

RAJ POLYPACK LIMITED

Code of Conduct for Independent Directors

(Including Familiarization Program Policy)

(Pursuant to Schedule IV of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015)

(Policy approved by the Board of Directors on September 25, 2025)

1. Preamble

This Code of Conduct for Independent Directors ("Code") of **RAJ POLYPACK LIMITED** ("the Company") is adopted in accordance with **Schedule IV of the Companies Act, 2013 and Regulation 17(5) & 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

It outlines the principles, guidelines, and expectations from Independent Directors, including their professional conduct, role, duties, responsibilities, and the Company's policy on Familiarization Programs to keep them well-informed and updated.

2. Applicability

This Code is applicable to all **Independent Directors** appointed to the Board of RAJ POLYPACK LIMITED, whether under Companies Act or SEBI LODR.

3. Guidelines of Professional Conduct

An Independent Director shall:

- Maintain high standards of integrity, ethics, and probity.
- Act objectively and constructively in the discharge of duties.
- Exercise responsibilities in a bona fide manner in the best interest of the Company.
- Devote sufficient time and attention to professional obligations.
- Not misuse the position to gain undue advantage.
- Avoid conflicts of interest and ensure transparency.
- Assist the Company in implementing the best corporate governance practices.

4. Role and Functions

Independent Directors shall:

- Bring independent judgment in Board discussions.
- Review and monitor the performance of management and executive directors.
- Ensure the integrity of financial information and that financial controls are robust.
- Ensure that risk management systems are in place.
- Safeguard the interests of all stakeholders, particularly minority shareholders.
- Recommend appointment/removal of executive directors, key managerial personnel.
- Assess the performance of the Board, Committees, and fellow Directors.

5. Duties of Independent Directors

Independent Directors shall:

- Undertake induction and regularly update their skills and knowledge.
- Strive to attend all Board and Committee meetings.
- Participate actively and constructively in Board committees.
- Keep themselves informed about the Company and the external environment.
- Ensure that adequate deliberations are held before approving related party transactions.
- Not unfairly obstruct the functioning of the Board or its Committees.
- Report concerns about unethical behavior, fraud, or violation of the Company's code.
- Maintain strict confidentiality of all information received.

6. Separate Meeting of Independent Directors

Independent Directors shall hold at least **one separate meeting annually**, without the presence of executive directors and management, to:

- Review the performance of the Chairperson and Non-Independent Directors.
- Assess the quality, quantity, and timeliness of information received from management.

7. Performance Evaluation

Independent Directors shall:

- Participate in the annual evaluation of the Board's performance.
- Contribute to the evaluation of the performance of committees and individual directors.
- Offer constructive feedback for improvement.

8. Familiarization Program for Independent Directors

(As per SEBI LODR Regulation 25(7))

8.1 Objective

To provide Independent Directors with insights into the Company's business, industry dynamics, operations, roles and responsibilities, and ongoing compliance requirements so they can effectively discharge their duties.

8.2 Components of the Program

The Familiarization Program may include:

- Overview of the industry in which the Company operates.
- Business model, strategies, and financial performance of the Company.
- Statutory and regulatory responsibilities of Independent Directors.
- Roles and responsibilities as per Companies Act and SEBI regulations.
- Risk management systems, internal controls, and compliance structure.
- Site visits or plant visits, where applicable.

8.3 Timing and Frequency

- Initial induction at the time of appointment.
- Periodic updates and training sessions throughout the year.
- The Company shall provide updates on changes in regulatory and governance frameworks.

8.4 Disclosure

- This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

9. Confidentiality

Independent Directors shall:

- Not disclose confidential information, acquired during their tenure, to third parties unless legally mandated.
- Use such information only in the performance of their duties and not for personal gain.

10. Resignation or Removal

- Independent Directors may resign by giving notice in writing to the Board.
- The Company shall file necessary forms with the Registrar of Companies and intimate the stock exchanges, if applicable.

11. Amendments to the Code

- The Company reserves the right to modify or amend this Code as may be required under applicable laws or internal needs.
- Any amendments shall be approved by the Board of Directors and disclosed appropriately.