

**CODE OF CONDUCT (CODE) FOR DIRECTORS AND SENIOR MANAGEMENT**  
**OF JOST'S ENGINEERING COMPANY LIMITED**

**(Amended as on 14<sup>th</sup> August, 2023 and 29<sup>th</sup> May, 2025)**

**1. Introduction**

- 1.1 The purpose of this code is to enhance further ethical and transparent process in managing assets and affairs of the company.
- 1.2 The Company had introduced the Code earlier, voluntarily, as at the relevant point of time, the company was exempted from Corporate Governance applicability. This Code was approved by the Board of Directors of the Company, at their meeting held on 16<sup>th</sup> April, 2015, and the Code came in to force, with effect from 16<sup>th</sup> April, 2015.
- 1.3 The Company is now required to have the Code mandatorily, as part of Corporate Governance, from the current financial year 2019-2020, in view of applicability of Corporate Governance, as the company has exceeded the Net Worth limit available for exemption, pursuant to Regulation 15(2) (a) of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 as on the last day of the previous financial year 2018-19.
- 1.4 Accordingly, the Board of Directors of the company has approved the new Code, at their meeting held on 6<sup>th</sup> February, 2020 and the new Code shall come into force with effect from 6<sup>th</sup> February, 2020.
- 1.5 With the introduction of new Code, the earlier code which was introduced on voluntarily basis stands withdrawn with effect from 6<sup>th</sup> February, 2020.

**2. Applicability**

The Code is applicable to all the members of the Board of Directors and senior management of the Company.

“Senior Management” shall mean the officers and personnel of the Company who are members of the core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

**3. Code of Conduct**

The Board members and Senior Management shall:

- act in the best interests of the Company and fulfill their fiduciary obligations to the Company;
- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- will deal fairly with all stakeholders;

- comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be compromised;
- not use the Company's property or position for personal gain;
- not accept from or give to stakeholder's gifts or other benefits except occasional gifts of modest value as part of customary business practice.
- not use any information or opportunity received by them in their capacity as Directors or senior management in a manner that would be detrimental to the Company's interests;
- act in a manner to enhance and maintain the reputation of the Company;
- disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- maintain the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors or senior management, except when authorised or legally required to disclose such information;
- not use confidential information acquired in the course of their service as Directors or senior management for their personal advantage or for the advantage of any other entity;
- help create and maintain a culture of high ethical standards and commitment to compliance.
- not engage in any business activity, which could be detrimental to or in competition with, the Company's any business activities.

#### **4. Non-Adherence**

Any instance of non-adherence to the Code of Conduct / any other observed unethical behaviour on the part of those covered under this Code should be brought to the attention of the Chairman of the Board and the Chairman of the Audit Committee who will determine what action shall be taken to deal with such non-adherence / unethical behaviour.

#### **5. Amendments to the Code**

The Board of Directors of the Company reserves the right to change / amend / add / delete / modify this Code in whole or in part, at any time without assigning any reason whatsoever.

#### **6. Annual Compliance Reporting**

The Board members and Senior Management members shall affirm compliance with this code on an annual basis, within 30 days of the close of every financial year. A proforma of Annual Compliance Report is annexed to this Code as Appendix – I.

**7. Compliance with Laws, Rules and Regulations**

The Board Members and Senior Management Members shall comply with all applicable laws, rules and regulations. They shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognise potential dangers and to know when to seek advice.

**8. Other Directorships and employment**

Unless specifically permitted, the Board Members and the Senior Management Members shall not serve in any other organisation as Director / Employee of that organisation which is doing the similar business in which the Company is engaged.

**9. Placement of the Code on Website**

This code and any amendments thereto shall be posted on the website of the Company.

**10. Acknowledgement of Receipt of the Code**

All Board Members and Senior Management Members shall acknowledge the receipt of this Code or any modification (s) thereto, in the acknowledgement form annexed to this Code as Appendix -II and forward the same to the Company Secretary.

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## **APPENDIX – I**

### **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT ANNUAL COMPLIANCE REPORT**

I .....do hereby solemnly affirm to the best of my knowledge and belief that I have, in letter and in spirit, complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ending 31st March, 20...

Signature: .....

Name: .....

Designation: .....

Date: .....

Place: .....

**APPENDIX – II**

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT  
ACKNOWLEDGEMENT FORM**

I ..... have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature: .....

Name: .....

Designation: .....

Date: .....

Place: .....