

# **REAL GROWTH CORPORATION LIMITED**

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

**[Pursuant to the provisions of the Companies Act, 2013 & Rules made thereunder]**

## **1. Preface**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Further, in accordance with Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (hereinafter referred to as “LODR”), a listed company is required to formulate a vigil mechanism for directors and employees to report genuine concerns. However, this regulation is not applicable on the Company in terms of Regulation 15(2) of LODR.

Accordingly, this Vigil Mechanism / Whistle Blower Policy (“the Policy” or “this Policy”) has been formulated with a view to provide a mechanism for stakeholders of the Company to approach the Chairman of the Audit Committee or Chairman of the Company.

## **2. Policy Objectives**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism Policy provides a channel to the employees, directors and other stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The Policy provides for adequate safeguards against victimization of employee(s), director(s) or any other person who avails the mechanism and also provide for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in appropriate or exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

## **3. Scope of the Policy**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations,

negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees, directors and other stakeholders.

#### 4. Definitions

The definitions of the key terms used in this Policy are given below. [Terms not defined herein below shall have the meaning assigned to them under the Code/Policies]

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.
- b. **“Code”** means a separate Code of Business Conduct and Ethics of the Company
- c. **“Company”** means Real Growth Corporation Limited.
- d. **“Director”** means a director appointed to the Board of the Company.
- e. **“Fraud”** means “fraud” in relation to affairs of a company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss;
- f. **“Employee”** means every Employee (including every person who have been the employee for last one year) of the Company (whether working in India or abroad).
- g. **“Investigators”** means those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee / Chairman of the Company including the Auditors of the Company and the Police.
- h. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behavior, actual or suspected fraud or violation of the Company’s Code or Policies or any improper activity.
- i. **“Stakeholder”** includes Customers, Shareholders, Creditors of the company or any agency or any other person deployed by company for any of its activities and includes any person associated with company.
- j. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- k. **“Whistle Blower”** means any person making a Protected Disclosure under this Policy.

## 5. Eligibility

All Employees, Directors and stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

## 6. Receipt and Disposal of Protected Disclosures

- a. All the complaints/ grievance will be addressed to the Grievance Officer of the Company through written letter or any other electronic mode which is capable to be sent or received such email, fax, etc. at the contact details given below:

Mr. Deepak Gupta  
Whole Time Director  
Email: info@realgrowth.in  
Address: G-01, Ground Floor, Plot No. SU, LSC B-Block,  
RG City Centre, Lawrence Road Delhi – 110035

After receipt of complaint/ grievance, the Grievance Officer shall acknowledge the same within two business days of the Company.

- b. The Grievance Officer shall in any case resolve the complaint/ grievance within ten (10) business days of receipt of the complaint/ grievance.
- c. After the expiry of the ten days or in case, the complainant is not satisfied with the resolution of the Grievance Officer of the Company, then, such person should forward the same complaint without any change or modification in the facts of original complaint, to the Chairman of the Audit Committee.
- d. In the following cases, the complainant will submit his/ her grievance directly to the chairman of the Audit Committee:
- When the complaint is regarding the fraud committed in the company where there is any reason to believe or the fraud about to be committed;
  - Where there is any concealment of facts; and
  - Where there is any misrepresentation of any facts.
- e. If a protected disclosure is received by any Executive(s) / any officer of the Company, the same should be forwarded to the Chairman of the Audit Committee or Chairman of the Company for further appropriate action.
- f. Protected Disclosure should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or in the Regional Language of the place of employment of the Whistle Blower(s). Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.
- g. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower(s). The Chairman of the Audit Committee / Chairman of the

Company, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- h. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

## **7. Investigation**

- a. All Protected Disclosures reported under this Policy would be thoroughly investigated by the Chairman of the Audit Committee / Chairman of the Company who would investigate / oversee the investigations.
- b. The Chairman of the Audit Committee / Chairman of the Company may at his / its discretion, consider involving any investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee / Chairman of the Company is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d. The identity of a Subject and the Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee / Chairman of the Company or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Chairman of the Company / Members of the Audit Committee / Investigators / the Whistle Blower(s).
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the subjects.
- i. Unless there are compelling reasons not to do so, Subjects would be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## **8. Protection**

- a. For the purpose of providing protection to the Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in the covering letter forwarding such Protected Disclosure.
- b. The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower(s) would be informed accordingly.
- c. No unfair treatment would be meted out to a Whistle Blower(s) by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower(s). Complete protection would, therefore, be given to Whistle Blower(s) against any unfair practice like retaliation, treat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/ functions including making further Protected Disclosure. The Company would take steps to minimize difficulties, which the Whistle Blower(s) may experience as a result of making the Protected Disclosure.
- d. A Whistle Blower(s) may report any violation of the above Clause to the Chairman of the Audit Committee /Chairman of the Company, who shall investigate into the same and recommend suitable action to the Management.
- e. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

## **9. Disqualifications**

- a. While it would be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower(s) knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blower(s), who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blower(s) who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to disciplinary action.

## **10. Investigators**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Audit Committee/ Chairman of the Company when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.
- c. Investigations would be launched only after a preliminary review by the Chairman of the Audit Committee or the Chairman of the Company as the case may be, which establishes that:
  - i the alleged act constitutes an improper or unethical activity or conduct; and
  - ii the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

## **11. Decision**

If an investigation leads the Chairman of the Audit Committee / Chairman of the Company to conclude that an illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes or Policies or any improper activity has taken place/ has been committed, Chairman of the Audit Committee / Chairman of the Company shall recommend to the Management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee / Chairman of the Company may deem fit.

## **12. Reporting**

A report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee on a regular basis.

## **13. Retention of Documents**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

## **14. Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification would be binding on the stakeholders unless the same is notified to the stakeholders.