

REAL GROWTH CORPORATION LIMITED

(Formerly Real Growth Commercial Enterprises Limited)

CIN: L70109DL1995PLC064254

Add: G-01, Ground Floor, Plot No. SU, LSC B-Block, RG City Centre, Lawrence Road Delhi North West DL 110035

E-mail: info@realgrowth.in Website: www.realgrowth.co.in Ph. 9560096060

The Manager
Department of Corporate Relationship
BSE Limited
25th Floor P.J. Towers, Dalal Street
Mumbai – 400001

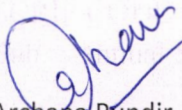
Date: 29/05/2024

SCRIP CODE: 539691 (Equity)
Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2024.

Dear Sir/Madam

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2024 under Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/ CFD/ CMDI/ 27/ 2019 dated February 8, 2019.

Kindly, take the above on record.
Thanking You,
Yours Faithfully,
For Real Growth Corporation Limited



Archana Pundir
Company Secretary



Sachin Kumar Shrivastva

Company Secretary

Peer Reviewed Practicing Unit Registration No. 2346/2022

Secretarial Compliance Report of Real Growth Corporation Limited for the financial year ended 31st March, 2024.

I Sachin Kumar Shrivastva have examined:

- a) all the documents and records made available to us and explanation provided by Real Growth Corporation Limited (“the listed entity” formerly known as Real Growth Commercial Enterprises Limited),
- 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 31st March, 2024 (“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; (Not Applicable) **(No events during the year).**
- 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; (Not Applicable). **(No events during the year).**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No events during the year).**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;



I 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	<p>Secretarial Standards:</p> <p>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.</p>	Yes	
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars /guidelines issued by SEBI 	Yes Yes	
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	



5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	
6.	<p>Preservation of Documents:</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>	<p>Yes</p>	
7.	<p>Performance Evaluation:</p> <p>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.</p>	<p>Yes</p>	
8.	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>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>	<p>Yes</p> <p>Yes</p>	
9	<p>Disclosure of events or information:</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>	<p>Yes</p>	<p>There is delay in disclosure of some events during the year under review.</p>
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI</p>	<p>Yes</p>	<p>The Company has instal SDD software and recorded the necessary information. However, inspection</p>



	(Prohibition of Insider Trading) Regulations, 2015.		for the accuracy of data by the exchange is still in process and the company has marked SDD non-compliant.
11	Actions taken by SEBI or Stock Exchange(s), if any: 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 (**).	Yes	Detailed in separate paragraph of this report.
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	

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:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. 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	NA	There was no incidence of resignation of statutory auditors from the listed entity and its material subsidiaries during the period under review.
	ii. 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	NA	
	iii. 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.	NA	



2.	Other conditions relating to resignation of statutory auditor	
i.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA
a.	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.	NA
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.	NA
c.	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.	NA
ii.	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.	NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	

(a) The listed entity has done various non-compliances and delay in making compliances with the provisions of the above Regulations and circulars/ guidelines issued thereunder, some of the observation is hereunder:

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	Annual Secretarial Compliance Report	Regulation 24(A) of SEBI (LODR), 2015	Delay in submission of Annual Secretarial Compliance Report for the FY 2022-23.			Annual Secretarial Compliance Report for the FY ended on 31 st March 2023 was filed to SE on 19.06.2		Delay in submission of Annual Secretarial Compliance Report by 19 days.		



						023 with delay by 19 days.				
2.	Declaration and submission of quarterly and year to date financial results within 60 days from the end of the 4 th quarter.	Regulation 33(3)(a) of the SEBI (LODR), 2015	Quarterly and year to date financial statement for the quarter and financial year ended on 31 st March 2024 is not yet filed.				Financial Result for the quarter and financial year ended on 31.03.2024 is not filed till the date of issuing of this report.	The Company has called Board Meeting for approval of the financial result on 29.04.2024 which is well within the prescribed time.		

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

Assumptions and Limitation of scope and review

- I. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- II. Our responsibility is to certify based on my examination of relevant documents and information.
- III. I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- IV. This report is solely for the intended purpose of compliance in terms of regulations 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance of the future viability of the listed entity nor the efficacy or effectiveness with which management has conducted the affairs of the listed entity.



Sachin

Sachin Kumar Shrivastva
Company Secretary in Practice
ACS:55362
CP: No. 21674
UDIN: A055362F000471459
PR No. I2019UP1923700

Date: 28.05.2024
Place: Vaishali, Ghaziabad

Annexure A

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
1	Disclosure of shareholding pattern within 21 days from the end of the quarter.	Regulation 31(1)(b) of SEBI (LODR), 2015	Delay in submission of shareholding pattern for the quarter ended on 31 st March 2022, 30 th June 2022 and 30 th September 2022			Non-compliance of Regulation 31(1)(b) of SEBI (LODR) Regulations, 2015 regarding delay in submission of shareholding pattern for the quarter ended on 31 st March 2022, by 285 days, for quarter ended on 30 th June 2022 by 194 days and for quarter		The shareholding pattern for the 31 st March 2022, 30 th June 2022 and 30 th September 2022 has been submits to the stock exchange after a huge delay from the period specified under Regulation 31(1)(b) of the SEBI (LODR) Regulations, 2015	Delay were occurred due to unavoidable circumstances during March 2022 quarter audited results.	



