

REAL GROWTH CORPORATION LIMITED
(Formerly known as Real Growth Commercial Enterprises Limited)

CODE OF CONDUCT FOR DIRECTORS
AND SENIOR MANAGEMENT

INTRODUCTION

The Board of Directors (the “Board”) and the Senior Management of Real Growth Corporation Limited (the “Company”) subscribe to the following Code of Conduct adopted by the Board. They would:

1. Use due care and diligence in performing their duties in the office and in exercising their powers attached to that office;
2. Act honestly and use their powers of office, in good faith and in the best interests of the Company as a whole;
3. Not make improper use of information nor take improper advantage of their position;
4. Not allow personal interests to conflict with the interests of the Company;
5. Recognize that their primary responsibility is to shareholders of the Company as a whole but they should (where appropriate) have regard to the interests of all stakeholders of the Company;
6. Not engage in conduct likely to bring discredit upon the Company;
7. Be independent in judgment and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board; and
8. Ensure the confidentiality of information they receive whilst being in office of Director / Senior Management and such information is only disclosed if authorized by the Company, or the person from whom the information is provided, or as required by law.

Duties of Independent Directors:

The Company should incorporate the Duties of Independent Directors as prescribed in the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR) in the Code of Conduct adopted for the Directors and Senior Management of the Company.

The independent directors shall -

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. Strive to attend all meetings of the Board and Committees of which he/she is a member;
4. Participate constructively and actively in the committees in which they are chairpersons or members;
5. Strive to attend the general meetings of the Company;
6. Where they have concerns about the running of the Company or a proposed action, ensure that these concerns are addressed by the Board, and to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the board meeting;
7. Keep themselves well informed about the Company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or Committee.
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure them that the same are in the interest of the Company;
10. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy;
12. Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
13. Not to disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Annual Compliance Reporting

In terms of the provisions of LODR, all Board Members and Senior Management Personnel shall affirm compliance of this Code for every financial year. Compliance Report shall be forwarded to the Company Secretary, in such form and manner as may be prescribed from time to time.