

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 IN

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

Date: 29th July, 2024

To,
BSE Limited,
Phiroze Jee Jee Bhoy Towers,
Dalal Street, Mumbai – 400001

Subject : Intimation pursuant to the provisions of Regulation 31A(8) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir/Madam,

With reference to the captioned subject and pursuant to the provisions of Regulation 31A(8) of the SEBI Listing Regulations, we, Real Growth Corporation Limited (“**the Company**”) do hereby inform your good office that the Company was in receipt of requests from Sunil Goel, Siddharth Goel, Kanchan Goel, Meena Goel, Lalit Kishore, Kulbhushan Goel, Rajiv Goel, Kiran Goel and Sahil Goel (“**Outgoing Promoters**”), requesting reclassification from “Promoter and Promoter Group” Category to “Public” Category in terms of the provisions of Regulation 31A of the SEBI Listing Regulations on November 29, 2022 which were submitted with BSE Limited along with the reclassification application vide email dated November 29, 2022 i.e. within stipulated period.

Now pursuant to your communication dated 26.7.24 on the portal advising us to file an intimation under Regulation 31A(8) of the Listing Regulations through listing Centre (corporate announcement), we are filing this intimation under Regulation 31A(8) of the SEBI Listing Regulations through listing Centre.

You are requested to please take note of the same.

Thanking you.

Yours Faithfully,
For Real Growth Corporation Limited

(Authorized Signatory)

November 29, 2022

To,
The Board of Directors
Real Growth Commercial Enterprises Limited
1601, RG Trade Tower, Plot No. B-7,
Netaji Subhash Place, Pitampura
New Delhi, 110034

Subject: Request for Reclassification from 'Promoter & Promoter Group' Category to 'Public' Category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Dear Ma'am/ Sir,

The undersigned, Sunil Goel, is making this request letter before Real Growth Commercial Enterprises Limited ("RGCEL" OR "Company") under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") for himself as well as his family members/relatives (details described in Annexure-A) who have authorized the undersigned for the said purpose (See Authority letters attached at Annexure-B), without prejudice to the fact that the undersigned along with his family members is not (and have not been for over two decades) shareholder of the Company, much less its Promoter. Even still, to end their suffering owing to the freeze of the undersigned's Demat accounts (for over three years now for no fault) and their name erroneously appearing in the list of the Company's promoters (even though none of them is the Company's shareholder for over two decades), the undersigned requests the Company to consider this request and take all necessary steps and approvals, ensuring that the undersigned/his family members (as mentioned in Annexure- A) are reclassified from the Promoter & Promoter Group Category to Public Category, and not be reported as such for sanity and correctness of record.

1. Facts and Circumstances warranting this request

- 1.1 The Company flouted SEBI Circular CIR/MRD/DP/10/2015 dated 05.06.2015 (A copy of the circular is attached as Annexure - C) that is to update Distinctive Number (DN) information about all the physical share capital and overall DN range for dematerialized share capital even after more than three years since the original deadline—December 31, 2015. Consequently, on July 19, 2019, the Demat Accounts of the undersigned got frozen.
- 1.2 The undersigned learned about the said freeze only after it had once been imposed on his Demat accounts. Admittedly, the sole reason behind the said freeze is that a company named Real Growth Commercial Enterprises Limited ("RGCEL" or "Company") had not complied with provisions of LODR Regulations and circulars issued by SEBI.
- 1.3 The undersigned was confused about why his Demat accounts have been frozen for non-compliance by the Company, with which he holds no association or connection whatsoever. Upon seeking professional advice, the following emerged—



