

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

Raghav Productivity Enhancers Limited (RPEL) (called the “Company”) is committed to the highest standards of Corporate Governance. We believe that integrity, responsibility, and transparency form the foundation of our leadership. This Code of Conduct (Code) serves as a guide for ethical behaviour and decision-making and helps maintain the standards for business conduct for our Board of Directors (Directors) & Senior Management.

### **PREAMBLE**

This Code has been framed in compliance with the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (SEBI LODR) which stipulates that the Board of Directors of every listed company shall lay down a Code of Conduct for all Board members and Senior Management of the Company.

### **APPLICABILITY**

This Code is applicable to the following (hereinafter referred to as “concerned persons”)

1. All the members of the Board of Directors of the Company (both Executive and Non-executive including Independent Directors)
2. Senior Management (personnel of the company who are members of its core management team excluding Board of Directors, comprising all members of management one level below the executive directors, including the functional heads, whether working at the Company’s or its subsidiaries’ premises, or at offsite locations where its business is being conducted or at any other place where they are representing)

### **ETHICAL BUSINESS PRACTICES**

1. **Act with Integrity and Fairness:** All decisions and actions must be guided by honesty, fairness, and a commitment to ethical business practices. Every interaction with stakeholders, including employees, customers, investors, and suppliers, must reflect our dedication to integrity.
2. **Compliance with Laws and Regulations:** It is imperative that we fully comply with all applicable laws, regulations, and internal company policies. Understanding and adhering to legal and regulatory requirements not only protect the company but also build trust with our stakeholders.
3. **Avoiding and Addressing Conflicts of Interest:** We must remain vigilant in identifying and mitigating potential conflicts of interest. Any personal or financial interest that could

influence decision-making must be promptly disclosed and appropriately addressed to prevent any compromise of professional responsibilities.

4. **Confidentiality and Protection of Information:** Sensitive company information, including strategic plans, financial data, and proprietary knowledge, must be safeguarded at all times. Sharing such information without proper authorization or using it for personal gain is strictly prohibited.
5. **Promoting a Culture of Ethics:** As leaders, we have a responsibility to cultivate an ethical workplace culture. This includes encouraging open communication, fostering transparency, and leading by example in all professional engagements.

## **PROFESSIONAL CONDUCT**

1. **Commitment to Corporate Interests:** Every member of the Board and Senior Management is expected to act in the best interests of the company and its stakeholders. Decisions must be made objectively and without bias, ensuring that personal gains never take precedence over the organization's welfare.
2. **Exercising Independent Judgment:** Leaders must maintain independence in their decision-making, free from undue influence or external pressures. Thoughtful analysis and sound reasoning should underpin all business decisions.
3. **Accountability and Responsibility:** Accepting accountability for our actions is a fundamental principle of leadership. Each decision should be made with a deep sense of responsibility and a commitment to achieving the best possible outcomes for the company.
4. **Creating an Inclusive and Respectful Environment:** Workplace diversity and inclusion must be actively promoted. All individuals, regardless of their background, should be treated with dignity, respect, and fairness.

## **CONFLICT OF INTEREST**

1. **Identifying and Disclosing Potential Conflicts:** A conflict of interest arises when personal interests interfere with the ability to act in the best interest of the company. Any such situations must be disclosed and managed in accordance with company policies to prevent ethical breaches.
2. **Avoiding Competing Business Activities:** Members of the Board and Senior Management should refrain from engaging in business activities that compete with the company's interests. Direct involvement in external ventures that conflict with the company's operations should be avoided.
3. **Transparency in Business Transactions:** Business dealings should always be conducted with transparency and fairness. Any relationships or transactions that could raise questions about ethical integrity should be thoroughly examined and reported.

## **CONFIDENTIALITY AND DATA PROTECTION**

1. **Safeguarding Proprietary Information:** Confidential company information, including intellectual property, strategic initiatives, and financial data, must be protected from unauthorized disclosure. Ensuring that sensitive information is only shared on a need-to-know basis is essential for maintaining security.
2. **Compliance with Data Protection Regulations:** We must ensure full compliance with applicable data privacy and protection laws. This includes responsible handling, storage, and transmission of sensitive data to prevent unauthorized access or breaches.
3. **Prohibition on Unauthorized Disclosures:** No member of the Board or Senior Management shall share confidential information with external parties unless legally required to do so. Misuse of privileged information for personal advantage is strictly prohibited.

## **FAIR AND TRANSPARENT DEALINGS**

1. **Maintaining Ethical Business Relationships:** Relationships with customers, suppliers, and business partners must be managed with fairness, integrity, and professionalism. Ensuring that all interactions adhere to ethical standards reinforces trust and credibility.
2. **Rejecting Corruption and Bribery:** We must never engage in or tolerate corrupt practices, including bribery, kickbacks, or any form of financial misconduct. All business dealings should be conducted in an open and transparent manner, free from unethical influences.
3. **Ensuring Proper Documentation of Transactions:** Business transactions should always be appropriately documented, recorded, and reported. Transparency in financial dealings is essential for maintaining the company's credibility and accountability.

## **CORPORATE SOCIAL RESPONSIBILITY**

1. **Commitment to Sustainable Practices:** Business operations should be conducted in a manner that minimizes negative environmental impacts and contributes to sustainable development.
2. **Engaging with the Community:** Supporting and participating in community initiatives is an integral part of our corporate social responsibility.
3. **Upholding Human Rights and Fair Labor Practices:** Ensuring that human rights are respected within the company and across the supply chain is a key ethical responsibility. Fair labour practices, safe working conditions, and equal opportunities must be upheld at all times.

## **DISCLOSURE TO THE SEBI AND THE PUBLIC**

The Policy of the company is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the company file with, or submit to, the SEBI and in other public communications of the company. Accordingly, the concerned persons must ensure that they comply with disclosures, controls, and procedures and internal controls for the financial reporting of the company.

## **VIOLATION OF THE CODE**

It will be the ethical responsibility of a concerned person to help enforce this Code. Concerned persons should be alert to possible violations and should co-operate in any internal or external investigations of possible violations. The Company will take appropriate action against any concerned person whose actions are found to violate the Code or other policy of the Company. Apart from the Code, the Independent Directors, in particular, shall also abide by the Code for Independent Directors as prescribed by the Companies Act, 2013, as amended, and the Regulations, as amended from time to time.

## **POLICY REVIEW**

The Compliance Officer may review the functioning of the Code from time to time and make suggestion for its effective functioning. The Compliance Officer will also monitor the effectiveness and review the implementation of this Code, considering its suitability, adequacy and effectiveness.

The Company reserves the right to vary and/or amend the terms of this Code from time to time. The Compliance Officer carry out changes in the Policy as any amendment of the SEBI LODR from time to time. Material Changes to the Policy will need the approval of the Directors and promptly displayed on the Company's website.

*\*This policy was review and approved by the Board in its Meeting held on 1<sup>st</sup> December, 2025*

*\*This policy was review and approved by the Board in its Meeting held on 19<sup>th</sup> January, 2021*

*\*This policy was review and approved by the Board in its Meeting held on 30th April, 2025*

