



TEJ CONTROL SYSTEMS PVT. LTD.

CODE OF BUSINESS CONDUCT AND ETHICS

1.0 Introduction

The Board of Directors ("**Board**") of TEJ Control Systems Pvt. Ltd. ("**TEJ Control**")¹ has determined that, on the recommendation of the Corporate Governance and Nominating Committee, TEJ Control should formalize its commitment to conducting its business and affairs in accordance with the highest ethical standards by enacting this code of business conduct and ethics.

2.0 General Principles

TEJ Control is committed to conducting its business and affairs with honesty, integrity and in accordance with the highest ethical and legal standards.

This Code of Business Conduct and Ethics (the "**Code**") provides a set of ethical standards to guide each director, officer, employee, consultant and contractor of TEJ Control ("**Representatives**") in the conduct of their business, and for each director, officer and employee constitutes conditions of employment, and for each consultant and contractor constitutes conditions of providing services to TEJ Control.

This Code provides an overview of TEJ Control's expectations for its Representatives and is supplemented by other current policies adopted by TEJ Control and those other policies that may be adopted by TEJ Control from time to time.

3.0 Application of this Code

This Code applies to all Representatives and receipt of the latest version of this Code will be deemed to constitute your acceptance and agreement to be bound by its terms.

4.0 Communication of this Code

Copies of this Code are made available to all persons bound by it, either directly or by posting of the Code on the TEJ Control website at www.tejcontrol.com. All persons or entities bound by the Code shall be informed whenever significant changes are made. New Representatives shall be provided with a copy of this Code.

5.0 Compliance with Laws, Code and Policies

All Representatives, in discharging their duties, shall comply with:

- (a) the laws, rules and regulations of the jurisdictions where they carry out their duties to TEJ Control and all jurisdictions where TEJ Control conducts its business activities;
- (b) this Code; and
- (c) all corporate policies, which address many of the following expectations in more detail and include, without limitation, the following principal corporate policies:
 - (i) Whistleblower Policy.

6.0 Annual Certification Regarding Compliance

All directors and officers of TEJ Control, together with any employees, consultants and contractors specified by the Board, shall provide annual certification of compliance with this Code, confirming compliance with all laws, rules and regulations the jurisdictions where they carry out their duties and where TEJ Control is conducting its business activities, as well as compliance with all TEJ Control policies.

The Chief Executive Officer of TEJ Control shall be responsible for ensuring that annual certifications are obtained on or before the end of the first fiscal quarter of each year for all directors, officers, specified employees, specified consultants and specified contractors and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

Each year, as part of the annual certification process to confirm compliance with the corporate policies of TEJ Control, all directors, officers, employees and, as appropriate consultants and contractors, shall participate in a training session to help ensure that they understand the terms of the Code and all corporate policies of TEJ Control.

7.0 Standards of Good Professional Ethics

TEJ Control intends that its good reputation shall be maintained and accordingly, all of TEJ Control's activities shall be carried out ethically and with honesty and integrity, in the expectation that these activities will become a matter of public knowledge. Anything less is unacceptable and shall be treated as a serious breach of duty.

8.0 Protection and Proper Use of Assets

All Representatives shall deal with TEJ Control's assets, including all data, information (confidential or otherwise), records, material, facilities and equipment, with the strictest integrity and with due regard to the interests of shareholders and all other stakeholders. TEJ Control's assets may not be used for personal gain or benefit. In addition, all Representatives must act in a manner to protect such assets from loss, damage, misuse, theft and waste and ensure that such assets are used only for legitimate business purposes.

9.0 Confidentiality

Information is a key asset of TEJ Control. It is TEJ Control's policy to ensure that the Company's proprietary and confidential information, including proprietary and confidential information that has been entrusted to TEJ Control by others, is adequately safeguarded, as set out in TEJ Control's Corporate Disclosure Policy. All confidential information, including information about TEJ Control's business, assets, opportunities, suppliers and competitors should be properly protected from advertent or inadvertent disclosure.

10.0 Fair Dealing

All business dealings undertaken on behalf of TEJ Control, including with its security holders, customers, suppliers, competitors and employees, should be conducted in a manner that preserves TEJ Control's integrity and reputation. It is TEJ Control's policy to seek to avoid misrepresentations of material facts, manipulation, concealment, abuse of confidential information or any other illegal or unfair practices in all dealing with TEJ Control's security holders, customers, suppliers, competitors and employees.

11.0 Good Ambassadorship

All Representatives are ambassadors of TEJ Control in both their business and personal lives. While TEJ Control supports the freedom of the individual to pursue life in his or her own way outside of business hours, Representatives are encouraged to act in a manner which upholds their good reputation and that of TEJ Control.

