

REAL GROWTH CORPORATION LIMITED

(Formerly known as Real Growth Commercial Enterprises Limited)

CIN: L70109DL1995PLC064254

Reg. Off.: G-01, Ground Floor, Plot No. SU, LSC B-Block, RG City Centre, Lawrence Road, Delhi 110035

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

28th January, 2025

To,
Listing Department
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai-400001

Scrip Code: 539691

Scrip ID: RGCORP

Dear Sir(s),

SUB: POSTAL BALLOT NOTICE DATED 22ND JANUARY, 2025

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
"Listing Regulations")**

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, the Company has completed the physical and electronic dispatch of the Postal Ballot Notice along with Postal Ballot Form on 27th January, 2025 to all the members whose names appear in the Register of members/List of Beneficial owners as on 24th January, 2025 i.e. the cut-off date.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice along with the Postal Ballot Form being sent to the equity shareholders of the Company.

The voting period of Postal Ballot and e-voting shall commence on Wednesday, 29th January, 2025 (9:00 am IST) and ends on Thursday, 27th February, 2025 (5:00 pm IST).

The said Notice is also available on the website of the Company at www.realgrowth.co.in.

Kindly take the above information on record and acknowledge the receipt.

Thanking You

Yours Faithfully

For Real Growth Corporation Limited
(Formerly known as Real Growth Commercial Enterprises Limited)

Sahil Agarwal
Company Secretary & Compliance Officer

Encl.:- as above

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POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that the resolution as set forth is proposed to be passed by the Members of Real Growth Corporation Limited (Formerly-Real Growth Commercial Enterprises Limited) (“the Company”) by way of **Postal Ballot** including e-voting, as applicable, pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”), inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard – 2 on General Meetings, issued by the Institute of Company Secretaries of India (“SS-2”), (as amended) and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act along with information as required under SEBI (LODR) Regulations, 2015 & SS - 2, setting out all material facts relating to the resolution is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

The remote e-voting facility would be available during the following period:

Commencement of e-voting	Wednesday, 29 th January, 2025 (09:00 A.M. IST)
End of e-voting	Thursday, 27 th February, 2025 (05:00 P.M. IST)

Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out. If your email address is not registered with the Company/ RTA /Depositories, please follow the process provided in the notes to this Notice. The Notice is also available on the website of the Company at www.realgrowth.co.in.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the applicable Rules, the Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members.

The Board of Directors of the Company has appointed Mr. Sachin Kumar Shrivastva, Practicing Company Secretary (C.P. No. 21674), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.



You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Thursday, 27th February, 2025 to be eligible for being considered, failing which, it will be considered that no reply has been received from the member.

Upon completion of the e-voting process and the scrutiny of the postal ballot forms, the scrutinizer will submit his report to the Chairman or any person authorized by him. The result of the Postal Ballot will be announced on or before **01st March, 2025** at the registered office of the Company and by way of intimation to the Stock Exchanges where the Company's shares are listed and on the E-voting website of the Depository (NSDL). The results will also be uploaded on the website of the Company at www.realgrowth.co.in.

SPECIAL BUSINESS:

1. Appointment of Mr. Sagar Agarwal (DIN: 10746605) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sagar Agarwal, (DIN: 10746605), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 22, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three (03) years w.e.f. 22nd January, 2025 to 21st January, 2028 (inclusive of both days), and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office

G-01, Ground Floor, Plot No. SU,
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Lawrence Road, Delhi 110035
CIN: L70109DL1995PLC064254
Website: www.realgrowth.co.in
E-mail: info@realgrowth.in
Ph. 9560096060

Place: Noida

Date: 22.01.2025

**By Order of the Board of Directors of
Real Growth Corporation Limited
(Formerly Real Growth Commercial
Enterprises Limited)**


Sahil Agarwal
Company Secretary & Compliance Officer



NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from Registrar and Transfer Agent on **Friday, 24th January, 2025** ("cut-off date"). The postal ballot notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding).

For Members whose email IDs are not registered, physical copies of the postal ballot notice along with postal ballot form are being sent by permitted mode along with a postage prepaid self-addressed business reply envelope.

3. Members who are desirous of obtaining a duplicate postal ballot form: he or she may send an email to info@realgrowth.in. The Company shall forward the same along with postage prepaid self-addressed business reply envelope to the Member.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.realgrowth.co.in, website of the Stock Exchange i.e. Bombay Stock Exchange at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI LODR Regulations, the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for remote e-voting is given below.