- 1.3.1 KRS Financials Private Limited ("KRS") was incorporated in 1996, with the undersigned and his family members as initial promoters. Later, in 1997-98 (two decades ago), the undersigned and his family members sold all their shareholding in KRS and resigned from their directorship; since then, they have had no connection with KRS in any way.
- 1.3.2 Post - 1997/98, KRS witnessed multiple changes in ownership, constitution, management, and name (KRS Financials Pvt Ltd had changed its name twice—first to Rajesh Projects & Finance Limited in 2001, and after that to RGCEL in 2011). Thus, yesterday's KRS Financials Pvt Ltd became today's RGCEL (the Company) after undergoing changes so material that changed its very substratum – this happened without the participation of the undersigned or his family members, in any way.
- 1.3.3 The Company came out with IPO in the year 1995 and the undersigned along with his family members, sold their entire shareholding in RGCEL in the year 1997/98. RGCEL got listed on Delhi Stock Exchange, Ahmedabad Stock Exchange and Jaipur Stock Exchange. The undersigned held a directorial position in RGCEL till 1997/98. Later in the year 1998, he not just resigned from the directorship but also liquidated his entire shareholding in the Company. Ever since then, the undersigned along with his family members is unaware of the Company/ its present promoters.
- 1.3.4 Upon freeze of undersigned's Demat account, and upon research of facts about the Company he discovered the fact that the Company got listed at BSE under the direct listing route in the year 2016 and shockingly the names of the undersigned, along with his relatives, appear in the list of RGCEL's promoters because in 2016, RGCEL, while getting listed on BSE, mentioned the names of the undersigned and his family members as 'promoters' in its 'Information Memorandum', which lacked any basis and rife with incorrect details- even deceased father and mother of the undersigned (names given in Annexure-A) were shown as promoters. Therefore, since then, their names have incorrectly appeared in the promoter list of the Company.
- 1.4 Once the undersigned obtained reasons for the freeze, he approached BSE, CDSL, NSDL and SEBI to explain the matter and seek relief from this injustice, but his efforts were futile. Therefore, as a last resort, the undersigned filed a writ petition before the Hon'ble High Court of Delhi registered as **Sunil Goel Vs SEBI and Ors. W.P. (C) 3821/2020**.
- 1.5 Hon'ble High Court of Delhi, vide order dated December 17, 2020, in Re: W.P.(C) 3821/2020, directed the Company to take all necessary steps under Reg 31A of LODR Regulations to reclassify the undersigned and his family members and end their sufferings. This order was passed because SEBI's counsel suggested that if RGCEL took the necessary steps, the freeze on his Demat account would automatically get released. A copy



of the Hon'ble High Court Order dated December 17, 2020, has been attached as Annexure -D.

- 1.6 The Company has also confirmed via an affidavit of March 12, 2022, before the Hon'ble High Court of Delhi, in Re: W.P.(C) 3821/2020, that the undersigned and his family, including his brother, and his deceased parents (father since 2010, and mother since 2016) etc., are not shareholders of the Company - *much less they can be associated as Company's promoters.*
- 1.7 To comply with the orders of the Hon'ble High Court, the Company has purportedly registered all 650,040 shares in the names of actual shareholders and corrected its records on their own, which reconfirms that the undersigned and his family members were not even holding the Company's shares - much less they could be called Company's promoters.
- 1.8 The undersigned applied with SEBI under Reg. 102 r/w Reg. 101 of LODR Regulations while invoking the inherent powers under Section 11 of SEBI Act, 1992, requesting to remove the freeze from his Demat Accounts - having his hard-earned life savings - standing frozen for over three years, for no fault of his own. In response to this Application, SEBI guided the undersigned to approach the Company.
- 1.9 The undersigned, without prejudice to the fact that he, along with his relatives, is neither a promoter nor shareholder of the Company, is making the instant request for setting the records straight and removing the freeze from his Demat Accounts. The undersigned's case is covered by Reg 31A of LODR, as the Hon'ble High Court has directed for the undersigned's reclassification, for which the Company must take all steps.
- 1.10 In addition, the following conditions are also satisfied by the undersigned, and his relatives/family members, thereby making it a fit case for their reclassification under straight-through processing:
 - (i) The undersigned and his relatives w.e.f. 1997/98 hold NII. shares /voting rights in the Company.
 - (ii) The undersigned and his relatives do not enjoy any control whatsoever over the affairs of the Company or over the Company itself.
 - (iii) The undersigned and his relatives are admittedly not the shareholders of the Company, do not enjoy any rights in the Company, and there are no formal/informal arrangements whatsoever.
 - (iv) The undersigned and his relatives do not hold any position on the board of the Company or otherwise - they are not even remotely connected to the Company's management.
 - (v) The undersigned and his relatives do not act as key managerial persons.
 - (vi) The undersigned and his relatives are not willful defaulters.
 - (vii) The undersigned and his relatives are not fugitive economic offenders.



