

CORPORATE GOVERNANCE REPORT
[For the Fourth Quarter ended 31st March, 2016]

1. Name of Listed Entity: **Resurgere Mines & Minerals India Limited**
2. Quarter ending: **31-03-2016**

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|----------------------|----------------------------------|--|--|----------------|--|---|--|
| Title (Mr./Ms) | Name of the Director | PANs & DIN | Category (Chairperson/Executive/Non-Executive/independent/Nominee) | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (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. | Subhash Sharma | DIN: 01593435 PAN: AXCPS8189D | Chairperson - Executive Director | 14-03-2002 | | 1 | 2 | NIL |
| Mr. | Mayur Shah | DIN: 05152120 PAN: BKLP6818N | Independent - Non Executive Director | 01-03-2012 | 4 year 1 month | 1 | 2 | 1 |
| Mr. | Rohit Palav | DIN: 06954275 PAN: ANXPP0385P | Independent - Non Executive Director | 27-08-2014 | 1 year 7 month | 1 | 2 | 1 |
| Ms. | Mamta Parekh | DIN: 06956330 PAN: AANPM3794Q | Independent - Non Executive Director | 27-08-2014 | 22 months | 1 | 2 | NIL |

*SPAN number of any director would not be displayed on the website of Stock Exchange

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off

| II. Composition of Committees | | |
|---|---------------------------|---|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |
| 1. Audit Committee | Mr. Subhash Sharma | Executive Director |
| | Mr. Mayur Shah | Chairperson - Non Executive - Independent Director |
| | Mr. Rohit Palav | Non Executive - Independent Director |
| | Mrs. Mamta Parekh | Non Executive - Independent Director |
| 2. Nomination & Remuneration Committee | Mr. Subhash Sharma | Executive Director |
| | Mr. Mayur Shah | Non Executive - Independent Director |
| | Mr. Rohit Palav | Chairperson - Non Executive - Independent Director |
| | Mrs. Mamta Parekh | Non Executive - Independent Director |
| 3. Risk Management Committee(if applicable) | Not Applicable | Not Applicable |
| 4. Stakeholders Relationship Committee | Mr. Subhash Sharma | Executive Director |
| | Mr. Mayur Shah | Non Executive - Independent Director |
| | Mr. Rohit Palav | Chairperson - Non Executive - Independent Director |
| | Mrs. Mamta Parekh | Non Executive - Independent Director |

\$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

| 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) |
| 04-11-2015 | 11-02-2016 | 98 |

| IV. Meeting of Committees | | | |
|---|---|---|---|
| Audit Committee | | | |
| 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 meetings in number of days* |
| 11-02-2016 | Yes | 04-11-2015 | 98 |
| Stakeholders Relationship Committee | | | |
| 11-02-2016 | Yes | 04-11-2015 | 98 |
| Nomination & Remuneration Committee | | | |
| Nil | NA | Nil | NA |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions | |
|---|---|
| Subject | Compliance status (Yes/No/NA)refer note below |
| Whether prior approval of audit committee obtained | NA |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |
| 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. - Yes | |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. - Yes | |
| a. Audit committee - Yes | |
| b. Nomination & remuneration committee - Yes | |
| c. Stakeholders relationship committee - Yes | |
| d. Risk management committee - (Not Applicable to the Company) | |
| 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. - Yes | |
| 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. - Yes | |
| 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: NIL | |
| Sd/- Name: Mr. Subhash Sharma Designation: Managing Director | |