

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN – L70109DL1995PLC064254

Regd. Off: G 01, RG City Centre, Plot SU LSC ,Block B, Lawrence Road, New Delhi- 110035

Website: www.realgrowth.co.in, Email: rgcel1995@gmail.com, Phone No 9560096060

The Manager

14.09.2023

Department of Corporate Service BSE Limited

25 P. J. Towers, Dalal Street

Mumbai-400001

Ref.: Scrip Code: 539691

Sub.: Postal Ballot Notice for Seeking Members' Approval Further to the outcome of meeting of the Board of Directors of the Company dated September ,09, 2023,

Please find enclosed copy of the postal ballot notice dated September ,09, 2023 ("Postal Ballot Notice") to seek approval of the shareholders for the following

- 1- Change of Company's name from "Real Growth Commercial Enterprises Limited" to "Real Growth Corporation Limited"; and consequent alterations in the Memorandum of Association and Articles of Association.
- 2- To adopt new set of Articles of Association of the company as per the provision of Companies Act, 2013.

In compliance with the provisions of the 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 SEBI (LODR) Regulations, 2015. In this connection, we are enclosing herewith a copy Notice of Postal Ballot dated September 14, 2023.

The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/ Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on September 08, 2023 (Cut – off date). The Company has engaged the services of NSDL for purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from September 17, 2023 (9:00 A.M. IST) and shall end on , October 16, 2023 (5:00 P.M. IST). Further, these documents are also available on the Company's website for the information of the Members.

We request you to take the above information on your records

Thanking you

Yours faithfully

RAJESH
GOYAL

Digitally signed by
RAJESH GOYAL
Date: 2023.09.14
16:29:01 +05'30'

(Rajesh Goyal)

Director

DIN 01339614

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN – L70109DL1995PLC064254

Regd. Off: Shop No. G-01, RG City Centre, Plot No. SU, LSC, B- Block,

Lawrence Road, Delhi – 110035

Website: www.realgrowth.co.in, Email: rgcel1995@gmail.com ph. 9560096060

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, 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), that approval of the Members is sought for businesses as set out hereunder by passing Special Resolution, as applicable, through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44F of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI (LODR) Regulations, 2015”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice. The same is also available on the Company’s website at www.realgrowth.co.in, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014], Regulation 44 of the SEBI (LODR) Regulations, 2015, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their mail addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Alankit Assignments Limited at ramap@alankit.com with a copy to rgcel1995@rggroup.in by providing Folio No., Name, Scanned Copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) for registering their email address.

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The Board of Directors of the Company, appointed CS Sachin Srivastava (C.P. No. 21674 and ACS 55362), Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

The members shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on 17.09.2023, Sunday at 09.00 A.M. and ends on 16.10.2023, Monday at 05.00 P.M. IST. Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Monday, October 16, 2023. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the aforesaid date and time.

Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.realgrowth.co.in and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

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 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:

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“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.

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.”

Date : September 13, 2023
Reg.Off. : G-01, RGCity Centre,
PlotSUBlock
: B, Lawrence Road,
: New Delhi- 110035

CIN : L70109DL1995PLC064254
Tel. : +91 9560096060
E-mail : rgcell1995@gmail.com
Website : www.realgrowth.co.in

Order of the Board of Directors
For Real Growth Commercial Enterprises Ltd

RAJESH GOYAL Digitally signed by RAJESH GOYAL
Date: 2023.09.14 16:25:55 +05'30'

(Rajesh Goyal)
Director
DIN: 1339614

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. Members may note that this Postal Ballot Notice will also be available on the Company's website (www.realgrowth.co.in), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, (www.bseindia.com) and on the website of NSDL, (www.evoting.nsdl.com).
4. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Company's RTA Alankit Assignment Ltd. by following due procedure.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
6. The Resolutions, if passed by requisite majority, deemed to have been passed on the last date of remote e-voting i.e., 16th October , 2023.
7. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of Companies (Management and Administration) Rules, 2014], Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 08 September 2023 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on 17th September, 2023 and ends at 5.00 p.m. (IST) on Monday, October 16 ,2023
 - iii., The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
 - iv. The Board of Directors of the Company has appointed CS Sachin Srivastva (C.P. No. 21674 and ACS 55362), Company Secretaries Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

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- v. The details of the process and manner for remote e-voting are explained herein below:

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





Step 1: Access to NSDL e-voting system

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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.	<ol style="list-style-type: none">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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which isavailable 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

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p style="color: #0070C0; text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. 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. 4. 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.

	5. 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 DPs	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 respective 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login method for e-voting 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.

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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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
 - ii. If your e-mail ID is
 - iii. not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) 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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address. Etc.
 - d) Members can also use the OTP 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?

1. 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 Real Growth Commercial Enterprises Limited, which is 126762 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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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.

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8. General Guidelines for Shareholders

- i. Institutional/Corporate 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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.Cssachin13@gmail.com with a copy marked to evoting@nsdl.co.in. 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.
- ii. 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 <https://www.evoting.nsdl.com> to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in.

