



CODE OF CONDUCT AND BUSINESS ETHICS FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

PREAMBLE

This Code of Conduct is in compliance of the requirements under Clause 49 (II) (E) of the Listing Agreement.

PURPOSE

The Company is committed to achieve excellence in everything it does including the canons of fair and ethical business conduct. This Code of Conduct ("Code") reflects the business practice and principles of behaviour that support this commitment.

The objective and purpose of the code is to conduct business with responsibility, integrity, fairness, transparency and honesty and also to meet the obligations towards the shareholders and all other stakeholders of the Company. The Code also envisages to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability.

APPLICABILITY

This code shall be applicable to the following persons.

- a. Board of Directors
- b. All Senior Management Personnel.

INTERPRETATIONS

For the purpose of this code, the term "Senior Management" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

The word Company shall mean "The Waterbase Limited."

CODE OF CONDUCT

The Directors and Senior Management Personnel shall have the responsibility to carry out their duties in an honest and diligent manner and within the ambit of the applicable laws, read with the Articles of Association of the Company. They are the trustees of the Company's assets and are also responsible for honest, fair and ethical conduct of business affairs of the Company. They must also remain within the ethical bounds of the authority vested in them and should always take informed decisions and enact policies in the best interest of the Company and its shareholders. The following are the main principles and requirements that the Directors and Senior Management Personnel are expected to adhere to:

1. COMPLIANCE OF LAWS

The Directors and Senior Management Personnel shall endeavour to ensure compliance with all applicable laws, rules and regulations applicable to the Company including best corporate governance practices both in letter and spirit.



2. FIDUCIARY ROLE

The Directors and Senior Management Personnel shall act and use their powers of office in good faith and in the best interests of the Company, its employees and other stakeholders. Directors and Senior Management Personnel should take informed and prudent decisions and act in good faith in accordance with the Company's codes and policies and the best governance practices without conflict and always put the interests of the Company before those of the individual Directors.

3. HONEST & ETHICAL CONDUCT

The Directors and Senior Management Personnel shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. Honest conduct is conduct that is free from any fraud or deception. Ethical conduct is the conduct conforming to the accepted professional standards of conduct. The Directors and Senior Management Personnel shall not achieve or attempt to achieve any undue advantage either to himself or to his relatives, partners, or associates.

The Directors and Senior Management Personnel should endeavour to disclose all the information required to be disclosed under the relevant accounting standards or under any laws or regulations in its financial statements. The fees and compensation payable to the Directors - both executive and non-executive, shall be fixed by the Nomination and Remuneration Committee Board and approved by the shareholders as per the applicable provisions of law and the same will be fully disclosed in the Annual Report to the Members.

4. CONFIDENTIALITY

The Directors and Senior Management Personnel shall maintain the confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorised or legally mandated. The use of confidential information for personal advantage or profit is prohibited.

No Director and Senior Management Personnel shall solicit confidential information from third parties without prior authorization. The use of Company information for personal gain is strictly prohibited. The term "confidential information" includes, but is not limited to, non-public information that might be of use to competitors of the Company or harmful to the Company or its customers, if disclosed. Whenever feasible, Directors should consult the Chairman of the Board, if they believe they have a legal obligation to disclose confidential information.

5. PROTECTION AND PROPER USE OF COMPANY'S ASSETS

The Directors and Senior Management Personnel should perform their duty in a manner that protects the assets of the Company and ensures their efficient use. The Directors and Senior Management Personnel should ensure that the company's assets are used only for legitimate business purposes.

6. TRANSPARENCY & FAIR DEALING

The Company is committed to openness in its dealings with the stakeholders. Transparency and honesty shall be the guiding principles in all the communication



activities internally and externally. The Directors and Senior Management Personnel should endeavour to deal fairly with the Company's customers, suppliers, competitors, officers and employees and should not seek competitive advantages through illegal or unethical business practices. No Director and Senior Management Personnel shall take unfair advantage of the Company's customers, suppliers, competitors or employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. The Directors and Senior Management Personnel shall immediately bring to the notice of the Board, any unethical behaviour and actual or suspected fraud.