The remote e-voting facility is available at the link at www.evoting.nsdl.com from **Wednesday, 29th January, 2025 (09:00 A.M. IST)** and ends on **Thursday, 27th February, 2025 (05:00 P.M. IST)** (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

6. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
7. The Board of the Directors of the Company has appointed Mr. Sachin Kumar Shrivastva, Practicing Company Secretary (C.P. No. 21674), as the Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.
8. Upon completion of scrutiny of the voting, the Scrutinizer shall submit his report within two (2) working days from the end of the voting period to the Chairperson or any other person authorised by the Chairperson. Upon receipt of Scrutinizer's Report, the results of the Postal Ballot will be announced by the Chairperson or authorised person.
9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.realgrowth.co.in and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed i.e. BSE Limited.



The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in that behalf. The resolution, if approved by the requisite votes of Members by means of Postal Ballot, shall be deemed to have been passed on the last date specified by the Company for voting, i.e. **Thursday, 27th February, 2025**.

10. All documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Registered Office of the Company as well as electronically on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) to 01:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of voting i.e. **Thursday, 27th February, 2025**. Any Member interested in inspection may write to the Company at info@realgrowth.in.
11. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving this Notice by email to info@realgrowth.in Members holding shares in demat form can update their email address with their Depository Participants.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 29.01.2025 at 9:00 A.M. and ends on 27.02.2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24.01.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24.01.2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

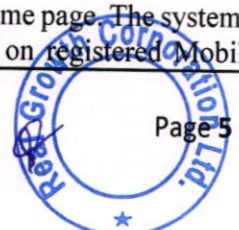
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be



	<p>re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &



	Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132763 then user ID is 132763001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.



2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssachin13@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@realgrowth.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@realgrowth.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office

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CIN: L70109DL1995PLC064254
Website: www.realgrowth.co.in
E-mail: info@realgrowth.in
Ph. 9560096060

Place: Noida

Date: 22.01.2025

**By Order of the Board of Directors of
Real Growth Corporation Limited
(Formerly Real Growth Commercial
Enterprises Limited)**

**Sahil Agarwal
Company Secretary & Compliance Officer**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

Item No. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions based on the recommendation of the NRC, the Board, at its meeting held on January 22, 2025, appointed Mr. Sagar Agarwal (DIN: 10746605), as an Additional Director in the capacity of Independent Director of the Company for a term of three (03) years with effect from January 22, 2025, to January 21, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company; and

In the opinion of the Board, Mr. Agarwal fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Agarwal’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Mr. Sagar Agarwal (DIN: 10746605), as a Non-Executive Independent Director, will not be liable to retire by rotation in accordance with the provisions of Section 152 of the Act and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Requisite details, pursuant to the provisions of the Regulation 36 of the SEBI LODR Regulations read with the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (“SS-2”), are mentioned in this explanatory statement and/or annexed to this notice.

Further, Mr. Agarwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Agarwal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Agarwal will be entitled for sitting fees for attending meetings of the Board and its Committees of which he is a Member, as may be decided by the Board from time to time.

A copy of the letter setting out the terms and conditions of appointment of Independent Director shall be available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at info@realgrowth.in and can also be accessed via. www.realgrowth.co.in.



Except Mr. Sagar Agarwal (DIN: 10746605), being an appointee, none of the Directors and Key Managerial Personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth at Item No. 1 above.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Sagar Agarwal (DIN: 10746605), as an Independent Director of the Company, as a Special resolution as set forth above.

Registered Office

G-01, Ground Floor, Plot No. SU,
LSC B-Block, RG City Centre,
Lawrence Road, Delhi 110035
CIN: L70109DL1995PLC064254
Website: www.realgrowth.co.in
E-mail: info@realgrowth.in
Ph. 9560096060

Place: Noida

Date: 22.01.2025

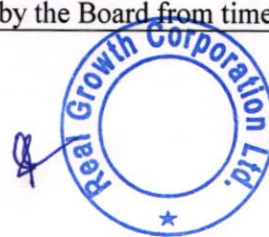
**By Order of the Board of Directors of
Real Growth Corporation Limited
(Formerly Real Growth Commercial
Enterprises Limited)**


**Sahil Agarwal
Company Secretary & Compliance Officer**



DETAILS OF DIRECTOR WHO IS PROPOSED TO BE APPOINTED AS DIRECTOR, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), ARE AS UNDER:

