

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN - L70109DL1995PLC064254

Regd. Off: G 01, RG City Centre, Plot SULSC ,BlockB , Lawrence Road, New Delhi- 110035

Website: www.realgrowth.co.in, Email: rgeel1995@gmail.com, Phone No 9560096060

The Manager Department of Corporate Relationship

17.10.2023

Department of Corporate Relationship

BSE Limited 25 P. J. Towers, Dalal Street

Mumbai-400001

Scrip Code-539691

Sub.: Result of Postal Ballot and submission of voting result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is in reference to our letter dated 14th September , 2023 wherein we have enclosed the Postal Ballot Notice along with explanatory statement annexed thereto.

The postal ballot was conducted for obtaining approval of the Members of the Company on the resolutions, as stated in the said notice. In accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we would like to inform you that the resolutions, as set out in the Postal Ballot Notice, have been passed by the Members of the Company with the requisite majority. The resolutions are deemed to have been passed on the last date for voting through postal ballot by electronic means i.e. Monday, September 16, 2023. In this connection, we are hereby enclosing followings: a) Details of voting results of the Postal Ballot conducted through electronic means in format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-1). and b) Scrutinizer's Report on the Postal Ballot (Annexure-2). A copy of above is also being disseminated on Company's website at [www. realgrowth.co.in](http://www.realgrowth.co.in) .

Thanking you

Kindly take the information on your record.

For Real Growth Commercial Enterprises Ltd

(Archana Pundir)

Company Secretary

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Real Growth Commercial Enterprises Ltd Postal Ballot :

Details of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) 2015

Sl. No.	Description	Particular
A	A Postal Ballot vide Postal Ballot Notice dated April 1, 2023	E-Voting from 14, September 2023
B	Date of announcement of results	17 th October 2023
c	Date on which resolutions will be deemed to be passed	16 th October 2023
d	Record Date	08/09/2023
E	Total No. of Shareholders on record date for the purpose of determining the Shareholders eligible to vote	897
F	Presence of Shareholders in the Meeting	
F-1	No. of Shareholders present in the meeting either in person or through proxy	Not applicable (Resolutions passed through Postal Ballot by P remote e-voting)
	No. of Shareholders present in the meeting through video conferencing	Not applicable (Resolutions passed through Postal Ballot by remote e-voting)
	No. of Resolutions considered through Postal Ballot	2

For Real Growth Commercial Enterprises Ltd

(Archana Pundir)

Company Secretary

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Change in name of the company from Real Growth Commercial Enterprises Ltd to Real Growth Corporation Ltd. and consequential alteration to MOA and AOA				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1167300						
	Poll		1167300	100.0000	1167300	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	1167300	1167300	100.0000	1167300	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)		0			0		
	Total		0	0.0000		0	0.0000	0.0000
Public- Non Institutions	E-Voting	536630						
	Poll		536630	100.0000	536630	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	536630	536630	100.0000	536630	0	100.0000	0.0000
Total		1703930	1703930	100.0000	1703930	0	100.0000	0.0000

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Adopt new set of Articles of Association of the company as per the provisions of Companies Act 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes poll+ed	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1167300						
	Poll		1167300	100.0000	1167300	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	1167300	1167300	100.0000	1167300	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	536630						
	Poll							
	Postal Ballot (if applicable)		536630	100.0000	536630	0	100.0000	0.0000
	Total	536630	536630	100.0000	536630	0	100.0000	0.0000
Total		1703930	1703930	100.0000	1703930	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Sachin Kumar Shrivastva

Company Secretary

Peer Reviewed Practicing Unit Registration No. 2346/2022

SCRUTINIZER'S REPORT ON POSTAL BALLOT

To
The Board of Directors,
Real Growth Commercial Enterprises Limited
R.O. G-01, Ground Floor, Plot No. SU, LSC B-Block,
RG City Centre, Lawrence Road, Delhi, - 110035

Sub: Scrutinizer's Report on Postal Ballot Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Sachin Kumar Shrivastva (ACS 55362) Practicing Company Secretaries, have been appointed by the Board of Directors of Real Growth Commercial Enterprises Limited as a Scrutinizer for votes casted through electronic means for Postal Ballot process and the votes cast in respect of the Resolution set out in the Postal Ballot Notice dated 13th September, 2023.

