



THEJO ENGINEERING LIMITED

CIN: L27209TN1986PLC012833

Regd. Office: 3rd Floor, VDS House,
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Ph: 044-42221900 **Fax:** 044-42221910

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THEJO ENGINEERING LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

**[Pursuant to Securities Exchange Board of
India, (Prohibition of Insider Trading)
Regulations, 2015]**



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BACKGROUND

Thejo Engineering Limited (hereinafter referred to as “the Company” or “Thejo”) had introduced a Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices in accordance with the requirements of the Securities and Exchange Board of India (“SEBI”) (Prohibition of Insider Trading) Regulations, 1992. The said Code was approved by the Board of Directors at their meeting held on August 27, 2012. The SEBI vide its notification dated January 15, 2015, superseded the above said regulations with SEBI (Prohibition of Insider Trading) Regulations, 2015. and accordingly, the Board of Directors at their meeting held on May 27, 2015 reviewed the Code, and the same was replaced by Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

Pursuant to the amendment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018, the Code of Conduct to Regulate, Monitor and Report Trading by Insiders is replaced by this Code.

OBJECTIVE OF THE CODE

This Code of Conduct (“Code”) is intended to prevent misuse of Unpublished Price Sensitive Information (“UPSI”) by Designated Persons and their immediate relatives in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

THE POLICY AND OBLIGATIONS

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Designated Persons has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Designated Persons shall use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The Company had initially implemented Code of Conduct for prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time and the same was replaced by the Board in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, with effect from May 15, 2015.



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This Code is being introduced to replace the earlier Code of Conduct for prevention of Insiders.

DEFINITIONS

- a) **“Act”** means the Securities and Exchange Board of India Act, 1992.
- b) **“Board”** means the Board of Directors of the Company.
- c) **“Code”** means this Code of Conduct to Regulate, Monitor and Report Trading by Designed Persons, as modified from time to time.
- d) **“Company”** means M/s. Thejo Engineering Limited.
- e) **“Compliance Officer”** means the Company Secretary of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the code under the overall supervision of the Board.
- f) **“Connected Person”** means,-
 - i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with office / employees or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself/herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.
 - ii) In addition to the above, the following category of persons shall be deemed to be connected persons unless the contrary is established:
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company ; or
 - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or



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- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board or an employee, of a public financial institution as defined in section 2 (72) of the Act; or
 - h. an official or an employee of a self-regulatory organization recognised or authorized by the board; or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than 10% of the holding or interest.
- g) **“Designated Person”** of the Company shall mean and include
- ❖ Promoters
 - ❖ Chief Executive Officer (CEO) and employees upto two levels below CEO of the Company, intermediary, fiduciary and material subsidiaries
 - ❖ All Employees of the Company, intermediary or fiduciary who have access to UPSI
 - ❖ All Employees who are attached to Directors/MD/CEO
 - ❖ All Employees in the rank of Manager and above in the Accounts, Finance, Taxation, Legal and Secretarial Department.
 - ❖ All Employees in other Departments/Divisions from the level of General Manager & above;
 - ❖ Any support staff of the Company, intermediary or fiduciary such as IT Staff or secretarial staff who have access to UPSI
 - ❖ Connected Persons
 - ❖ Employees of other Departments/Divisions, on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company, to be decided by the Chairman/Managing Director/ Whole-time Director/ Compliance Officer, on a case-to-case basis and
 - ❖ Employees of material subsidiaries, on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company, to be decided by the Chairman/Managing Director/ Whole-time Director/ Compliance Officer, on a case-to-case basis.
- h) **“Director”** means and includes every director on the Board of the Company.
- i) **“Employee”** means every employee of the Company (whether working in India or abroad), including directors in the employment of the Company.



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- j) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available.
- k) **“Immediate Relative”** means a Spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- l) **“Insider”** means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to UPSI.
- m) **“Key Managerial Personnel”** shall include the following personnel:
 - i) Managing Director, Chief Executive Officer;
 - ii) Company Secretary;
 - iii) Whole-time Director; and
 - iv) Chief Financial Officer.
- n) **“Promoter”** means a person defined as a Promoter under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- o) **“Promoter group”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- p) **“Securities and Exchange Board of India”(“SEBI”)** means the regulatory body established under section 3 of the Act.
- q) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- r) **“SME Listing Agreement”** means the Agreement entered into between the Company and stock exchanges and as amended from time to time as per directions of SEBI.
- s) **“Stock Exchange”** means National Stock Exchange of India Ltd.
- t) **“Takeover Regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- u) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly.



