



**The
Waterbase
Limited**

CODE OF CONDUCT

FOR

PREVENTION OF INSIDER TRADING

AND

**CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION (“UPSI”)**

PART A

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1) Preamble

This Code of Conduct for Prevention of Insider Trading (Code) is being framed by the Company as required by Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('Regulations'). The Code lays down the policy of the Company in ensuring Unpublished Price Sensitive Information (UPSI), as defined herein, is protected, communicated on need to know basis and is not subject to misuse to the disadvantage of public investors.

The Code among other things also seeks to ensure timely and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities. The requirements of the Code are in accordance with the framework specified by the Regulations and are in addition to the Compliances specified by the Regulations.

2) Definitions

- a) "Compliance Officer" of the Company shall mean the Company Secretary or any other official as designated by the Board from time to time and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company.
- b) "Connected Persons" means such persons defined as connected or deemed to be connected persons under the SEBI (Prevention of Insider Trading) Regulations, 2015.
- c) "Designated Person" shall mean:
 1. All Directors
 2. All Key Managerial Personnel as defined under the Companies Act, 2013
 3. All Officers in the rank of General Manager and above;
 4. All Officers identified by CEO / CFO in Finance, Accounts & Secretarial Departments;
 5. Any other person / employees designated by the CEO / Compliance Officer having regard to the access that such employee may be expected to have of UPSI.
 6. Any person having a fiduciary, contractual or professional relationship with the Company such as auditors, accountancy firms, law firms, analysts, consultants etc assisting or advising the Company who would be reasonably be expected to have access to UPSI.
 7. Immediate Relatives of persons covered above.

- d) "Immediate relative" means 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;
- e) "Insider" means any person who is:
 - 1. a connected person; or
 - 2. in possession of or having access to unpublished price sensitive information;
- f) "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- g) "Unpublished Price Sensitive Information" (UPSI) means any information pertaining to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include, but not restricted to, information relating to the following:
 - 1. Financial Results;
 - 2. Dividends;
 - 3. Change in capital structure;
 - 4. Mergers, De-mergers, Acquisitions, Delistings, Disposals and expansion of business and such other transactions;
 - 5. Changes in key managerial personnel.
- h) "Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information by a Designated Person with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations as amended from time to time, in the ordinary course of business or otherwise in furtherance of such business activities as approved by the Board. As such, it is a legal standard which is subjective in nature and will need to be tested in each fact and specific instance.
- i) All other terms and words not defined herein shall have the same meaning and definition assigned to them in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

3) **Role of Compliance Officer**

- (i) The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, at such frequency as may be stipulated by the Board of directors, but not less than once in a year.

- (ii) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing of trades as required under the Code, monitoring of trades for which pre-clearance is sought under the Code and the implementation of the Code under the overall supervision of the Board of Directors or the Head of the Company, as the case may be.
- (iii) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information
- (iv) The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- (v) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Upon approval shall notify the plan to the respective stock exchanges.

4) **Disclosures**

Initial Disclosures

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

Continual Disclosures

Every Promoter, member of the promoter group, designated person and Director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time

Disclosures by other connected persons.

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

5) Preservation of “Price Sensitive Information”

Designated Persons shall maintain the confidentiality of all UPSI that may come to their knowledge or possession. Designated Persons shall not pass on such information to any person directly or indirectly except by following the Chinese wall procedure detailed in this Code.

Need to know basis

The Company shall handle Unpublished Price Sensitive Information on a need to know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within and outside the Company, who need to know such Unpublished Price Sensitive Information to discharge their duty and possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof. While communicating Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such information.

6) Prevention of misuse of UPSI

- a. The Designated Persons shall not deal/ buy/sell/ pledge etc securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited. The Designated persons shall conduct all their dealings in the securities of the Company only during an open trading window. The Compliance Officer shall specify a Trading Window closure period during such time when price sensitive information remains unpublished. No Designated Person shall trade or deal with the Securities of the Company when the trading window is closed.
- b. The closure of trading Window for the purposes for which a specific notice/ intimation is required to be given to Stock Exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any UPSI is given to Stock Exchange. However, if the circumstances so warrants, the time for closing of trading window may be increased or decreased by the Compliance Officer.
- c. The period of closure of trading window for the purposes for which no specific notice/ intimation is required to be given to Stock Exchange shall be advised by the Compliance Officer of the Company.
- d. The Trading Window shall be opened on third calendar day from the day on which UPSI is communicated to the Stock Exchange and becomes generally available.

- e. The Compliance Officer shall communicate in writing such trading window to the concerned designated persons.

7) **Pre-clearance of trades and other restrictions**

- a) All Directors, Designated Person and their immediate relative shall complete execution of approved transaction in the securities within the expiry of the approved period and submit details of transaction within two trading days of execution in the format prescribed under Regulations.

The details of off-market trades are also required to be reported to the Company within two trading days of execution of transaction. The Obligation to disclose trading by the immediate relative of Designated Person/Directors or any other person for whom the Designated Person/Directors takes trading decision, lies on the Designated Person/Director.

- b) An application stating, inter alia, the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has security account and the details as to the securities already held etc, for pre-clearance shall be made to the Compliance Officer of Company in the format specified in **Annexure 1**.

An undertaking shall also be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

- i. That the said Designated Person does not have any access or has not received UPSI up to the time of signing the undertaking.
 - ii. That in case the said Designated Person has access to or receives UPSI after signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer(s) of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - iii. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
 - iv. That he/she has made a full and true disclosure in the matter.
- c) All Designated Persons shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Designated Persons must pre-clear the transaction again and shall also inform the Compliance Officer of non-execution of the trade immediately stating the reasons for non execution of pre-cleared trade.

