

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 (hereinafter referred to as " the Code") is hereby adopted as per the stipulations of Clause 52 of the SME Listing Agreement with the National Stock Exchange of India Ltd., and such Code is applicable to all the Directors and Senior Managers, defined as members of core management team who are one level below the Board.

The principal attributes of the Code are to ensure effective corporate governance, high standards of integrity, fair business practices, dedicated customer service as also efficient, safe and trusted financial policies and business strategy.

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.

i) Fair Dealing:

All Directors and Senior Managers should deal fairly with customers, suppliers and other parties with whom they deal during the course of business. 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.

ii) 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.

iii) 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.

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.

iv) Insider Trading:

Senior Officers shall abide by the Company's insider trading policy in compliance with the SEBI (Prohibition of Insider Trading) Regulations 1992, as adopted by the Board of Directors of the Company.

v) 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.

vi) 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.

vii) Confidentiality:

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

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 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.

viii) Waivers and Amendment of the Code:

The Board may amend or waive the 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.

ix) 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.

x) 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 :