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- v) **“Trading Day”** means a day on which the recognized stock exchanges are open for Trading.
- w) **“Trading Plan”** shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.
- x) **“Trading Window”** shall mean the window available for Trading in the securities of the Company.
- y) **“Unpublished Price Sensitive Information”(“UPSI”)** means any information, relating to the Company or its securities, directly or indirectly, that is not Generally Available which upon becoming Generally Available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following: –
 - i) Financial results;
 - ii) Dividends;
 - iii) Change in capital structure;
 - iv) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
 - v) Changes in Key Managerial Personnel;

All other words and phrases will have the same meaning as defined under the “SEBI (Prohibition of Insider Trading) Regulations, 2015” as amended from time to time and also under the “Securities and Exchange Board of India Act, 1992.”

The above definitions should be read in consonance with the definition, if any, as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (SEBI (PIT) Regulations).

2 ROLE OF COMPLIANCE OFFICER

- 2.1 The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors on an annual basis or as stipulated by SEBI (PIT) Regulations.
- 2.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing the trades of Directors and Designated Persons and their immediate relatives, monitoring of trades and



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implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.

- 2.3 The Compliance Officer shall assist all the Employees in providing any clarifications regarding the Regulations and this Code of Conduct.

3 PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 3.1 The Designated persons shall maintain confidentiality of all 'Unpublished Price Sensitive Information'. The Designated persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase and sale of securities of the Company based on the same.

4 NEED TO KNOW

- 4.1. The Designated persons who are privy to 'Unpublished Price Sensitive Information' shall handle the same on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- i. entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the Company.
- ii. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available to at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

However, the Board of Directors shall require the parties to execute the agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in



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securities of the Company when in possession of Unpublished Price Sensitive Information.

- 4.2. All non-public price sensitive information directly received by any Designated Person should be reported to the head of his / her department / Compliance Officer.

5 LIMITED ACCESS TO CONFIDENTIAL INFORMATION:

- 5.1 All physical files containing confidential information shall be kept secure under lock and key in custody of officials having such information/documents.

6 PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

6.1 CHINESE WALL

To prevent the misuse of unpublished price sensitive information, the company has adopted following norms for 'Chinese Wall' procedures which separates those departments which routinely have access to Unpublished Price Sensitive Information, considered as inside area from those departments which deal with sale/marketing or other departments providing support services, considered as public areas:

- a. The Employees in the inside areas are not allowed to communicate any unpublished price sensitive information to anyone in the public areas.
- b. The Employees in inside area may be physically separated from the Employees in public area.
- c. The demarcation of various departments as inside area shall be determined by the Managing Director.
- d. Only in exceptional circumstances, Employees from the public areas are brought over the wall and given unpublished price sensitive information on need to know basis under intimation to the Compliance officer.

7 TRADING WINDOW:

- 7.1 All Directors, Designated Persons and their immediate relatives shall be subject to certain trading restrictions as enumerated below:

- a. The Company has designated a 'Trading Window period' being the period during which transactions on the shares of the Company can be



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done by Directors, Designated Persons and their immediate relatives (hereinafter referred to as 'Trading Window') for trading in the Company's securities;

- b. The Trading Window shall be closed during any period as may be determined by the Compliance Officer and shall be closed from the end of every half-year till 48 hours after the declaration of financial results or for such period/periods as stipulated by SEBI Regulations from time to time and shall also be closed for the designated persons or class of designated persons, prior to the happening of the event giving rise to unpublished price sensitive information and shall be re-opened forty-eight hours after the information becomes generally available, unless the Compliance Officer of the Company taking into account various factors, including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, decides and notifies a longer period.
- c. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the company.
- d. The Compliance Officer may communicate to the Directors, Designated Persons and their immediate relatives about the closure of Trading Window for any other purpose/event, as he may deem fit.
- e. The Directors, Designated Persons and their immediate relatives shall not trade in the Company's shares during the period when the Trading Window is closed and will have to forego the opportunity to trade in the Company's securities during such period.
- f. The Directors, Designated Persons and their immediate relatives shall conduct all their dealings in the shares of the company only during the period the Trading Window is open and shall not do any transaction involving the purchase or sale of the Company's share during the periods when Trading Window is closed or during any other period as may be specified by the Company from time to time.
- g. Executive of Stock Options granted under Employees Stock Options Plan, if any, is allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of Stock Options is not allowed when Trading Window is closed.

