



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

WHISTLE-BLOWER POLICY

A. Applicability/Background

Thejo Engineering Limited (“Thejo” or “the Company”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of these Principles will be a matter of serious concern for the Company.

The Stakeholders, including employees and their representative bodies, have a role and responsibility in pointing out such violations of the Principles. The Whistle-Blower Policy (“this Policy”) establishes a vigil mechanism and is formulated to provide a secure environment and to encourage the stakeholders, including the Directors and employees of Thejo, to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any retaliatory adverse personnel action against those who report such practices in good faith.

This Policy is in line with the relevant provisions of the Companies Act, 2013 (including the Rules made thereunder) and that of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

This Policy is applicable to the Directors and the Stakeholders, including employees and their representative bodies, of the Company and other Companies in the Thejo Group (hereinafter collectively referred to as “Person(s)").

B. Definitions

1. "This Policy" or "WB Policy"

"This Policy" or "WB Policy" means the "Whistle-Blower Policy."

2. Whistle-Blower (WB)

WB means a stakeholder, including the employees of the Company, their representative body, and the Directors of the Company, making a Disclosure/Complaint under this Policy.

3. Adverse Personnel Action

An employment-related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the person negatively.

4. Adverse Business Action

Any business/operational decision or action (other than relating to employment), including failure to take appropriate decision/action, which may affect any stakeholder adversely.

5. Designated Committee

The Whistle-Blower Committee (“WB Committee”/“the Committee”) is the Designated Committee to look into any complaint/disclosure by a whistle-blower and shall consist of the following managerial personnel:

1. Mr.M.D. Ravikanth, CFO & Company Secretary
2. Mr.Premjit S. – Senior Vice President (Services)
3. Mr.Thomas K. Abraham – Senior Vice President (HR & Admin)

The Chairman of the Board, and in his absence, the Managing Director, shall have the authority to restructure the WB Committee by including any new Member or removing any existing Member of the Committee from time to time without assigning any reason whatsoever.

6. Good Faith

A stakeholder shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of the alleged wrongful conduct. Good faith shall be deemed lacking when the stakeholder does not have personal knowledge of or a factual basis for the communication or where the stakeholder knew or reasonably should have known that the communication about the alleged wrongful conduct is malicious, false or frivolous.

C. Reporting/Lodging Complaints

Every person is expected to promptly report to the Management any actual or possible/suspected violation of the Thejo’s Code of Conduct for Directors and Senior Management Personnel, Code of Conduct for Employees or any other unlawful or unethical or improper practice or act or activity concerning the Company.

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an “alleged wrongful conduct”) may include, but is not limited to, any of the following:

- A violation of any law
- Misuse or misappropriation of the Company’s assets
- Gross waste of or misuse or misappropriation of the Company’s funds
- A substantial and specific danger to health and safety
- An abuse of authority

D. Roles, Rights and Responsibilities of Whistle-Blowers

- Whistle-Blowers provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing is itself considered an improper activity which the Designated Committee has the right to act upon.
- Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.

- Whistle-Blowers have a responsibility to be candid with the Members of the Designated Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- Anonymous whistle-blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrong-doing or broad allegations would not be undertaken without verifiable evidence. Because investigators are unable to interview anonymous whistle-blowers, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.
- Whistle-Blowers are “reporting parties,” not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the investigating authority.
- The identity of the whistle-blower shall not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the whistle-blower self-disclose his or her identity, there shall no longer be an obligation not to disclose the whistle-blower’s identity.

E. Protection against retaliation/victimisation:

No manager, director, department head, or any other employee with authority to make or materially influence significant personnel decisions or business/operational decisions, shall take or recommend an adverse personnel action or adverse business action against a whistle-blower in retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

Any employee, director, or stakeholder, who makes any disclosure/complaint under the whistle-blower mechanism or who provides information during the course of investigation of such disclosure/complaint will not be victimized by means of any undue adverse actions or retaliation affecting him in any manner. However, the aforesaid protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing.

This Policy shall not be used as a defence by a person against whom an adverse personnel action or adverse business action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this Policy to take adverse personnel action or adverse business action against a person, whose conduct or performance warrants that action, separate and apart from the disclosure/complaint made by him under this Policy.

F. Disqualification

- While it shall be ensured that genuine Whistle-Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection shall warrant disciplinary action.
- Protection under this Policy shall not mean protection from disciplinary action arising out of false or bogus allegations made by a whistle-blower knowing it to be false or bogus or with a *mala fide* intention.
- Whistle-Blowers, who make any Disclosures, which have been subsequently found to be mala fide or malicious or whistle-blowers who makes three or more Disclosures,

which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, shall be disqualified from reporting further Disclosures under this Policy. This itself shall be considered as an improper activity on which the Designated Committee shall have the right to act upon.

G. Procedures

1. For Making a Complaint/Disclosure

- Any stakeholder who observes or has knowledge of an alleged wrongful conduct shall make a Disclosure/Complaint to any of the Members of the Committee as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The Disclosure may be made in writing (by e-mail at whistle.blower@thejo-engg.com or on paper) or orally (a personal meeting or over the telephone). However, in valid cases, the Committee shall have the right to waive the limitation period of 60 days.
- In case of concerns about reaching out to the WB Committee or under exceptional circumstances, disclosure/report may be made directly to the Audit Committee of the Board or to the Chairperson of the Audit Committee (audit.committee@thejo-engg.com).

2. For Investigation and decision on the Complaint/Disclosure made

- All complaints/disclosures under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.
- The Designated Committee shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter. All information disclosed during the course of investigation will remain confidential except to the extent necessary for conducting the investigation or as required to be disclosed under the law.
- The Designated Committee shall have the right to outline a detailed procedure for an investigation.
- Any employee, including Members of the Designated Committee, who is in potential conflict of interest shall not be involved in the investigation of the whistle-blower complaint/disclosure in the capacity of investigator, administrator, co-ordinator, etc.
- The Committee shall have the right to involve and appoint external agencies/professionals, where deemed necessary, in investigating any whistle-blower complaint/disclosure.
- Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.
- If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company shall take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

- All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's document retention policy and applicable law.

3. For Filing a Complaint against victimisation

- No later than 30 days after a whistle-blower or any other person, who has furnished any information as part of the investigation on a whistle-blower complaint is notified or becomes aware of an adverse personnel action or adverse business action, he or she may protest the action by filing a written complaint with any member of the Designated Committee, if the person believes that the action was based on his or her prior disclosure of alleged wrongful conduct or his furnishing of information during the course of investigation of a whistle-blower complaint. The Committee, on receipt of such a complaint against victimisation, shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- Within 45 days of the complaint, the senior officer or a committee of managerial personnel so appointed, shall submit a report to the WB Committee. After considering the report, the Committee shall determine the future course of action and may order remedial action.

H. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

I. Dissemination

This Policy, as amended from time to time, shall be made available on the website of the Company.

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