



**Real Growth Commercial Enterprises Ltd.**  
(CIN-L70109DLI995PLC064254)

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of M/s Real Growth Commercial Enterprises Limited will be held on Saturday, 30<sup>th</sup> September 2017, at the registered office of the Company at Shop No. G-01, RG City Centre, Plot No. SU, LSC, B Block, Lawrence Road, Delhi-110035 at 5:00 P.M. to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2017 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Himesh Agrawal (DIN:07458923), who retires by rotation and, being eligible, offers himself for re-appointment;
3. To appoint the Statutory Auditor of the Company and fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s Suri and Sudhir, Chartered Accountants (Firm Registration No.: 000601N), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5(five) years, to hold office as such from this Annual General Meeting until the conclusion of 27<sup>th</sup> Annual General Meeting subject to ratification at each annual general meeting to be held after this annual general meeting, at such remuneration plus out of pocket expenses as shall be fixed by the Audit Committee/Board later on in consultation with the Statutory Auditors."

### Special Business

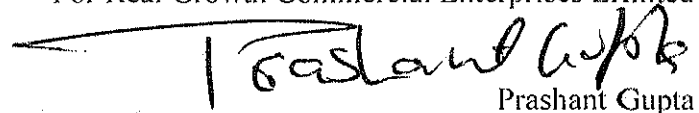
4. To consider the appointment of Mr. Prashant Gupta (DIN: 02113547) as Director of Company

**"RESOLVED THAT** subject to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification or re-enactment thereof for the time being in force), Mr. Prashant Gupta (DIN :02113547), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th December 2016 and whose term of office expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as director of the Company whose office will be liable to retire by rotation."

5. To consider the appointment of Mr. Deepak Gupta (DIN: 01890274) as Director of Company.

**“RESOLVED THAT** subject to the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification or re-enactment thereof for the time being in force), Mr. Deepak Gupta (DIN :01890274), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th July 2017 and whose term of office expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as director of the Company whose office will be liable to retire by rotation.”

By order of the Board  
For Real Growth Commercial Enterprises Limited



Prashant Gupta  
Director & CFO  
DIN: 02113547

E-mail: [rgcel1995@gmail.com](mailto:rgcel1995@gmail.com)

Contact No. 011-47770555

Place: New Delhi

Date: 6<sup>th</sup> September 2017

## 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 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.

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.

2. 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 22<sup>nd</sup> Annual General Meeting (AGM).
3. 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.
4. The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under item no. 2 of this Notice, are annexed.
5. 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.
6. Members desirous of seeking any clarifications pertaining to agenda items at the AGM are requested to send in 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.
7. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, Alankit Assignment Limited, 1, E/13, Alankit House, Jhandewalan Extension, New



Delhi – 110055 or the Company at Shop No. G-01, RG City Centre, Plot No. SU, LSC, B Block, Lawrence Road, Delhi-110035.

8. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 23, 2017 to Saturday, September 30, 2017 (both days inclusive) for the purpose of ensuing Annual General Meeting.
9. Members are requested to notify immediately any change of address/mandate/bank address, etc.
  - i) To their Depository Participants (DPs) in respect of their electronic share accounts and
  - ii) To the Company in respect of their physical share, if any, quoting their folio number.
10. 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 to the Company the prescribed Form SH-13 duly filled in to Company.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance.

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 for a physical copy of the same. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website [www.realgrowth.co.in](http://www.realgrowth.co.in).

In order to restrict the email size and to avoid congestion of network and your email box, we are providing web links to access AGM Notice and Annual Report, hence we are not attaching the AGM notice and Annual Report with this email.

12. Register of contracts or arrangements in which directors are interested and other Statutory Registers as required as per the laws of land will be available for inspection at the registered office of the Company during the office hours on all working days between 10:00 A.M. to 2.00 P.M. except Sunday upto the date of the Annual General Meeting at the Registered Office of the Company.
13. 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.
14. 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 September 23, 2017 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 Cutoff date would be entitled to vote at the AGM.

15. Members who have not registered their e-mail address so far, are requested to register their e-mail address with their Depository participants for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
16. 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.
17. 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.
18. In terms of Section 108 of the Companies Act 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 under process to get itself registered with Central Depositories Services (India) Limited (CDSL) and the same may be availed by the Company and likely to be available from 10.09.2017 and Members whose name appear in the Register of Members/List of Beneficial owners as on the Cut-off date i.e. September 23, 2017 will be able to cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).

Commencement of remote e-voting: September 27, 2017 from 9.00 a.m.

Conclusion of remote e-voting: September 29, 2017 at 5.00 p.m.