The payment of bribes, kickbacks or any other payment of any nature, whether in cash or kind, to obtain business or otherwise gain advantage for the Company is strictly prohibited, irrespective of whether such payments or offers are made directly or indirectly. Though business gifts and entertainment should be viewed with caution, the Directors and Senior Management Personnel may accept and offer nominal gifts, which are customary or commemorative in nature for special events.

7. CONFLICT OF INTEREST

The Directors and Senior Management Personnel shall not engage in any activity or enter into any pecuniary relationship, which might result in conflict of interest, either directly or indirectly, or which could reasonably be construed as creating an appearance of a conflict of interest. A "conflict of interest" occurs when an individual's private interest, directly or indirectly, interferes or appears to interfere with the interests of the Company. However, the Directors and Senior Management Personnel are free to make personal investments and enjoy social relations and normal business courtesies, but they must not have any interests that adversely influence the performance of their duties, functions and responsibilities.

Conflicts of interest may not always be clear-cut. Any question therefore about a Director's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Chairman of the Board, who will review the matter and determine a proper course of action. The Directors and Senior Management Personnel concerned should abstain from voting, discussion or otherwise influencing a decision on any matter in which in he/she has or may have conflict of interest.

8. CORPORATE OPPORTUNITY

Directors and Senior Management Personnel shall not compete with the Company, take for themselves personally any business opportunities that belong to the Company or/ are discovered through the use of corporate property, information or position or use corporate property, information or position for personal gain.

9. DELEGATION AND ASSIGNMENT

Directors and Senior Management Personnel shall not delegate their powers unless specifically authorised by the Board. They shall also not assign their office to anyone else. In case any Director/ Senior Management Personnel delegate any of their duties, powers and responsibilities to another person with due approval of the Board, they shall still remain fully accountable and responsible for the acts and omissions of the delegatee and shall be responsible to report to the Board the performance of the delegatee.



10. FAIR COMPETITION

The Company is committed to free enterprise and fair competition, respecting social responsibilities. Company business must be conducted solely on the basis of merit and open competition. The Directors and Senior Management Personnel shall hire suppliers, agents or other intermediaries only by fair assessment. They shall make business decisions in its best interest, and do not engage in anti-competitive activities such as developing understandings or agreements with a competitor which may have a negative impact in a competitive market.

11. INDEPENDENT DIRECTORS

The duties of Independent Directors shall be as laid down in the Companies Act, 2013.

12. ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 (II) (E) (2) of the Listing Agreement, all Board Members and Senior Management Personnel shall confirm compliance with the code on an annual basis, within 30 days of close of every financial year. The annual report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer. The annual compliance report shall be as per the format given in Annexure – 1.

If any Director / Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to the Company affirming compliance of the code till the date of his association with the Company.

TRAINING

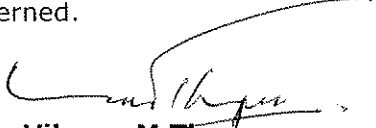
All members of the Board including Executive Directors and Senior Management Personnel are expected to ensure that they find time to attend training sessions as and when organized by the Company to train on the business model, as well as the risk profile of the business parameters of the Company, their respective responsibilities as Directors/ Senior Management Personnel and the best way to discharge them.

CONSEQUENCES OF NON COMPLIANCE

The Directors and Senior Management Personnel are accountable for full compliance with this Code. Any deviation from this Code shall be determined by the Board of Directors in case of members of the Board and the Chief Executive Officer in case of Senior Management Personnel, which may include serious disciplinary action, removal from office as well as other remedies. This will be in addition to any legal actions that may arise out of such non-compliance.

AMENDMENT

The Board may in its absolute discretion, reserve the right to modify this code as deemed expedient from time to time and shall be notified to all concerned.



Vikram M Thapar
Chairman



Annexure – 1

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT
PERSONNEL**

ANNUAL COMPLIANCE REPORT*

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

Signature_____

Name _____

Designation_____

Date_____

Place_____

*To be submitted on or before 30th April each year.