



THEJO ENGINEERING LIMITED

CIN: L27209TN1986PLC012833

Regd. Office: 3rd Floor, VDS House,
No. 41, Cathedral Road, Chennai- 600 086.

Ph: 044-42221900 **Fax:** 044-42221910

Email: investor@thejo-engg.com; **Website:** www.thejo-engg.com

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGERS

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGERS

The Directors of the Company, hereinafter referred to as "the Board" is committed to strict observance of all its obligations under the relevant laws or regulations and adoption of the best relevant practices for corporate governance.

A Code of Conduct for Board Members and Senior Managers (hereinafter referred to as "the Code") is hereby adopted as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The principal attributes of the Code are to ensure effective corporate governance, high standards of integrity, fair business practices, due compliance with all regulations and statutory requirements, as also efficient, safe and trusted financial policies and business strategy.

APPLICABILITY

The Code is applicable to all the Directors and Senior Managers.

Senior Managers shall be defined as members of the core management team who are one level below the Board and shall include the functional heads.

CODE OF CONDUCT

It shall be the first and foremost duty of every Director and Senior Manager to uphold the interests of the Company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them.

The Directors and Senior Managers shall act in accordance with the highest standards of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

1. Fair Dealing:

All Directors and Senior Managers should deal fairly with all the stakeholders with whom they deal on behalf of the Company. They should not take unfair advantage through manipulation, concealment, abuse of confidential information, proprietary or trade secret information, misrepresentation of material facts or any other unfair dealing practice.

The Directors and Senior Managers should regularly update their skills and discharge the duties expected of them in an efficient manner. They shall strive to attend the Board, Committee and other internal meetings in which they are a Member/Invitee and participate constructively at such meetings.

2. Legal compliance:

The Directors and Senior Managers shall –

- ❖ Comply with the applicable laws, rules and regulations.
- ❖ Comply with policies, rules and regulations of the Company, as may be applicable to them.

3. Avoid Conflict of Interest:

The Directors and Senior Managers shall –

- ❖ Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company to the Board.
- ❖ Protect Company's assets and resources (including information and intellectual property rights) and shall use the same only for the Company's business and not for personal gain/advantage.

The Directors and Senior Management Executives shall not

- ❖ Exploit, for their personal gain, opportunities that are discovered by or through the Company.
- ❖ Divert to their own advantage any business opportunity that the Company is in pursuit.
- ❖ Engage in any business or activity which may conflict with the interest of the Company.

The Senior Managers shall not hold any position or job or be on the Board of any other company without the approval of the Chairman of the Board.

4. Insider Trading:

All Directors and Senior Managers shall abide by the Company's code relating to insider trading in compliance with the SEBI (Prohibition of

Insider Trading) Regulations 2015, as adopted by the Board of Directors of the Company.

5. Gifts:

The Company regards the giving and receiving of gifts, complimentaries, favours or entertainment as inherently compromising unless they are of reasonable value (i.e., not extravagant) under valid business circumstances. However, gifts of money shall never be accepted or given.

6. Discrimination and Harassment:

The Company is committed to providing a workplace free of discrimination and harassment on the basis of race, colour, religion, age, gender, national origin, disability, or any other bias. It shall be the endeavour of the Senior Managers of the Company to ensure that the work place is free from any such discrimination/bias. If any employee is discriminated, he /she may lodge a complaint of discrimination or harassment to the Board of the Company.

7. Confidentiality:

Any information concerning the Company's business, its customers, suppliers, etc. shall be considered as confidential.

The Directors and Senior Managers shall conduct themselves such that they meet the expectations of operational transparency to Stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

No Director and/or Senior Manager shall provide any information concerning the Company or its business or its customers, suppliers and the like either formally or informally, to any person including press or publicity media, unless such information is –

- ❖ in public domain at the time of disclosure; or
- ❖ authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
- ❖ required to be disclosed in the interest of the Company for legitimate purpose; or
- ❖ required to be disclosed in accordance with applicable laws or requirement of any government authority.

The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Manager of the Company.

8. Independent Directors:

The Independent Directors of the Company shall comply with all the duties as laid down under the Companies Act, 2013 and other applicable Regulations notified by SEBI.

9. Waivers and Amendment of the Code:

The Board may amend or waive any provisions of this Code from time to time.

Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved.

10. Violation:

In case of violation of the Code by any official of the Company, the Board of Directors of the Company shall take appropriate action against such official.

11. Affirmation:

All the Directors and Senior Managers shall affirm compliance with the Code on annual basis within 30 days of close of every financial year ending on 31st March.

The Annual Affirmation (as per format specified hereunder) addressed to the Board shall be forwarded to the Secretary of the Company within the said period of 30 days.

ANNUAL AFFIRMATION

To
The Board of Directors,
Thejo Engineering Limited,
Ayshya Building IInd Floor,
41, Whites Road,
Chennai – 600014.

Ido hereby affirm that I
have complied with the Code of Conduct for Board Members and Senior
Managers of our Company during the financial year ended on 31st March
_____.

Signature :

Name :

Designation :

Place:

Date :

This Code was approved by the Board at its Meeting held on 25th May 2023 in supersession of the earlier Code in this regard.