19. Pursuant to Section 107 of the Act 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.

Common Instructions:

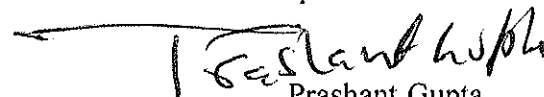
- (i) E-voting shall not be allowed beyond 5.00 p.m. on September 29, 2017. During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cutoff date, may cast their vote electronically. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- (ii) For any queries or issues regarding e-voting please refer to e-voting instructions as will be given on [www.realgrowth.co.in](http://www.realgrowth.co.in) or visit website of Central Depository Service (India)



Limited, (CDSL) at [www.evotingindia.com](http://www.evotingindia.com) after 10.09.2017. In case of any queries/grievances, members may refer to the Frequently Asked Questions ("FAQs") for Members and e-voting User Manual available at [www.evotingindia.com](http://www.evotingindia.com) or contact e-voting helpdesk at the designated email id i.e helpdesk.evoting@cdslindia.com or can also refer to Company's Registrar & Share Transfer Agent at the below address, telephone nos: Alankit Assignment Limited, 1E/13, Jhandewalan Extension, New Delhi 110055, Telephone – 011-42541234, Website – [www.alankit.com](http://www.alankit.com), Fax- 011-42541201.

- (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Cut off date.
- (iv) The Board of Directors ("Board") has appointed N.C. Khanna, Practicing Company Secretaries, as the Scrutinizer to scrutinize that the remote e-voting process and voting at the meeting is conducted in a fair and transparent manner.
- (v) The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and shall make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
- (vi) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman will offer an opportunity to such Members to vote at the Meeting for all businesses specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means may attend the AGM but shall not be entitled to vote at the Meeting. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (vii) The Results of e-voting and poll voting at the meeting on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- (viii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.realgrowth.co.in](http://www.realgrowth.co.in)) immediately after the declaration of the results and the same will be communicated to the BSE Limited.

By order of the Board  
For Real Growth Commercial Enterprises Limited



Prashant Gupta  
Director & CFO  
DIN: 02113547

Place: New Delhi  
Date: 6<sup>th</sup> September 2017

E-mail: [rgcel1995@gmail.com](mailto:rgcel1995@gmail.com)  
Contact No. 011-47770555



**Real Growth Commercial Enterprises Ltd.**  
(CIN-L70109DLI995PLC064254)

## EXPLANATORY STATEMENT TO NOTICE

(Pursuant to the provisions of Section 102(1) of the Companies Act, 2013)

### Item No. 4

The Board of Directors of the Company in its meeting held on 5<sup>th</sup> December 2016 appointed Mr. Prashant Gupta (DIN: 02113547) as the Additional Director of the Company with effect from 5<sup>th</sup> December 2016, pursuant to the Section 161 of the Companies Act, 2013.

Pursuant to the provisions of the Section 161 of the Companies Act, 2013, Mr. Prashant Gupta will hold office upto the date of ensuing Annual General Meeting. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Board of directors of the Company in its meeting proposed the candidature of Mr. Prashant Gupta for the office of Director in the category of Professional to be appointed at the ensuing Annual General Meeting of the Company under the provisions of Section 152 of the Companies Act, 2013.

Mr. Prashant Gupta is a Chartered Accountant recognized for his excellent financial knowledge and management skills. He is currently also serving as Chief Financial Officer of the Company. He has directorship in RG Services Private Limited.

Except Mr. Prashant Gupta, being an appointee, none of the Directors, Key Managerial Personnel or their relatives is any way concerned or interested, financially or otherwise in the said Agenda Item.

The Board recommends the resolutions set forth in item No. 4 for the approval of Members as an Ordinary Resolution.

### Item No. 5

The Board of Directors of the Company in its meeting held on 11<sup>th</sup> July 2017 appointed Mr. Deepak Gupta (DIN: 01890274) as the Additional Director of the Company with effect from 11<sup>th</sup> July 2017, pursuant to the Section 161 of the Companies Act, 2013.

Pursuant to the provisions of the Section 161 of the Companies Act, 2013, Mr. Deepak Gupta will hold office upto the date of ensuing Annual General Meeting. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Board of directors of the Company in its meeting proposed the candidature of Mr. Deepak Gupta for the office of Director in the category of Professional to be appointed at the ensuing Annual General Meeting of the Company under the provisions of Section 152 of the Companies Act, 2013.

Mr. Deepak Gupta is a Chartered Accountant recognized for his excellent financial knowledge and management skills. He has directorship in Rajesh Projects India Private Limited, RG Residency Private Limited, RG Infra build Private Limited and other companies.

