

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

CIN: L70109DL1995PLC064254

Reg. G-01, RG City Centre, Plot SU, LSC, Block B, Lawrence Road, New Delhi 110035,
email: rgcel1995@gmail.com

Date: 31/01/2023

To,
The Listing Manager
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai-400001

Ref: Scrip Code: 539691

Sub: Certificate under Regulation 24A of the LODR 2015

Dear Sir/Madam,

With reference to the subject captioned above and in compliance with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed herewith, copy of Annual Secretarial Compliance Report dated 20th January 2023 for the financial year ended 31st March, 2022 as issued by Mr. Sachin Kumar Shrivastva, Practicing Company Secretary.

This is for your ready reference and record. Kindly acknowledge the receipt.

Yours truly,
For **Real Growth Commercial Enterprises Limited**

For Real Growth Commercial Enterprises Limited



Deepak Gupta
Director
DIN:01890274

Director

Encl: Secretarial Audit Report for the year ended 31.03.2022



Sachin Kumar Shrivastva

Company Secretary

Peer Reviewed Practicing Unit Registration No. 2346/2022

To,
The Members,
REAL GROWTH COMMERCIAL ENTERPRISES LIMITED
CIN: L70109DL1995PLC064254
Add: G 01, RG City Centre, Plot SU LSC Block B,
Lawrence Road, New Delhi- 110035

We have reviewed the implementation of Corporate Governance procedures by the Company during the year ended 31st March, 2022 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of conditions of the Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of the above and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Obligation and Disclosures Requirements, 2015 with the Stock Exchange, as on date of report except the following:

- a) *The Company does not have woman director and independent director hence Composition of Board of directors and committee thereof was not in line with the applicable provisions.*
- b) *Composition of KMP's (CFO & CS) was not in line with the applicable provisions. As reported by the company, the same has been complied with after appointment of the CFO & CS as on date.*
- c) *The Company has not conducted its Annual General Meeting for the financial year 2021-22 in accordance to the provisions of section 96 of the Companies Act, 2013 and not filed Annual Return and financial statement to the concerned Registrar of Companies and Stock Exchange(s). Annual General Meeting for the financial year 2021-22 is proposed to be held in the calendar year 2023.*
- d) *Internal Auditor has not been appointed as required to be appointed under Section 138 of Indian Companies Act 2013 read with Rule 13 Of Companies (Accounts) Rules, 2014.*
- e) *During the course of audit, we also found that the company has violated compliance requirements under different rule and regulation of SEBI Act and other compliance as per instruction of stock exchange.*
- f) *The Company has failed to made compliance under SEBI (Listing Obligations and Disclosure Requirements), 2015 and other regulations which inter alia includes:*

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- ❖ Disclosure of Shareholding pattern for all quarter under regulation 31(1)(b).
- ❖ Corporate Governance Report for all quarter under regulation 27(2)(a).
- ❖ Submission of financial results along with limited review report/auditors report for all quarter as required under regulation 33(3)(a).
- ❖ Statement of Investor's Complaints for all quarter under regulation 13(3).
- ❖ Compliance certificate required under Regulation 40(9).
- ❖ Secretarial Compliance Report under Regulation 24A.
- ❖ Intimation of Board Meeting and its outcome and publication of its results required under regulation 29(1), 33(3) and 47(3).
- ❖ Payment of listing fee
- ❖ Initial disclosure requirements and annual disclosure requirements for large entities.
- ❖ Company has also defaulted in filing of Reconciliation of Share Capital Audit Report as required under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.
- ❖ BSE has placed the securities of the company under "Stage III" of GSM framework w.e.f 12th November, 2021 vide its notice no. 20211111-10 dated 11th November, 2021.
- ❖ BSE has suspended the securities w.e.f 27th May, 2022 vide its notice no. 20220526-11 dated 26th May, 2022.

We further state that our examination of such compliance is neither an assurance, as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Sachin

Date: 20.01.2023
Place: Vaishali, Ghaziabad

Sachin Kumar Shrivastva
Company Secretary in Practice
C.P. 21674
UDIN: A055362D003009346