

REAL GROWTH COMMERCIAL ENTERPRISES LIMITED

Corporate Identity Number: L70109DL1995PLC064254

Registered Office: G-01, RG City Centre, Plot SU, LSC,Block-B, Lawrence Road, New Delhi-110035
Email id- rgcel1995@gmail.com

The Manager
Department of Corporate Relationship
BSE Limited 25th Floor P. J. Towers, Dalal Street
Mumbai -400 001

Scrip Code: 539691 (Equity)

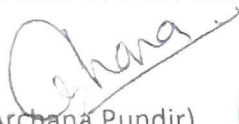
Annual Secretarial Compliance Report for the year ended March 31, 2023.

Dear Sir,

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2023 under Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/ CFD/ CMDI/ 27/ 2019 dated February 8, 2019. We would appreciate if you could take the above on record.

Thanking you

For Real Growth Commercial Enterprises Limited


(Archana Pundir)

Company Secretary

19.06.2023

Enclosed as Above:





Sachin Kumar Shrivastva

Company Secretary

Peer Reviewed Practicing Unit Registration No. 2346/2022

Secretarial Compliance Report of Real Growth Commercial Enterprises Limited for the financial year ended 31st March, 2023

I Sachin Kumar Shrivastva have examined:

- all the documents and records made available to us and explanation provided by Real Growth Commercial Enterprises Limited (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable) **(No events during the year)**.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable)
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable). **(No events during the year)**.
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No events during the year)**.
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance (Yes/No/NA)	Status	Observations /Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes		
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars /guidelines issued by SEBI 	Yes Yes		
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes		
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes		




5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No	There is delay in disclosure of some events during the year under review.
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/</p>	No	Detailed in separate paragraph of this report.



	subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There was no incidence of resignation of statutory auditors from the listed entity and its material subsidiaries during the period under review.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the	NA	

	<p>Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	



(a) The listed entity has done various non-compliances and delay in making compliances with the provisions of the above Regulations and circulars/ guidelines issued thereunder, some of the observation is hereunder:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Disclosure of shareholding pattern within 21 days from the end of the quarter.	Regulation 31(1)(b) of SEBI (LODR), 2015	Delay in submission of shareholding pattern for the quarter ended on 31 st March 2022, 30 th June 2022 and 30 th September 2022			Non-compliance of Regulation 31(1)(b) of SEBI (LODR) Regulations, 2015 regarding delay in submission of shareholding pattern for the quarter ended on 31 st March 2022, by 285 days, for quarter ended on 30 th June 2022 by 194 days and for quarter ended on 30 th September 2022 by 102 days.		The shareholding pattern for the 31 st March 2022, 30 th June 2022 and 30 th September 2022 has been submits to the stock exchange after a huge delay from the period specified under Regulation 31(1)(b) of the SEBI (LODR) Regulations, 2015	Delay were occurred due to unavoidable circumstances during March 2022 quarter audited results. As there was case pending with the high Court regarding promoter reclassification so the requisite information could not be filed on time.	
2.	Declaration and submission of financial results within 60 days from the end of the financial year.	Regulation 33 of the SEBI (LODR), 2015	Delay in submission of Audited financial Result for the year ended on 31 st March, 2022.			Non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 regarding delay in submission of Audited financial		The Audited financial for the financial year ended on 31 st March, 2022 were submitted to stock exchange on 18 th January	Delay were occurred due to unavoidable circumstances.	



						result for the financial year ended on 31 st March, 2022 by 234 days.	2023 after a delay of 234 days against the period specified under Regulation 33(3)(d) of the SEBI (LODR) Regulations, 2015	
3.	Declaration and submission of quarterly financial results within 45 days from the end of the quarter.	Regulation 33(3)(a) of the SEBI (LODR), 2015	Delay in submission of quarterly financial results along with limited review report for the 1 st and 2 nd Quarter of the financial year 2022-23			Quarterly financial results along with limited review report for the 1 st and 2 nd Quarter of the financial year 2022-23 was submits on 27 th January 2023.	Delay in submission of Quarterly financial results along with limited review report 1 st Quarter-196 days delay. 2 nd Quarter-104 Days delay.	Due to corona pandemic and other unavoidable circumstances it was not practicable for the company to provide requisite details on time.
4	Submission of statement of Investors complaints within 21 days from the end of the quarter.	Regulation 13(3) of SEBI (LODR), 2015	Delay in submission of quarterly statement of Investors complaints for the quarter ended on 31 st March 2022, 30 th June, 2022, 30 th September 2022 and 31 st December, 2022			Quarterly statement of Investors Complaint for the 4 th Quarter of FY 2021-22, and 1 st and 2 nd Quarter of FY 2022-23 has been submitted on 17 th January 2023.	Delay in submission of quarterly statement of Investors complaints Quarter ended on 31 st March 2022- Delay by 271 days Quarter ended on 30 th June 2022 - Delay by 179 days Quarter ended on 30 th	Due to corona pandemic and other unavoidable circumstances it was not practicable for the company to provide requisite details on time.



