RAW EDGE INDUSTRIA SOULTIONS LIMITED
CIN No: U46201MH2005PLC240892

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

Registered Office: Address: B1-401, B Wing, Boomerang, Chandivali Farm Road,
Andheri East, Mumbai,Mumbai City MH- 400072
E-Mail: cs@rawedge.in, **Web**: www.rawedge.in, **Phone:** +91 9724326805

1. INTRODUCTION

This Code of Conduct (the "Code") outlines the principles of ethical behaviour and standards expected from the Board of Directors and Senior Management Personnel of Raw Edge Industrial Solutions Limited (the "Company").

The Code promotes integrity, transparency, and compliance with applicable laws, including the **SEBI (LODR) Regulations, 2015**, **Companies Act, 2013**, and other regulatory requirements. It also incorporates provisions aligned with Environmental, Social, and Governance (ESG) objectives.

2. APPLICABILITY

This Code applies to:

- **Board Members**: All members of the Board of Directors, including Independent Directors.
- **Senior management:** The officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Every officer is required to acknowledge and annually affirm their adherence to this Code, using the forms provided in **Annexures A and B**.

3. Key Requirements

Board Members and Senior Management Personnel shall act within the authority and powers provided to them in the best interest of the Company and shall:

- Act in the best interest of the Company and discharge their duties and obligations to the Company and its shareholders;
- Act honestly, fairly, ethically and integrity;
- Act in the way which promotes philosophy and moral values of the Company;
- Be respectful to others and create inclusive environment;
- Listening to others views and responding to them;
- Conduct themselves in a professional manner and does not take improper advantage of their position;
- Act in good faith, responsible, with due care allowing their independent judgement;
- Not to use Company's property and resources for personal gain;
- Use their prudent judgement to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;
- Do not enter into any transactions without prior approval of the Board with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he along with his relative holds more than two per cent of its paid-up share capital; and (d) with a firm in which he or his relative is a partner;
- Not to hold any position in any other Company or engage in any other business which are prejudicial to the interests of the Company;
- Disclose about interest in any other Company, Body Corporates, Firms or Associates of Individuals

to the Board at regular intervals;
- Disclose and avoid having any personal or financial interest in any other dealing concerning and affecting the Company;
- Shall not accept any gifts directly or indirectly from anyone having business dealing with the Company, except for the normal value, which are customarily given and are of commemorative nature for special events;
- Shall not make any statement which has offended to the Government or any group of the society;
- Shall not commit any offence which involve moral turpitude;
- Shall follow the general rules and regulation of the Company and various policies laid down by the Company;
- Shall not contribute any funds or property of the Company to political parties without obtaining prior approval of the Board;

4. DISCLOSURE OF INTEREST

- Officers must disclose the nature of any interest or concern in material transactions to the Compliance Officer or CFO at the earliest.
- Annual disclosures regarding potential conflicts of interest must be submitted each year.

5. USE OF COMPANY'S FUNDS AND ASSETS

The Board Members and Senior Management Personnel of the Company shall use and employ the assets of the Company for conducting business of the Company. These include tangible and intangible assets and also intellectual property rights like patent, copy rights and trademarks of the Company, and should not use the assets of the Company for any personal gain.

6. CONFLICT OF INTEREST

The Board Members and Senior Management Personnel shall not involve in taking any decision on a matter in which a conflict of interest occurred. Proper disclosure about conflict of interest, if any, occurred in any subject matter shall be reported to the Board about them or their relatives' material financial and commercial interest in that subject matter. Apart from this the Board Members and Senior Management Personnel shall not take part in the meeting in which decision on the resolution regarding contract or arrangement with a related party is being taken.

7. INSIDER TRADING AND CONFIDENTIALITY

Officers must not trade in the Company's securities based on unpublished price-sensitive information (UPSI). And before dealing into securities of the Company they need to take prior approval of the Compliance officer by making application in prescribed form. They should maintain confidentiality of all sensitive Company information unless disclosure is authorized by the Board.

8. ACCEPTANCE OF GIFTS OR BENEFITS

Modest gifts or benefits, not exceeding **₹5,000**, may be accepted as part of normal business courtesy. Any gift exceeding this threshold must be disclosed to the Compliance Officer.

9. WORKPLACE CONDUCT AND RELATIONSHIPS

Foster a respectful and inclusive workplace. Avoid romantic or sexual relationships with subordinates to prevent favoritism or perceived conflicts.

10. COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

Officers must familiarize themselves with applicable laws and ensure compliance in all actions. Violations should be reported promptly to the Compliance Officer.

11. INCLUSION OF ESG PRINCIPLES

Board members and Senior Management must actively support the Company's commitment to ESG initiatives, ensuring alignment with sustainability goals.

12. DUTIES OF INDEPENDENT DIRECTORS

Independent Directors must adhere to the duties specified under **Section 149, 166, and Schedule IV of the Companies Act, 2013**, including:

- Upholding ethical standards of integrity and probity.
- Safeguarding stakeholder interests and promoting best corporate governance practices.

13. ENFORCEMENT AND PENALTIES

Any breach of this Code will be addressed by the Board or Compliance Officer. Violations may result in disciplinary action, including termination or cessation of office.

14. WAIVER AND AMENDMENTS TO THE CODE

Amendments to the Code require Board approval and must comply with applicable laws. The Company reserves the right to waive provisions for exceptional circumstances, subject to Board approval.

15. 16. REVIEW AND DISCLOSURE

The Code will be reviewed annually to incorporate regulatory changes and best practices. The updated Code will be disclosed on the Company's website and referenced in the Annual Report.

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(This policy is revised by the Board of Directors at their meeting held on 02nd May,2025 and effective from 02nd May, 2025)

ANNEXURE – A

CODE OF CONDUCT FOR **BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

To,

The Compliance Officer
RAW EDGE INDUSTRIAL SOLUTIONS LIMITED
CIN :L14219MH2005PLC240892
Office No. A-9, B-1/04-05, Ground Floor,
B Wing, Boomerang, Chandivali Farm Road,
Andheri East, Mumbai Mumbai City- 400072.

ACKNOWLEDGEMENT FORM

Dear Sir,

I,____ have received and read the Company's **"CODE OF CONDUCT"** FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL of the Company. I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature : ____________________________

Name :

Designation :

Date :

Place :

ANNEXURE – B

CODE OF CONDUCT FOR **BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

To,
The Compliance Officer
RAW EDGE INDUSTRIAL SOLUTIONS LIMITED
CIN :L14219MH2005PLC240892
Office No. A-9, B-1/04-05, Ground Floor,
B Wing, Boomerang, Chandivali Farm Road,
Andheri East, Mumbai Mumbai City- 400072.

Annual Compliance Report

Dear Sir,

I, ______________________________ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the company's code of conduct for Board Members and Senior Management Personnel during the financial year ended on 31 March ________

Signature : ____________________

Name :

Designation :

Date :

Place :