

**Quarterly Compliance Report on Corporate Governance**

Name of the Company

Real Growth Commercial Enterprises Limited

Quarter ending on

30th September 2012

Particulars	Clause of Listing Agreement	Compliance status (yes/no)	Remarks
1.	2.	3.	4.
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49 (IA)	No	
(B) Non-executive Directors' compensation & disclosures	(IB)	Yes	Non-Executive Directors are not drawing any compensation from the company in any manner.
(C) Other provisions as to Board and Committees	(IC)	Yes	
(D) Code of Conduct	(ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	(IIA)	No	
(B) Meeting of Audit Committee	(IIB)	Yes	
(C) Powers of Audit Committee	(IIC)	Yes	
(D) Role of Audit Committee	II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	(IVA)	Yes	
(B) Disclosure of Accounting treatment	(IVB)	Yes	
(C) Board Disclosures	(IVC)	N.A.	
(D) Proceeds from Public Issues, rights issues, preferential issues etc.	(IVD)	N.A.	
(E) Remuneration of Directors	(IVE)	Yes	
(F) Management	(IVF)		Will be complied in the next Annual Report.
(G) Shareholders	(IVG)	Yes	Will be complied in the next Annual Report.
<b>V. CEO/CFO Certification</b>	49 (V)		Will be complied in the next Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the next Annual Report.
<b>VII. Compliance</b>	49 (VII)		Will be complied in the next Annual Report of.

For Real Growth Commercial Enterprises Limited

*[Signature]*  
Company Secretary

For and on behalf of  
Real Growth Commercial Enterprises Limited

*[Signature]*  
Director