

Quarterly Compliance Report on Corporate Governance

Name of Company: Real Growth Commercial Enterprises Limited

Quarter Ended: 31.12.2014

	1.	Clause of Listing Agreement 2.	Compliance status 3.	Remarks 4.
<b>II.</b>	<b>Board of Directors</b>	49 (II)		
	(A) Composition of Board	49 (IIA)	No	
	(B) Independent Directors	49 (IIB)	No	
	(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Non-Executive Directors are not drawing any Compensation from the Company in any manner
	(D) Other provisions as to Board and Committees	49 (IID)	Yes	
	(E) Code of Conduct	49 (IIE)	Yes	
	(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III.</b>	<b>Audit Committee</b>	49 (III)		
	(A) Qualified & Independent Audit Committee	49 (IIIA)	No	
	(B) Meeting of Audit Committee	49 (IIIB)	Yes	
	(C) Powers of Audit Committee	49 (IIIC)	Yes	
	(D) Role of Audit Committee	49 (IIID)	Yes	
	(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV.</b>	<b>Nomination and Remuneration Committee</b>	49 (IV)	No	
<b>V.</b>	<b>Subsidiary Companies</b>	49 (V)	N.A	
<b>VI.</b>	<b>Risk Management</b>	49 (VI)	No	
<b>VII.</b>	<b>Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII.</b>	<b>Disclosures</b>	49 (VIII)		
	(A) Related party transactions	49 (VIII A)	Yes	
	(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
	(C) Remuneration of Directors	49 (VIII C)	Yes	
	(D) Management	49 (VIII D)	Yes	Will be Complied in the Next Annual Report
	(E) Shareholders	49 (VIII E)	Yes	Will be Complied in the Next Annual Report
	(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	
IX.	CEO/CFO Certification	49 (IX)		Will be Complied in the Next Annual Report
X.	Report on Corporate Governance	49 (X)	Yes	Will be Complied in the Next Annual Report
XI.	Compliance	49 (XI)		Will be Complied in the Next Annual Report

For and on behalf of  
Real Growth Commercial Enterprises Limited

Sd/-  
Jai Bhagwan Goyal  
Director  
DIN:00014074