

RAW EDGE INDUSTRIAL SOLUTIONS LIMITED

CIN No: L46201MH2005PLC240892

LEAK OF UPSI POLICY

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1. INTRODUCTION

The Securities and Exchange Board of India ("SEBI") had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015, ("Regulations") on January 15, 2015, and as amended from time to time. As per these regulations, every listed company must formulate written policies and procedures for inquiring into the leak of unpublished price sensitive information (UPSI) or a suspected leak of UPSI. These policies must be approved by the company's board of directors. The company is required to promptly initiate appropriate inquiries upon becoming aware of a leak or suspected leak and inform the Board of such leaks, inquiries, and results. A listed company must also have a whistleblower policy to make employees aware of how to report instances of UPSI leaks. If a listed company starts an inquiry, relevant intermediaries and fiduciaries are required to cooperate with the company.

2. OBJECTIVE & SCOPE

- To strengthen the internal control system to prevent UPSI leaks.
- To restrict and prohibit the practice of sharing UPSI with unauthorized persons, which affects the company's market price, reputation, and investor/financier confidence
- To have a uniform code to curb the unethical sharing of UPSI by Insiders, employees, and Designated Persons.
- To initiate an inquiry in case of a leak or suspected leak of UPSI and promptly inform SEBI.
- To take disciplinary actions against any Insider, employee, or Designated Person found guilty of violating this policy¹¹. This is in addition to any action SEBI may take.
- To lay down procedures for inquiry into UPSI leaks or suspected leaks and promptly inform SEBI of the leaks, inquiries, and their results.

3. DEFINITIONS

- "Board" refers to the Board of Directors of the Company.
- "Company" means "Raw Edge Industrial Solutions Limited".
- "Investigating Officer ("IO")" is the Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI Insider Trading Regulation.
- "Un-published Price Sensitive Information ("UPSI")" is as defined in Regulation 2(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- "Leak of UPSI" refers to the communication of information by any Insider, employee, or Designated Person of the Company, by which UPSI is made available to any person before its official publication.
- "Chinese wall" is a policy adopted to prevent the misuse of confidential information by separating "inside areas" of an organization that have access to confidential information from "public areas" that deal with sales, marketing, or other support services¹⁹.
- "Compliance officer" is a senior officer, reporting to the board of directors, who is financially literate and responsible for compliance with policies, record maintenance, monitoring adherence to rules for preserving UPSI, and monitoring trades²⁰. The compliance officer operates under the overall supervision of the board of directors²¹.

4. DUTIES OF INVESTIGATING OFFICER

The Investigating Officer is responsible for:

- Overseeing compliance with this policy.
- Coordinating with and disclosing relevant facts of an actual or suspected UPSI leak incident to the Inquiry Committee.
- Reporting the incident of an actual or suspected UPSI leak to SEBI.

5. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

Upon becoming aware of an actual or suspected leak of UPSI, the Investigating Officer (IO) must ensure that the matter is presented to the Inquiry Committee for consideration. A report on the leak and the results of the inquiry must be promptly submitted to SEBI after the inquiry is concluded.

6. CONSTITUTION OF INQUIRY COMMITTEE

In the event of an actual or suspected UPSI leak, an "Inquiry Committee" will be constituted by the Board, a Committee of the Board, or a person authorized by them. This committee will perform duties as prescribed by this policy or other applicable law. The Inquiry Committee must have at least three members, including the Chief Financial Officer and the Compliance Officer. The Managing Director or the Board/Committee of the Board can change or reconstitute the Inquiry Committee as needed.

7. DUTIES OF INQUIRY COMMITTEE

The Inquiry Committee is responsible for:

- Conducting a preliminary inquiry to determine the truth of the information or complaint about an actual or suspected UPSI leak.
- Authorizing any person, if necessary, to collect supporting material.
- Considering the facts and circumstances and making a decision or giving a directive on the matter.
- Deciding on disciplinary action.

8. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI

Upon receiving information about a UPSI leak or suspected leak, the Inquiry Committee shall:

- Examine the information to see if it is frivolous, not maintainable, or outside the scope of the policy; if so, it may be dismissed.
- Initiate a preliminary inquiry if further investigation is required.
- Complete the inquiry within 15 working days from the date the matter is brought before the committee by the Chief Investor Relations Officer. This period can be extended by committee members based on the extent and nature of the leak.
- Take disciplinary or corrective action, such as a wage freeze, suspension, recovery, claw back, or termination, if the investigation finds there was an actual or suspected leak of UPSI.
- Intimate the outcome of the inquiry to the Stock Exchanges and SEBI as required.
- Undertake any additional procedures the committee deems appropriate⁴⁴.

9. REVIEW

This policy will be reviewed periodically to ensure it remains compliant with applicable legal requirements. The Board of Directors can amend, suspend, or rescind this policy at any time in line with Listing Regulations. In case of

a conflict between this policy and any applicable law, the law will prevail⁴⁷. The updated policy will be continuously hosted on the company's website.

(This Policy is approved by the Board of Directors at their meeting held on 02nd May 2025 and shall be effective from 02nd May, 2025)