						ended on 30 th September 2022 by 102 days.			
2.	Submission of quarterly compliance report on corporate governance within 21 days from the end of quarter.	Regulation 27(2)(a) of SEBI (LODR), 2015	Non Compliance of Regulation 27(2)(a) for the quarter ended on 31 st March 2022, 30 th June, 2022, 30 th September 2022 and 31 st December 2022.			Non Compliance of Regulation 27(2)(a) for the quarter ended on 31 st March 2022, 30 th June, 2022, 30 th September 2022 and 31 st December 2022.	The Company has not submitted quarterly compliance report for the quarter ended on 31 st March 2022, 30 th June, 2022, 30 th September 2022 and 31 st December 2022.	This is not applicable on company as networth is less than prescribed and BSE too has accepted this.	
3.	Declaration and submission of financial results within 60 days from the end of the financial year.	Regulation 33 of the SEBI (LODR), 2015	Delay in submission of Audited financial Result for the year ended on 31 st March, 2022.			Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 regarding delay in submission of Audited financial result for the financial year ended on 31 st March, 2022 by	The Audited financial for the financial year ended on 31 st March, 2022 were submitted to stock exchange on 18 th January 2023 after a delay of 234 days against the period specific	Delay were occurred due to unavoidable circumstances.	



					234 days.		d under Regulation 33(3)(d) of the SEBI (LODR) Regulations, 2015		
4.	Declaration and submission of quarterly financial results within 45 days from the end of the quarter.	Regulation 33(3)(a) of the SEBI (LODR), 2015	Delay in submission of quarterly financial results along with limited review report for the 1 st and 2 nd Quarter of the financial year 2022-23		Quarterly financial results along with limited review report for the 1 st and 2 nd Quarter of the financial year 2022-23 was submitted on 27 th January 2023.		Delay in submission of Quarterly financial results along with limited review report 1 st Quarter-196 days delay. 2 nd Quarter-104 Days delay.		
5	Submission of statement of Investor complaints within 21 days from the end of the quarter.	Regulation 13(3) of SEBI (LODR), 2015	Delay in submission of quarterly statement of Investor complaints for the quarter ended on 31 st March 2022, 30 th June, 2022, 30 th September		Quarterly statement of Investor Complaint for the 4 th Quarter of FY 2021-22, and 1 st and 2 nd Quarter of FY 2022-23 has been submitted on 17 th January 2023.		Delay in submission of quarterly statement of Investor complaints Quarter ended on 31 st March 2022- Delay by 271 days Quarter ended on		



			er 2022 and 31 st Decemb er, 2022				30 th June 2022 - Delay by 179 days Quarter ended on 30 th Septemb er 2022 - Delay by 87 days Quarter ended on 31 st Decemb er 2022 - Delay by 14 days		
6	Disclos ure of related party transacti ons with 15 days form the publicat ion of its standalo ne and consolid ated financia l stateme nt on every six months.	Regulati on 23(9) of SEBI (LODR) , 2015	The compan y has not filed disclosu re of related party transacti ons for the half year ended on 31 st March 2022 and 30 th Septemb er 2022			The compan y has not filed disclosu re of related party transacti ons for the half year ended on 31 st March 2022 and 30 th Septemb er 2022		This is not applicabl e on company as networth is less than prescribe d limit.	
7	Complia nce certifica te regardin g appoint ment of share transfer agent	Regulati on 7(3) of SEBI (LODR) , 2015	Delay in submissi on of complia nce certifica te for the financial year ended on 31 st			Complia nce certifica te regardin g appoint ment of share transfer agent has been	There was a delay of 269 days in submissi on of the certifica te to the stock exchang e.		



			March 2022			filed on 24 th March 2023			
8	Annual Secretarial Compliance Report	Regulation 24(A) of SEBI (LODR), 2015	Non Compliance in submission of Annual Secretarial Compliance Report for the financial year ended on 31 st March 2022			Annual Secretarial Compliance Report for the FY ended on 31 st March 2022 was not filed to SE.		Annual Secretarial Compliance Report for the FY ended on 31 st March 2022 was not filed to SE.	Filed with Delay
9	Submission of Share reconciliation Report on quarterly basis	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Delay in submission of Share reconciliation Report for the 1 st quarter & 2 nd quarter of the FY 2022-23.			Quarterly share reconciliation report for the 1 st quarter & 2 nd quarter of the FY 2022-23 has been filed on 10 th June 2023.		There were delay of 315 days in filing of Quarterly share reconciliation report for the 1 st quarter and 223 in 2 nd Quarter of the FY 2022-23.	
10	Certificate from Practising Company Secretary regarding transfer the	Regulation 40(9) of the SEBI (LODR), 2015	Delay in submission of certificate of practising company secretary for the financial			Certificate under Regulation 40(9) of SEBI (LODR), 2015 has been filed on 25 th March, 2023		Certificate under Regulation 40(9) of SEBI (LODR), 2015 has been submitted on 25 th March, 2023 by	



	securities within 30 days from the end of the financial year.		year ended on 31 st March, 2022.					a delay of 329 days.		
11	Appointment of Independent Directors	Regulation 17 of the SEBI (LODR), 2015	The Company does not have required numbers of independent Directors in its Board.			The Company has appointed independent Directors on 28 th December, 2022		There was non compliance of appointment of Independent Directors under regulation 17 of the SEBI (LODR), 2015 until the appointment of Independent Directors on 28 th December, 2022.	Delay of appointment of Independent Directors due to unavailability of suitable candidates.	
12	Composition of Committees.	Regulation 18, 19 and 20 of the SEBI (LODR), 2015	The Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company do not have required number of independent			The Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the company do not have any independent director		The Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee are not as per Regulation 18, 19 & 20 of	The Board has reconstituted the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee on 25 th May 2023 and includes	



			dent directors during the financial year under review.			as required to be under Regulati on 18 of SEBI (LODR) 2015.		LODR, there were no indep ent director in the audit committ ee during the period under review.	Independ ent Directors in the committ ee and appoint independ ent Director as chairman of the committ ee	
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