



THEJO ENGINEERING LIMITED

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CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), requires all listed companies to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code"/"the Code"). Accordingly, the Board of Directors of Thejo Engineering Limited has formulated the Code for fair disclosure of Unpublished Price Sensitive Information (UPSI).

Fair Disclosure Code

1. The Company shall promptly disclose unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer of the Company is designated as the Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of UPSI.
4. In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on Company's website.
5. The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
7. The Company shall develop best practices to make transcripts or record of proceedings of meetings with analyst and other investor relation conferences on the official website of the Company to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all UPSI on a need-to-know basis.
9. An UPSI can be disclosed only for legitimate purposes and such sharing shall not intended to evade or circumvent any legislation, including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Policy for determination of “legitimate purpose”

The following factors shall be considered to determine if the UPSI is shared for legitimate purpose:

- (i) whether sharing of such information is in the ordinary course of business of the Company;
- (ii) whether sharing of such information is required as per the requirement of any legislation for the time being in force;
- (iii) whether information is sought to be shared to evade or circumvent any legislation/Regulation;
- (iv) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
- (v) whether the information is required to be shared for enabling the Company to discharge its legal obligations;
- (vi) whether the nature of information being shared is commensurate to the purpose for which it is shared;
- (vii) in the event there exist multiple purposes for sharing UPSI, each purposes will be evaluated on its own merits, in line with the aforementioned principles; and
- (viii) such other factors as may be deemed fit considering the facts and circumstances of each case.

Any amendment to the Code shall be made with the approval of the Board and the same shall be intimated to the Stock Exchanges and shall also be updated in the Company’s official website.