2. The rationale behind this request

The facts and submissions mentioned above show that w.e.f. 1997-98, the undersigned and his family members are neither shareholders nor promoters of the Company – and have not been associated with the Company remotely after exiting KRS and estranging it, which happened over two decades ago. Even so, the undersigned's Demat accounts – having his life-earned savings; have been lying frozen for over three years now, only due to their names incorrectly appearing as promoters of RGCEL, and as all authorities approached by the undersigned, including SEBI, BSE insisted on approaching the Company for a remedy, which on being approached has also suggested the undersigned to prefer this request, therefore, to resolve his suffering without prejudice to his rights under the law, and to buy peace of mind, the undersigned is moving this request for himself and on behalf of his family members whose names and details are given in **Annexure – A, and supported by duly executed Authority Letters at Annexure - B.** A list of the undersigned's Demat Accounts, which have been frozen, is attached herewith in **Annexure – E.**

In the light of the facts, circumstances and rationale mentioned above, in the interest of justice, the Company is requested to process the instant request for Reclassification under Regulation 31A of LODR.

It is sincerely requested that this request's severe urgency be noted and taken up at the earliest possible.

Thanking you,

In Gratitude,



Suresh Goel (Undersigned)

R/o - E14/5, Gate 2, Vasant Vihar, New Delhi 110057

Phone - 9818940333

Undertaking for Declassification from the Promoter and Promoter Group Category

November 29, 2022

To,

The Deputy General Manager,
Listing Compliance Monitoring Cell,
24th Floor, P.J.Towers,
Dalal Street, Mumbai- 400001

Subject: Application under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015 for Declassification/removal of name from Promoter and Promoter Group Category of Real Growth Commercial Enterprises Limited ("RGCEL" or "Company")

Dear Ma'am/ Sir,


In connection with the application for declassification, I, Sunil Goel, on behalf of myself and my family members, namely Mr Siddharth Goel, Mr Sahil Goel, Mr Rajiv Goel, Ms Meena Goel, Ms Kanchan Goel, Ms Kiran Goel, Mr Kulbhushan Goel and Mr Lalit Kishore ("Goel Family") (with details and authorization letters attached in **Annexure -A** and **Annexure -B** respectively) hereby confirm and certify that:

1. I/We, along with persons related to me/us together:
 - a. do not hold any voting rights in the Company;
 - b. do not exercise control over the affairs of the Company, directly or indirectly;
 - c. do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholder agreements;
 - d. are not being represented on the board of directors (including not having a nominee director) of the Company;
 - e. do not act as a key managerial person of the Company;
 - f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines; and
 - g. are not the fugitive economic offender.
2. There is no pending regulatory action against me/us.
3. I/We shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of declassification, failing which, I/we shall be removed as promoter/person belonging to the promoter group of the Company.
4. I/We shall comply with the conditions mentioned in the sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations,



2015 for not less than three years from the date of declassification, failing which, I/we shall be reclassified as promoter/person belonging to promoter group of the Company.

Yours faithfully



Sunil Goel
(For himself and Goel Family)
R/o - E14/5, Gate 2, Vasant Vihar, New Delhi 110057
Phone - 9818940333

ANNEXURE-A

Details of Sunil Goel and his family members/ relatives:

1. Name: Sunil Goel
Address: E14/5, Gate 2, Vasant Vihar, New Delhi 110057
Phone Number: 9818940333
2. Name: Meena Goel
Relation with Sunil Goel: Wife
Address: E14/5, Gate 2, Vasant Vihar, New Delhi 110057
3. Name: Kanchan Goel
Relation with Sunil Goel: Husband's brother
Address: 35/4 Gokhale Marg, Lucknow, 226001
4. Name: Kiran Goel
Relation with Sunil Goel: Husband's brother
Address: 81-A/41, Punjabi Bagh, New Delhi, 110026
5. Name: Kulbhushan Goel
Relation with Sunil Goel: Brother
Address: 35/4 Gokhale Marg, Lucknow, 226001
6. Name: Lalit Kishore
Relation with Sunil Goel: Sister's Husband
Address: D-149, Sector-147, Noida 201310
7. Name: Rajiv Goel
Relation with Sunil Goel: Brother
Address: 81-A/41 Punjabi Bagh, New Delhi 110026
8. Name: Sahil Goel
Relation with Sunil Goel: Father
Address: E 14/5, Gate 2, Vasant Vihar, New Delhi, 110057
9. Name: Siddharth Goel
Relation with Sunil Goel: Father's brother
Address: 35/4 Gokhale Marg, Lucknow 226001
10. Name: Late Kamla Rani Goel
Relation with Sunil Goel: Mother
11. Name: Late Kasturi Lal Goel
Relation with Sunil Goel: Father



