



THEJO ENGINEERING LIMITED

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BOARD DIVERSITY POLICY

1. Preamble:

This Policy on Board Diversity (“the Policy”) for the Board of Directors (“the Board”) of Thejo Engineering Limited (“Thejo” / ”the Company”) has been devised by the Compensation/Nomination and Remuneration Committee (“CNRC”/ “the Committee”), in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) to assure that the Board comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

2. Objective:

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company’s business perspective.

3. Scope:

This Policy applies to the Board. It does not apply to diversity in relation to employees generally.

4. Policy Statement:

Thejo believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including:

- driving business results;
- enhancing quality and responsible decision-making capability;
- effective oversight of Management actions;
- ensuring sustainable development;
- making corporate governance more effective; and
- enhancing reputation.

The Company aims to enhance the effectiveness of the Board by ensuring the diversity in its composition and thus obtain the benefit arising out of such diversity. The Company shall consider a wide range of factors, including but not limited to age, gender, regional and industry experience, cultural and education background, professional experience, length of service, knowledge and skills to ensure that the Company’s Board is diverse.

CNRC is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Committee will ensure that no person is discriminated against on grounds of religion, race, gender, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does

not have a bearing on the person's ability to perform as a Board member.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors, including women Directors, in accordance with requirements of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and any other statutory, regulatory and contractual requirement, as amended from time to time.

5. Review and Revision:

This Policy may be amended by the Company as and when deemed necessary.

The Committee shall review this Policy periodically and make appropriate amendments as may be required.