Name of Director	Mr. Sagar Agarwal
Age	30 Years
Nationality	Indian
Date of first Appointment on Board of Company	22 nd January, 2025
Qualifications	CS & LL.B
Resume/Experience/ Expertise in Specific functional Area, in brief	He is a Commerce and Law graduate. He is an Associate member of Institute of Company Secretaries of India. He has over 6 years of professional experience in Secretarial and Legal functions and has more than two years of experience in the area of audit & accounts. His expertise spans across various domains including financial management, financial control, due diligence, business development, capital raising, business structuring, investor relations, commercial, taxation. His specialization in Corporate and Legal law, provide comprehensive support to his clients. His dedication to his field and ability to adapt and innovate in the evolving landscape of Corporate Laws make him a valuable asset to the Company as an Independent Director.
Directorship held in other Companies	M/s Shivashrit Foods Limited M/s Space Incubiatrics Technologies Limited
Chairperson / Member of the Committee of the Board of Directors of the Company	Nil
Names of other listed entities in which the person also holds the Directorship and the Membership of Committees of the Board	Independent Director in - M/s Shivashrit Foods Limited M/s Space Incubiatrics Technologies Limited
Membership/Chairmanship of Committee of other Companies	M/s Space Incubiatrics Technologies Limited Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholder Relationship and Investors Grievance Committee – Member
Number of Board Meetings attended during the year	N.A.
Number of Shares held either directly or as beneficial owner	Nil
Terms and conditions of appointment/ reappointment	He is eligible only for sitting fees for attending meetings of the Board and its Committees of which he is a Member, as may be decided by the Board from time to time.



including Remuneration sought to be paid	Term of Appointment: for the period of three (03) years w.e.f. 22 nd January, 2025
Remuneration last drawn	NIL
Relationship with other Directors inter se, Manager and KMPs of the Company	N.A.
Listed entities from which he has resigned in the past three years	Nil

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Place: Noida

Date: 22.01.2025

**By Order of the Board of Directors of
Real Growth Corporation Limited
(Formerly Real Growth Commercial
Enterprises Limited)**

**Sahil Agarwal
Company Secretary & Compliance Officer**



REAL GROWTH CORPORATION LIMITED

(Formerly- Real Growth Commercial Enterprises Limited)

CIN: L70109DL1995PLC064254

Reg. Off.: G-01, Ground Floor, Plot No. SU, LSC B-Block, RG City Centre, Lawrence Road, Delhi 110035

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

POSTAL BALLOT FORM

Serial No.

FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH

1.	Name & Registered Address of the sole/first named shareholder	
2.	Name(s) of the joint shareholder(s), if any.	
3.	Registered folio No./DP ID No./Client ID No.*(Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	
5.	I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 22 nd January, 2025 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.	

S. No	Item	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We assent to the Resolution (AGAINST)
1.	Special Resolution: Appointment of Mr. Sagar Agarwal (DIN: 10746605) as an Independent Director (Non-Executive & Independent)			

Last date for the receipt of Postal Ballot Form by the scrutinizer: 27th February, 2025 (05:00 P.M.)

Date:

Place:

Signature of the Shareholder

(Refer to Instructions overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

Commencement of e-voting	End of e-voting
Wednesday, 29th January, 2025 (9:00 A.M.)	Thursday, 27th February, 2025 (5:00 P.M.)

INSTRUCTIONS

Process and manner for members opting to vote by using the Postal Ballot Form

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed & postage-prepaid reply envelope bearing the name of the Scrutinizer appointed by the Board of Directors of the Company is enclosed herewith.
4. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution (FOR)' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution (AGAINST)'.
5. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named member and in his absence, by the next named member.
6. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
7. The Postal Ballot shall not be exercised by a Proxy.
8. The votes of a member will be considered invalid on any of the following grounds:
 - a) If the Member's signature does not tally;
 - b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - c) If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d) If the Postal Ballot Form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
 - e) A form other than one issued by the company has been used;
 - f) It has not been signed by or on behalf of the member;
 - g) Neither assent nor dissent is mentioned;
 - h) Any competent authority has given directions in writing to the company to freeze the voting rights of the member;
 - i) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j) It is received from a member who is in arrears of payment of calls;
 - k) Member has made any amendment to the resolution or imposed any condition while exercising his vote.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
10. The duly completed Postal Ballot Forms should reach to the Scrutinizer not later than the close of working hours on 5:00 P.M. on 27th February, 2025 at UG-CS-32, Ansal Plaza, Sector-1, Vaishali, Ghaziabad - 201301, U.P. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member(s) has not been received.
11. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified above.
12. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. Postal Ballot Form received by fax will be rejected as if reply from member has not been received unless the original Postal Ballot Form is received within prescribed time period.
15. A member need not use all his/ her votes nor does he/ she need to cast his/ her votes in the same way.
16. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the notice who has no voting right should treat the notice as intimation only.
17. In case a member cast vote both by way of postal ballot and e-voting, then the vote casted through e-voting will be accepted without considering the time at which the vote was casted by either of the method.