 1504/2021
Dated 24th September, 2021
PAN No- ABUFA9914A

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

Secretarial Audit Report in Form No. MR-3 as required under Companies Act, 2013 and the rules made thereunder for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well.]

To,
The Members,
RTM INVESTMENT & TRADING CO LTD.
9/1 R N Mukherjee Road,
Kolkata- 700001

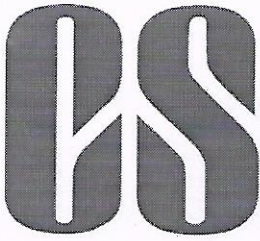
We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RTM INVESTMENT & TRADING CO. LTD.** (CIN: **U65993WB1987PLC041842**) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as specified in Annexure- A1, hereinafter referred to as "Books and Papers") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The Company being an unlisted public company the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") are not applicable:





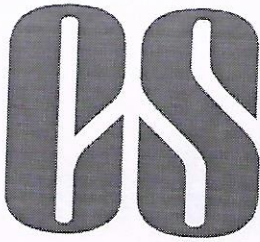
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- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Depositories and Participants) Regulations, -2018 and rules made thereunder;
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - f. The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, 2018;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
 - i. The Securities and Exchange Board of India (Share based Employee Benefits And Sweat Equity Shares) Regulations, 2021;
 - j. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
6. The Company is not carrying any manufacturing business and is engaged in investment activities. The Company is a NBFC Registered with Reserve Bank of India bearing registration Number 05.00345 dated 26th February, 1998. The Management represented that no other specific law are applicable to it.
7. We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India.

Management Responsibility:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial





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records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion;

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
4. Whereover required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

During the Audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above.

We report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

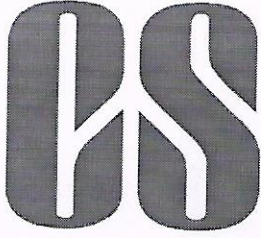
Resolutions have been approved by majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the followings:

- (i) Board of Directors at their meeting held on 01.09.2023 accorded their consent to sell 61000 Equity Shares of NMDC Steel Limited and 32,500 Equity Shares of Power Finance Corporation Limited held as investment in the open market at the best available market price for the financial interest of the Company.





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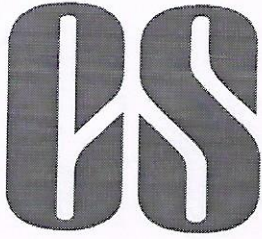
- (ii) Board of Directors at their meeting held on 25.01.2024 accorded their consent to participate in the Buy-back offer of Chambal Fertilizers and Chemicals Limited (Chambal) by tendering 68,582 equity shares (Buyback entitlement) as well as to tender additional equity shares over and above its Buyback entitlement at the offer price of Rs. 450/- per share.



For Arun Kumar Maitra & Co.
Practicing Company Secretaries

Arun Kumar Maitra
Partner
ACS: 3010
C.P. No.: 14490
UDIN No: A003010F000316499

Place: Kolkata
Date: 06/05/2024



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ANNEXURE-A1

List of Documents

1. Corporate Matters
 - 1.1 Minutes books of the following Meetings were provided:
 - 1.1.1 Board Meeting
 - 1.1.2 General Meeting
 - 1.1.3 Audit Committee
 - 1.1.4 Nomination and Remuneration Committee
 - 1.1.5 Asset-Liability Management Committee
 - 1.1.6 Risk Management Committee
 - 1.2 Annual Report (2022-23);
 - 1.3 Memorandum and Articles of Association;
 - 1.4 Disclosures under the Companies Act, 2013;
 - 1.5 Policies framed under the Companies Act, 2013;
 - 1.6 Forms and returns filed with the ROC and RBI;
 - 1.7 Registers maintained under Companies Act, 2013;