All Representatives shall represent TEJ Control in a professional manner at all times. Neither the reputation nor the image of TEJ Control shall be jeopardized at any time. The behaviour of all Representatives is seen to reflect that of TEJ Control, so all actions must reflect the policies of TEJ Control.

12.0 Conflict Of Interest

Representatives, in discharging their duties, shall act honestly and in good faith with a view to the best interests of TEJ Control. Representatives shall avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of TEJ Control, and shall promptly disclose any such conflict, or potential conflict, to TEJ Control.

Representatives shall perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. No one working for TEJ Control shall accept financial compensation of any kind, nor any special discount, loan or favour, from persons, corporations or organizations having dealings or potential dealings with TEJ Control.

13.0 Corporate Opportunities

Representatives are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Representatives are also prohibited from competing with TEJ Control directly or indirectly and owe a duty to TEJ Control to advance the legitimate interests of TEJ Control when the opportunity to do so arises.

14.0 Gifts And Entertainment

Representatives, and their families shall not give nor accept gifts, gratuities or entertainment that has greater than a nominal monetary value.

15.0 Human Rights

All Representatives shall adhere to TEJ Control's commitment to promoting respect for internationally recognized human rights as set forth in the Declaration of Human Rights.

16.0 Equal Opportunity

TEJ Control is committed to providing a work environment that enables all employees to be recruited, and to pursue their careers, free from any form of unwarranted discrimination.

In particular, TEJ Control shall not discriminate on the basis of age, colour, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion or sexual orientation, unless required for occupational reasons as permitted by law.

17.0 Harassment

All employees have a right to work in an environment free from all forms of harassment. Harassment is defined as any unwanted conduct or comment that is intimidating, hostile or offensive in the work environment.

18.0 Alcohol And Drugs

Any misuse of alcohol or legal drugs (prescribed or un-prescribed), or the use of any illegal drugs, may jeopardize job safety and/or performance, and is prohibited in the TEJ Control workplace. No officer, employee, consultant or contractor shall enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance.

19.0 Reporting Violations Of The Code – Whistleblower Policy

All Representatives shall adhere to TEJ Control's commitment to conduct its business and affairs in a lawful and ethical manner. All Representatives are encouraged to talk to appropriate personnel within TEJ Control when in doubt about the best course of action in a particular situation and to report any breach or suspected breach of law, this Code or any of TEJ Control's corporate policies. TEJ Control prohibits retaliatory action against any officer or employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

TEJ Control has adopted a Whistleblower Policy which provides procedures for reporting any breach or suspected breach of law, this Code or any of TEJ Control's corporate policies. A copy of the Whistleblower Policy can be found on TEJ Control's website at www.tejcontrol.com

20.0 Consequences of Violation of The Code

Failure to comply with the Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of the Code may also violate certain Indian and/or other laws and if it appears that a Representative may have violated such laws, then TEJ Control may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

21.0 Review of Code

The Board shall review and evaluate this Code from time to time and generally on an annual basis to determine whether this Code is effective in ensuring that TEJ Control's business and affairs are conducted with honesty, integrity and in accordance with the highest ethical and legal standards.

22.0 Queries

If you have any questions about how this Code should be followed in a particular case, please contact the Chief Executive Officer or President of TEJ Control.

23.0 Waivers Of The Code

Any waiver of this Code with respect to a director or executive officer of TEJ Control may be made only by the Board. Any such waiver shall be disclosed to the extent and in the manner required by applicable laws or company rules and regulations.

24.0 Publication Of The Code

This Code shall be posted on:

- TEJ Control's website at www.tejcontrol.com

Dated: April 1, 2020

Approved by: Director

ANNUAL CERTIFICATION FORM

This will certify that I have received, recently read and understand the following policies provided by TEJ Control Systems Pvt. Ltd. ("TEJ Control"):

- Code of Business Conduct and Ethics, dated as of April 1, 2020;
- Whistleblower Policy, dated as of April 1, 2020; and
- Foreign Corrupt Practices Policy, dated as of April 1, 2020 (together the "Policies").

I hereby declare that I am responsible for understanding, complying with and implementing the Policies as they apply to my position and area of responsibility. I understand that I must also comply with the policies and rules governing my individual workplace or job function.

I hereby accept and assume such liability as a continuing condition of my employment (in the case of employees and consultants) and acknowledge that any breach of the Policies may result in the termination of my employment or consulting arrangement with TEJ Control.

I confirm that I have been and am currently in compliance with the Policies, as well as the laws, regulation and rules of the jurisdiction where I carry out my business duties to TEJ Control and all jurisdictions where TEJ Control conducts its business activities, except as noted below or as has been already properly reported to TEJ Control representatives.

Philip Jacob
NAME (PRINT)

J. Philip
SIGNATURE