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CORPORATE INFORMATION

Chairperson & Non-Executive Director	-	Mr. Rajesh Goyal
Whole Time Director Non-Executive Director	- -	Mr. Deepak Gupta* Mr. Himanshu Garg
Independent Directors	- -	Mrs. Gazal Mittal Mr. Sagar Agarwal
CFO	-	Mr. Bhupendra Tiwari
Company Secretary & Compliance Officer	-	Mr. Kunal Jain**
Statutory Auditors	-	M/s AD Gupta & Associates, Chartered Accountants, Delhi
Secretarial Auditor	-	NSP & Associates, Practicing Company Secretaries
Internal Auditor	-	SRPK & Co., Chartered Accountants, New Delhi
Bankers	-	Punjab National Bank, Prashant Vihar, Delhi Karnataka Bank, Rohini Branch, Delhi
Registered Office	-	G-01, RG City Centre, Plot SU LSC Block B, Lawrence Road, New Delhi- 110035
Registrar & Share TransferAgent	-	Alankit Assignments Limited, 4E/2 Jhandewalan Extension, New Delhi - 110055, INDI110 055 · 011-42541234 / 23541234 011-42541201
Audit Committee***	- - -	Ms. Gazal Mittal- Chairperson Mr. Sagar Agarwal- Member Mr. Himanshu Garg - Member
Nomination and Remuneration Committee	- - -	Mr. Sagar Agarwal-Chairman Mr. Himanshu Garg - Member Ms. Gazal Mittal – Member

**** Resigned w.e.f. 06.08.2026***
*****Appointed w.e.f. 26.05.2026***
******Re-Constituted w.e.f. September 02, 2025***

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of Real Growth Corporation Limited will be held on Saturday, 26th day of September 2026, at 12:30 p.m. at Hotel Park Inn by Raddison, situated at Plot No.6A, IP Extension, Patparganj, New Delhi, 110092, India to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements for the financial year ended on 31st March, 2026

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended on 31st March, 2026 and the reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted**."**

Item No. 2 - Re-appointment of Mr. Rajesh Goyal (DIN: 01339614) as a Director, liable to retire by rotation, and being eligible, offered himself for re-appointment

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) re-enactment thereof, for the time being in the force, Mr. Rajesh Goyal (DIN: 01339614) who retires by rotation at this annual general meeting and being eligible, offered himself for re-appointment, be and is hereby appointed as the Director of the Company.**"**

SPECIAL BUSINESS:

Item No. 3 - Appointment of Mr. Sanjay Kumar Jha (DIN: 07792067) as the Whole Time 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the consent of the members be and is hereby accorded to appoint Mr. Sanjay Kumar Jha (DIN: 07792067), Executive, Non-Independent Director, in capacity of Whole-Time Director of the Company being a Key Managerial Personnel for a period of 5 (five) years from the date of this AGM on such terms and conditions including remuneration as may be approved by the Board of Directors from time to time.**"**

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.**"**

Item No. 4 - Appointment of Mrs. Neelu Kapoor (DIN: 08179192) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with 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, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Neelu Kapoor (DIN: 08179192), who meets the criteria as prescribed 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 under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 2 (two) years;

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.**"**

By Order of the Board of Directors
Real Growth Corporation Limited

Sd/-
Kunal Jain
Company Secretary

Date: 26.08.2026
Place: Greater Noida

NOTES:

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE DULY SIGNED AND COMPLETED PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 31ST ANNUAL GENERAL MEETING.**

   A PERSON CAN ACT AS A PROXY ON **BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Unstamped or inadequate stamped proxies upon whom the stamps have not been cancelled are invalid. Proxy holder shall prove his identity at the time of attending Annual General Meeting.
3. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of this 31st Annual General Meeting (AGM).
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 3 & 4 set out above are annexed hereto.
6. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
7. Corporate Members intending to attend the AGM through their authorized representatives are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Members desirous of seeking any clarifications pertaining to agenda items at the AGM are requested to send their questions so as to reach the Company's Registered Office at least 7 days before the date of the AGM, so that the same can be suitably replied to.
9. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, Alankit Assignments Limited, 4E/2 Jhandewalan Extension, New Delhi - 110055, or the Company at G-01, Ground Floor, RG City Centre, Plot No. SU, LSC, Block B, Lawrence Road, New Delhi-110035.
10. Members are requested to notify immediately any change/update of address/mandate/bank address, etc.
    a. To their Depository Participants (DPs) in respect of their electronic share accounts and
    b. To the Company in respect of their physical share, if any, quoting their folio number.

11. Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting, the prescribed Form SH- 13, 14, duly filled-in with the company.
12. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the AGM, Financial Statements, Directors' Report, Auditors' Report etc. is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested a physical copy of the same. Members may note that this Notice and the Annual Report 2025-26 will also be available on the Company's website www.realgrowth.co.in.
13. Pursuant to regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015 read with Section 136 of the Companies Act, 2013 ('the Act') read with Rules 10 and 11 of the Companies (Accounts) Rules, 2014, the Company is sending a letter containing the web-link where the complete Annual Report is available and prescribed form AOC-3, to those shareholders, whose email addresses are not registered with the Company/RTA/Depository.
14. Members/Proxies should bring the Attendance Slip duly filled in, for attending the meeting. Members who have received the notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the AGM.
15. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered 21.09.2026 to determine the eligibility of Members to vote at the AGM ("Cut-off date"). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date would be entitled to vote at the AGM.
16. Members who have not registered their e-mail address so far, are requested to register their e-mail address with their Depository participants/RTA/Company for receiving allcommunication including Annual Report, Notices, Circular's etc. from the Company electronically.
17. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA for physical shares.
18. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means for resolution set forth in this notice from a place other than the venue of AGM through remotee-voting services provided by National Depositories Services (India) Limited (NSDL).
20. Pursuant to Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Wednesday, 23.09.2026 at 9:00A.M. and ends on Friday, 25.09.2026 at 05:00 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. Monday, 21.09.2026 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 Monday, 21.09.2026.

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 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 2. 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.jsp 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 an 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 e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities	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

in demat mode) login through their depository participants	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 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.
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 134309 then user ID is 134309001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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 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'.
      (ii) 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:
   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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) 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?

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 is in active status.
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 "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 naveen4567.shreel@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 e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to 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 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**.

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.

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 to access e-Voting facility.

By Order of the Board of Directors
Real Growth Corporation Limited

Sd/-
Kunal Jain
Company Secretary

Date: 26.08.2026
Place: Greater Noida

REAL GROWTH CORPORATION 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:** info@realgrowth.in, **Phone No**.: 9560096060

PROXY FORM
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

31st ANNUAL GENERAL MEETING

Name of the Member - …………………………………………………………………….

Registered Address -……………………………………………………………........

Registered E-mail Address – …………………………………………………………………….

Folio No/ Client ID -/DP ID …………………………………………………………………….

I/ We, being the member(s) of ……………………………………… shares of the above-named company,hereby appoint

Name : ………………………………………… Email ……………………………………….

Address ………………………………………………………………………………………

………………………………………………….. Signature : ………………………………….

or falling him / her

Name : ………………………………………… Email ……………………………………….

Address ………………………………………………………………………………………

………………………………………………….. Signature : ………………………………….

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday 26.09.2026 at 12.30 PM at Hotel Park Inn situated at Plot no.6A, IP Extension, Patparganj, New Delhi, 110092, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional)	
		Please mention no. of shares	
		For	Against
Ordinary Business:			
1.	Adoption of Audited Financial Statements for the financial year ended on 31st March, 2026		
2.	Re-appointment of Mr. Rajesh Goyal (DIN: 01339614) as a Director, liable to retire by rotation, and being eligible, offered himself for re-appointment		

Special Business:			
3.	Appointment of Mr. Sanjay Kumar Jha (DIN: 07792067) as the Whole Time Director of the Company		
4.	Appointment of Mrs. Neelu Kapoor (DIN: 08179192) as an Independent Director of the Company		

Signed this________________________________ day of________________________2026

Affix Re. 1/- Revenue Stamp

Signature of Shareholder: ....

Signature of proxy holder(s): ....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM.
2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

REAL GROWTH CORPORATION 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:** info@realgrowth.in, **Phone No.: 9560096060**

ATTENDANCE SLIP

Name of the Member/ Proxy ………………………………………………….

Reg. Folio No. ……………………………**No. of Shares held** …………………………

DP. ID. No.** ………………………………Client ID No**. ………………………………

I certify that I am a member/ proxy for the member of the Company.

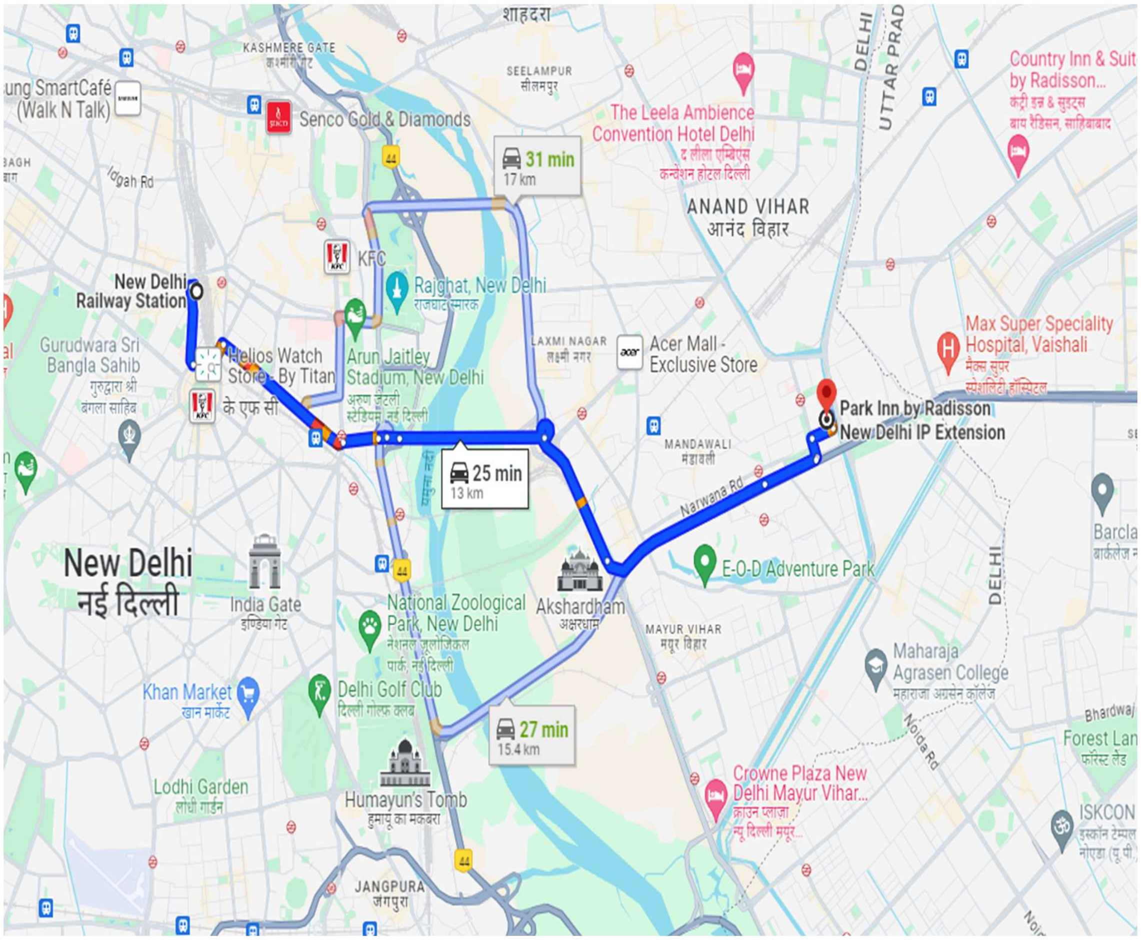
I hereby, record my presence at the 31st Annual General Meeting of the Company to be held on Saturday, 26.09.2026, at 12.30 PM at Hotel Park Inn situated at Plot no.6A, IP Extension, Patparganj, New Delhi, 110092, India.

……………………………... ……………………………………..

Name of the Member/ Proxy Signature of the Member / Proxy(IN BLOCK LETTERS)

*Applicable for investors holding shares in electronic form.

ROUTE MAP TO THE VENUE OF 31ST ANNUAL GENERAL MEETING TO BE HELD ON SATURDAY, 26TH SEPTEMBER, 2026 AT 12:30 P.M. HELD AT HOTEL PARK INN SITUATED AT PLOT NO.6A, IP EXTENSION, PATPARGANJ, NEW DELHI, 110092, INDIA



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 & 4 of the accompanying Notice.

Item No. 3 - Appointment of Mr. Sanjay Kumar Jha (DIN: 07792067) as the Whole Time Director of the Company

A vacancy has arisen in the position of Whole-time Director of the Company due to resignation of Mr. Deepak Gupta (DIN: 01890274) from the position of Whole-Time Director. Hence the Board of Directors proposes the appointment of Mr. Sanjay Kumar Jha (DIN: 07792067) as Whole-time Director (Executive Director) of the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26th August, 2026 has considered and approved the appointment of Mr. Sanjay Kumar Jha (DIN: 07792067) as Whole-time Director (Executive Director) of the Company who shall be liable to retire by rotation for a period of five (5) years, subject to the approval of the Members of the Company by way of a Special Resolution.

