

<b>General information about company</b>	
Scrip code	539691
Name of the entity	Real Growth Commercial Enterprises Limited
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Yes
1	Mr	Jai Bhagwan Goyal	AAKPG6321J	00014074	Executive Director	Chairperson		01-04-2013			2	2	2	Tex Inf (1)
2	Mr	Rajesh Goyal	AALPG2490F	01339614	Executive Director	Not Applicable		01-10-2008			2	2	0	Tex Inf (2)
3	Mr	Deepak Gupta	AEUPG4707N	01890274	Executive Director	Not Applicable		27-10-2014			1	1	0	Tex Inf (3)
4	Mrs	Shruti Gupta	ADKPJ7674E	01890263	Non-Executive - Independent Director	Not Applicable		30-03-2015		60	1	0	0	
5	Mr	Ashok Kumar	ABAPA8532E	00243528	Non-Executive - Independent Director	Not Applicable		30-03-2015		60	1	2	0	
6	Mr	Rama Kant	AHJPK2069B	00215998	Non-Executive - Independent Director	Not Applicable		30-03-2015		60	1	2	2	

<b>Text Block</b>	
Textual Information(1)	* One membership in Audit Committee & one in Stakeholder Committee ** One Chairmanship in Audit Committee & one in Stakeholder Committee
Textual Information(2)	* one member in Audit Committee and one in Stakeholder Committee
Textual Information(3)	* Mr. Deepak Gupta appointed as an Additional Director with effect from 27-10-2014 and regularised in Annual General Meeting, dated 30-09-2015. ** one membership in Audit Committee

**Annexure 1**

<b>H. Composition of Committees</b>					
Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr. Rama Kant	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mr. Deepak Gupta	Executive Director	Member	
3	Audit Committee	Mr. Ashok Kumar	Non-Executive - Independent Director	Member	
4	Stakeholders Relationship Committee	Mr. Rama Kant	Non-Executive - Independent Director	Chairperson	
5	Stakeholders Relationship Committee	Mr. Deepak Gupta	Executive Director	Member	
6	Stakeholders Relationship Committee	Mr. Ashok Kumar	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	Mr. Ashok Kumar	Non-Executive - Independent Director	Chairperson	
8	Nomination and remuneration committee	Mr. Rama Kant	Non-Executive - Independent Director	Member	
9	Nomination and remuneration committee	Mrs. Shruti Gupta	Non-Executive - Independent Director	Member	

**Text Block**

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-10-2015		
2	13-11-2015		29
3		27-01-2016	74
4		12-02-2016	15
5		23-03-2016	39
6		28-03-2016	4

**Text Block**

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	12-02-2016	Yes	All members present	13-11-2015	91



**Text Block**

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1**

<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.realgrowth.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.realgrowth.co.in
3	Composition of various committees of board of directors	Yes		www.realgrowth.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.realgrowth.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.realgrowth.co.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.realgrowth.co.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.realgrowth.co.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.realgrowth.co.in
11	email address for grievance redressal and other relevant details	Yes		www.realgrowth.co.in
12	Financial results	Yes		www.realgrowth.co.in
13	Shareholding pattern	Yes		www.realgrowth.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.realgrowth.co.in

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

<b>Signatory Details</b>	
Name of signatory	Deepak Gupta
Designation of person	Director
Place	New Delhi
Date	15-04-2016

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Designation of person	Director
Place	New Delhi
Date	15-04-2016