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057 TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

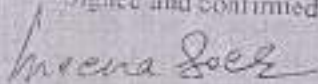
I, Meena Goel W/o Sunil Goel, R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel, R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, who by relation is my husband, as my 'Authorized Representative' to, sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to:

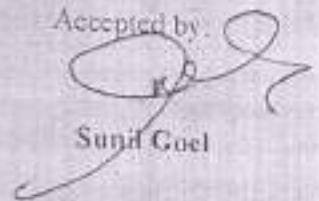
- i. abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose.

Signed and confirmed by



Meena Goel

Accepted by



Sunil Goel

Date : November 18, 2022

Place : New Delhi



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057, TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

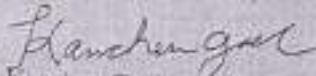
I, Kanchan Goel W/o Kul Bhashan Goel R/o 35/4 Gokhale Marg, Lucknow, 226001, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Goel R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057 who by relation is my husband's brother as my 'Authorized Representative' to, sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to

- i. abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose.


Signed and confirmed by


Kanchan Goel

Date : November 18, 2022

Place : New Delhi and Lucknow

Accepted by


Sunil Goel



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057, TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

I, Kiran Goel W/o Rajiv Goel, R/o 81-A/41, Purabi Bagh, New Delhi, 110026, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel R/o E14/5, Gate 2, Vasanti Vihar, New Delhi, 110057 who by relation is my husband's brother as my "Authorized Representative" to, sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to:

- i. abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose.

Signed and confirmed by:

Kiran Goel

Kiran Goel

Date: November 18, 2022

Place: New Delhi

Accepted by:

Sunil Goel

Sunil Goel

JS

AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057, TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

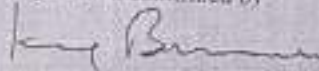
I, Kulbhushan Goel, S/o Late Shri Kasturi Lal Goel, R/o 35/4, Gokhale Marg, Lucknow, 226001, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel, R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057 who by relation is my brother as my "Authorized Representative" to, sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to:

- i. abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose.

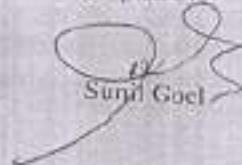
Signed and confirmed by


Kulbhushan Goel

Date November 17, 2022

Place New Delhi and Lucknow

Accepted by


Sunil Goel



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057, TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

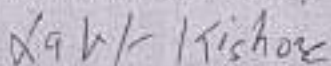
I Lalit Kishore S/o Madan Kishore R/o D-149, Sector-147, Noida 201310, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, who by relation is my sister's husband, as my "Authorized Representative" to sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to:

- i) abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose, and
- ii) adhere to the conditions required to be observed for the above-said purpose.

Signed and confirmed by:



Lalit Kishore

Accepted by


Sunil Goel

Date : November 17, 2022

Place : New Delhi



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURILAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057 TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

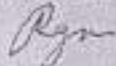
I, Rajiv Goel S/o Late Shri Kasturi Lal Goel, R/o R1-A/41 Purjahi Bagh New Delhi-110026, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel, R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, who by relation is my brother, as my "Authorized Representative" to, sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to

- i. abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose.

Signed and confirmed by

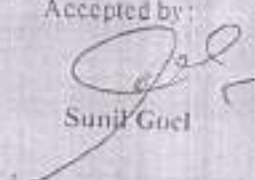


Rajiv Goel

Date : November 17, 2022

Place : New Delhi

Accepted by :



Sunil Goel



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057 TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

I, Sahil Goel S/o Sunil Goel, R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel, R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, who by relation is my father as my "Authorized Representative" to sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person

I also unequivocally confirm and undertake to:

- i. abide by the undertakings submitted by Mr. Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose

Signed and confirmed by:


