REAL GROWTH CORPORATION LIMITED
CIN: L70109DL1995PLC064254
Reg. Off.: G-01, Ground Floor, Plot No. SU, LSC B-Block, RG City Centre, Lawrence Road, Delhi 110035
E-mail: info@realgrowth.in, Website: www.realgrowth.co.in Ph. 9560096060

Date: 02nd September, 2026

To,

Listing Department
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai-400001

Scrip Code: 539691
Scrip ID: RGCORP

Sub: Notice of 31st Annual General Meeting scheduled to be held on 26th September, 2026

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 31st Annual General Meeting (AGM) of the Company, scheduled to be held on Saturday, 26th September, 2026 at 12:30 P.M. at Hotel Park Inn by Raddison, situated at Plot No.6A, IP Extension, Patparganj, New Delhi, 110092.

The Notice of 31st AGM is also available on the Company's website at www.realgrowth.co.in

This is for your information & record.

Thanking you,

Yours faithfully,
For Real Growth Corporation Limited

KUNAL JAIN
Digitally signed by KUNAL JAIN
Date: 2026.09.02 17:46:31
+05'30'

Kunal Jain
Company Secretary & Compliance Officer

Encl: as above

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. **NSDL Mobile App is available on** App Store Google Play
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

Signature of Shareholder: ....

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

Affix Re. 1/- Revenue Stamp

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.

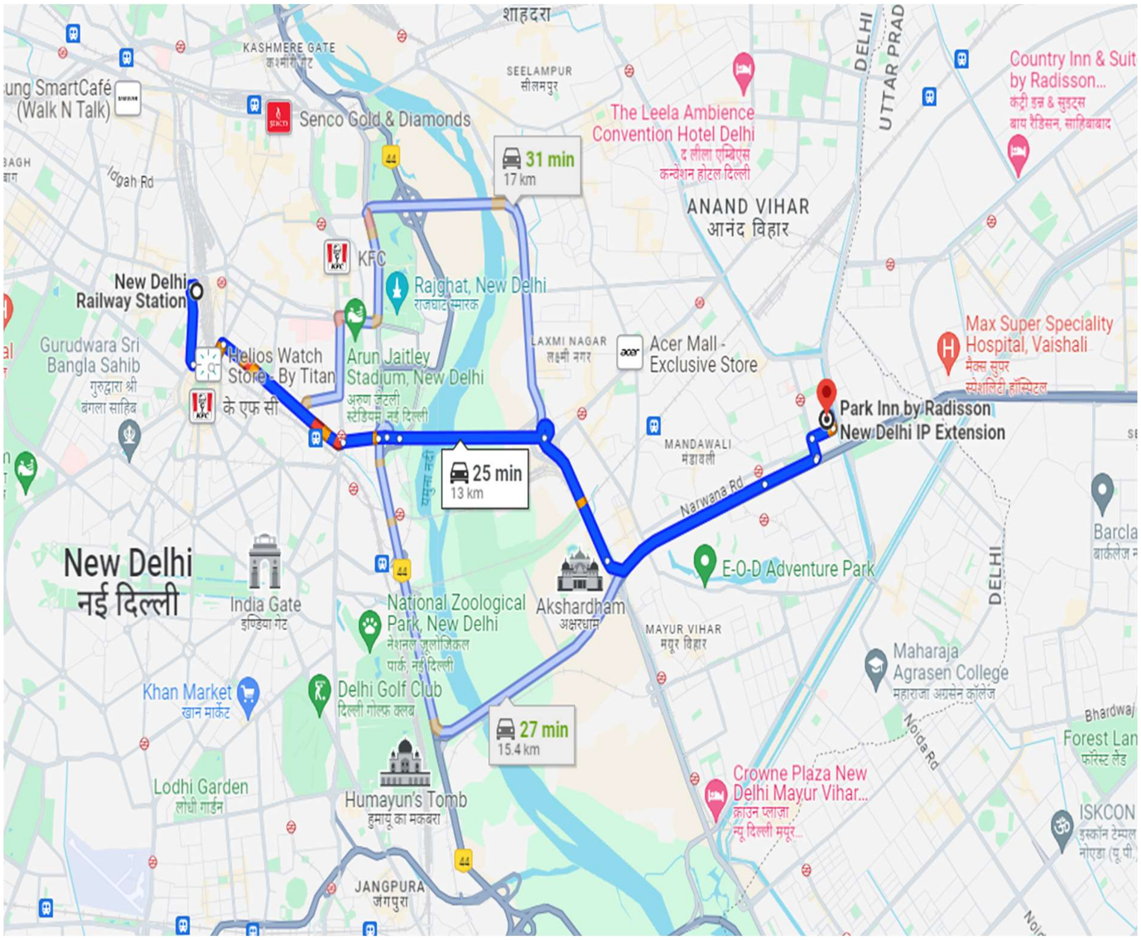
I hereby, record my presence at the 31st Annual General Meeting of the Company to be held on Saturday, 26.09.2026, at 12.30 PM at Hotel Park Inn situated at Plot no.6A, IP Extension, Patparganj, New Delhi, 110092, India.

……………………………... ……………………………………..

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