Except Mr. Deepak Gupta, being an appointee, none of the Directors, Key Managerial Personnel or their relatives is any way concerned or interested, financially or otherwise in the said Agenda Item.

The Board recommends the resolutions set forth in item No. 5 for the approval of Members as an Ordinary Resolution.

**Inspection of Documents:**

Statutory registers and all other relevant documents as required by as per the laws of land will be kept open for inspection by Members between 10:00 a.m. to 2:00 p.m. on all working days up to the date of Annual General Meeting at the registered office of the company.

By order of the Board  
For Real Growth Commercial Enterprises Limited



Prashant Gupta  
Director & CFO  
DIN: 02113547

E-mail: [rgcel1995@gmail.com](mailto:rgcel1995@gmail.com)  
Contact No. 011-47770555

Place: New Delhi

Date: 6<sup>th</sup> September 2017





**Real Growth Commercial Enterprises Ltd.**  
(CIN-L70109DLI995PLC064254)

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

1.

Name of Director	Mr. Himesh Agrawal
Date of Birth	04/04/1993
Date of Appointment	05/09/2016
Qualification	Engineer
List of other Companies in which Directorship held	Dimension Landcon Private Limited Empire Assets and Properties Private Limited Empire Citicon Private Limited Empire Earthcon Private Limited Empire Homeland Private Limited Empire Procon Private Limited Empire Techno Build Private Limited Hindusthan Credit Capital Ltd. Real Growth Commercial Enterprises Limited RG Assets & Properties Private Limited RG Assets Private Limited RG Buildcon Private Limited RG Promoters Private Limited RKG Estates Private Limited VINIG Trade Link Private Limited RKG Holdings Private Limited
Chairman / Member of committees of the Board of other Companies in which he is a director	Member of Audit Committee of Hindusthan Credit Capital Limited Member of Shareholders' / Investors' Grievance Committee of Hindusthan Credit Capital Limited
Number of Shares held	NIL

2.

Name of Director	Mr. Prashant Gupta
Date of Birth	28/03/1975
Date of Appointment	05/12/2016
Qualification	Chartered Accountant
List of other Companies in which Directorship held	RG Services Private Limited
Chairman / Member of committees of the Board of other Companies in which he is a director	-
Number of Shares held	NIL

3.

Name of Director	Mr. Deepak Gupta
Date of Birth	06/02/1968
Date of Appointment	11/07/2017
Qualification	Chartered Accountant
List of other Companies in which Directorship held	Rajesh Projects (India) Private Limited
	RG Infra-Build Private Limited
	RG Residency Private Limited
	RG Services Private Limited
	Magus Real Estates Private Limited
	Magus Urban Projects Private Limited
	Newtown Estates Private Limited
	Magus Project Services Private Limited
	Savera Dealer Private Limited
	Skylight Dealer Private Limited
	Krypton Vanijya Private Limited
	Clarity Dealer Private Limited
	Radiant Dealer Private Limited
	Deesha Merchandise Private Limited
Jagajyoti Distributors Private Limited	

4

Chairman / Member of committees of the Board of other Companies in which he is a director	-
Number of Shares held	NIL

By order of the Board  
For Real Growth Commercial Enterprises Limited



Prashant Gupta

Director & CFO

DIN: 0211 3547

E-mail: [rgcel1995@gmail.com](mailto:rgcel1995@gmail.com)