Sahil Goel

Accepted by


Sunil Goel

Date : November 19, 2022

Place : New Delhi



AUTHORIZATION IN FAVOUR OF MR SUNIL GOEL S/O LATE SHRI KASTURI LAL GOEL R/O E14/5, GATE 2, VASANT VIHAR, NEW DELHI, 110057, TO SIGN AND FILE THE NECESSARY APPLICATION(S) OR ANY OTHER DOCUMENTS TO REAL GROWTH COMMERCIAL ENTERPRISES LIMITED OR BSE LIMITED OR ANY OTHER RELEVANT AUTHORITY/BODY FOR REMOVAL/DECLASSIFICATION MY NAME FROM THE "PROMOTER & PROMOTER GROUP" CATEGORY OF REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

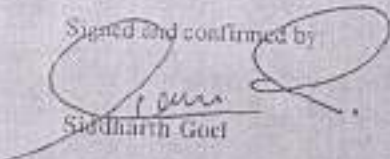
I, Siddharth Goel S/o Kulbhushan Goel, R/o 35/4, Cokhale Marg, Lucknow 226001 hereby authorize Mr Sunil Goel S/o Late Shri Kasturi Lal Goel R/o E14/5, Gate 2, Vasant Vihar, New Delhi, 110057, who by relation is my father's brother as my "Authorized Representative" to, sign and file a necessary application(s) along with undertaking(s) and any other necessary documents, for removal/declassification of my name from the "Promoter & Promoter Group" Category of Real Growth Commercial Enterprises Limited.

For the above-said purpose, I also authorize Mr Sunil Goel to make correspondences, appearances, and representations before authorities/bodies, as may be necessary, and do all other acts that are incidental to that, either by himself or through his duly appointed Advocate, Solicitor, Consultant, Professional or any other person.

I also unequivocally confirm and undertake to:

- i. abide by the undertakings submitted by Mr Sunil Goel for the above-said purpose; and
- ii. adhere to the conditions required to be observed for the above-said purpose.


Signed and confirmed by


Siddharth Goel

Date - November 19, 2022

Place - New Delhi and Lucknow

Accepted by


Sunil Goel





CIRCULAR

CIR/MRD/DP/ 10 /2015

June 05, 2015

To,

All Stock Exchanges
All Depositories
All Issuers & Registrar & Share Transfer Agents
All Depository Participants

Dear Sir / Madam,

Sub: Database for Distinctive Number (DN) of Shares

1. Share capital reconciliation of the entire issued capital of the company by the issuer or its agent is a mandatory requirement under Regulation 55 of the SEBI (Depositories & Participants) Regulations, 1996.
2. The Depository System Review Committee (DSRC) constituted by SEBI while emphasising on the issuer's responsibility for reconciling records of total issued capital, listed capital and capital held by depositories in dematerialized form, recommended that the depositories may maintain complete reconciled record of total issued and listed capital, including both physical and dematerialized shares.
3. In order to ensure centralised record of all securities, including both physical and dematerialised shares, issued by the company and its reconciliation thereof, it has been decided that the Depositories shall create and maintain a database of distinctive numbers (DN) of equity shares of listed companies with details of DN in respect of all physical shares and overall DN range for dematerialised shares.
4. The DN database shall make available, information in respect of issued capital, such as DN Range, number of equity shares issued, name of stock exchange where the shares are listed, date of in-principle listing / final trading approval / dealing permission, shares held in physical or demat form, date of allotment, shares dematerialized under temporary (frozen) ISIN (International



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Securities Identification Number) or Permanent (active) ISIN etc., at one place.

5. Based on consultations with the Depositories and Stock Exchanges, the following guidelines are given for the operationalisation of the DN database -

5.1. Instructions to the Depositories

5.1.1. The depositories shall create and maintain a database to capture DN in respect of all physical equity shares and overall DN range for dematerialised equity shares issued by listed companies.

5.1.2. The depositories shall provide an interface to the Stock Exchange, Issuers/RTAs for online updation and to the DPs for online enquiry. The same shall be released for live updates latest by September 30, 2015.

5.1.3. The database shall include the following information -

i. Distinctive Numbers (From)	vii. Trading start date
ii. Distinctive Numbers (To)	viii. Physical/demat
iii. Number of Equity shares	ix. Date of allotment and date of issue (date of credit to BO account)
iv. Name of stock exchange	x. ISIN along with name of company
v. Date of in-principle listing approval	xi. Nature of ISIN [Temporary (Frozen) or Permanent (Active)]
vi. Date of final trading approval / dealing permission	

5.1.4. The depositories shall ensure that the database maintained by them is continuously updated and synchronised. The initial synchronisation may be in batch mode and shall thereafter shift to online mode.