The principal terms and conditions of his appointment are as under:

a) Basic Salary with Perquisites & Allowances: Rs.8,40,000/- per annum
b) Commission: NIL
c) Sitting Fees: NIL
d) Notice Period: As per the policy of the Company
e) Period of Appointment: Five (5) Years
f) Other Terms and Conditions: The Whole-time Director designated as Executive Director shall act under the superintendence, control and direction of the Board of Directors of the Company.

Information pursuant to Schedule V, Part II of the Companies Act, 2013

I. General information:

3.1. Nature of industry - The Company is engaged in Infrastructure Development & Real Estate Business;
3.2. Date or expected date of commencement of commercial production - Since Company is not a new company hence this point is not applicable;
3.3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - Not Applicable;
3.4. Financial performance based on given indicators - Company's financial performances are improving;
3.5. Foreign investments or collaborations, if any - Not Applicable.

II. Information about the appointee:

(1) Background details - Mr. Sanjay Kumar Jha had served as Non-Executive Non-Independent Director;
(2) Past remuneration - NIL;
(3) Recognition or awards - NIL;
(4) Job profile and his suitability - A Whole-Time Director (WTD) is a full-time executive member of a company's Board responsible for managing day-to-day operations and implementing strategic decisions. The role involves overseeing business performance, ensuring financial discipline, maintaining regulatory compliance (such as under the Companies Act, 2013 in India), leading senior management, and representing the company before stakeholders. A Whole-Time Director

combines board-level decision-making authority with active involvement in operational management to drive growth, efficiency, and governance standards.

(5) Remuneration proposed - Rs.8,40,000/- per annum

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) - Not Applicable;

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any - Mr. Sanjay Kumar Jha had associated with the Company as Non-Executive Non-Independent Director.

The Company has received the following documents from Mr. Sanjay Kumar Jha:

- His consent to act as Whole-time Director in Form DIR-2;
- A declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 in form DIR-8;
- General Notice for Disclosure of Interest, in form No. MBP-1.

Mr. Sanjay Kumar Jha also satisfies all the conditions prescribed under Section 196(3) of the Companies Act, 2013 and Part I of Schedule V to the Act and is eligible for appointment as Whole-time Director. He is not a Director of any company which has been declared as defaulting or fraudulent.

The Board is of the opinion that, considering the knowledge, experience, and expertise of Mr. Sanjay Kumar Jha, his appointment as Whole-time Director (Executive Director) will be of immense benefit to the Company and is in the best interest of the Company and its stakeholders.

Requisite details, pursuant to the provisions of the Regulation 36 of 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.

The above terms and conditions of appointment shall be treated as a written memorandum setting out the terms of appointment under Section 190 of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Sanjay Kumar Jha, to the extent of his appointment.

Item no. 4 – Appointment of Mrs. Neelu Kapoor (DIN:08179192) as an Independent Director of the Company.

In terms of section 160 of The Companies Act, 2013, the Company has received a notice signifying the candidature of Mrs. Neelu Kapoor (DIN: 08179192), as an Independent (Non Executive) Director of the Company. The Board of Directors and Nomination and Remuneration Committee in its respective meetings held on August 26, 2026, has recommended the appointment of Mrs. Neelu Kapoor (DIN: 08179192), as an Independent (Non Executive) Director of the Company for a term of 2 (two) years with immediate effect.

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 she is not disqualified under sub-section (2) of Section 164 of the Act,
(iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI LODR Regulations,

In the opinion of the Board, Mrs. Neelu Kapoor 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 she is independent of the Management. The Board noted that Mrs. Neelu Kapoor experience being a Company Secretary are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

Mrs. Neelu Kapoor (DIN: 08179192), 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 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.

Mrs. Neelu Kapoor has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 4.

By Order of the Board of Directors
Real Growth Corporation Limited

Sd/-
Kunal Jain
Company Secretary

Date: 26.08.2026
Place: Greater Noida

Annexure to the Notice

Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting: (Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2)

Item no. 2 – Appointment of Mr. Rajesh Goyal as a director, liable to retire by rotation Pursuant to the applicable provisions of Section 152 of the Companies Act, 2013.

Name of the Director	Rajesh Goyal	
DIN	01339614	
Date of birth & Age	16/05/1967 – 59 years	
Date of first appointment on the Board	01/10/2008	
Designation and Category	Non-Executive Director	
Qualification	Engineer	
Brief Resume, Expertise in Specific functional areas/brief profile	He has rich experience of more than two decades in construction and allied activities. He is a keen analyst with exceptional quality of relationship management & negotiation skills with proven abilities	
No. of Equity Shares held in the Company	1,88,700	
Terms & conditions of reappointment	Appointment as Non-Executive Director of the company, liable to retire by rotation	
Last Drawn Salary	NIL	
Details of Remuneration sought to be paid	NIL	
No. of meetings of Board attended during FY 2025-26	06	
Chairperson/membership details of Statutory Committees of board	**Hindusthan Credit Capital Ltd.** Member - Nomination and Remuneration Committee **Real Growth Corporation Limited** Member - Nomination and Remuneration Committee	
Relationship with any other Director inter-se and KMPs of the Company	Not Applicable	
Directorship held in other Companies	1. Hindusthan Credit Capital Limited 2. Rajesh Projects (India) Private Limited *(under CIRP)* 3. KVIR Towers Pvt. Ltd. 4. Prag BM Trades Pvt. Ltd. 5. Presang Cements Pvt. Ltd. 6. RG Residency Pvt. Ltd. 7. RG Assets Pvt. Ltd. 8. Dimension Buildwell Pvt. Ltd. 9. Baid Merchants Private Limited 10. Rainbow Vanijya Private Limited 11. Hendez Distributors Private Limited	12. Dishank Estate Management Pvt. Ltd. 13. Empire Assets and Properties Private Limited 14. Crystalshape Developers Pvt. Ltd. 15. Cool Estates Private Limited 16. Aspolight Vanijya Private Limited 17. Baid Vyapaar Private Limited 18. Sarthak Market Private Limited 19. KVIR Projects (India) Private Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL	

Details of Director seeking appointment at the forthcoming Annual General Meeting: (Pursuant to Regulation36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2)

Item No. 3 - Appointment of Mr. Sanjay Kumar Jha (DIN: 07792067) as the Whole Time Director of the Company

Name of the Director	Sanjay Kumar Jha
DIN	07792067
Date of birth & Age	07/07/1975 (51 Years)
Date of first appointment on the Board	21/12/2022
Designation and Category	Whole Time Director (Executive Director)
Qualification	Graduation
Brief Resume, Expertise in Specific functional areas/brief profile	Sanjay Kumar Jha is B. Sc (Hons) and a technically skilled business professional with over more than 20 years' experiences in Real Estate Industries in the field of administrative & banking skills.
No. of Equity Shares held in the Company	NIL
Terms & conditions of reappointment	Appointment as a Whole Time Director (Executive) of the Company.
Last Drawn Salary	NIL
Details of Remuneration sought to be paid	Rs.8,40,000/- per annum
No. of meetings of Board attended during FY 2025-26	03
Chairperson/membership details of Statutory Committees of board	NIL
Relationship with any other Director inter-se and KMPs of the Company	Not Applicable
Directorship held in other Companies	1. RG Assets Pvt Ltd 2. Dishank Estate Management Pvt Ltd 3. Vinig Management And Consultants Pvt Ltd 4. Baid Merchants Private Limited 5. Rainbow Vanijya Private Limited 6. Sarthak Market Private Limited 7. RG Assets & Properties Private Limited 8. Empire Assets and Properties Private Limited 9. Dimension Buildwell Private Limited 10. Elegant Facility Management Private Limited 11. Hendez Distributors Private Limited 12. Baid Vyapaar P Ltd 13. Aspolight Vanijya Private Limited 14. Fortune Assets Private Limited (*under CIRP*) 15. Cool Estates Private Limited 16. Rajesh Projects India Private Limited (*under CIRP*) 17. RG Residency Private Limited
Listed Entities from which he has resigned as Director in past 3 years	1. Real Growth Corporation Limited 2. Hindusthan Credit Capital Limited

Details of Director seeking appointment at the forthcoming Annual General Meeting: (Pursuant to Regulation36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2)

Item no. 4 – Appointment of Mrs. Neelu Kapoor (DIN: 10746605) as an Independent Director of the Company

Name of the Director	Neelu Kapoor
Date of birth	15/05/1984
Date of first appointment on the Board	N.A.
Designation and Category	Independent Director (Non-Executive)
Qualification	CS
Expertise in Specific functional areas/brief profile	With over 04 years of post-qualification experience in corporate secretarial practice. Expertise in handling end-to-end secretarial functions, corporate governance, statutory compliances and advisory services under the Companies Act, 2013.
No. of Equity Shares held in the Company	NIL
Terms and conditions of appointment/ reappointment	Term of Appointment: for the period of two (02) years w.e.f. 26th September, 2026
Last Drawn Salary	NIL
Details of Remuneration sought to be paid	She is eligible only for sitting fees for attending meetings of the Board and its Committees of which she is a member, as may be decided by the Board from time to time.
No. of meetings of Board attended during FY 2025-26	NIL
Membership/Chairmanship of Committee of other Companies	NIL
Relationship with any other Director inter-se and KMPs of the Company	Not Applicable
Directorship held in other Companies	NIL
Listed Entities from which he has resigned as Director in past 3 years	NIL

By Order of the Board of Directors
Real Growth Corporation Limited

Sd/-
Kunal Jain
Company Secretary

Date: 26.08.2026
Place: Greater Noida

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 31st Annual Report of the Real Growth Corporation Limited along with the Audited Financial Statements for the Financial Year ending March 31, 2026.

1. FINANCIAL RESULTS

The financial performance of the Company for the financial year ended on March 31st, 2026, is summarized as below:

(Rs. In Lakh)

Particulars	For the financial year ended March 31, 2026	For the financial year ended March 31, 2025
Total Revenue	387.23	860.86
Total Expenses	284.33	687.44
Profit Before exceptional items and tax	102.90	173.42
Exceptional Items - Income	-	650.87
Profit before tax	102.90	824.29
Tax expense:	-	-
Current tax	25.41	27.99
Deferred Tax	-	68.66
Profit/(Loss) for the period	77.49	727.64

Notes:

1. The above figures have been extracted from the audited financial statements as per Indian Accounting Standard (IND-AS).
2. Previous year figures have been regrouped/rearranged wherever necessary.

2. OPERATION AND STATE OF COMPANY'S AFFAIRS

During the financial year under review, your Company has earned total revenue of Rs.387.23 Lakh as compared to total revenue of Rs.860.86 Lakh in the last year. The profit of your Company stood at Rs.77.49 Lakh as compared to the profit of Rs. 727.64 Lakh in the last year.

Your Company looks forward to strengthen its operations while focusing on enhancing its profit in the coming years.

3. CHANGE IN THE NATURE OF THE BUSINESS

There was no change in the nature of the business of the Company during the year under review.

4. TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserve for any specific purpose during the current financial year.

5. DIVIDEND

No Dividend is declared by the company during the period under review. Further, your Company did not have any funds lying unpaid or unclaimed for a period of 7 (seven) years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, the Company was not required to file any form with the IEPF/ Ministry of Corporate Affairs during the year under review.

6. SHARE CAPITAL

The authorized share capital of the Company as on March 31, 2026 was Rs.25,00,00,000/- (Rupees Twenty Five Crore only) consisting of:

i. Rs. 4,25,00,000/- (Rupees Four Crore Twenty Five Lakhs Only) consisting of 42,50,000 (Forty Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each; and
ii. Rs. 20,75,00,000/- (Rupees Twenty Crore Seventy Five Lakhs Only) consisting of 20,75,000 (Twenty Lakhs Seventy Five Thousand) 2% Redeemable Cumulative Preference Shares of Rs.100/- (Rupees One Hundred Only) each.

The issued, subscribed and paid capital of the Company as on March 31 2026, was Rs. 24,00,00,000/- (Rupees Twenty Four Crore Only) consisting of:

i. Rs. 4,00,00,000/- (Rupees Four Crore Only) consisting of 40,00,000 (Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each; and
ii. Rs. 20,00,00,000/- (Rupees Twenty Crore Only) consisting of 20,00,000 (Twenty Lakhs) 2% Redeemable Cumulative Preference Share of Rs.100/- (Rupees One Hundred Only) each. The issued capital of Redeemable Cumulative Preference Share has been considered as other financial liability in the financial statements, in accordance with the requirements of applicable Ind-AS.

During the year under review, there was no change in the capital structure of the Company.

During the year under review, the Company has neither issued shares with Deferential Voting Rights nor granted Stock Options nor Sweat Equity.

7. LISTING OF SHARES

The Company's equity shares are listed at the BSE Limited. The annual listing fee for the financial year 2026-27 has been paid to the stock exchange.

8. DEMATERIALISATION OF SHARES

As on March 31, 2026, 86.14% of the Company's total equity paid up capital representing 3,445,440 equity shares are held in dematerialized form. The SEBI (LODR) Regulations, 2015 mandates that the transfer, transmission etc., shall be carried out in dematerialized form only. The Company has already sent intimation to shareholders who hold shares in physical form advising them to get their shares dematerialized and also request the same to such shareholders by this notice.

9. STATEMENT CONTAINING SALIENT FEATURES OF SUBSIDIARIES, JOINT VENTURE ASSOCIATE COMPANIES

The Company do not have any Subsidiary, Associate or Joint Venture Company. Further, there are no company(ies) which became or ceased to be its subsidiaries, joint ventures or associate companies during the year under review.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2025-26, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Act read with the Rules issued thereunder and Listing Regulations.

During the year under review, All Related Party Transactions were reviewed and prior approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated in accordance with the provisions of the Act read with Rules issued thereunder and the Listing Regulations. The Board also reviewed and approved the transactions with related parties on the recommendation of the Audit Committee. The Company has a Board approved policy on dealing with Related Party Transactions.

