

CRITERIA OF MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

As per Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"/"LODR"), requires every Company to publish its criteria of making payments to Non- Executive Directors in its Annual Report. Alternatively, as per Regulation 46 (2) of the Listing Regulations, this may be put up on the Company's website and reference may be drawn thereto in its Annual Report.

Accordingly, the following criteria have been laid down for Real Growth Corporation Limited (Formerly known as Real Growth Commercial Enterprises Limited) (hereinafter referred as "the Company") for payment of any fee/remuneration to the Non-Executive Director and/or the Independent Directors of the Company:

- i. The Non-Executive Directors and Independent Directors of the Company shall be paid sitting fees as per the applicable Regulations and no sitting fee will be paid to Executive Directors. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company.
- ii. All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- iii. In case of payment of remuneration to Non-Executive Director and/or Independent Director, the Company shall follow the provisions of the Companies Act 2013, read with rules framed thereunder and Schedules thereto; and, regulations mentioned under the SEBI LODR.
- iv. An Independent Director shall not be eligible to get Stock Options and, also shall not be eligible to participate in any share based payment schemes of the Company.
- v. Any remuneration paid to Non- Executive / Independent Directors (subject to their criteria of independency) for services rendered by them which are of professional in nature shall not be considered as part of the remuneration , if the following conditions are satisfied:
 - a) The Services are rendered by such Director in his capacity as the professional; and
 - b) In the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of that profession.

***Note**

*The above criteria have been extracted from the Nomination and Remuneration Policy of the Company and shall be read in consonance with it. The Company reserves the right to modify and/or amend this document at any time subject to the applicable provisions the Companies Act, 2013 and the Listing Regulations.