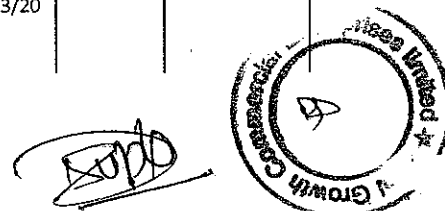
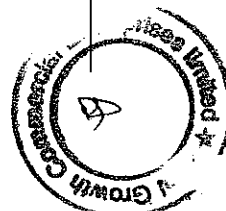


CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31<sup>ST</sup> DECEMBER 2015

1 Name of Listed Entity : Real Growth Commercial Enterprises Limited

2 Quarter ending: December 31, 2015

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN& DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-ominee)&	Date of Appointment in the current term/cessation)	Tenure*	No. of Directors hip in listed entities including this listed company (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jai Bhagwan Goyal	DIN: 00014074 PAN: AAKPG6321J	Chairperson/Executive	10-04-2001	0	1	0	0
Mr.	Rajesh Goyal	DIN:01339614 PAN: AALPG2490F	Executive	01-10-2008	0	1	0	0
Mr.	Deepak Gupta	DIN: 01890274 PAN: AEUPG4707N	Executive	27-10-2014#	0	1	1 in Audit Committee/1 in Stakeholder Committee	0
Ms.	Shruti Gupta	DIN: 01890263 PAN: ADKPJ7674E	Non Executive-Independent	30-03-2015	5 Years (30/03/2015 to 29/03/2020)	0	0	0

Mr.	Ashok Kumar	DIN: 00243528 PAN: ABAPA8532E	Non Executive-Independent	30-03-2015	5 Years (30/03/2015 to 29/03/2020)	0		
Mr.	Rama Kant	DIN: 00215998 PAN: AHJPK2069B	Non Executive-Independent	30-03-2015	5 Years (30/03/2015 to 29/03/2020)	0	0	0

#Mr. Deepak Gupta appointed as Additional director by the Board of directors on 27/10/2014 and regularised in Annual General Meeting, dated 30/09/2015.

#### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)&
1. Audit Committee	Mr. Rama Kant	Chairperson-Non Executive-Independent
	Mr. Deepak Gupta	Executive
	Mr. Ashok Kumar	Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. Ashok Kumar	Chairperson-Non Executive-Independent
	Mr. Rama Kant	Non Executive-Independent
	Ms. Shruti Gupta	Non Executive-Independent
3. Risk Management Committee (if applicable)	NA	
4. Stakeholders Relationship Committee	Mr. Rama Kant	Chairperson-Non Executive-Independent
	Mr. Deepak Gupta	Executive
	Mr. Ashok Kumar	Non-Executive Independent

#### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)*
August 10, 2015		



August 14, 2015	October 14, 2015	
September 16, 2015	November 13, 2015	28

**IV. Meeting of Committees**

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days*
<b>Audit Committee:</b> November 13, 2015	Yes.  Present: All members present.	August 14, 2015	91
<b>Stakeholders Relationship Committee:</b> November 13, 2015	Yes.  Present: All members present.	August 14, 2015	91

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words N.A. may be indicated.

2. If status is "No", details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

*[Handwritten Signature]*



requirements) Regulations, 2015

4. 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.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of

Board of directors may be mentioned here:NA