Prior omnibus approval has been granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of the Act read with Rules issued thereunder and the Listing Regulations.

The details of the related party transactions as per IND AS – 24 are set out in Note No. 29 to the Financial Statements of the Company.

The Form AOC -2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in the **Annexure -I** to this report.

11. PUBLIC DEPOSITS

During the year under review, your Company did not invite /accept any deposits from public in terms of provisions of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. RETIREMENT BY ROTATION

Mr. Rajesh Goyal, Director (DIN-01339614) is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the Articles of Association of the Company and being eligible has offered himself for re-appointment. The resolution for his re – appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM.

A brief resume and other details relating to the Director seeking re-appointment, as stipulated under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard are furnished in the notice convening the Annual General Meeting and forming a part of the Annual Report.

B. APPOINTMENT/REAPPOINTMENT/ CESSATION OF DIRECTORS

During the year under review, Mr. Sanjay Kumar Jha (DIN: 01339614) resigned as Non-Executive Non-Independent Director of the Company from the close of office hours on September 02, 2025. The Board places on records its deep appreciation for the services rendered by Mr. Sanjay Kumar Jha during his tenure as Director and Member of various committees of the Board of Directors of the Company.

Due to vacancy created in the position of Whole-time Director of the Company due to resignation of Mr. Deepak Gupta (DIN: 01890274), the board of directors in their meeting held on 26.08.2026, board of directors has recommended appointment of Mr. Sanjay Kumar Jha as Whole Time Director of the company subject to approval of members in ensuing Annual general meeting. All the requisite consents and declarations have been received from him.

C. COMPOSITION OF DIRECTORS

As on March 31, 2026, the Company has following Directors on the Board of Directors of the Company:

Sr. No.	Name of Directors	DIN(s)	Category	Designations
1	Mr. Rajesh Goyal	01339614	Promoter & Non- Executive	Chairman & Non Executive Non Independent Director
2	Mr. Deepak Gupta*	01890274	Executive	Whole Time Director
3	Mr. Himanshu Garg	08055616	Non- Executive	Non Executive Non Independent Director
4	Mr. Sanjay Kumar Jha**	01339614	Non- Executive	Non Executive Non Independent Director
5	Mr. Sagar Agarwal	10746605	Non- Executive	Independent Director
6	Mrs. Gazal Mittal	06886928	Non- Executive	Independent Woman Director

****Resigned w.e.f. 06.08.2026***
*****Resigned w.e.f. 02.09.2025***

D. KEY MANAGERIAL PERSONNEL

As on March 31, 2026, the Company has following Key Managerial Personnel as per the definition of Section 2(51) read with Section 203 of the Companies Act 2013: -

S. No.	Names	Designation(s)
1	Mr. Deepak Gupta*	Whole Time Director
2.	Mr. Bhupendra Tiwari	Chief Financial Officer
3.	Mr. Sahil Agarwal**	Company Secretary & Compliance Officer

** Resigned w.e.f. 06.08.2026*
***Resigned w.e.f. 02.07.2026*

13. NUMBER OF MEETINGS OF THE BOARD AND ATTENDANCE OF DIRECTORS

During the year 6 (six) meetings of the Board of Directors of the Company were held on 26.05.2025, 02.07.2025, 02.08.2025, 02.09.2025, 13.11.2025 & 12.02.2026, in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the minute's book kept by the Company for the purpose. The intervening period between the Board Meetings were well within the maximum time between the two meetings prescribed under section 173 of the Companies Act, 2013.

The details of attendance of Board Meetings are stated below:

Name of Directors	Number of meetings entitled to attend	Number of meetings attended
Mr. Rajesh Goyal	06	06
Mr Sagar Agarwal	06	06
Mr. Himanshu Garg	06	05
Mrs Gazal Mittal	06	06
Mr Sanjay Kumar Jha*	03	03

**Resigned w.e.f. 02.09.2025*

14. DECLARATION BY INDEPENDENT DIRECTOR(S)

In accordance with the Section 149(7) of the Companies Act, 2013 both Independent Directors have given a written declaration to the Company at the time of their appointment and at the first meeting of the Board of Directors in every financial year confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation

16(1)(b) of the SEBI (LODR) Regulations, 2015 and there has been no change in the circumstances which may affect their status as an independent director during the year.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. They have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs (IICA) and possess their respective proficiency certificate.

15. MEETINGS OF INDEPENDENT DIRECTORS

In accordance with Section 149(8) of the Companies, Act 2013 and Schedule IV of the Companies Act, 2013, Independent Directors shall hold atleast one meeting in a financial year without the attendance of Non-Independent Directors and members of Management. The Independent Directors held their separate meeting on February 12, 2026.

16. COMPOSITION OF COMMITTESS AND MEETINGS

1. AUDIT COMMITTEE

a. Composition:

As per the provisions of Section 177 of the Companies Act, 2013, the Company's Audit Committee comprise of majority of the Independent Directors. All the members of the Committee have relevant experience in financial matters.

The details of the composition of the Committee are set out in the following table:

S. No	Name of Directors	Designation	Category
1	Ms. Gazal Mittal	Chairperson	Non–Executive Independent Director
2	Mr. Sagar Agarwal	Member	Non–Executive Independent Director
3	Mr. Himanshu Garg	Member	Non-Executive Non-Independent Director

Note: This committee has been reconstituted w.e.f. 02.09.2025

b. Details of Meetings:

The Audit Committee met 05 (five) times during the year on 26.05.2025, 02.07.2025, 02.08.2025, 13.11.2025 and 12.02.2026.

2. NOMINATION AND REMUNERATION COMMITTEE

a. Composition:

As per the provisions of Section 178 of the Companies Act, 2013, the Company's Nomination and Remuneration Committee comprises of 02 Non-Executive Independent Directors and 01 Non-Executive Non-Independent Director.

The details of the composition of the Committee are set out in the following table:

S. No.	Name of Directors	Designation	Category
1.	Mr. Sagar Agarwal	Chairman	Non –Executive Independent Director
2.	Ms. Gazal Mittal	Member	Non –Executive Independent Women Director
3.	Mr. Himanshu Garg	Member	Non –Executive Non-Independent Director

b. Details of Meetings:

The Nomination and Remuneration Committee met 03 (Three) times during the year on 26.05.2025, 02.07.2025 and 12.02.2026.

3. STAKEHOLDER RELATIONSHIP COMMITTEE

As on March 31, 2026, following is the composition of the Stakeholders Relationship Committee:

S. No.	Name of Directors	Designation	Category
1.	Mr. Sagar Agarwal	Chairman	Non –Executive Independent Director
2.	Ms. Gazal Mittal	Member	Non –Executive Independent Women Director
3.	Mr. Himanshu Garg	Member	Director

Details of Meetings:

The Stakeholder Relationship Committee met 03 (Five) time during the year on 26.05.2025, 02.08.2025 and 12.02.2026.

Pursuant to the provisions of Section 178 of the Companies Act, 2013, company which consist of more than 1,000 (One thousand) shareholders, debenture holders, deposit holders, or other security holders at any time during a financial year shall be required to constitute a Stakeholders Relationship Committee (SRC).

Further, the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to stakeholders relationship committee are also not applicable to the Company.

Since, the Company is currently having only 897 shareholders, board of directors of the company in its meeting held on 12.08.2026 resolved to dissolve the committee with immediate effect.

17. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to Sections 134(3)(p), 178(2) of the Companies Act, 2013 read with Part-VIII of Schedule IV of the Companies Act, 2013 the Nomination & Remuneration Committee (NRC) shall specify the manner for effective evaluation of performance of the Board, its committees, individual directors and Key Managerial Personnel (KMP). The evaluation can be carried out by the Board or by the NRC or by independent agency. The NRC shall review its compliance. Further, Schedule IV of the Companies Act, 2013 state that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all directors, the Board as a whole and its committees thereof, for the financial year 2025-26, was conducted based on the criteria and framework adopted by the Nomination & Remuneration Committee. The Board approved and took note of the evaluation results as collated by the Nomination and Remuneration Committee of the Company.

18. FAMILIARIZATION PROGRAMME FOR BOARD MEMBERS

Pursuant to Section 178 of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has adopted familiarization programs for Independent Directors and other directors to familiarize them with the Company, their role, rights, responsibilities, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework etc.

Your Company aims to provide its Independent Directors, insight into the Company's business model enabling them to contribute effectively.

19. STATEMENT REGARDING INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTOR

There were no Independent Directors who were appointed during the year under review, hence this clause is not applicable to the company.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, investments, guarantees etc. covered under the provisions of Section 186 of the Companies Act, 2013 and Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are mentioned in the notes forming part of the financial statements.

21. INTERNAL FINANCIAL CONTROL (IFC) AND ITS ADEQUACY

The Company has in place adequate internal financial controls over financial reporting, which are commensurate with the size and nature of its operations as per the provisions of Section 134(5)(c) of Companies Act, 2013. These controls have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with applicable accounting standards.

22. AUDITORS AND AUDITOR'S REPORT

At the 28th Annual General Meeting held on 19th August, 2023, M/s. AD Gupta and Associates, Chartered Accountants (Firm Registration No- 018763N) were appointed as Statutory Auditors of the Company to hold office from conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company.

During the year under review, the Audit Committee reviewed the independency, objectivity of the Auditors and the effectiveness of the audit process.

23. INTERNAL AUDITORS

The Company has appointed M/s SRPK & Co., Chartered Accountants as Internal Auditor pursuant to section 138(1) of Companies Act, 2013 and rule 13 of Companies (Accounts) Rules, 2014. The Internal Auditor provides its report on quarterly basis which has been placed before the Audit Committee as well as before the board of directors.

24. SECRETARIAL AUDITORS

In terms of Section 204 of the Companies Act, 2013 the Board of Directors in its meeting held on 12.02.2026 has appointed M/s NSP and Associates, Practicing Company Secretaries, (Certificate of Practice No -10937), as Secretarial Auditor of the Company to conduct an audit of the secretarial records for the financial year 2025-26. Provisions of regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are not applicable on the company by virtue of regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

The Secretarial Audit Report (Form MR-3) for the financial year ended 31st March, 2026 is set out in Annexure-II to this report. There are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditor in his Report.

25. COST AUDITORS

In terms of the provisions of Section 148 of the Companies Acts, 2013 read with the Rules made there under, the provisions of maintenance of cost records and the provisions of cost audit are not applicable to your Company.

26. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors has observed any instance of fraud Committed against the company by its officers or employees. Hence, no reporting under section 143(12) of the Companies Act, 2013 is required.

27. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when Trading Window is closed. Further, no director/ KMP's has traded in the shares of the company. The Company has maintained the Structural Digital Database (SDD) under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

28. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is the summary of the complaints received and disposed of during the financial year 2025-26:

No. of complaints received: NIL
No. of complaints disposed of: NIL
No. of cases pending for more than ninety days: NIL

29. NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with Rules issued thereunder.

The Nomination and Remuneration Policy of the Company provides that the Nomination and Remuneration Committee, shall formulate the criteria for appointment of Executive, Non – Executive and Independent Directors on the Board of Directors of the Company and The Persons in Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under Section 178 (3) of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

30. REMUNERATION DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

As on March 31, 2026, the Board consist of 05 members, one of whom is executive and two are non-executive Directors, and two are independent directors. The Board periodically evaluates the need for change in its composition and size.

The details of the remuneration of directors, key managerial personnel and employees in terms of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration Managerial Personnel) 2014 are provided in **Annexure- III** to this report.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of the Company employed throughout the year that was in receipt of remuneration of rupees one crore two lakh or more. Further, during the year under review, there was no employee of the Company employed for a part of year who was in receipt of remuneration of rupees eight lakh and fifty thousand or more per month. Further, there were no employee(s) in the Company who was in excess of the remuneration drawn by the managing director during the financial year 2025-26 and held by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

The Company has not granted any loan to its employees for purchase of its own shares pursuant to section 67 of the Companies Act, 2013.

Furthermore, a list of top ten employees in terms of remuneration drawn during the financial year 2025-26 in annexed with the report as **Annexure- IV.**

31. RISK MANAGEMENT POLICY

Pursuant to the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has risk management policy in place for the purpose of identification of elements of risks that may threaten its existence. The main objective of the risk management policy of the Company is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The policy establishes a structured and disciplined approach to risk management and guide decision making on risk related issues.

The Company identifies all strategic, operational and financial risks that the Company faces, internally and externally by assessing and analysing the latest trends in risk information available and uses them to plan for risk management activities.

Pursuant to Regulation 21 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is not required to constitute a risk management committee.

32. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board of Directors has formulated a Whistle Blower Policy which is in the compliance with the provisions of Section 177 (10) of the Companies Act, 2013.

The Company has established a “Vigil Mechanism” for its employees and directors, enabling them to report any concerns of unethical behaviour, suspected fraud or violation of the Company's code of conduct. To this effect the Board has adopted a “Whistle Blower Policy” which is overseen by the Audit Committee. The policy provides safeguards against victimization of the whistle blower. Employees and other stakeholders have direct access to the Chairman of the Audit Committee for lodging concern, if any, for necessary action. The details of such policy are available on the website of the Company.

During the year under review, there were no complaints received under the mechanism.

33. MATERIAL CHANGES AND COMMITMENTS

There are no other material changes and commitments that have occurred between the end of financial year of the Company to which the financial statements relate i.e. 31st March, 2026 and the date of the report, which may affect the financial position of the Company.

34. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

As of March 31, 2026, there were no significant or material orders passed by any regulators, courts, or tribunals that could impact the going concern status and future operations of the Company

35. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

In view of the nature of activities, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

36. FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, there was no foreign exchange inflow and outflow during the year under review.

37. EXTRACT OF ANNUAL RETURN

Pursuant to sec 92(3) of the Companies Act, 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at: https://realgrowth.co.in/wp-content/uploads/2026/05/mgt-7_annual-return-2025.pdf

38. HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Your Company has complied with all the applicable laws to the extent applicable.

39. HUMAN RESOURCE DEVELOPMENT

Your Company's Human Resource Management focus continues to be in making available a talent pool, for meeting challenges in the competitive marketplace, which is increasingly becoming tougher. Development plans have been drawn up for key managers to shoulder higher responsibilities as well as to increase their job effectiveness. Your Company always encourages young personnel with their ideas and views. Management is easily accessible to the employees' and their problems are attended to promptly.

40. MATERNITY BENEFIT

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year, wherever applicable.

41. CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of Section 135 read with Schedule VII of the Companies Act, 2013 w.r.t Corporate Social Responsibility are not applicable for the financial year 2025-26.

42. CORPORATE GOVERNANCE

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and Clause (b) to (i) of Sub–Regulation (2) of regulation 46 and Para C, D and E of Schedule V do not apply to Company since the Paid up Equity Share Capital of the company is below than the threshold amount of Rs.10 Crores (Rupees Ten Crore only) and also Net Worth of the Company is below than the threshold amount of Rs.25 Crores (Twenty-Five Crore only) as on the last day of the financial year 25-26.

A Certificate signed by Practicing Company Secretary regarding non applicability of conditions of Corporate Governance has been annexed with Boards' Report as **Annexure-V**.

43. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report forms an integral part of this report in **Annexure – VI** and gives details of the overall industry structure, economic developments, performance and state of affairs of the Company's various businesses, internal controls and other material developments during the financial year 2025-26.

44. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

There are no proceedings, initiated by any Financial Creditor or Operational Creditor or by the Company, under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during the year 2025-26.

45. ADDITIONAL INFORMATION TO SHAREHOLDERS

All important & pertinent investor's information such as financial results, policies/codes & disclosures are made available on company's website (www.realgrowth.co.in) on a regular basis.

46. STATUTORY DISCLOSURES

None of the Directors of your Company is disqualified for the financial year 2025-26 as per the provisions of Section 164 and 167 of the Companies Act, 2013 Act. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

47. SECRETARIAL STANDARDS

Your directors state that applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by Ministry of Corporate Affairs (MCA) have been duly followed by Company.

48. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)

As on 31st March, 2026, company does not have any unclaimed securities. The disclosure as required under Part F of Schedule V of the SEBI (LODR) Regulations, 2015 are given below:

a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil

b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil

c. Number of shareholders to whom the shares were transferred from suspense account during the year: Nil

d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil

e. Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. N.A.

49. DISCLOSURES OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

There are no such agreements subsisting, as mentioned under Clause 5A of paragraph A of Part-A of Schedule III of SEBI (LODR) Regulations, 2015, therefore, no disclosure is required to be made.

50. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Act, the Directors of the Company state that:

a) in the preparation of the annual accounts for the financial year ending March 31, 2026, the applicable Indian accounting standards had been followed along with proper explanation relating to material departures;
b) they have selected such accounting policies as mentioned in Note No. 1 of the annual financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and profit/Loss of the Company for that period;
c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) annual financial statements have been prepared on a going concern basis;
e) proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

51. ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere thanks to investors, clients, vendors, regulatory authorities, government authorities, bankers and all other business associates for their continued co-operation and patronage and all the employees of the Company for their excellent performance and teamwork.

By Order of the Board
For Real Growth Corporation Limited

Sd/-	**Sd/-**
Rajesh Goyal	**Himanshu Garg**
Director	**Director**
DIN – 01339614	**DIN: 08055616**
Add:- : First Floor, House No. 32, Road No. 43, West Punjabi Bagh Delhi	**Flat No. 150 Tower-Magnolia, Gaur Saundaryam, Techzone-04 Greater Noida West, Uttar Pradesh-201306**

Date: 26.08.2026
Place: Greater Noida

ANNEXURE-I

Form No. AOC – 2

PARTICULARS OF CONTRACTS /ARRANGEMENTS MADE WITH RELATED PARTIES

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1) Details of contracts or arrangements or transactions not at arm's length basis: **NIL**
2) Details of material contracts or arrangement or transactions at arm's length basis:

S. NO.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration	Salient terms including value	Date (s) of approval by Board, if any	Amount paid as advance, if any
1.	Rajesh Projects (India) Pvt Ltd.	Lease Rent paid	During FY25-26	Rs. 3.60 Lakhs	(Omnibus Approval)	N.A.
2.	Dishank Estate Management Pvt Ltd.	Lease Rent incurred	During FY25-26	Rs. 3.60 Lakhs	(Omnibus Approval)	N.A.
3.	Elegant Facility Management Pvt Ltd	Maintenance Charges	During FY25-26	Rs. 16.50 Lakhs	(Omnibus Approval)	N.A.
4.	Empire Assets & Properties Pvt Ltd.	Payment for immovable property	During FY25-26	Rs. 0.02 Lakhs	(Omnibus Approval)	N.A.

By Order of the Board
For Real Growth Corporation Limited

Sd/-
Rajesh Goyal
Director
DIN – 01339614
Add:- First Floor, House No. 32, Road No. 43, West Punjabi Bagh Delhi

Sd/-
Himanshu Garg
Director
DIN: 08055616
Flat No. 150 Tower-Magnolia, Gaur Saundaryam, Techzone-04 Greater Noida West, Uttar Pradesh-201306

Date: 26.08.2026
Place: Greater Noida

ANNEXURE II

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
REAL GROWTH CORPORATION LIMITED
(CIN: L70109DL1995PLC064254)
G-01, Ground Floor,
Plot No. SU, LSC B-Block,
RG City Centre, Lawrence Road,
Delhi - 110035

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Real Growth Corporation Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026, according to the provisions of:

(1) The Companies Act, 2013 ('the Act') and the rules made thereunder;
(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder – **Not Applicable**
(3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **- Not Applicable**
(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
    b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
    c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
    d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable**
f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not Applicable**
g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014 (effective 28th October 2014) – **Not Applicable**
h) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

(6) We further report that with respect to the compliance of the below mentioned laws (as applicable), we have relied on the compliance system prevailing in the Company and on the basis of representation received from the management:

i. Applicable direct and indirect tax laws;
ii. Prevention of Money Laundering Act 2002;
iii. Forest (Conservation) Act, 1980;
iv. Regulations & Guidelines issued by Ministry of Environment, Forest and Climate Change, Government of India;
v. Regulations & Guidelines issued by Ministry of Water Resources, Government of India;
vi. The Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder;
vii. The Air (Prevention and Control of Pollution) Act 1981 and rules made thereunder;
viii. Environment (Protection) Act, 1986 and rules made thereunder;
ix. Guidelines issue by National Green Tribunal.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;
(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

As on 31st March, 2026, the Board of Directors of the Company is duly constituted in accordance with the applicable provisions of Section 152 of the Companies Act, 2013.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings were carried out either unanimously or by majority as recorded in the minutes of the meetings of the Board of Directors. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/ actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc.;

We further report that during the audit period there were no special instances to report thereon.

For NSP & Associates
Company Secretaries

Sd/-
Naveen Shree Pandey
(Proprietor)
UDIN: F009028H001217279
FCS No.: 9028
C P No.: 10937

Place: Noida, UP
Date: 20th August, 2026

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

“Annexure A”

To,
The Members,
REAL GROWTH CORPORATION LIMITED
(CIN: L70109DL1995PLC064254)
G-01, Ground Floor,
Plot No. SU, LSC B-Block,
RG City Centre, Lawrence Road,
Delhi - 110035

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For NSP & Associates
Company Secretaries

Sd/-
Naveen Shree Pandey
(Proprietor)
UDIN: F009028H001217279
FCS No.: 9028
C P No.: 10937

Place: Noida, UP
Date: 20th August, 2026

ANNEXURE-III

Pursuant to provisions of Section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of remuneration of the employees for the Financial Year ended 31st March, 2026 are given below:

SI. No.	Requirement	Details
(i)	**The ratio of the remuneration of each director to the median of remuneration of employees of the company for the Financial Year.**	No Change
(ii)	**The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2025-26.**	No Change
(iii)	**The percentage increase in median remuneration of employees in the Financial Year 2025-26.**	NIL
(iv)	**The number of permanent employees including MD on the rolls of Company.**	4 (Four) Employees as on 31.03.2026
(v)	**(a) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year.** **(b) Its comparison with the percentile increase in the managerial remuneration.** **(c) Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**	a) NIL b) NIL c) N.A.

Affirmation that the remuneration is as per the remuneration policy of the Company:
a) The Company affirms that the remuneration is as per the remuneration policy of the Company.

b) The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

By Order of the Board
For Real Growth Corporation Limited

Sd/-
Rajesh Goyal
Director
DIN – 01339614
Add:- First Floor, House No. 32, Road No. 43, West Punjabi Bagh Delhi

Sd/-
Himanshu Garg
Director
DIN: 08055616
Flat No. 150 Tower-Magnolia, Gaur Saundaryam, Techzone-04 Greater Noida West, Uttar Pradesh-201306

Date: 26.08.2026
Place: Greater Noida

ANNEXURE-IV

PARTICULARS OF EMPLOYEES

Pursuant to provisions of section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of remuneration of the employees are given below:

(a) Top 10 Employee in terms of remuneration who were employed throughout the financial year 2025-26:

Name	Designation	Remuneration Per Month (Rs.)	Qualification	Experience In Years	Date of commencement of employment	Age years
Deepak Gupta	Director	3,00,000	CA	34	14-Aug-2018	58
Bhupendra Tiwari	Chief Financial Officer	85,000	M.Com	22	01-Dec-2022	44
Sahil Agarwal	Company Secretary	1,25,000	CS	12	05-Aug-2024	35
Kajal Jha	Trainee – CS	15,100	CS	1	03-Feb-2025	24

Note: **Nature of employment – Full Time**
Last employment before joining the Company – Not Available
% of Equity Capital held: NIL

(b) Employees who were in the receipt of remuneration aggregating Rs. 1,02,00,000 or more per annum: NA

(c) Employed for part of the financial year and was in receipt of remuneration not less than Rs. 8,50,000 per month: NA

(d) Employee who was in receipt of remuneration in excess of that drawn by the Managing Director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company: NA

Note:

- *No employee is the relative of any director or manager of the company.*
- *There were only 4 employees on the rolls of the Company as on 31st March, 2026.*

By Order of the Board
For Real Growth Corporation Limited

Sd/-	**Sd/-**
Rajesh Goyal	**Himanshu Garg**
Director	**Director**
DIN – 01339614	**DIN: 08055616**
Add:- First Floor, House No. 32, Road No. 43, West Punjabi Bagh Delhi	**Flat No. 150 Tower-Magnolia, Gaur Saundaryam, Techzone-04 Greater Noida West, Uttar Pradesh-201306**

Date: 26.08.2026
Place: Greater Noida

ANNEXURE V

Certificate on Corporate Governance
[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,
Real Growth Corporation Limited
CIN: L70109DL1995PLC064254
G-01, Ground Floor, Plot No. SU, LSC B-Block,
RG City Centre, Lawrence Road, Delhi 110035

I hereby confirm that the equity paid-up share capital of the Real Growth Corporation Limited, a company incorporated in India having its registered office at G-01, Ground Floor, Plot No. SU, LSC, B-Block, RG City Centre, Lawrence Road, Delhi 110035 is Rs. 4,00,00,000/- (Rupees Four Crore Only) consisting of 40,00,000 fully paid-up equity shares of Rs.10/- (Rupees Ten) each which is less than Rs.10,00,00,000/- (Rupees Ten Crores) and Net Worth of the Company as on 31st March, 2026 (last day of previous Financial Year) was Rs.12.23 Crore which is less than Rs.25 Crore as stipulated in regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the explanation given to me by the Company, I certify that the compliances for the year ended on 31st March, 2026 as stipulated in Regulations 17 to 27 and Sub– Regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) are not applicable on the company.

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Shobhit Mahesh & Associates
Company Secretaries
ICSI Unique Code: S2019UP714700
Peer Review Cert. No.: 3745/2023

Sd/-
Shobhit Mahesh
Mem No.: 42278
Cop No: 22713
UDIN: A042278H001171331
Place: Moradabad

ANNEXURE – VI

MANAGEMENT DISCUSSION AND ANALYSIS

The company was engaged in the development of commercial complexes since 2000. In 2007, the company diversified to another business segment i.e. “Trading Business”. The objective of the trading division was to increase the scope of the business used in construction and real estate industry. Towards business development, the company will strengthen / establish in ancillary business activities of Real Estate Industry.

1. ECONOMY OVERVIEW

1.1 Global Economy Overview

The global economy in 2025–2026 is stabilizing at a modest, sub-trend pace with GDP growth hovering between 2.5% and 3.1%, as steady disinflation and an artificial intelligence investment boom are heavily countered by escalating trade tariffs, severe geopolitical fragmentation, and mounting public debt burdens. While major central banks have shifted toward monetary easing to provide relief to global credit markets, structural headwinds continue to diverge performance regionally: the United States is experiencing a moderate, policy-driven slowdown, the Euro Area remains largely stagnant due to industrial and energy pressures, and China's growth is easing toward the mid-4% range amid real estate and export challenges. In contrast, India stands out as the fastest-growing major economy, powered by robust domestic infrastructure spending.