2. 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:

- i. 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 rgcel1995@gmail.com.
- ii. 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 rgcel1995@gmail.com. If you are an Individual shareholder 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.
- iii. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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.

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN – L70109DL1995PLC064254

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, September 08, 2023
Voting start time and date	9.00 a.m. IST, Sunday, September 17, 2023
Voting end time and date	5.00 p.m. IST, Monday, October 16, 2023
Date on which the resolution is deemed to be passed	Last date of voting i.e. Monday October 16, 2023
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. J K Singla Sr. Manager Alankit Assignments Limited Alankit House, 4E/2 Jhandewalan Extension, New Delhi-110055 Contact details: jksingla@alankit.com Contact number – +91 9899888264
Name, address and contact details of e-voting service provider	Contact name: Amit Vishal Assistant Vice President Pallavi Mhatre Senior Manager Soni Singh, Assistant Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN – L70109DL1995PLC064254

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”)

ITEM NO. – 1

Change in name of the Company from ‘Real Growth Commercial Enterprises Ltd to Real Growth Corporation Limited and consequential alteration to MOA and AOA of the Company

The New Name which Company propose to change will reflect the objects of the company more precisely as compare to its old name , therefore the Management and Board of the Company are of the view to changed Company's name will reflect its objects more precisely and accurately.

Further, the Board at its Meeting held on August 18, 2023 approved the New Name i.e. Real Growth Corporation Limited and same was applied to Ministry of Corporate Affairs for its availability. Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated September 04,2023 made available to change it with Company's Existing Name viz Real Growth Commercial Enterprises Limited.

Therefore, it is proposed to change Company's name from Real Growth Commercial Enterprises Limited to “Real Growth Corporation Limited” which further resemble the major activity of the Company. The Board is of the view that the new name will more aptly reflect the Company’s diversified business activities and its growing aspirations in other businesses.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a practicing Chartered Accountant to this effect is annexed herewith as Annexure 1.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

ITEM NO. - 2

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

The existing Articles of Association (AOA) are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘the Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. In order to bring the existing AOA of the Company in line with the provisions of the Act, Company will have to make numerous changes in the existing AOA, it is therefore considered expedient to wholly replace the existing AOA by a new set of Articles.

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN – L70109DL1995PLC064254

Hence, the Board of Directors in its meeting held on September 9 , 2023 decided (subject to the approval of members) to adopt new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

A copy of the proposed new set of Articles of Association of the Company would be available for inspection for the Members at the Registered Office of the Company on any working day (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 6.00 p.m. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e October 16, 2023 and is also available on the website of the Company i.e. www.realgrowth.co.in

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Therefore, your Board of Directors recommends the special resolution as set out in Item No. 2 of the accompanying notice for the approval of Members via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

Date : September 13, 2023
Reg.Off. : G-01, RG City Centre,
Plot SU Block B, Lawrence
Road, New Delhi- 110035

CIN : L70109DL1995PLC064254
Tel. : +91 9560096060
E-mail : rgcell1995@gmail.com
Website : www.realgrowth.co.in

**By Order of the Board of Directors
For Real Growth Commercial Enterprises Ltd**

**RAJESH
GOYAL**

Digitally signed by RAJESH
GOYAL
Date: 2023.09.14 16:27:26
+05'30'
(Rajesh Goyal)
Director
Din 1339614



CERTIFICATE

To
The Board of Directors
Real Growth Commercial Enterprises Limited
G 01, RG City Centre, Plot SU LSC,
Block B, Lawrence Road, New Delhi- 110035

Subjects: - Certificate Under Regulation 45 of SEBI (LODR) Regulation, 2015

With reference to the application for approval regarding change of name of the company from “**Real Growth Commercial Enterprises Limited**” to “**Real Growth Corporation Limited**”, we have examined the relevant records of the company and information provided by the Management of the company in relation to issue a certificate for compliance with conditions of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for change the name from “**Real Growth Commercial Enterprises Limited**” to “**Real Growth Corporation Limited**”.

Based on our examination of the records and according to the information and explanation given to us, pursuant to the requirement of provision of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements Regulation, 2015, we do hereby confirm that:

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year:
The Company has not changed its name since at least one year.
- b) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new name;
Not applicable since there is no change in the activity/project of the Company in the preceding one year period.
- c) The Amount invested in the new activity/project is at least fifty percent, of the assets of the listed entity;
Not applicable since there is no change in the activity/project of the company.

This Certificate is issued at the request of the company pursuant to the requirement of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, for onwards submission to the Stock Exchange, where the Equity Shares of the Company are listed.

For
S K HARIOM & CO.
Chartered Accountants
Firm Regn. No. 026098N

Hariom Gupta
Partner
Membership No. 518452
UDIN : 23518452BGWRWL2257
Date – 11.09.2023