Contact No. 011-47770555

Place: New Delhi

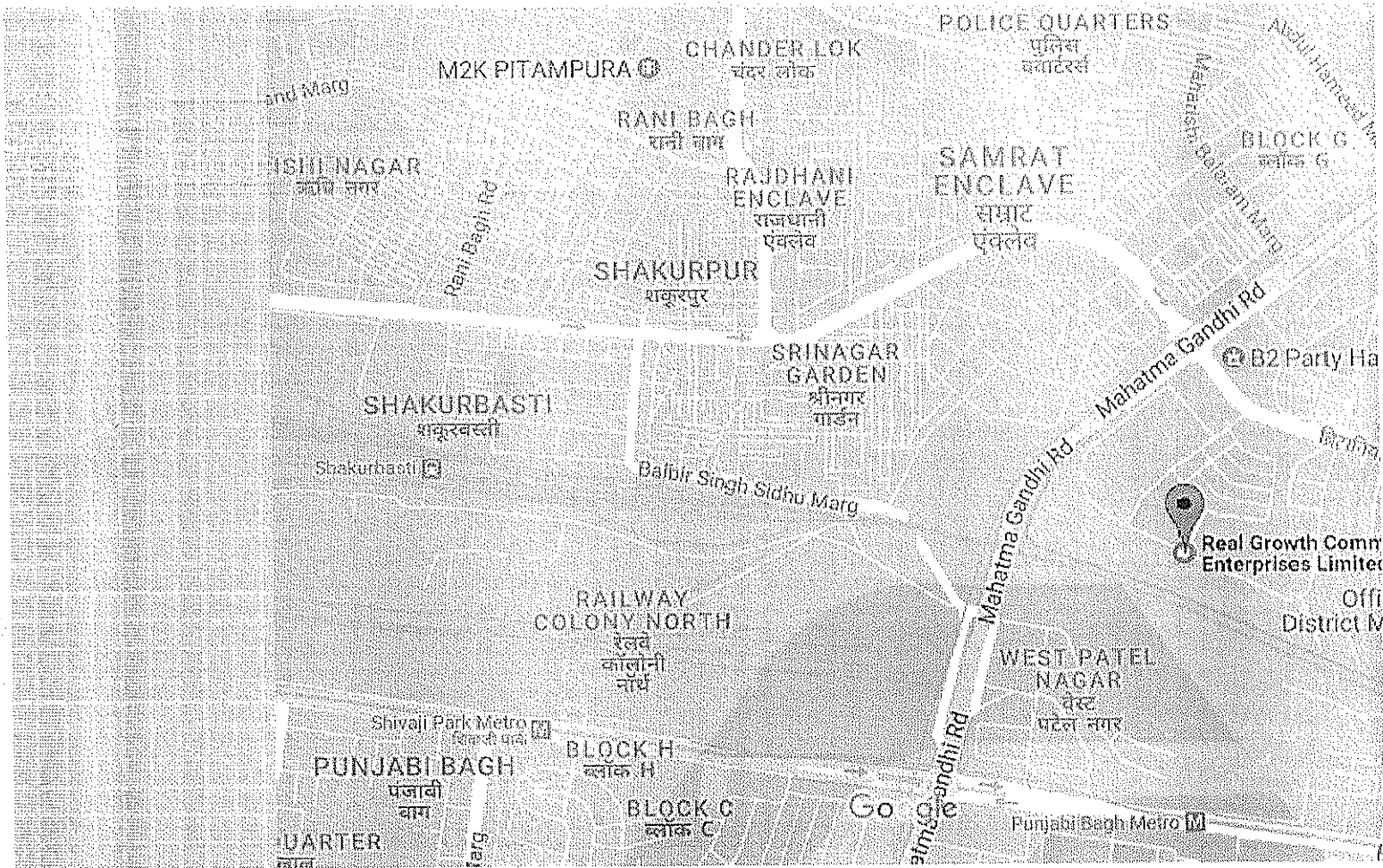
Date: 6<sup>th</sup> September 2017



Real Growth Commercial Enterprises Ltd.  
(CIN-L70109DLI995PLC064254)

Real Growth Commercial Enterprises Limited

ROUTE MAP TO THE VENUE OF 22<sup>nd</sup> ANNUAL GENERAL MEETING



*Real Growth*



Real Growth Commercial Enterprises Ltd.  
(CIN-L70109DLI995PLC064254)

**PROXY FORM**

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

**22<sup>nd</sup> ANNUAL GENERAL MEETING – SEPTEMBER 30, 2017**

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 : .....

*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 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Saturday, September 30, 2017 at 05:00

p.m. at Shop No. G-01, RG City Centre, Plot No. SU, LSC, B- Block, Lawrence Road, Delhi - 110035 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
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements		
2.	Appointment of Mr. Himesh Agrawal as a director liable to retire by rotation		
3.	Appointment of Statutory Auditors		
<b>Special Business</b>			
4.	Regularize the appointment of Mr. Prashant Gupta as Director of the Company		
5.	Regularize the appointment of Mr. Deepak Gupta as Director of the Company		



**REAL GROWTH COMMERCIAL ENTERPRISES LIMITED**  
**CIN – L70109DL1995PLC064254**

Regd. Off: Shop No. G-01, RG City Centre, Plot No. SU, LSC, B- Block, Lawrence Road, Delhi – 110035  
Website: [www.realgrowth.co.in](http://www.realgrowth.co.in), Email: [complianceofficer@realgrowth.co.in](mailto:complianceofficer@realgrowth.co.in), Phone No – 011-47770550

**ATTENDANCE SLIP**

Regd Folio No. ....  
\*DP. ID. No. ....

No. of Shares held .....  
\*Client ID No. ....

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

I hereby, record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company to be held at Shop No. G-01, RG City Centre, Plot No. SU, LSC, B- Block, Lawrence Road, Delhi – 110035 on Saturday, September 30, 2017 at 05:00 p.m.

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

.....  
Signature of the Member / Proxy

\* Applicable for investors holding shares in electronic form.