IL JIN ELECTRONICS (INDIA) LIMITED
(FORMERLY KNOWN AS IL JIN ELECTRONICS (INDIA) LIMITED)

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Approved and adopted by the Board of Directors of the Company at its meeting held on 30th October 2026.

PREAMBLE

This Code of Conduct ("the Code") shall be called 'Code of conduct for Directors and Senior Management Personnel' of **'IL JIN Electronics (India) Limited (Formerly known as IL JIN Electronics (India) Private Limited)'** (hereinafter referred to as "the Company").

The Company intends to formulate this code of conduct for the members of the board of directors of the Company and senior management personnel pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").

Accordingly, the Board of Directors of the company has adopted the Code of Conduct which sets out as follows:

i. Guidance on ethical standards of conduct on various matters including conflict of interest, acceptance of positions of responsibilities, treatment of business opportunities, etc.;
ii. Responsibility to comply with Insider trading regulations and applicable laws and regulations; and
iii. Procedure for annual affirmations to the Code of Conduct by Directors and the Senior Management.

1. SCOPE

1. The code of conduct shall be posted on the website of the Company.
2. The conduct of directors should be in accordance with the articles of association of the company; but in no case should contravene the duties specified by the law.
3. Directors, being trustees of shareholders, have fiduciary relationship with them. As such, the directors have fiduciary duties towards the company. The has codified these fiduciary duties which though were not explicitly stated under the previous law, were implied since directors are in a fiduciary relationship with the company and its members the duties of a director as specified under Section 166 of the Act.

2. LEGAL FRAMEWORK

This Code is formulated in line with the requirement of Regulation 17(5) read with Regulation 46(2) of the SEBI LODR Regulations and Schedule IV of Act on Code for Independent Directors, which stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company and shall also disclose such code on its website.

3. DEFINITION

"Board of Directors" or **"Board"** shall mean the board of directors of the Company.

"Act" shall mean the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

"Directors" means Directors on the Board of Directors of the Company, including the Chairman and Managing Director.

"immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

"Independent Director" shall mean a director of the Company, who qualifies the criteria of independence as stipulated under Section 149 of the Act, read with Clause 16(1)(b) of the Regulations.

"Key Managerial Personnel" means Key Managerial Personnel as defined in Section 2(51) of the Act, Regulation 2(1)(o) of the SEBI LODR Regulations and Regulation 2(1)(bb) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") as follows:
(*i*) the Chief Executive Officer or the Managing Director or the Manager;
(*ii*) the Company Secretary;
(iii) the Whole-Time Director;
(*iv*) the Chief Financial Officer;
(v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
(vi) such other officer as may be prescribed.

"Relatives" / "Immediate Families" shall have the same meaning as the term "relative" defined in Section 2 (77) of the Act as follows:

"Relatives" with reference to any person, means anyone who is related to another, If:

i. they are members of a Hindu Undivided Family;
ii. they are husband and wife;
iii. one person is related to the other in such manner as may be prescribed;

List of Relatives in terms of Section 2(77) of the Act:
1. Father (including step-father)
2. Mother (including step-mother)
3. Son (including step-son)
4. Son's wife
5. Daughter
6. Daughter's husband
7. Brother (including step-brother)
8. Sister (including step sister)

"Related Party" have the meaning as defined under Section 2(76) of the Act, Regulation 2(1)(zb) of the SEBI LODR Regulations, applicable Accounting Standards and applicable Reserve Bank of India's Master Directions.

"Senior Management Personnel" shall mean and include:
- Officers/Personnel of the Company who are members of the core management team, excluding the Board of Directors;
- All members of management one level below the Chief Executive Officer/ Managing Director/ Whole-time Director/ Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors);
- Functional heads, by whatever name called; and

- Persons identified and designated as Key Managerial Personnel, other than the Board of Directors by the Company.

All other words and expressions used but not defined in this Code but defined in the Securities Exchange Board of India ("SEBI") Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Depositories Act, 1996 and/ or the rules and regulations made there under, each as amended shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

The Code is not intended to create any expressed or implied contract with any employee or third party. The purpose of this Code is, to uphold ethical standards in all activities within or outside the Company and to provide basic and broad guidelines of situations in which ethical issues arise. The Board of the Company has the exclusive responsibility for the final interpretation of the Code.

4. APPLICABILITY

The code shall be applicable to:

1. All Directors/Senior Management personnel are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis.
2. The Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Non-executive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

This code has to be complied with both, in letter and spirit, by Specified Persons. Any violation / suspected violation of the code has to be promptly communicated to the compliance officer of the Company which would be taken up in the meetings of the Audit Committee /Board of Directors.

5. OBJECTIVE & GUIDELINES FOR CONDUCT

With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed. The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code.

Key Requirements

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct:

A. Accountability

The Directors/Senior Management Personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to

use their best endeavours and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company's properties, brand equity and image. They shall act responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfil their fiduciary obligations.

B. Conflict of Interest

The Directors/Senior Management Personnel shall not engage in any business, relationship or activity, which may conflict with the interests of the Company. Notwithstanding anything contain herein, an Independent / Non - Executive Director shall have the full liberty to pursue his/ her independent professional/ business/ employment activities and/or to assume office(s) of director/ trustee. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Below are the common circumstances that may lead to a conflict of interest, actual or potential: –

1. They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company;
2. They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised;
3. They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role. If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

C. Compliance

All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Audit Committee / Board of Directors through the Compliance Officer.