5.1.5. The Depositories, in co-ordination with the Stock Exchanges, having nationwide trading terminals and the Issuers/RTAs, shall facilitate the process of populating the database with details of equity share capital and the corresponding DN information as on September 30, 2015.

5.2. Instructions to the Stock Exchanges

5.2.1. The Stock Exchanges shall provide the following information of all companies listed on the concerned Stock Exchange as on September 30, 2015 -

- i. Total number of equity shares (A) for which final trading approval / dealing permission has been granted.
- ii. Total number of equity shares (B) for which in-principle listing approval has been granted but final trading approval / dealing permission is pending.
- iii. Total number of equity shares comprising the paid-up capital i.e. (A+B).

5.2.2. The Stock Exchanges shall use the interface provided by the Depositories for the following -

- i. In respect of companies where the final trading approval / dealing permission was awaited as on September 30, 2015, consequent to update of DN information by Issuers/RTAs, the stock exchange shall validate the DN information updated by the Issuer/RTA and update the date of 'in-principle' listing approval, date of final trading approval / dealing permission and trading start date [as per point nos. (v), (vi) and (vii) of 5.1.3], immediately upon granting of such permissions.
- ii. In respect of further issue of shares by listed companies, consequent to update of DN information by Issuers/RTAs, the stock exchange shall validate the DN information updated by the Issuer/RTA and update the date of 'in-principle' listing approval, date of final trading approval / dealing permission and trading start date [as per point nos. (v), (vi) and (vii) of 5.1.3], immediately upon granting of such permissions.



- iii. In respect of companies coming out with initial public offer or new listings on stock exchanges, the stock exchange shall update the DN database with the total number of equity shares for which final trading approval / dealing permission has been granted.
- iv. In respect of companies whose capital is changed/alterd for any reason other than further issuance of shares such as buy-back of shares, forfeiture of shares, capital reduction, etc., the stock exchange shall confirm such change/alteration in the capital as updated by the Issuer/RTA in the DN database.

5.2.3. In case the DN data on listed shares as per the records of Issuers/RTAs does not match with records of the Stock Exchanges, the Stock Exchanges shall coordinate with the Issuer/RTA to reconcile such differences.

5.3. Instructions to the Issuers/RTAs

5.3.1. Issuers/RTAs shall use the interface provided by the Depositories for the following -

- i. To update DN information in respect of all physical share capital and overall DN range for dematerialised share capital for all listed companies.
- ii. Updating the fields (i)-(iv), (viii) and (ix) given in para 5.1.3, on a continuous basis for subsequent changes including changes in case of further issue, fresh issuance / new listing and other change / alteration in capital (such as buy-back of shares, forfeiture of shares, capital reduction, etc.).
- iii. Capturing / updating the DN information on a continuous basis while processing, dematerialisation / rematerialisation requests confirmation, executing corporate action, etc.

5.3.2. Issuers/RTAs shall take all necessary steps to update the DN database. If there is mismatch in the DN information with the data provided / updated by the Stock Exchanges in the DN database, the Issuer/RTA shall take steps to match the records and update the same latest by December 31, 2015.

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5.3.3. Failure by the Issuers/RTAs to ensure reconciliation of the records as required in terms of para above shall attract appropriate actions under the extant laws.

5.4. Instructions to the DPs

5.4.1. The DPs shall use the interface provided by the Depositories to check the DNs of certificates of equity shares submitted for dematerialisation and ensure that appropriate ISIN is filled in Dematerialisation Request Form, as applicable, while processing request for dematerialisation.