1.2 Indian Economy Overview

The Indian economy in 2025–26 stands out as a highly resilient global growth engine, with real GDP expanding by an impressive 7.4%. According to the Government of India's Economic Survey 2025-26, the nation has secured its status as the world's fastest-growing major economy for the fourth consecutive year, successfully navigating external vulnerabilities like trade fragmentation and the West Asia conflict. This momentum is primarily propelled by a "double engine" of robust domestic demand and aggressive infrastructure capital expenditure, with private consumption scaling to 61.5% of GDP—its highest share since 2012. Macroeconomic foundations have strengthened substantially, highlighted by a notable drop in consumer inflation, a multi-decade low gross non-performing asset (GNPA) ratio of 2.2% within the banking sector, and a narrowing fiscal deficit targeting 4.4% of GDP.

2. INDUSTRY REVIEW

2.1 Global Real Estate Industry

The global real estate industry is a major sector of the world economy that includes the development, buying, selling, leasing, and management of residential, commercial, industrial, and retail properties. It is influenced by factors such as economic growth, population growth, urbanization, interest rates, government policies, and changing consumer preferences. Rapid urbanization and increasing demand for housing and commercial spaces continue to create opportunities in emerging markets, while developed markets focus on sustainable development, smart buildings, and technology-driven property management. The industry is also being transformed by digital technologies such as artificial intelligence, virtual property tours, online property platforms, and data analytics. Despite challenges such as high interest rates, economic uncertainty, rising construction costs, and regulatory changes, real estate remains an important avenue for investment and wealth creation worldwide.

2.2 Indian Real Estate Industry

The Indian real estate industry is one of the major sectors of the Indian economy and plays an important role in employment generation, infrastructure development, and economic growth. It includes residential, commercial, retail, industrial, and infrastructure-related properties. Rapid urbanization, rising incomes, population growth, increasing demand for housing, and the expansion of businesses have contributed to the growth of the sector. Major cities such as Mumbai, Delhi-NCR, Bengaluru, Hyderabad, Chennai, and Pune are important real estate markets in India. The industry is also witnessing increased adoption of technology, sustainable construction, smart homes, and organized real estate practices. Government initiatives such as RERA, affordable housing schemes, and infrastructure development have further supported the sector. Although challenges such as high property prices, financing costs, regulatory issues, and construction delays remain, the Indian real estate industry continues to offer significant opportunities for investment and long-term growth.

3. SEGMENT WISE PERFORMANCE

3.1. Real Estate Segment

The major revenue during the year has been contributed by the Real Estate segment of the company primarily on account of sale of commercial inventory.

3.2 Trading Segment

During the financial year 2025-26, the Company did not generate any revenue from its trading segment. This was primarily due to unfavorable market conditions. Further, the results of the Company's operating segments have been disclosed in Note 31 of the Balance Sheet, in accordance with applicable financial reporting standards.

4. SWOT ANALYSIS

4.1 Growth Drivers

Measures like increased TDS thresholds for rental income and potential tax benefits for homebuyers are expected to boost market activity. Increased FDI in the real estate sector, particularly in townships and settlements development projects, is anticipated. Adoption of digital technologies in real estate, such as online platforms and virtual property viewings, will enhance customer experience and streamline transactions. Growing emphasis on Environmental, Social, and Governance (ESG) factors in project planning and execution is expected to drive sustainable development. Expansion into smaller cities with developing infrastructure and lower property costs is likely to gain traction.

4.2 Key Trends

Luxury housing and commercial spaces are expected to see increased demand from both domestic and foreign investors. While there's a push for affordable housing, factors like rising costs and affordability pressures may pose challenges in certain segments. The Real Estate Investment Trust (REIT) platform is expected to attract more global investors, contributing to the growth of the overall market. Fractional ownership of commercial real estate is gaining popularity, offering retail investors a way to participate in the market. Developers are adapting to changing buyer preferences, with a focus on modern amenities, sustainable construction, and smart home technologies.

4.3 Potential Challenges:

Rising property prices and high mortgage rates may impact affordability, particularly for first-time homebuyers.

External factors like global economic slowdown or geopolitical instability could impact investor confidence and market growth.

5. INTERNAL CONTROL SYSTEMS

RGCL has established a robust internal control system that protects all of its assets and assures operational excellence. The internal control system also assures regulatory compliance and precisely documents all information regarding the Company's transactions. The internal control system is totally relevant to the business's type, size, scope, and complexity of operations. The Company has effective internal financial control mechanisms in place to make sure that transactions are properly authorised, documented, and reported. Regular internal audits and checks make sure that operations are carried out successfully.

6. FINANCIAL PERFORMANCE

During the financial year under review, your Company achieved a total revenue of ₹387.23 lakh, a significant decrease compared to ₹860.86 lakh in the previous year. The Company also reported a profit of ₹77.49 lakh, as compared to profit of ₹727.64 lakh in the preceding year. Looking ahead, the Company remains committed to strengthening its operations and maintaining a consistent focus on enhancing profitability in the coming years.

7. HUMAN RESOURCES

RGCL considers its people to be the foundation of the Company's success. The Company takes greatpride in recognizing the success of its human resource, which has always responded with unwavering dedication to accomplish business growth and market leadership. The executive leadership serves as the governing force in promoting a progressive workplace culture. The Company believes in reinforcing the core thrust areas, namely becoming the employer of choice, fostering an inclusive culture, developing a strong talent pipeline.

8. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS ALONG WITH EXPLANATION

In compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the key financial ratios of the Company have been disclosed in Note 35 of the Balance Sheet. Further, explanations have also been provided for those ratios that have undergone a significant change of 25% or more as compared to the previous financial year.

9. STATEMENT

This Statement contains forward-looking statements about the business, financial performance, skills and of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expressions for future are forward-looking statements. Forward-looking statements should be viewed in the context of many risk issues and event that could cause actual performance to be different from that contemplated in the Directors' Report and Management Discussions and Analysis Report, including but not limited to, the impact of changes in oil, steel prices worldwide, technological obsolescence and domestic economic and political conditions. Actual result

By Order of the Board
For Real Growth Corporation Limited

Sd/-	**Sd/-**
Rajesh Goyal	**Himanshu Garg**
Director	**Director**
DIN – 01339614	**DIN: 08055616**
Add:- First Floor, House No. 32, Road No. 43, West Punjabi Bagh Delhi	**Flat No. 150 Tower-Magnolia, Gaur Saundaryam, Greater Noida West, Uttar Pradesh-201306**

Date: 26.08.2026
Place: Greater Noida

INDEPENDENT AUDITORS' REPORT

To the Members of MIS REAL GROWTH CORPORATION LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **M/S REAL GROWTH CORPORATION LIMITED** ("the Company"), which comprise the standalone balance sheet as at 31 March 2026, the standalone statement of profit & Loss Account, , the Statement of Changes in Equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and there is no other key matters except Note No. 6 to Financial Statements regarding Refund receivable towards bookings in immovable property in the project under development by a group company M/s Rajesh Projects (India) Pvt Ltd. (Presently operating under the supervision of Interim Resolution professional (IRP).

Information Other than the Financial Statements and Auditor's Report Thereon.

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. Read with rule 7 of the companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

  Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

  As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2A. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The standalone balance sheet, the standalone statement of profit and loss, Statement of Changes in Equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d) ln our opinion, the aforesaid standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31 March 2026, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

2B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its standalone financial statements.

b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The Management has represented that, to the best of its knowledge and belief, as disclosed in financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

e) The company did neither proposed/declared nor paid final dividend in the company annual general meeting during the financial year 2025-26. If any dividend declared will be subject to the approval of the members at the ensuing Annual General Meeting. The dividend so declared will be in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

f) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of Account for the financial year March 31, 2026 which did not have feature of recording audit trial (Edit log) Facility, accordingly we could not make any comment on effective operation and tempered feature throughout the year.

2C. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limits laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by US.

FOR A D GUPTA AND ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 018763N)

Sd/-
(Amit Kumar Gupta)
PARTNER (M.No.500134)
Place: Greater Noida
Dated: 25th May 2026
UDIN: 26500134RCUMPL7474

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2026, we report the following:

(i) (a) The Company has maintained requisite records of fixed assets, however as explained the fixed assets register shall be updated and maintained properly such that all the necessary details including their location are clearly indicated and the Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this program, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, Immovable properties of the company as stock in trade and title deed of immovable properties are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, frequency of verification is reasonable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no outstanding working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year.

(c) On the basis of our examination of the inventory records. In our opinion, the company is maintaining proper records of inventory. The material effect of discrepancy noticed on physical verification as compared to books records is duly accounted for.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantees or granted loans and advances loans during the year to companies and other parties. Further there is Refund Receivable against flats booked (Refer Note No. 6 to financial statement) to Group Company which has been admitted under the provisions of Insolvency and Bankruptcy Code, 2016.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of section 185 and 186 of the Act.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Salesntax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ("GST") According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the company is not regular in depositing amounts deducted I accrued in the books of account in respect of undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues.;

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable except details below.

Account Head	**Amount (Rs.)**
GST Payable	55,57,918/-
TDS Payable	30,75,000/-
Total	**86,32,918/-**

(vii) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cessor other Statutory dues which have not been deposited on account of any dispute, except details below.

SI No	**Liability**	**AY**	**SECTION**	**TAX**	**Accrued Interest**	**Total**
1	Income Tax	2002-2003	143(3)	2,33,525	6,51,181	8,84,706
2	Income Tax	2005-2006	143(3)		63,063	63,063
3	Income Tax	2006-2007	143(3)	1,37,064	2,84,789	4,21,853
4	Income Tax	2012-2013	147	40,54,140	31,21,657	71,75,797
5	Income Tax	2016-2017	143(1)(a)	59,77,226	53,19,708	1,12,96,934
6	Income Tax	2017-2018	143(1)(a)	77,00,440	67,76,352	1,44,76,792
7	Income Tax	2018-2019	143(3)	77,62,330	48,90,249	1,26,52,579
8	Income Tax	2019-2020	143(1)(a)	16,81,890	11,09,988	27,91,878
9	Income Tax	2020-2021	143(3)	11,80,98,758	6,61,35,272	18,42,34,030
10	TDS	2022-23		13,510		13,510
11	TDS	2023-24		75,480		75,480
12	TDS	2024-25		23,930		23,930
13	TDS	2025-26		79,000		79,000
14	TDS	Prior Years		94,660		94,660
15	GST	2019-20	74	1,78,14,002	99,51,682.00	3,77,65,684

15	GST	2017-18	73	1,91,016	2,11,016	4,02,032
16	GST	2017-18	74,122, (Enforcement)		725851045	72,58,51,045
				16,39,36,971	**83,43,66,002**	**99,83,02,973**

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company has settled full and final the loan obligations from Punjab National Bank during preceding year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, there is no term loan outstanding at the end of the year.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2026.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private Placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the audit.

(b) According to the information and explanations given to us, report under sub-section (12) of Section 143 of the Act by the auditors in Form ADT4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government is not applicable.

(c) We have taken into consideration the company did not received any whistle blower complaints during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv)(a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have reviewed internal audit reports of the Company for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) to (d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses in the current financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

FOR A D GUPTA AND ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 018763N)

Sd/-
(Amit Kumar Gupta)
PARTNER (M.No.500134)
Place: Greater Noida
Dated: 25th May 2026
UDIN: 26500134RCUMPL7474

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Balance sheet as at 31-03-2026 (Audited)

(Rs. in Lakhs)

		Note No.	As at 31-03-2026 (Audited)	As at 31-03-2025 (Audited)
I.	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment	3	0.11	0.11
	(b) Financial Assets	4	6.42	6.13
	(c) Deferred Tax Assets (Net)	5	2.96	2.96
	(d) Other Non-Current Assets	6	4,108.11	4,108.11
			4,117.60	**4,117.31**
2	**Current assets**			
	(a) Inventories	7	73.12	90.53
	(b) Financial Assets	8		
	(i) Trade Receivables	8.1	20.00	20.14
	(ii) Cash and Cash Equivalents	8.2	1.61	3.61
	(c) Current Tax Assets (Net)	9	0.36	0.76
	(d) Other Current Assets	10	0.10	70.80
			95.19	**185.85**
	Total Assets		**4,212.79**	**4,303.15**
II.	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity Share Capital	11	400.00	400.00
	(b) Other Equity	12	822.18	744.69
			1,222.18	**1,144.69**
2	**Liabilities**			
(i)	**Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowing	13	1,583.79	1,412.84
	(b) Provisions	14	10.54	6.70
	(c) Other Non-Current Liabilities	15	347.89	452.11
			1,942.22	**1,871.65**
(ii)	**Current liabilities**			
	(a) Financial Liabilities	16		
	(i) Trade payables	16.1	121.23	395.56
	(ii) Other Financial Liabilities	16.2	159.41	187.20
	(iii) Borrowings	16.3	346.07	143.55
	(b) Other Current Liabilities	17	289.13	445.59
	(c) Provisions	18	132.55	114.91
			1,048.39	**1,286.81**
	Total Equity and Liabilities		**4,212.79**	**4,303.15**

General Information
Summary of Significant Accounting Policies
The accompanying notes nos 1 to 35 are an integral part of financial statements

For M/S A D Gupta And Associates
Chartered Accountants
Firm Reg. No. : 018763N

For and on behalf of Board of Directors
REAL GROWTH CORPORATION LIMITED

Sd/-
Amit Kumar Gupta
(Partner)
M. No. 500134
Place : Greater Noida
Date:-25th May 2026
UDIN: 26500134RCUMPL7474