D. Other Directorships

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

E. Confidentiality of Information

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized. Confidential information includes but are not restricted to:

1. Information not yet released to the public;
2. Unpublished company strategy;

3. Current or future R&D programs, technical breakthroughs and/or inventions;
4. Investments, planned mergers or acquisitions;
5. Information received from customers or partners;
6. Unpublished Financial data either actual or forecasted;
7. Employee information.

F. Insider Trading and Fraudulent & Unfair Practices in the Securities Market

A Director or the Senior management personnel and their Relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of any information about the Company, which is not in the public domain and thus constitutes insider information. They shall also ensure compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Code to regulate, monitor, and report trading by designated persons and immediate relatives as also other regulations as may become applicable to them from time to time in addition to the Company's Code for Prevention of Insider Trading. The Company also prohibits its Directors and Senior management Personnel to undertake any fraudulent or unfair trade practice in connection with the securities of the Company.

G. Equity

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors/Senior Management Personnel shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited. They shall strive for maintaining a safe workplace by following safety and health rules and practices.

H. Consumer/ Investor Focus

The Directors/Senior Management Personnel shall focus on customer/ investor satisfaction. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

I. Team Work and Spirit

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

J. Corporate Opportunity

Except as approved by the Board, the Directors/Senior Management Personnel are prohibited from:
a. taking any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position; and
b. Using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company.

Notwithstanding anything contain herein, an Independent / Non- Executive Director shall have the full liberty to persue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

K. Gift & Donations

No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favours. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or during social relations and normal business courtesies may be accepted/ given.

L. Safeguarding Company's Assets

Directors and Senior Management Personnel shall, to the extent practicable, protect the Company's assets from loss, damage, misuse, unauthorized access, or theft. They must ensure that such assets are used solely for legitimate business purposes or for other purposes expressly authorized by the Management, and shall not be used for any unauthorized purpose.

Directors and Senior Management Personnel shall not use, appropriate, or apply the Company's assets, resources, or proprietary information for personal gain or for the benefit of any related party, except as specifically authorized by the Company.

The use of the Company's assets, resources, or proprietary information for any illegal, fraudulent, unethical, or improper purpose is strictly prohibited.

Safeguarding and preserving the Company's assets, whether tangible or intangible, is the responsibility of every Director and Senior Management Personnel. This includes protecting physical assets, intellectual property, confidential information, data, technology resources, and the Company's reputation from misuse or unauthorized disclosure.

M. Financial Record Keeping & Reporting

The Company is committed to ensuring that its financial statements and reporting:

(i) Does not contain any untrue statement;
(ii) Does not omit any material fact or has contents that might be misleading; and
(iii) Strives to present a true and fair view of the Company's affairs in compliance with the prevailing Accounting Standards and applicable laws and regulations.

The Directors and Senior management Personnel shall ensure that all transactions are properly identified, analysed, authorised, recorded, and reported as required and there shall be no wilful omission of any Company transactions from the books and financial records and all required information shall be provided to the Auditors.

All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable, regardless of whether a Director/Senior Management Personnel is directly involved in

financial reporting or accounting, most come into contact with financial transactions directly or indirectly.

6. DUTIES OF DIRECTORS

Without prejudice to, and in addition to, the duties prescribed under Section 166 of the Act, the SEBI LODR Regulations, the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct for Prevention of Insider Trading framed thereunder, and other applicable laws, each Director shall:

1. act in accordance with the articles of association of the Company;
2. act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
3. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
4. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
5. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;
6. shall not assign his office and any assignment so made shall be void.

Further, an Independent Director shall comply with the duties of Independent Directors as set out in Clause 8 of this Code and Schedule IV the Act.

Notwithstanding anything contained in the Act, an Independent Director or a Non-Executive Director (not being a promoter or Key Managerial Personnel) shall be held liable only in respect of such acts of omission or commission by the Company which occurred with his/her knowledge, attributable through Board processes, and with his/her consent or connivance, or where he/she has not acted diligently.

7. CODE FOR INDEPENDENT DIRECTORS AS PER SCHEDULE IV READ WITH SECTION 149(8) OF THE ACT

Code for Independent Directors

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

I. Guidelines for Professional Conduct

An Independent Director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the Company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;

5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly; and
9. assist the Company in implementing the best corporate governance practices.

II. Role and Functions:

The independent Directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall :

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

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9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of Appointment:

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of independent directors shall be formalized through a letter of appointment, which shall set out :

   (a) the term of appointment;
   (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
   (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
   (d) provision for Directors and Officers (D and O) insurance, if any;
   (e) the Code of Business Ethics that the company expects its directors and employees to follow;
   (f) the list of actions that a director should not do while functioning as such in the company; and
   (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-Appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

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VI. Resignation or Removal:

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
3. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate Meetings:

1. The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
   (a) review the performance of non-independent directors and the Board as a whole;
   (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
   (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation Mechanism:

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

9. COMPLIANCE WITH THE CODE

Once every year or upon revision of this code, every Director/ Senior Management Personnel must acknowledge an understanding of the code and an affirmation that he/she has complied with the Code. New Directors/ Senior Management Personnel will acknowledge and affirm at the time of joining.

10. AMENDMENT/ MODIFICATION/ WAIVER

This code may be amended, modified, varied of waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code.

11. REPORTING

While every Director/Senior Management Personnel has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director/ Senior Management Personnel or by any other Director/ Senior Management Personnel shall be immediately reported to the

Board through the compliance officer. In case of any doubt as to the best course of action, the concerned Director/ Senior Management Personnel should promptly contact the compliance officer.

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