ROTOMAG ENERTEC LIMITED

(Formerly known as "Rotomag Motors and Controls Private Limited")

(U34100GJ1993PLC020063)

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I. PURPOSE

The purpose of this code of conduct for Directors and Senior Management Personnel ("**Code of Conduct**") is to serve as a guide to the Directors and Senior Management Personnel of the Company on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance. This Code of Conduct has been adopted to meet with the requirements of the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**").

II. APPLICABILITY

This Code of Conduct is applicable to the Directors and the Senior Management Personnel of the Company**.**

They must adhere to the highest ethical and integrity standards and work to the best of their ability and judgement. They must carry out their responsibilities with due care, diligence, dignity, honesty, and integrity, and they must adhere to the highest standards of ethical conduct and integrity while working to the best of their ability and judgement. Apart from the Code of Conduct, the Independent Directors shall abide by the Code for Independent Directors as prescribed under the Companies Act, 2013, as amended, and the Regulations, as amended from time to time. The same is annexed to this Code as **Annexure A**.

III. DEFINITIONS

"***Board of Directors****" or "****Board***" means Board of Directors of the Company.

*"****Code****" or "****Code of Conduct***" means this Code of Conduct for Directors and Senior Management Personnel.

"***Company****"* means Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Pvt. Ltd.).

*"****Directors****"* means Directors of the Company for the time being occupying the position as such.

*"****Independent Directors****"* means a director referred to in Section 149(6) of the Companies Act, 2013 read together with Regulation 16 of the Listing Regulations.

*"****Senior Management Personnel****"* shall mean the officers and personnel of the Company 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 .

IV. GUIDELINES

The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors and Senior Management Personnel are also expected to:

1. comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company

   a. follow all policies, procedures and internal control systems of the Company.
   b. act honestly, in good faith and in the best interests of the Company.

V. HONESTY & INTEGRITY

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfill the fiduciary obligations.

VI. CONFLICT OF INTEREST

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that are discovered using Company property, information or position, unless the opportunity is first disclosed in writing to the Company's Board of Directors. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions.

VII. COMPANY PROPERTY

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains.

VIII. CONFIDENTIAL INFORMATION

The Directors and Senior Management Personnel should maintain confidentiality of information that they receive or become privy to in connection with the Company's business or is entrusted to them in carrying out their duties and responsibilities, except when disclosure is authorized or legally mandated. The matters discussed at the Board/Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director or Senior Management Personnel. These obligations apply not only during

a Director's or Senior Management Personnel's term, but thereafter as well unless the said information becomes public.

IX. FAIR DEALING

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

X. COMPLIANCE WITH LAWS AND REGULATIONS

The Directors and Senior Management Personnel should comply with all the applicable laws, rules and regulations for the time being in force. In addition, if any Director or Senior Management Personnel becomes aware of any information that he believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Director or Senior Management Personnel, then such Director or Senior Management Personnel should bring such information to the attention of the Chairman of the Audit Committee.

XII. INSIDER TRADING

None of the Directors or the Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information. All Directors and Senior Management Personnel will comply with the Code for Prevention of Insider Trading. The Directors and Senior Management Personnel shall be diligent while dealing in the shares of the Company. The Directors and Senior Management Personnel must seek prior approval from the Compliance Officer before dealing in the shares of the Company. The Directors and Senior Management Personnel shall give confirmation to the Compliance Officer, on an annual basis, that they have adhered to, and abided by the Code for Prevention of Insider Trading.

XIII. DUTIES OF DIRECTORS

Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, 2013, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013 and Listing Regulations, as amended from time to time.

XIV. AFFIRMATION

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis. This affirmation shall form part of the Corporate Governance Report as included in the Annual Report of the Company.

XV. NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

XVI. DISCLOSURE

The Company shall disclose this Code on its website.

XVII. ADOPTION

This Code has been approved and adopted by the Board of Directors at their meeting held on **12th June 2025**.

XVIII. AMENDMENT

Any amendment in this Code may be carried out with the approval of the Board of Directors of the Company.

In case any amendment(s), clarification(s), circular(s) and guideline(s) issued by Securities and Exchange Board of India/Stock Exchanges, that is not consistent with the requirements specified under this Code, then the provisions of such amendment(s), clarification(s), circular(s) and the guideline(s) shall prevail upon the requirements hereunder and this Code shall stand amended accordingly effective from the date as laid down under such amendment(s), clarification(s), circular(s) and guideline(s). Such amendments shall be brought to the attention of the Board of Directors.

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ANNEXURE A

THE CODE FOR INDEPENDENT DIRECTORS

(As per Schedule IV of Companies Act, 2013)

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators, and companies in the institution of Independent Directors.

1.	**Guidelines of professional conduct:** An Independent Director shall:	
	(1)	Uphold ethical standards of integrity and probity;
	(2)	Act objectively and constructively while exercising his duties;
	(3)	Exercise his responsibilities in a bona fide manner in the interest of the company;
	(4)	Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
	(5)	Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
	(6)	Not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
	(7)	Refrain from any action that would lead to loss of his independence;
	(8)	Where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board; accordingly,
	(9)	Assist the Company in implementing the best corporate governance practices.
2.	**Role and functions:**	
	The Independent Directors shall:	
	(1)	Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments, and standards of conduct;
	(2)	Bring an objective view in the evaluation of the performance of board and management;
	(3)	Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
	(4)	Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
	(5)	Safeguard the interests of all stakeholders, particularly the minority shareholders;
	(6)	Balance the conflicting interest of the stakeholders;
	(7)	As a part of the nomination and remuneration committee of the Company, determine appropriate levels of remuneration of Executive Directors, Key Managerial Personnel and Senior Management and have a prime role in appointing and where necessary recommend removal of Executive Directors, Key Managerial Personnel and Senior Management;

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Name of the Documents	Code of Conduct for Directors
Issuing Authority	Board of Director
Document Owner	Priyank Tuiwala Company Secretary
Effective Date	12th June 2025
Release date of Document	12th June 2025

Version	Approval Date	Reviewed by	Changes Made
01	12th June 2025	Board of Directors	Initial release