6. Exchanges and Depositories are advised to
- make necessary amendments to the relevant bye-laws, rules and regulations for the implementation of the above decision.
 - bring the provisions of this Circular to the notice of the listed companies of the Exchange and DPs and RTAs/Issuers and also to disseminate the same on the website.
 - communicate the status of the implementation of this Circular in the Monthly Development Report to SEBI.
7. This circular is being issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

Yours faithfully,

Maninder Cheema
Deputy General Manager
email: maninderc@sebi.gov.in

S-A-16

* IN THE HIGH COURT OF DELHI AT NEW DELHI

+ W.P.(C) 3821/2020 and CM No. 13681/2020

SUNIL GOEL

..... Petitioner

Through Mr. Darpan Wadhwa, Sr. Adv. with
Mr. Varun Kumar, Mr. Rishi Sehgal, Mr. Midhun
Agarwal, Advs. with petitioner

versus

SECURITIES AND EXCHANGE

BOARD OF INDIA & ORS.

..... Respondents

Through Mr. Neeraj Malhotra, Sr. Adv. with
Mr. Abhishek Baid, Adv For Respondent no.
1/SEBI.1

Mr. Pratap Venugopal and Ms. Surekha Raman,
Advs. for R-2.

Mr. Aayushi Sharma and Mr. Pradyuman Kaistha,
Advs. for R-3.

Mr. DS Chauhan, Adv. with Ms. Ruchi Singh,
Adv. for R-4/NSDL

Mr. Vivek Kohli, Adv. with Ms. Malvika and
Mr. Monish Surendran, Adv. for R-5.

Mr. Virender Pratap Singh, Mr. Charak,
Ms. Shubhra Parashar, Mr. Pushpender Singh
Charak, Mr. Kapil Gaur, Mr. Vaishnav Kirti Singh,
Mr. Shubham Ahuja, Mr. Sanjay Singh Chauhan,
Mr. Ram Pal Singh Tomar, Mr. Satinder Tiwari,
Advocates for UOI

CORAM:

HON'BLE MR. JUSTICE JAYANT NATH

ORDER

17.12.2020

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This hearing is conducted through Video-Conferencing.

1. This writ petition is filed seeking quashing of the SEBI Circular dated 01.08.2019 and the order dated 09.08.2019, etc. by which the petitioner's Beneficial Owner Account was suspended and other accounts were frozen.

2. Essentially the case of the petitioner is that he was a share holder and director of respondent No. 5 Company and sold his shares in 1997. He was also on the Board of Directors of respondent No.5 but he ceased to be a member of the Board of Directors since 1997. The respondents have now frozen the Beneficial Owner (DMAT) Accounts of the petitioner by way of orders/communications dated 05.08.2019, 09.08.2019, 23.08.2019, 16.10.2019, 04.01.2020 and 04.02.2020 without issuing any prior notice, etc. and without verification of any facts.

3. On 02.09.2020, this court passed the following directions:-

"In spite of the specific directions given on the last date of hearing, the respondent no.5 – Real Growth Commercial Enterprises Limited has failed to furnish any information much less the requisite information either to SEBI or BSE. SEBI and BSE are therefore at liberty to draw an adverse inference and take the recourse to any action(s) including coercive action as may be called for under law including SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in a time bound manner and file the status report for the action(s) taken within four weeks from today.

Mr. Kohli, Id. Counsel for respondent no.5 submits that the respondent no.5 on its part shall approach the petitioner within five days from today to gather the necessary information and the documents to resolve the issue in its entirety and in the event, the matter comes to be resolved amicably on the information and / or documents as may be made available, the liberty may be reserved to the respondent no.5 to apply for revisiting the foregoing directions. Liberty to that extent is reserved to respondent no.5."

4. Learned senior counsel for respondent No. 1 has taken me through second status report of respondent No.1 whereby respondent No. 1 has pointed out that respondent no. 5 along with its Executive Director



Mr. Deepak Gupta appears to have violated the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and relevant circulars issued by SEBI from time to time for which respondent No.1/SEBI initiated adjudication proceedings. Details of the adjudication proceedings have been stated.

5. Respondent No. 1 has also filed an Action Taken Report where it has been stated that SEBI has initiated adjudication proceedings and consequently, issued a show cause notice on 15.10.2020 to respondent No.5.

6. Learned senior counsel for respondent No.1 states that it is for respondent No. 5 to take appropriate steps under Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. In case such steps are taken, it is stated, the accounts of the petitioner would automatically get de-frozen.

7. Respondent No. 5 has not filed a counter-affidavit. However, a plea has been raised that respondent No. 5 has no record of the person to whom the petitioner claims to have sold his share. Further, the person to whom the shares were allegedly sold has also not approached respondent No. 5 for getting the shares transferred in his name. Hence, it is urged on behalf of respondent No. 5 that the said respondent does not know in whose favour the shares are to be transferred.