							September 2022 - Delay by 87 days		
							Quarter ended on 31 st December 2022 - Delay by 14 days		
5	Disclosure of related party transactions with 15 days form the publication of its standalone and consolidated financial statement on every six months.	Regulation 23(9) of SEBI (LODR), 2015	The company has not filed disclosure of related party transactions for the half year ended on 31 st March 2022 and 30 th September 2022			The company has not filed disclosure of related party transactions for the half year ended on 31 st March 2022 and 30 th September 2022		Due to corona pandemic and other unavoidable circumstances it was not practicable for the company to provide requisite details however same would be provided	
6	Compliance certificate regarding appointment of share transfer agent	Regulation 7(3) of SEBI (LODR), 2015	Delay in submission of compliance certificate for the financial year ended on 31 st March 2022			Compliance certificate regarding appointment of share transfer agent has been filed on 24 th March 2023	There was a delay of 269 days in submission of the certificate to the stock exchange.	Due to corona pandemic and other unavoidable circumstances it was not practicable for the company to provide requisite details on time	
7	Submission of Share reconciliation Report on quarterly basis	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Delay in submission of Share reconciliation Report for the 1 st quarter & 2 nd quarter of the FY 2022-23.			Quarterly share reconciliation report for the 1 st quarter & 2 nd quarter of the FY 2022-23 has been filed on 10 th June 2023.	There were delay of 315 days in filing of Quarterly share reconciliation report for the 1 st quarter and 223 in 2 nd Quarter of the FY 2022-23.	Due to corona pandemic and other unavoidable circumstances it was not practicable for the company to provide requisite details on time.	
8	Certificate from	Regulation 40(9) of the	Delay in submission			Certificate under	Certificate under		



	Practicing Company Secretary regarding transfer the securities within 30 days from the end of the financial year.	SEBI (LODR), 2015	of certificate of practising company secretary for the financial year ended on 31 st March, 2022.			Regulation 40(9) of SEBI (LODR), 2015 has been filed on 25 th March, 2023	Regulation 40(9) of SEBI (LODR), 2015 has been submitted on 25 th March, 2023 by a delay of 329 days.		
9	Appointment of Independent Directors	Regulation 17 of the SEBI (LODR), 2015	The Company does not have required numbers of independent Directors in its Board.			The Company has appointed independent Directors on 28 th December, 2022	There was non compliance of appointment of Independent Directors under regulation 17 of the SEBI (LODR), 2015 until the appointment of Independent Directors on 28 th December, 2022.	Delay of appointment of Independent Directors due to unviability of suitable candidates. Company was making constant efforts but suitable candidate was not there compliance is done at present	
10	Composition of Committees	Regulation 18, 19 and 20 of the SEBI (LODR), 2015	The Audit Committee, Nomination and Remuneration Committee and Stake holders Relationship Committee of the Company done not have required number of independent directors during the financial year under review.			The Audit Committee, Nomination and Remuneration Committee and Stake holders Relationship Committee of the company done not have any independent director as required to be under Regulation 18 of SEBI	The Composition of Audit Committee, Nomination and Remuneration Committee and Stake holders Relationship Committee are not as per Regulation 18,19 & 20 of LODR, there were no independent director	The Board has reconstituted the Audit Committee, Nomination and Remuneration Committee and Stake holders Relationship Committee on 25 th May 2023 and includes Independent Directors in the committee and appoint independent Director as chairman of the committee. Independent Director left the organisation	



					(LODR) 2015.		in the audit committee during the period under review.	and company made all possible efforts to find new IDs	
11	Payment of Listing fee		Delay in payment of annual listing fee		The Company has made payment of due annual listing fee for the FY 2022-23 on 27 th March 2023 with interest and penalties		Due to delay in payment of annual listing fee, SE has suspended the trading of the securities of the company.	Due to some unavoidable circumstances the same could not be paid on time but company has paid all dues along with Interest to the tune of 15,72,000/-	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

Assumptions and Limitation of scope and review

- I. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- II. Our responsibility is to certify based on my examination of relevant documents and information.
- III. I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- IV. This report is solely for the intended purpose of compliance in terms of regulations 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance of the future viability of the listed entity nor the efficacy or effectiveness with which management has conducted the affairs of the listed entity.



Sachin
Sachin Kumar Shrivastva
Company Secretary in Practice
ACS:55362
CP: No. 21674
UDIN: A055362E000476398
PR No. I2019UP1923700

Date: 10.06.2023
Place: Vaishali, Ghaziabad