I do hereby submit my report as under:

1. Members approval were sought for the following Resolution:

ITEM NO. 1

To Change in name of the Company from 'Real Growth Commercial Enterprises Ltd to Real Growth Corporation Ltd. and consequential alteration to MOA and AOA of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from **"Real Growth Commercial Enterprises Ltd to Real Growth Corporation Ltd.** as made



Sachin Kumar Shrivastva

Company Secretary

Peer Reviewed Practicing Unit Registration No. 2346/2022

available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs. Vide its approval letter dated 4th September 2023.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is **“Real Growth Corporation Limited”**”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Real Growth Commercial Enterprises Limited” be substituted with the new name, i.e. **“Real Growth Corporation Limited”** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution along with the filing of necessary E-forms with the concerned Registrar of Companies, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

ITEM NO. – 2

To adopt new set of Articles of Association of the company as per the provision of Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act be and is hereby approved and adopted as new set of Articles of Association in place of existing Articles of Association of the Company.



Sachin Kumar Shrivastva

Company Secretary

Peer Reviewed Practicing Unit Registration No. 2346/2022

RESOLVED FURTHER THAT for the purpose of giving effect to foregoing Resolution, the Board be and is hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

2. Pursuant to the provisions of Section 110 of the Companies Act, 2023, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).
3. The Postal Ballot Notice dated 13th September, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above-mentioned resolution, as confirmed by the Company, was sent via e-mail only to the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/Depositories.
4. The Company had availed the E-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
5. The Shareholders of the Company holding shares as on the cut-off date of Friday, September 08, 2023 were entitled to vote on the Resolution as contained in the Notice.
6. The voting period for remote e-voting commenced on Sunday, September 17, 2023 at 9:00 Hours (IST) and ended on Monday, October 16, 2023 at 17:00 Hours. (IST). The e-voting module was disabled by NSDL thereafter.



Sachin Kumar Shrivastva

Company Secretary

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7. The votes cast under remote e-voting facility were thereafter unblocked.
8. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
9. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the Notice of Postal Ballot.
10. My responsibility as Scrutinizer for the voting on Postal Ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolution.
11. I would like to mention that the voting rights of Members were in proportion to their Share of the Paid-Up Equity Share Capital of the Company as on the cut-off date i.e. Friday, September 08, 2023 and as per the Register of Members of the Company.
12. I now submit my Scrutinizer Report on the results of the voting by Postal Ballot only through the remote e-voting process.
13. All the 13 remote e-voting responses are valid.

Resolution: 1 (Special Resolution)	To Change in name of the Company from 'Real Growth Commercial Enterprises Ltd to Real Growth Corporation Ltd. and consequential alteration to MOA and AOA of the Company.
Whether promoter/promoter group are interested in the agenda/resolution?	No

	Total Votes	In favour of the Resolution			Against the Resolution		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote E Voting	1703930	13	1703930	100	0	0	0



Sachin Kumar Shrivastva

Company Secretary

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Resolution: 2 (Special Resolution)	To adopt new set of Articles of Association of the company as per the provision of Companies Act, 2013
Whether promoter/promoter group are interested in the agenda/resolution?	No

	Total Votes	In favour of the Resolution			Against the Resolution		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote E Voting	1703930	13	1703930	100	0	0	0

14. Accordingly, the proposed Special Resolutions mentioned above has been approved by the Shareholders of the Company.

Thanking you
Your faithfully

SACHIN
KUMAR
SHRIVASTVA

Digitally signed by
SACHIN KUMAR
SHRIVASTVA
Date: 2023.10.17
13:59:00 +05'30'

Sachin Kumar Shrivastva
Practising Company Secretary
M. No. 55362
C. P No. 21674
UDIN: A055362E00133920

Date: 17.10.2023

Place: Vaishali Ghaziabad

Countersigned by Real Growth Commercial Enterprises Limited

DEEPAK
GUPTA

Digitally signed
by DEEPAK
GUPTA
Date: 2023.10.17
15:21:02 +05'30'

Deepak Gupta
WTD
DIN: 01890274

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