8 PRE-CLEARANCE OF TRADES:



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- 8.1 All Directors, Designated Persons and their immediate relatives who intend to deal (sale/purchase) in the securities of the Company exceeding the minimum threshold limit of 25,000 Equity Shares or Rs. 5,00,000 in transaction value, in a calendar month, shall get the transaction(s) pre-cleared in the manner enumerated below, provided that, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed:
- a. an application in the prescribed manner shall be made to the Compliance Officer by the Director/Designated Persons and their immediate relatives indicating the estimated number of securities that such person intends to deal in, details of depository and such other information as may be prescribed by the Company(*Annexure I*);
 - b. Before the deals is executed the Director/Designated Person and their immediate relatives shall execute an undertaking in favour of the Company incorporating *inter alia*, the following clauses that:
 - i. he/she does not have any access or has not received 'Unpublished Price Sensitive Information' up to the date of signing the undertaking;
 - ii. in case he/she has access to or receives 'Unpublished Price Sensitive Information' after the signing of this Undertaking but before the execution of the transactions, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from dealing in the securities of the Company till such information becomes generally available;
 - iii. he/she has not contravened the Code of Conduct as notified by the Company from time to time; and
 - iv. He/she has made full and true disclosure in the matter.
- 8.2 All Directors/Designated Persons and their immediate relatives shall execute their order in respect of the securities of the Company within seven (7) trading days after the pre-clearance approval is received. The date on which the order is executed shall be intimated forthwith to the Compliance Officer in prescribed form within two trading days from the date of executing the order (*Annexure II*). If the order is not executed within seven (7) trading days after the approval is given, the Director/Designated Person/immediate relatives must pre-clear the transaction again.

9 TRADING PLAN:



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- 9.1 An insider may formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he/she shall be entitled to take express undertakings as may be necessary to enable the assessment of the plan and to approve and monitor the implementation of the plan as per the provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. However, in such case the Insider can deal in securities of the Company on that trading day on which the trading window is re-opened.



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Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

The pre-clearance of trade shall not be required for a trade executed as per an approved trading plan. The trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

10 OTHER RESTRICTIONS:

- 10.1 All Directors/Designated Person who buy or sell any number of shares of the Company shall not enter into an opposite transactions i.e. sell or buy any number of shares during the next six months following the prior transaction.
- 10.2 All Directors/Designated Person shall not take any position in derivative transactions on the shares of the Company at any time.
- 10.3 In case any trade be executed inadvertently or otherwise, in violation of such a restrictions, the profits from such trade shall be liable to be disgorged for remittance to the Board for Credit to the Investor Protection and Education Fund administered by SEBI.
- 10.4 In the case of subscription in the primary market (initial public offers), the Directors/Designated Person shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted by the Company.
- 10.5 The Compliance Officer may waive the holding period in cases where the sale of shares is necessitated by personal emergency after recording his/her reasons in writing in this regard. An Application in this regards shall be made to the Compliance Officer in the prescribed format (*Annexure III*).

11 REPORTING REQUIREMETNS FOR TRANSACTIONS IN SECURITIES:

11.1 General:

- a. The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken in to account for purposes of this Code.



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- c. The disclosures made under this code shall be maintained for a period of five years.
- d. Designated Persons shall be required to disclose names and Permanent Account Number or any other identified authorized by law of the following persons to the Company on annual basis and as and when the information changes:
 - a) immediate relatives.
 - b) persons with whom such designated person(s) shares a material financial relationship.
 - c) Phone and mobile numbers which are used by them.
 - d) the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation: The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

11.2 Initial Disclosure:

- a Every Promoter, member of Promoter Group, Key Managerial Personnel and Director of the Company shall disclose to the Company in the prescribed form, his holding of securities of the Company, within thirty days of these regulations of these regulations taking effect (*Annexure IV*).
- b Every person on appointment as a Key managerial personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group shall disclose to the Company in the prescribed form, his holding of securities of the Company as on the date of appointment or becoming a promoter, within seven days of such appointment or becoming a promoter (*Annexure V*).

11.3 Continual Disclosure:

Every promoter, member of promoter group, designated person and director of the Company shall disclose to the Company in the prescribed form, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten Lakhs or such other value as may be specified (*Annexure VI*).