Sd/-
Rajesh Goyal
(Chairman)
DIN: 01339614

Sd/-
Himanshu Garg
(Director)
DIN : 08055616

Sd/-
Bhupendra Tiwari
(CFO)

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Statement of Profit and Loss for the Year ending 31st March 2026 (Audited)

(Rs. in Lakhs)

	PARTICULARS	Note No.	Current Year	Previous Year
I	Revenue from operations	19	26.00	380.45
II	Other Income	20	361.23	480.41
III	**Total Revenue (I+II)**		**387.23**	**860.86**
	Expenses			
	Cost of Goods Sold	21	17.42	308.28
	Employee benefit expense	22	69.86	59.67
	Finance costs	23	170.95	121.36
	Depreciation and amortization expense	24	-	0.01
	Other Expenses	25	26.09	198.12
IV	**Total Expenses (IV)**		**284.33**	**687.44**
V	**Profit before exceptional items and tax (III - IV)**		**102.90**	**173.42**
VI	Exceptional Items		-	(650.87)
VII	**Profit before tax (V - VI)**		**102.90**	**824.29**
VIII	Tax expense:			
	(1) Current tax		43.58	25.94
	(2) Earlier Year tax		(18.17)	2.05
	(3) Deferred tax		-	68.66
IX	**Profit/(Loss) for the period from continuing operations (VII-VIII)**		**77.49**	**727.64**
X	Profit/(Loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(Loss) from discontinued operations (X - XI)		-	-
XIII	**Profit/(Loss) for the period (IX + XII)**		**77.49**	**727.64**
XIV	**Other Comprehensive Income**			
XV	**Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period**		**77.49**	**727.64**
XVI	**Earning per equity share:**			
	(For Continuing Operation)			
	(1) Basic (in Rs.)	26	1.94	18.19
	(2) Diluted (in Rs.)		1.94	18.19
XVII	**Earnings Per Equity Share:**			
	(For Discontinuing Operation)			
	(1) Basic (in Rs.)		-	-
	(2) Diluted (in Rs.)		-	-
XVIII	**Earnings Per Equity Share:**			
	(For Continuing and Discontinued Operation)			
	(1) Basic (in Rs.)		1.94	18.19
	(2) Diluted (in Rs.)		1.94	18.19

General Information
Summary of Significant Accounting Policies
The accompanying notes nos 1 to 35 are an integral part of financial statements

For M/S A D Gupta And Associates
Chartered Accountants
Firm Reg. No. : 018763N

Sd/-
Amit Kumar Gupta
(Partner)
M. No. 500134
Place : Greater Noida
Date:-25th May 2026
UDIN: 26500134RCUMPL7474

For and on behalf of Board of Directors
REAL GROWTH CORPORATION LIMITED

Sd/-	**Sd/-**
Rajesh Goyal	**Himanshu Garg**
(Chairman)	**(Director)**
DIN: 01339614	**DIN : 08055616**

Sd/-
Bhupendra Tiwari
(CFO)

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Cash flow statement for the Year ended 31st March 2026 (Audited)

(Rs. in Lakhs)

PARTICULARS	As at 31st Mar 2026 Audited	As at 31st Mar 2025 Audited
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**102.90**	**824.29**
Non-cash adjustment to reconcile profit before tax to net cash flow		
Depreciation/amortization	-	0.01
Finance Charges	170.95	121.36
Interest income	(0.29)	(0.03)
Operating profit before working capital changes	**273.56**	**945.63**
Movements in working capital:		
Decrease/(Increase) in Inventories	17.42	308.28
Decrease/(Increase) in Trade Receivable	0.14	433.92
Decrease/(Increase)/ in Non Financial Current Assets	(0.29)	(0.03)
Decrease/(Increase) in other current assets	70.70	(69.33)
Decrease/(Increase) in other Financial Liability	(27.79)	(10.45)
Decrease/(Increase) in Non Current Liability	(104.23)	(104.23)
Increase/(Decrease) in trade payables	(274.33)	(4.36)
Increase/(Decrease) in short-term provisions	17.64	25.94
Increase/(Decrease) in Long-term provisions	3.84	(10.57)
Increase/(Decrease) in other current liabilities	(156.45)	(585.59)
Cash generated from operations	**(179.80)**	**929.21**
Direct taxes paid	25.01	25.73
Net cash inflow from operating activities (A)	**(204.81)**	**903.48**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets, including capital work in progress & capital advances	-	1,444.31
Interest received	0.29	0.03
Net cash used in investing activities (B)	**0.29**	**1,444.34**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short-term borrowings	373.47	(2,225.19)
Finance Charges	(170.95)	(121.36)
Net cash flow from/(used) in financing activities (C)	**202.52**	**(2,346.55)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2.00)	1.27
Cash and cash equivalents at the beginning of the year	3.61	2.34
Cash and cash equivalents at the end of the year	**1.61**	**3.61**
Components of cash and cash equivalents		
Cash on hand	0.87	0.89
With banks - on current account	0.74	2.73
Total cash and cash equivalents (Note 8)	**1.61**	**3.61**

Auditors' Certificate

We have examined the above Cash Flow Statement of Real Growth Corporation Limited for the year ended 31st March 2026.The statement has been prepared by the Company in accordance with the requirements of IND AS 7 issued by the Institute of Chartered Accountants of India and is based on and in agreement with the Balance Sheet and Profit and Loss Account of the Company covered by our report.

For M/S A D Gupta And Associates	**For and on behalf of Board of Directors**	
Chartered Accountants	**REAL GROWTH CORPORATION LIMITED**	
Firm Reg. No. : 018763N		
Sd/-	**Sd/-**	**Sd/-**
Amit Kumar Gupta	**Rajesh Goyal**	**Himanshu Garg**
(Partner)	**(Chairman)**	**(Director)**
M. No. 500134	**DIN: 01339614**	**DIN : 08055616**
Place : Greater Noida		
Date:-25th May 2026		**Sd/-**
UDIN: 26500134RCUMPL7474		**Bhupendra Tiwari**
		(CFO)

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254

Notes to financial statements for the Year ended 31st March 2026 (audited)
Note :- 3 Property Plants & Equipments **(Rs. in Lakhs)**

Fixed Assets	Gross Block			Depreciation			Net Block	
				On Adjustment				
	Balance as at 01-04-2025	Additions/ (Disposals)	Balance as at 31-03-2026	Balance as at 01-04-2025	Depreciation charge for the year	Balance as at 31-03-2026	Balance as at 31-03-2026	Balance as at 31-03-2025
Tangible Assets								
Computer & Software	3.10	-	3.10	3.10	-	3.10	**0.00**	0.00
Furniture & Fixture	6.84	-	6.84	6.74	-	6.74	**0.11**	0.11
Vehicles	47.11	-	47.11	47.11	-	47.11	**0.00**	0.00
Weighing Scale	0.16	-	0.16	0.15	-	0.15	**0.00**	0.00
Mobile Phone	0.21	-	0.21	0.21	-	0.21	**0.00**	0.00
Total (CY)	**57.41**	**-**	**57.41**	**57.30**	**-**	**57.30**	**0.11**	**0.11**
Total (PY)	57.41	-	57.41	57.29	0.01	57.30	0.11	0.12

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Notes to financial statements for the Year ended 31st March 2026 (audited)

(Rs. in Lakhs)

4 **Note :- 4 Financial Asset**

	Particulars	As at 31-03-2026	As at 31-03-2025
4.01	a) Fixed deposits with banks (Incl Interest accrued)*	3.70	3.41
4.02	b) Security Deposit	2.72	2.72
4.03	**Total**	**6.42**	**6.13**

* FDR of Rs.1.00 Lakhs is pledged with DVAT dept., Rs. 0.25 Lakhs is pledged with UPVAT dept .

5 **Note :- 5 Deffered Tax**

	Particulars	As at 31-03-2026	As at 31-03-2025
	Deffered tax Asset (Net)		
	Deffered tax asset		
5.01	Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	1.22	1.22
5.02	Disallowances on Payments due under section 43B and section 40 not allowable	1.74	1.74
5.03	Carried Forward of Losses	-	-
5.04	**Deferred tax asset (Net)-Closing Balance**	**2.96**	**2.96**
5.05	**Deferred tax asset (Net)-Opening Balance**	**2.96**	**71.61**
5.06	**Deferred Tax Charged During the Year**	**-**	**(68.66)**

Deffered tax assets/liabilities are remain same during the FY-2025-26 and any impact there of will be considered in next financial year.

6 **Note :- 6 Other Non Current Assets**

	Particulars	As at 31-03-2026	As at 31-03-2025
6.01	*Refund Receivable against flats booked	4,108.11	4,108.11
6.02	**Total**	**4,108.11**	**4,108.11**

*The Company has surrendered the booking and the amount of Rs. 55.42 crores paid as booking advance was to be receivable. Out of this total Rs.14.44 has already been received back. The M/s Rajesh project India private Limited (hereinafter called RPIPL)has obtained the occupancy certificate of all nine tower of phase-1 of its RG luxury Homes. The company is expecting to receive its entire refundable amount from RPIPL during financial year 2026-27. However, RPIPL still under CIRP proceeding its ultimate recovery is subject to the outcome of the insolvency proceedings and related approvals.

7 **Note :- 7 Inventories**
(As quantified, valued and certified by the management)

	Particulars	As at 31-03-2026	As at 31-03-2025
7.01	Shares	0.62	0.62
7.02	Commercial units	72.50	89.92
7.03	**Total**	**73.12**	**90.53**

8 **Note :- 8 Financial Assets**

	Note :- 8.1 Trade Receivables	As at 31-03-2026	As at 31-03-2025
8.1	**Particulars**		
8.1.01	Outstanding for a period exceeding six months from the date they are due for payment Considered Doubtful *	19.00	19.00
8.1.02	Other Receivables *	1.00	1.14
8.1.04	**Total**	**20.00**	**20.14**

***Refer Ageing Note No-32**

	Particulars	As at 31-03-2026	As at 31-03-2025
8.2	**Note 8.2 : Cash and Cash equivalent**		
	Particulars		
	Balances with banks:		
	On current account		
8.2.01	-In Indian Rupee	0.74	2.72
	Cash in hand (as certified by the Management)		
8.2.02	-Indian Currency	0.87	0.89
	Total	**1.61**	**3.61**

9 **Note :- 9 Current Tax Assets**

	Particulars	As at 31-03-2026	As at 31-03-2025
9.01	TDS Deducted	0.36	0.76
9.02	**Total**	**0.36**	**0.76**

10 **Note :- 10 Other Current Assets**

	Particulars	As at 31-03-2026	As at 31-03-2025
10.01	Other Recoverable	0.10	70.80
10.02	**Total**	**0.10**	**70.80**

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Notes to financial statements for the Year ended 31st March 2026 (audited)

(Rs. in Lakhs)

11 **Note : - 11**
Equity Share capital

	Particulars	As at 31-03-2026	As at 31-03-2025
	Authorised shares		
11.01	42,50,000 (P.Y. 42,50,000) equity shares of Rs. 10/- each	425.00	425.00
11.02	20,75,000 (P.Y. 20,75,000) preference shares of Rs. 100/- each	2,075.00	2,075.00
11.03		**2,500.00**	**2,500.00**
	Issued, subscribed and fully paid-up shares		
11.04	40,00,000 (P.Y. 40,00,000) number of Equity Shares @ Rs.10 each	400.00	400.00
11.05	Total	**400.00**	**400.00**

	Note :- 11.1 Reconciliation of the number of equity shares and share capital	**As at 31-03-2026**	**As at 31-03-2025**
11.1		No. of shares	No. of shares
11.1.01	Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	40,00,000	40,00,000
	Add: Shares Issued during the year		
11.1.02	Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**40,00,000**	**40,00,000**

Note :- 11.2 Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10/ per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the share holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

Note :- 11.3 Details of Equity Shares held by shareholders holding more than 5% of the aggregate shares in the company

	Name of the shareholder	**As at 31-03-2026**	**As at 31-03-2025**
		% of holding	**% of holding**
11.3.01	Rajesh Projects (India) Pvt. Ltd. (No. of Shares -6,40,000 Previous Year Same)	16%	16%

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Notes to financial statements for the Year ended 31st March 2026 (audited)

(Rs. in Lakhs)

