

## **THANGAMAYIL JEWELLERY LIMITED (TMJL):**

### **CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:**

The Company believes in transparency, professionalism and accountability, which are the basic principles of corporate governance. The Company would constantly endeavor to improve on these aspects. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Business Conduct and Ethics and the Code of Conduct for Prevention of Insider Trading for board and senior management personnel.

The basic philosophy of corporate governance at TMJL is to achieve business excellence by creating and enhancing value for its stakeholders.

- a. The Board of Directors and the Management of TMJL commit themselves to:
  - Strive towards enhancement of Shareholder value through;
    - i. Sound business decisions
    - ii. Prudent financial management and
    - iii. High standards of ethics throughout the organization.
  - Ensure transparency and professionalism in all decisions and transactions of the company.
  - Achieve excellence in Corporate Governance by
    - i. Conforming to and exceeding wherever possible, the prevalent mandatory guidelines on Corporate Governance.
    - ii. Regularly reviewing the Board processes and the management systems for further improvement.

Thus, in TMJL we are committed to conduct our business in a manner which will ensure long term growth thereby maximizing value to shareholders, Customers, Employees and Society at large. The company recognizes that good corporate governance is essential to build and retain the confidence of its shareholders. Therefore, the company that various disclosure requirement are complied with for effective corporate governance. To this end, the company's philosophy on corporate governance is to endeavor to ensure:

1. That system procedure which monitors compliance with laws, rules and regulations are in place in each area of its Business.
2. That relevant information regarding the company and its operations is disclosed, disseminated and easily available to its shareholders and
3. That the Board of Directors is kept fully informed of all material developments in the company, the risks in its business and its operations and the rationale for management's decisions and recommendations, so that the Board of Directors can effectively discharge their responsibilities to our shareholders.

The Company continues to undertake an Audit of its secretarial records and documents by a Practising Company Secretary in respect of compliance with the applicable provisions of the Act, Listing Agreement with the Indian Stock Exchanges and the applicable regulations and guidelines issued by Securities and Exchange Board of India. A copy of the Secretarial Audit Report for the period under review is a part of the Annual Report.

The activities and conduct of the company and its employees are governed by the code of conduct of the company. The major salutary principles prescribed by the code of conduct are:

- Conduct of business in consonance with National interest.
- Fair and accurate presentation of Financial Statements.
- Practising politically non- alignment.
- Maintaining quality of product and services.
- Being a good corporate citizen.
- Ethical conduct.
- Commitment to enhance shareholder value and statutory compliance.