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- 11.4 **Disclosure by the Company to the Stock Exchange:** The Company shall notify the particulars of the trading to the stock exchange(s) on which the securities of the Company are listed within two trading days of receipt of the disclosures or from becoming aware of such information.
- 11.5 **Disclosures by Other Connected Persons:** The Compliance Officer may, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in the prescribed form and at such frequency as may be deemed fit, in order to monitor compliance with the Regulations. (*Annexure VII*)
- 11.6 **Disclosures by Directors and Designated Employees:** All Directors and designated employees of the Company shall be required to forward the following details of their securities transactions including the statement of immediate relatives to the Compliance Officer, half-yearly/annual periodic statement of any transactions in securities of the Company (*Annexure VIII*).
- 11.7 The Compliance Officer shall maintain records of all the declarations in the appropriate forms given by the Directors/Designated Employees for a minimum period of five years.
- 11.8 The Compliance Officer shall furnish to the Chairman and Managing Director or a Committee specified by the Company all the details of the dealings in the securities of the Company by Directors/Designated Employees of the Company and the accompanying documents such persons executed under the pre-dealings procedure.
- 11.9 For the purpose of this Code of Conduct, if the Compliance Officer deals/intends to deal in the securities of the Company, he should give intimation/take the prior approval, as the case may be, to/from the Chairman and Managing Director.

12 MECHANISM FOR PREVENTION OF INSIDER TRADING

- 12.1 The Managing Director of the Company shall ensure that adequate and effective system of internal controls are put in place and ensure compliance with the requirements given in the SEBI (PIT) Regulations to prevent insider trading.

The internal controls as referred to in the above clause (12.1) shall include the following:

- i) all employees who have access to UPSI are identified as designated employee;



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- ii) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- iii) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
- iv) list of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- v) all other relevant requirements specified under SEBI (PIT) Regulations shall be complied with;
- vi) periodic process review to evaluate effectiveness of such internal controls to install a surveillance system.

The Board of Directors of the Company shall ensure that the Managing Director ensures compliance with Regulation 9 of SEBI (PIT) Regulations.

The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

13 PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT :

- 13.1 Any Director/Designated Employee who trades in securities of the Company or communicates any information for trading in the securities of the Company, in contravention of the Code of Conduct shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, withholding of promotions, recovery, clawback, etc.
- 13.2 The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

14 INFORMATION TO SEBI IN CASE OF VIOLATION :

The Company shall inform SEBI cases of any violation of the Regulations so that appropriate action may be taken as per the law.

15 PROTECTION AGAINST RETALIATION AND VICTIMISATION

The Company shall protect the employees against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination, if any employee:

- files a Voluntary Information Disclosure Form with SEBI under SEBI (PIT) Regulations, 2015;
- testifies, participates in or otherwise assists or aids SEBI in any investigation, inquiry, audit, examination or proceedings with regard to



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any alleged violation of insider trading laws, or aids SEBI in any enforcement action taken; or

- breaches any confidentiality agreement or terms and conditions of employment or engagement designed solely to prevent any employee from cooperating with SEBI in any manner.

16 AMENDMENT/MODIFICATION

The Board of the Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

In the case of any amendment to SEBI (PIT) Regulations, necessitating amendment to the Code, the same may carried out with the approval of the Managing Director and the Board shall be informed of such amendment at its subsequent meeting.

17 CONCLUSION

All Designated Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.



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ANNEXURE I

**APPLICATION FORM FOR PRE-CLEARANCE OF TRADE IN THE COMPANY'S
SECURITIES**

To,

Date:

The Compliance Officer,
Thejo Engineering Limited,
3rd Floor, VDS House,
No. 41, Cathedral Road,
Chennai 600086.

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct to regulate, monitor and report trading by Designated Persons**, I seek approval to deal in the securities of the Company as per the particulars furnished below:

Name of the person by whom the transaction is to be executed	
Relationship with the applicant	
Number of securities held as on date	
Folio No. /DP ID/ Client ID No.	
The proposal is for	Purchase / Sale of securities / Both *
Proposed date of trading in securities	
Estimated number of securities proposed to be acquired / sold	
Whether the proposed transaction will be through stock exchange or off-market deal	



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Folio No. / DP ID / Client ID No. where the securities will be credited / debited	
---	--

** -strike out whichever is not applicable*

I hereby confirm and declare that:

- i. I did not have any access or has not received 'Unpublished Price Sensitive Information' up to the date of signing the undertaking;
- ii. If I have access to or receives 'Unpublished Price Sensitive Information' after the signing of this Undertaking but before the execution of the transactions, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the securities of the Company till such information becomes generally available;
- iii. I have not contravened the Code of Conduct as notified by the Company from time to time; and
- iv. I have made full and true disclosure in the matter.