12	**Note :- 12 Retained Earnings**		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
	Retained Earnings		
12.01	Opening Balance	744.69	17.05
12.02	Add: Profit during the period transfer from statement of profit & loss	77.49	727.64
12.03	Total	**822.18**	**744.69**
	Note : - Financial Liabilities		
13	**Note : - 13 Borrowings**		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
13.01	2% Redeemable Comulative Preference Share Capital	1,583.79	1,412.84
13.02	Total	**1,583.79**	**1,412.84**
	(a) In the absence of any stipulation for redemption period maximum period prescribed i.e. 20 years has been considered as redemption periods.		
	List of preference shareholders having more than 5% shares:		
13.03	Cool Estates Pvt. Ltd. (10,00,000) each of 100/-	50%	50%
13.04	Hendez Distributers Pvt. Ltd. (10,00,000) each of 100/-	50%	50%
14	**Note :- 14 Provisions- Non Current**		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
	Provision for Employee Benefits		
14.01	(i) Provision for gratuity	7.42	3.37
14.02	(ii) Provision for leave benefits	3.12	3.33
14.03	**Total**	**10.54**	**6.70**
15	**Note :- 15 Other non current Liabilities**		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
15.01	Fair value Adjustment Account (Non current Portion)	347.89	452.11
15.02	**Total**	**347.89**	**452.11**
	16.1-Trade Payables		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
16.1.01	Sundry Creditors*	121.23	395.56
16.1.02	**Total**	**121.23**	**395.56**
	***Refer Ageing Note No-33**		
	*(a) in the absence of any information available from the creditors having outstanding balance as on date. about their registration under Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) no disclosure is required.		
	*(b) The company could not obtain the balance confirmations in certain cases due to non-availability of reconciliation of the account balances. In the opinion of the management ultimate effect on the net receivables and payables may not be material.		
	*(c) During FY 2025–26, Management undertook a detailed review of long outstanding balances. Based on this review, receivables and payables relating to parties that could not be traced despite reasonable efforts were written off in the books. Some balances and liabilities amounting to ₹4.92 lakh relating to earlier years had been reversed in FY 2024–25. And transferred to respective ledgers' accounts. Upon review during the current year, and considering that the parties concerned remain untraceable, such balances have been appropriately accounted for/ written off. The Company shall honour any genuine claims, together with applicable interest, if substantiated by the concerned parties in future.		
16.2.01	Expense Payable	70.26	95.18
16.2.02	Statutory Dues Payable	89.15	92.02
16.2.03	**Total**	**159.41**	**187.20**
	Note :- 16.3 Borrowings		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
16.3.01			
16.3.02	From Body Corporate Related Party (Unsecured Repayable on Demand)	346.07	143.55
16.3.03	**Total**	**346.07**	**143.55**
	Note :- 17 Other Current Liabilities		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
17.01	Advance received from Customer	47.00	70.00
17.02	Others Payable	137.90	271.36
17.03	Fair value Adjustment Account (Current Portion)	104.23	104.23
17.04	**Total**	**289.13**	**445.59**
	Note :- 18 Provisions		
	Particulars	**As at 31-03-2026**	**As at 31-03-2025**
18	**Provision for Taxation**		
18.01	Provision For Income Tax	132.55	114.91 -
18.02	**Total**	**132.55**	**114.91**

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Notes to financial statements for the Year ended 31st March 2026 (audited)

(Rs. in Lakhs)

19 **Note: - 19**
Revenue from operations

	Particulars	As on 31-03-2026	As on 31-03-2025
19.01	Revenue from Real estate Activities	26.00	380.45
19.02	**Revenue from Operations (Gross)**	**26.00**	**380.45**

Note :- 20 Other Income

	Particulars	As on 31-03-2026	As on 31-03-2025
20.01	Interest income	0.29	0.03
20.02	Rent received	3.88	3.97
20.03	Other income	252.83	372.18
20.04	Amortization of Fair value Reserve Account	104.23	104.23
20.05	**Total**	**361.23**	**480.41**

*** for other Income Please Refer to Note No-16.1 (c)**

Note :- 21 Cost of Goods Sold

	Particulars	As on 31-03-2026	As on 31-03-2025
21.01	Opening Stock	90.53	398.81
21.02	Purchase	-	-
21.03	Less Closing Stock	73.12	90.53
21.04	**Cost of Sales**	**17.42**	**308.28**

Note :-22 Employee Benefit Costs

	Particulars	As on 31-03-2026	As on 31-03-2025
22.01	Salaries and incentives (including other benefits)	69.07	58.56
22.02	Contributions to provident fund	0.79	1.11
22.03	**Total**	**69.86**	**59.67**

Note :-23
Finance Costs

	Particulars	As on 31-03-2026	As on 31-03-2025
	Others		
23.01	Unwinding of discount on Financial liabilities (RPSC)	170.95	121.36
23.02	**Total**	**170.95**	**121.36**

Note :- 24 Depreciation & Amortization Costs

	Particulars	As on 31-03-2026	As on 31-03-2025
24.01	Depreciation on Tangible Assets (Refer Note-3)	-	0.01
24.02	**Total**	**-**	**0.01**

Note :- 25 Other Expenses (Rs. in Lakhs)

	Particulars	As on 31-03-2026	As on 31-03-2025
25.01	Rent	3.60	4.66
25.02	Listing Fees	3.84	23.13
25.03	Legal & professional charges	3.27	5.25
25.04	**Payment to auditor**		
25.04.a	-Statutory Audit Fees	1.50	1.50
25.04.b	-Certification Charges	0.01	0.01
25.05	Rates & Taxes	1.80	0.65
25.06	Internal Audit Fees	0.30	-
25.07	Secretarial Audit	0.40	0.30
25.08	ROC Expenses	0.07	57.49
25.09	Director Sitting Fee	2.30	1.40
25.10	Advertisement Expenses	1.03	1.25
25.11	Bank Charges	0.04	1.88
25.12	Sundry Balance Written Off	-	97.40
25.13	Miscellaneous expenses	7.94	3.20
25.14	**Total**	**26.09**	**198.12**

	Earnings per share (EPS)	As on 31-03-2026	As on 31-03-2025
	Basic EPS		
25.15	From continuing operation	1.94	18.19
	From discontinuing operation	-	-
	Diluted EPS		
25.16	From continuing operation	1.94	18.19
	From discontinuing operation	-	-

	26.1 Basic Earning per Share The earnings and weighted average number of equity shares is used in calculation of basic earning per share and		
	Profit attributable to equity holders of the company: **Particulars**	**As on 31-03-2026**	**As on 31-03-2025**
26.1.01	From Continuing operations	77.49	727.64
	From discontinuing operation	-	-
26.1.02	**Earnings used in calculation of Basic Earning Per Share**	**77.49**	**727.64**
26.1.03	Weighted average number of shares for the purpose of basic earnings per share (Nos in Lakhs)	**40.00**	**40.00**
	26.2 Diluted Earning per Share The earnings and weighted average number of equity shares used in calculation of diluted earning per share:-		
	Profit attributable to equity holders of the company: **Particulars**	**As on 31-03-2026**	**As on 31-03-2025**
26.2.01	Continuing operations	77.49	727.64
	From discontinuing operation	-	-
26.2.02	**Earnings used in calculation of diluted Earning Per Share from continuing operations**	**77.49**	**727.64**
	The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:		
			(In Numbers)
	Particulars	**As on 31-03-2026**	**As on 31-03-2025**
	Weighted average number of shares for the purpose of basic earnings per share		
26.2.03	Equity Shares	40.00	40.00
	Effect of Dilution :		
26.2.04	Weighted average number of shares for the purpose of Diluted earnings per share	**40.00**	**40.00**
27	**Note: - 27**		
	DISCLOSURE REGARDING PENDING LITIGATION		
	i. There is no Pending litigation of the Company except Tax demands of Rs 99.83 lakhs ref. not no-34		
	ii. The Company did not have long term contracts including derivative contracts for which there were any material foreseeable losses.		
	iii. There is no amount required to be transferred to the Investors education and Protection Fund by the Company.		
28	**Note: - 28** **GRATUITY**		
	1 Table Showing Changes in Present Value of Obligations	**As on 31-03-2026**	**As on 31-03-2025**
28.01	**(a) Defined benefit obligation,**	**-**	**-**
	Present value of the obligation at the beginning of the period	3.37	**15.01**
	Actuarial (gain)/loss	4.05	(11.64)
	Present value of the obligation at the end of the period	**7.42**	**3.37**
	2 Key results (The amount to be recognized in the Balance Sheet	**As on 31-03-2026**	**As on 31-03-2025**
28.02	(a) Present value of the obligation at the end of the period	7.42	3.37
28.03	(b) Fair value of plan assets at end of period	-	-
28.04	(c)Net liability/(asset) recognized in Balance Sheet and related analysis	7.42	3.37
28.05	(d) Funded Status - Surplus/ (Deficit)	(7.42)	(3.37)
			Rs in Absolute Terms
28.06	**Summary of membership data at the date of valuation and statistics based thereon**	**As on 31-03-2026**	**As on 31-03-2025**
	Number of employees	4.00	6.00
	Total monthly salary	2,70,100.00	3,08,470.00
	Average Past Service(Years)	3.40	1.40
	Average Future Service (yrs)	19.30	24.10
	Average Age(Years)	40.70	35.90
	Weighted average duration (based on discounted cash flows) in years	4.00	6.00
	Average monthly salary	67,525.00	51,412.00

28.07	**Actuarial assumptions provided by the company and employed for the calculations are tabulated**	**As on 31-03-2026**	**As on 31-03-2025**
	Discount rate	6.75 % per annum	6.50 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Expected rate of return	-	-
	Attrition / Withdrawal Rate (per Annum)	10.00% p.a.	10.00% p.a.
28.08	**Benefits valued:**	**As on 31-03-2026**	**As on 31-03-2025**
	Normal Retirement Age	60 Years	60 Years
	Salary	Last drawn qualifying salary	Last drawn qualifying salary
	Vesting Period	5 Years of service	5 Years of service
	Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
	Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
	Limit	20,00,000.00	20,00,000.00
	Leave Encashment		
	1 Table Showing Changes in Present Value of Obligations	**As on 31-03-2026**	**As on 31-03-2025**
28.09	**(a) Defined benefit obligation,**	3.32	2.26
	Present value of the obligation at the beginning of the period		
	Actuarial (gain)/loss	(0.20)	1.07
	Present value of the obligation at the end of the period	**3.11**	**3.32**
	2- Key results (The amount to be recognized in the Balance Sheet	**As on 31-03-2026**	**As on 31-03-2025**
28.10	(a) Present value of the obligation at the end of the period	3.32	2.26
	(b) Fair value of plan assets at end of period	-	-
	(c)Net liability/(asset) recognized in Balance Sheet and related analysis	3.32	2.26
	(d) Funded Status - Surplus/ (Deficit)	**3.32**	**2.26**
	3 Current/ Non-Current Bifurcation	**As on 31-03-2026**	**As on 31-03-2025**
	(a) Current Liability	-	-
28.11	(b) Non-Current Liability	3.32	2.26

Summary of membership data at the date of valuation and statistics based thereon	**As on 31-03-2026**	**As on 31-03-2025**
Number of employees	4.00	6.00
Total monthly salary	2,70,100.00	3,08,470.00
Average Past Service(Years)	3.40	1.40
Average Future Service (yrs)	19.30	24.10
Average Age(Years)	40.70	35.90
Total Leave With Cap/Without Cap	112/112	121/121
Total CTC / Availment Rate	5,40,200 / 3%	6,16,940 / 3%
Weighted average duration (based on discounted cash flows) in years	7.00	7.00
Average monthly salary	67,525.00	51,412.00

28.12	**Actuarial assumptions provided by the company and employed for the calculations are tabulated**	**As on 31-03-2026**	**As on 31-03-2025**
	Discount rate	6.75 % per annum	6.50 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Expected rate of return	-	-
	Attrition / Withdrawal Rate (per Annum)	10.00% p.a.	10.00% p.a.
28.13	**Benefits valued:**	**As on 31-03-2026**	**As on 31-03-2025**
	Normal Retirement Age	60 Years	60 Years
	Salary	Last drawn qualifying salary	Last drawn qualifying salary
	Benefits on Normal Retirement	1/30 * Salary * Number of leaves.	1/30 * Salary * Number of leaves.
	Benefit on early exit	As above, subject to rules of the Company	As above, subject to rules of the Company
	Benefit on death	As above, subject to rules of the Company	As above, subject to rules of the Company

REAL GROWTH CORPORATION LIMITED
CIN No. L70109DL1995PLC064254
Notes to financial statements for the Year ended 31st March 2026 (audited)

(Rs. in Lakhs)

29	**Note 29**			
	Related Party Disclosures (as per IND AS 24)			
29.a	**a**	**Name of related parties and related party relationship**		
	(i)	Rajesh Projects (India) Private Limited	Common	
	(ii)	RG Residency Private Limited	Common	
	(iii)	Elegant Facility Management Pvt Ltd	Common	
	(iv)	Cool Estate Pvt Ltd	Common	
	(v)	Fortune Assets Pvt Ltd	Common	
	(vi)	RG Assets Pvt Ltd	Common	
	(vii)	Empire Assets & Properties Pvt Ltd.	Common	
	(viii)	Rainbow Vanijya Pvt Ltd	Common	
	(ix)	Dishank Estate Management Pvt Ltd	Common	
	(x)	R K & Sons (HUF)	Common	
	(xi)	Rajesh Goyal	Director	
	(xii)	Deepak Gupta	Whole Time Director	
	(xiii)	Himanshu Garg	Director	
	(xiv)	Sanjay Kumar Jha-(Resigned wef-02-09-25)	Director	
	(xv)	Sahil Agarwal	KMP	
	(xvi)	Bhupendra Tiwari	KMP	
	(xvii)	Archana Pundir-(Resigned wef-28-06-24)	KMP	
29.b	**(b)**	**Transactions with Related Parties**		
		Particulars	**As on 31-03-2026**	**As on 31-03-2025**
	(i.a)	**Rajesh Projects (India) Private Limited-Flats Advance**		
29.b.i.01		**Opening Balance-Receivable**	4,108.11	5,552.42
29.b.i.02		Received During the Year	-	1,444.31
29.b.i.03		Paid During the year	-	-
29.b.i.04		**Closing Balance-Receivable**	**4,108.11**	**4,108.11**
29.b.i.05	**(i.b)**	**Sundry Debtors**		
29.b.i.07		**Opening Balance-Receivable**	-	818.33
29.b.i.08		Received During the Year	-	818.33
29.b.i.08		Paid During the year		
29.b.i.09		**Closing Balance-**	**-**	**-**
29.b.i.15	**(i.c)**	**Rent Payable**		
29.b.i.16		Opening Balance-Payable	3.60	4.05
29.b.i.17		Incurred During the Year	-	4.66
29.b.i.18		Paid During the year	3.60	5.11
29.b.i.19		**Closing Balance-Payable**	**-**	**3.60**
29.b.ii.20	**(ii)**	**RG Residency Pvt Ltd**		
29.b.ii.21		**Opening Balance**	-	-
29.b.ii.22		Received During the Year	-	0.25
29.b.ii.23		Paid During the year	-	0.25
29.b.ii.24		**Closing Balance**	**-**	**-**
29.b.iii.25	**(iii)**	**Elegant Facility Management Pvt Ltd**		
29.b.iii.26		**Opening Balance-Payable**	173.78	0.13
29.b.iii.27		Received During the Year	16.50	176.02
29.b.iii.28		Paid During the year	158.24	2.11
29.b.iii.29		**Closing Balance-Payable**	**32.04**	**173.78**
29.b.iv.30	**(iv)**	**Cool Estate Pvt Ltd**		
29.b.iv.31		**Opening Balance-Payable**	10.25	285.14
29.b.iv.32		Received During the year	123.48	461.22
29.b.iv.33		Paid During The Year	133.69	736.11
29.b.iv.34		**Closing Balance-Payables**	**0.04**	**10.25**
29.b.v.35	**(v)**	**Fortune Assets Pvt Ltd**		
29.b.v.36		**Opening Balance-Payable**	18.55	18.55
29.b.v.37		Received During the year	-	-
29.b.v.38		Paid During The Year	-	-
29.b.v.39		**Closing Balance-Payables**	18.55	18.55