8. This court posed a question to learned counsel for respondent No. 5 as to whether any dividend has been declared and paid to the petitioner on the shares. Learned counsel for respondent No. 5 is unable to give any cogent answer. He is also unable to explain as to whether any notice for AGMs or other such meetings has been sent to the petitioner. In my opinion, respondent No. 5 is merely indulging in dilatory tactics.



9. Let respondent No. 5 take steps under Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as noted above forthwith. In case appropriate steps are not taken within two weeks from today, Mr.Rajesh Goyal, Managing Director shall remain personally present through Video-Conferencing.
10. The respondents may file their counter-affidavits within four weeks. Rejoinder, if any, be filed within six weeks thereafter.
11. List on 24.02.2021.

DECEMBER 17, 2020
rb

JAYANT NATH, J



ANNEXURE E

List of Applicant's Demat Accounts that have been frozen

S No	Client ID	DP ID	Name of Depository Participant	Account Type
1	20165572	IN303173	Kotak Mahindra Bank Ltd	NSDL
2	20152621	IN303173	Kotak Mahindra Bank Ltd	NSDL
3	24226363	IN300214	Kotak Securities Ltd	NSDL
4	72739434	IN303028	ICICI Bank Ltd	NSDL
5	07407565	12010900	Motilal Oswal Financial Services Ltd	CDSL
6	00941316	16014800	IL&FS Securities Services Ltd	CDSL
7	00938324	16014800	IL&FS Securities Services Ltd	CDSL
8	00037683	12059000	Orbis Financial Corporation Ltd	CDSL
9	IN301549	54460005	HDFC Bank Ltd	NSDL
10	IN301549	55118181	HDFC Bank Ltd	NSDL
11	IN301549	55707791	HDFC Bank Ltd	NSDL
12	IN301549	56498828	HDFC Bank Ltd	NSDL
13	08745853	13041400	Reliance Securities Ltd	CDSL
14	03766389	12064200	NJ India Invest Pvt Ltd	CDSL



To: BSE LISTING COMPLIANCE <mailers@bseindia.in>, Deepak Gupta <dgupta@rggroup.in>

Dear Sir

Please find attached herewith the mail received regarding reclassification of promoters from Mr. Sunil goyal

FOR RGCEL

Auhorised Signatory

Attached

----- Forwarded message -----

From: RG Group <rgcel1995@gmail.com>

Date: Tue, Nov 29, 2022 at 6:30 PM

Subject: Fwd: Request for Reclassification under Reg 31A of SEBI LODR, 2015

To: <aarchana.pundir@rggroup.in>

----- Forwarded message -----

From: Sunil Goel <sunilgoel29@gmail.com>

Date: Tue, Nov 29, 2022 at 4:31 PM

Subject: Request for Reclassification under Reg 31A of SEBI LODR, 2015

To: <rgcel1995@gmail.com>, Deepak Gupta Real Growth New <dgupta@rggroup.in>

Dear Board,

Enclosed herewith is a Request Letter along with Annexures and Undertaking for Reclassification from 'Promoter & Promoter Group' to 'Public Category' under Reg 31A of SEBI LODR Regulations 2015, by Sunil Goel, on behalf of his family members/ relatives and himself (details of the same is mentioned in Annexure -A).

It is sincerely requested that this request's severe urgency be noted and taken up at the earliest possible.

(Sending the same copy via post to your registered office, i.e. G-01, RG City Centre, Plot No. SU, LSC, B-Block, Lawrence Road, Delhi, 110035, for your reference and record.)

Thanks & Regards

Sunil Goel

Phone - 9818940333

<https://mail.google.com/mail/u/0/?ik=a5f85ad18f8&view=pt&search=all&permthid=thread-f:1750827970341558500&dsq=1&simpl=msg-f:17508279703...> 2/5

7/23/24, 3:02 PM

Gmail - Request for Reclassification under Reg 31A of SEBI LODR, 2015



SunilGoel_Reg31A_Nov29,2022.pdf
6122K

Mail Delivery Subsystem <mailer-daemon@googlemail.com>

Wed, Nov 30, 2022 at 8:53 PM

To: rgcel1995@gmail.com