Yours faithfully,

(Signature of Employee)
Name of Designated Employee:
Designation:
Employee Code No:

PRE-CLEARANCE ORDER

PCO No. _____

Date: _____

This is to inform you that your request for buying/selling _____(No.) shares of the Company as mentioned in your above application is approved. Please note



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that the said transaction must be completed within 7 (seven) days from today i.e. on
or before _____[date].

Signature: _____

Compliance Officer

Note: Please provide all the information. Incomplete forms will not be accepted.



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ANNEXURE II

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date:

To,

The Compliance Officer,

THEJO ENGINEERING LIMITED

Chennai

REF: Pre-clearance request dated: _____ & PCO No _____ Date _____

I hereby inform that I

a. have not bought / sold / subscribed any securities of the Company due to the following reason:

b. have bought / sold / subscribed to _____ securities as mentioned below on _____ (date).

Name of the holder	No. of securities dealt with	Bought / Sold	DP ID/Client ID /Folio No.	Price (Rs.)

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription) subject to the provisions of SEBI Regulations.

I declare that the above information is correct and that no provisions of the Company's Code and/ or applicable laws/ regulations have been contravened for effecting the above said transaction(s).

Signature : _____

Name :

Designation :

Employee Code No:



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Annexure III

Application for Waiver of Minimum Holding Period

Date:

To,
The Compliance Officer,
Thejo Engineering Limited,
3rd Floor, VDS House,
No. 41, Cathedral Road,
Chennai 600086.

Dear Sir,

Sub: Waiver of minimum holding period

I request you to grant me waiver of the minimum holding period of six months as required under Clause 10 of the Code of Conduct to Regulate, Monitor and Report trading by insiders with respect to -----(nos.) equity shares of the Company held by me/ -----(name of dependent), acquired by me on------(date). I propose to deal in the said shares on account of following reason:

Thanking you,

Yours faithfully

Signature : _____

Name :

Designation :

Employee Code No:



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ANNEXURE IV

FORM A – INITIAL DISCLOSURE
(REFER CLAUSE 11.2.a OF THE CODE)

Name of the Company:

ISIN of the Company :

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immedi ate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Sharehol ding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation:

Date:

Place:



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ANNEXURE V

FORM B - INITIAL DISCLOSURE

(REFER CLAUSE 11.2.b OF THE CODE)

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group

Name of the Company:

ISIN of the Company :

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group and immediate relatives of such persons and by other such persons.

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / or Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case of



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Details of Open Interest in derivatives on the securities of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group and immediate relatives of such persons and by other such persons.

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:



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ANNEXURE VI

**FORM C – CONTINUAL DISCLOSURE
(REFER CLAUSE 11.3 OF THE CODE)**

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure

Name of the Company:

ISIN of the Company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of the Company and immediate relatives of such persons and other such persons

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post to acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market purchase / public rights / preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale/Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15



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Note:

(i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes / brokerage / any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons

Trading in derivatives (Specify type of Contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:



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ANNEXURE VII

**FORM D - CONTINUAL DISCLOSURE
(REFER CLAUSE 11.5 OF THE CODE)**

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the Company:

ISIN of the Company:

Details of trading in securities by other connected persons

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post to acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market purchase /public rights / preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	Value	Transaction Type (Purchase/sale/Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15



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Note:

(i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes / brokerage / any other charges.

Details of trading in derivatives on the securities of the company by other connected persons

Trading in derivatives (Specify type of Contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:



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Annexure VIII

FORMAT OF HALF-YEARLY/ ANNUAL STATEMENTS OF HOLDINGS OF SECURITIES OF THE COMPANY BY DIRECTOR/ DESIGNATED EMPLOYEES AND THEIR IMMEDIATE RELATIVES

To

Date:

The Compliance Officer,
Thejo Engineering Limited,
3rd Floor, VDS House,
No. 41, Cathedral Road,
Chennai 600086.

Dear Sir,

Re: Half Yearly / Annual disclosure of Securities Transactions and shareholding as on
..... 20

The details of the Securities Transaction of the undersigned as Director / Designated Employees (including immediate relatives) during half-year / year ended on....., 20..... in the shares of Thejo Engineering Limited are as under:

Particulars	Self	Dependent Family Members
No. of Shares held on		
No. of Shares bought during the period / year		
No. of Shares sold during the period / year		
No. of Shares held on		

We hope that you will find the same in order.

I /we declare that I /we have complied / will be complied with the requirements of Company's Code of practices and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Thanking you.

Sign: _____

Name: _____

Designation: _____