29.b.vi.40	**(vi) RG Assets Pvt Ltd**		
29.b.vi.41	**Opening Balance**	125.00	-
29.b.vi.42	Received During the year	611.06	125.00
29.b.vi.43	Paid During The Year	420.62	-
29.b.vi.44	**Closing Balance-Payable**	**315.44**	**125.00**
29.b.vii.45	**(vii) Empire Assets & Properties Pvt Ltd**		
29.b.vii.46	**Opening Balance-Payable**	97.58	531.50
29.b.vii.47	Received During the year	-	337.40
29.b.vii.48	Paid During The Year	0.02	771.32
29.b.vii.49	**Closing Balance-Payable**	**97.56**	**97.58**
29.b.viii.50	**(viii) Rainbow Vanijya Pvt Ltd**		
29.b.viii.51	**Opening Balance-Receivables**	70.68	-
29.b.viii.52	Received During the year	209.24	70.68
29.b.viii.53	Paid During The Year	138.56	-
29.b.viii.54	**Closing Balance-Receivables**	**-**	**70.68**
29.b.ix.55	**(ix) Dishank Estate Management Pvt Ltd-Rent Exp**		
29.b.ix.56	**Opening Balance**	-	-
29.b.ix.57	Incurred During the year	3.60	-
29.b.ix.58	Paid During The Year	-	-
29.b.ix.59	**Closing Balance-Payable**	**3.60**	**-**
29.b.x.60	**(x) R K & Sons (HUF)**		
29.b.x.61	**Opening Balance-Paybable**	-	0.29
29.b.x.62	Received During the year		
29.b.x.63	Paid During The Year	-	0.29
29.b.x.64	**Closing Balance**	-	-
29.b.xi.65	**(xi) Rajesh Goyal**		
29.b.xi.66	**Opening Balance-Paybable**	16.88	1.04
29.b.xi.67	Received During the year	0.02	15.84
29.b.xi.68	Paid During The Year	-	-
29.b.xi.69	**Closing Balance-Payable**	**16.90**	**16.88**
29.b.xii.70	**(xii) Deepak Gupta-Salary**		
29.b.xii.71	**Opening Balance-Payable**	38.00	38.39
29.b.xii.72	Incurred During The Year	35.78	35.78
29.b.xii.73	Paid During The Year	33.20	36.18
29.b.xii.74	**Closing Balance-Payable**	**40.58**	**38.00**
29.b.xii.75	**(xiia) Deepak Gupta-Imprest**		
29.b.xii.76	**Opening Balance-**	-	-
29.b.xii.77	Incurred During The Year	-	-
29.b.xii.78	Paid During The Year	3.70	-
29.b.xii.79	**Closing Balance-Receivables**	**3.70**	**-**
29.b.xiii.80	**(xiii) Himanshu Garg**		
29.b.xiii.81	**Opening Balance-Payable**	15.39	1.08
29.b.xiii.82	Incurred During The Year	-	14.51
29.b.xiii.83	Paid During The Year	10.00	0.20
29.b.xiii.84	**Closing Balance-Payable**	**5.39**	**15.39**
29.b.xiv.80	**(xiv) Sahil Agarwal-Salary**		-
29.b.xiv.81	**Opening Balance-Payable**	1.01	-
29.b.xiv.82	Incurred During The Year	15.13	8.40
29.b.xiv.83	Paid During The Year	13.92	7.38
29.b.xiv.84	**Closing Balance-Payable**	**2.22**	**1.01**
29.b.xv.85	**(xv) Bhupendra Tiwari-Salary**		-
29.b.xv.86	**Opening Balance-Payable**	0.80	0.66
29.b.xv.87	Incurred During The Year	11.29	9.86
29.b.xv.88	Paid During The Year	10.46	9.72
29.b.xv.89	**Closing Balance-Payable**	**1.63**	**0.80**
29.b.xvi.90	**(xvi) Archana Pundir-Salary**		
29.b.xvi.91	**Opening Balance-Payable**	-	1.10
29.b.xvi.92	Incurred During The Year	-	2.78
29.b.xvi.93	Paid During The Year	-	3.88
29.b.xvi.94	**Closing Balance-Payable**	**-**	**-**

REAL GROWTH CORPORATION LIMITED

CIN No. L70109DL1995PLC064254

Notes to financial statements for the Year ended 31st March 2026 (audited)

Note 30

Fair Value **(Rs. in Lakhs)**

Set out below is the comparision by class of the carrying amounts and fair value of the company's financial instruments that are recognised in the financial statements.

	Particulars	Level	Fair Value		Carrying Amount	Fair Value
			31-03-2026	31-03-2026	31-03-2025	31-03-2025
(a)	**Financial Assets**					
	At Amortised Cost					
	- Cash and Cash equivalents		1.61	1.61	3.61	3.61
	- Trade Receivables		20.00	20.00	20.14	20.14
	- Other Financial Assets		4,114.53	4,114.53	4,114.24	4,114.24
			4,136.14	**4,136.14**	**4,137.99**	**4,137.99**
(b)	**Financial Liabilities**					
	At fair Value through Profit and loss					
	- 2% Preferance share Capital (Redeemable)	Level 3	2,000.00	1,583.79	2,000.00	1,412.84
	At Amortised Cost					
	- Trade payables		121.23	121.23	395.56	395.56
	- Borrowings		346.07	346.07	143.55	143.55
	- Other Financial Liabilities		159.41	159.41	187.20	187.20
			2,626.71	**2,210.50**	**2,726.31**	**2,139.15**

The following methods / assumptions were used to estimate the fair values:

(i) The carrying value of cash and cash equivalent, other bank balances, certificate of deposits, trade receivables and trade payables approximate their fair value mainly due to the short-term maturities of these instruments.

(ii) The fair values of other financial assets and other financial liabilities are assessed by the management to be same as their carrying value and is not expected to be significantly different if estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

(iii) Fair Value Hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e derived from prices)

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values due to their short-term nature. The Company does not hold any financial instruments requiring significant recurring fair value measurements other than those disclosed in the financial statements. Accordingly, separate fair value hierarchy disclosures under Level 1, Level 2 and Level 3 are not considered material.

Expected Credit Loss Assessment

The Company has assessed the expected credit losses on its financial assets in accordance with the requirements of Ind AS 109. Based on management's assessment of the recoverability of outstanding balances, including trade receivables, advances and other financial assets, historical collection trends and other available information, no additional provision towards expected credit losses is considered necessary as at 31 March 2026.

REAL GROWTH CORPORATION LIMITED
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Notes to financial statements for the Year ended 31st March 2026 (audited)

(Rs. in Lakhs)

Note 31
Segment Reporting

	Particulars	Trading of Goods	Real Estate	Unallocated	Total Segment
1	**Segment Revenue**				
a	External Sales/Other Incomes	-	26.00	361.23	387.23
b	Inter-Segment Sales	-	-	-	-
c	**Net Sales/Income From Operations**	-	26.00	361.23	387.23
2	**Segment Results(Profit before Interest Costs and Tax)**	-	8.58	94.32	102.90
	Less: (i) Interest	-	-	-	-
	(ii) Other Un allocable Expenditure net of Unallocable Income	-	-	-	-
	Net Results	**-**	**8.58**	**94.32**	**102.90**
3	Segment Assets		4,212.79	-	4,212.79
	Total Assets	**-**	**4,212.79**	**-**	**4,212.79**
4	Segment Liabilities	121.23	2,869.38	-	2,990.61
5	Share Capital and Equity		-	1,222.18	1,222.18
	Total Liabilities	**121.23**	**2,869.38**	**1,222.18**	**4,212.79**

Note:- 32 Trade Receivable Ageing Schedule Rs in Lakhs

Particulars	As at 31-03-2026					
	Outstanding for following periods from due date of payments					
	> 6 months	6 months - 1 Years	1-2 years	2-3 years	More than 3 years	Total
Trade Receivables						
(a) Undisputed Trade receivables -Considered Doubtful	1.00	0.00	0.00	0.00	19.00	20.00

Particulars	As at 31-03-2025					
	Outstanding for following periods from due date of payments					
	> 6 months	6 months - 1 Years	1-2 years	2-3 years	More than 3 years	Total
Trade Receivables						
(a) Undisputed Trade receivables -Considered Doubtful	1.14	0.00	0.00	-	19.00	20.14

Note 33 Trade Payable Ageing Schedule:-	As at 31-03-2026				
Particulars	-				
	Outstanding for following periods from due date of payments				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Trade Payables					
(a) Due to Others	-	-	-	121.23	121.23

Particulars	As at 31-03-2025				
	Outstanding for following periods from due date of payments				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Trade Payables					
(a) Due to Others	-	-	-	395.56	395.56

Note:- 34

A. CONTINGENT LIABILITIES AND COMMITMENTS

	F.Y. 2025-26	F.Y. 2024-25
Contingent Liabilities		
1. Claims against the company not acknowledge as debt	NIL	NIL
2. Bank Guarantees	NIL	NIL
3. Tax Demands	9,983.03	29,510.20
	9,983.03	29,510.20

The Company has disputed statutory demands aggregating to ₹99.83 crore (Previous Year: ₹295.10 crore), comprising primarily Income Tax demands of ₹22.31 crore and GST demands of ₹76.40 crore together with certain other statutory matters. The Company has filed appeals/objections before the appropriate authorities and, based on management's assessment and legal advice obtained, no provision is considered necessary in respect of these matters. Accordingly, the same have been disclosed as contingent liabilities.

B. Registration of charges or satisfaction with Registrar of Companies

There is no Charge or satisfaction pending to be registered with Registrar of Companies.

C. Details of Benami Property held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

E. Relationship with Struck off Companies

The company has not any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

F. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

G. Corporate Social Responsibility (CSR)

The company is not required to comply with section 135 of the act 2013 as does't meet the prescrived criteria

Particulars	Prescribed Criteria (Crores)	Amount of Company (Crores)
Net worth	500.00	12.22
Turnover	1,000.00	0.26
Net Profit Immediate Preceding year	5.00	1.73

K. Title deeds of immovable Property not held in name of the Company

No Such case of Title deeds of immovable Property not held in name of the Company.

Note: 35

Ratios

Name of Ratios	For the year ended 31-03-2026	For the year ended 31-03-2025	%Variance	Reason for Variance
(i) Current Ratio [Current Assets / Current Liabilities]	0.09	0.14	37.13%	Note 35(i)
(ii) Debt-Equity Ratio [Total Liabilities / Shareholder's Equity]	2.45	2.76	11.32%	
(iii) Debt Service Coverage Ratio [PBIT / Debt Service (interest + Principal)]	-	-	-	
(iv) Return on Equity Ratio [Net Income Available for Equity Shareholder's/ Shareholder's Equity]	0.06	0.64	0.90	
(v) Inventory turnover ratio [Cost of goods sold / Avg Inventory]	0.21	-	0.00%	
Date :				
(vi) Trade Receivables turnover ratio [Net credit sales / Avg Account Receivables]		-	0.00%	
(vii) Trade payables turnover ratio [Net credit Purchases / Avg Account Payables]	-	-	0.00%	
(viii) Net capital turnover ratio [Net Annual sales / working capital]	-	-	0.00%	
(ix) Net profit ratio [Net Profit Margin / Revenue]	0.27	0.96	72.25%	Note 35(ii)
(x) Return on Capital employed [PBIT / Capital Employed]	0.03	0.06	43.44%	Note 35(iii)
(xi) Return on investment [Net Return on Investment / Cost of Investment]	-	-	-	

Note 35(i) Change in Current Ratio deterioratad due to Current Liabilities increased.
Note 35(ii) Net profit ratio change due to profit during the year.
Note 35(iii) Change in Return on capital employed due to profit during the year.

For M/S A D Gupta And Associates
Chartered Accountants
Firm Reg. No. : 018763N

For and on behalf of Board of Directors
REAL GROWTH CORPORATION LIMITED

Sd/-
Amit Kumar Gupta
(Partner)
M. No. 500134
Place : Greater Noida
Date:-25th May 2026
UDIN: 26500134RCUMPL7474

Sd/-
Rajesh Goyal
(Chairman)
DIN: 01339614

Sd/-
Himanshu Garg
(Director)
DIN : 08055616

Sd/-
Bhupendra Tiwari
(CFO)