- d) All Designated Persons who buy or sell any number of shares of the company shall not enter into an opposite transaction in those shares i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the company at any time.
- e) In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard.

8) Trading Plan

- a. The Designated Persons, who are expected to be in perpetual possession of unpublished price sensitive information, shall have an option to formulate their trading plan and present the same to Compliance Officer(s) for approval. Upon approval of Trading Plan, the Compliance Officer(s) shall notify the same to Stock Exchanges where securities of the Company are listed. When trades are done under an approved trading plan, the pre-clearance requirements specified under Clause 7 shall not apply to those trades. However, all other requirements like Trading Window, reporting of transactions etc shall apply to such trades.
- b. The Compliance Officer(s) shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and may seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- c. The Trading plan shall comply with following requirements:
 - i. Trading/Dealing in securities will commence after six months of public disclosure of trading plan.
 - ii. No Trading/Dealing between twenty (20) trading days prior to last day of any financial period for which results are required to be announced and till second (2) trading day after disclosure of financial results.
 - iii. Trading plan should be for a period of at least 12 months and there should not be any time overlapping in two trading plans.
 - iv. Trading plan shall set out either the value of trades to be effected or number of securities to be traded along with the nature of trade and the intervals at or the dates on which such trades shall be effected
 - v. The Trading should not entail/result in market abuse.
 - vi. The trading plan once approved shall be irrevocable & the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

9) Reporting Requirements for transactions in securities

- a. All Designated Persons of the company shall be required to forward following details of their securities transactions to the Compliance Officer:
 - i. All holdings in securities of that company by Designated Persons at the time of joining the company or entering into contractual relationship with the Company, within 7 days from the date of joining or entering into contractual relationship (As per **Annexure – 2**);
 - ii. Half yearly statement (April to September and October to March) of transactions in the securities, within 7 days from the end of the respective period (As per **Annexure – 3**) or as deemed fit by Compliance Officer; and
 - iii. Annual statement of all holdings in securities as on 31st of March, within 7 days thereof (As per **Annexure – 4**) or as deemed fit by Compliance Officer.
- b. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of eight years.
- c. The Compliance Officer shall place before the Audit Committee, on a half-yearly / annual basis, all the details of dealing in the securities by Designated Persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

10) Penalty for contravention of code of conduct

- a. Any Designated Persons who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalised and appropriate action may be taken by the company.
- b. Designated Persons of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans etc.
- c. The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

11) Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

PART B

CODE OF FAIR DISCLOSURE PRACTICES

1) Corporate Disclosure Policy

The object of the Policy is to ensure that the company gives timely and adequate disclosure of UPSI by following the below mentioned norms:—

2) Prompt disclosure of UPSI

- a) Price sensitive information shall be given to stock exchanges and disseminated on a continuous and immediate basis once credible and concrete information comes into being.
- b) The Company may also consider ways of supplementing information released to stock exchanges by improving Investor access to the public announcements by disclosing the same in the website.

3) Overseeing and co-ordinating disclosure

- a) The Compliance Officer is designated as Chief Investor Relations Officer (CIRO) to oversee the corporate disclosures.
- b) The CIRO shall be responsible for ensuring that the company complies with continuous disclosure requirements under the Listing Regulations and also under this Code, overseeing and co-ordinating disclosure of UPSI to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure. In any case, UPSI shall not be shared on selective basis i.e. with analysts, media etc before making the UPSI publicly available.
- c) Information disclosure/dissemination shall normally be approved in advance by the CIRO.
- d) If information is accidentally disclosed without prior approval, the person responsible may inform the CIRO immediately, even if the information is not considered price sensitive.
- e) The Company shall not share any UPSI with any analysts or other market intermediaries who do not have a Code of Conduct as per the requirements of the Regulations.

4) Responding to market rumors

- a) The CIRO is responsible for responding to any queries or requests for verification of market rumors by exchanges.

- b) The CIRO in consultation with the Board / Head of the Company is responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

5) Timely Reporting of shareholdings/ownership and changes in ownership

Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

6) Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:

- (i) **Only Public information to be provided** – The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public, within 15 minutes of providing the information to the analyst/research persons/large investors like institutions.
- (ii) **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- (iii) **Handling of unanticipated questions** – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- (iv) **Simultaneous release of Information** - When the company organises meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet. The company may also consider live webcasting of analyst meets.

7) Medium of disclosure/dissemination

- a) Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- b) The Company shall ensure that disclosure to stock exchanges is made promptly.
- c) The Company may also facilitate disclosure through the use of its dedicated

Internet website.

- d) The Company's website(s) may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- e) The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the company's website(s).

PART C

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

This Policy, which is part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, is known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE

The policy is formulated with an objective to identify 'Legitimate Purposes' for which an insider is entitled to communicate, provide, or allow access to any unpublished price sensitive information (UPSI), relating to The Waterbase Limited (the Company), its listed securities or securities which are proposed to be listed, to any person including other insiders, in the ordinary course of business.

DEFINITION

"Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

"Legitimate" Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, any other person with whom UPSI is shared provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

SHARING OF UPSI FOR LEGITIMATE PURPOSE

The UPSI shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relations Officer (CIO) of the Company, in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- i. Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- ii. Sharing of UPSI where such communication is in furtherance of performance of duty
- iii. Sharing of UPSI for discharge of legal obligation(s).
- iv. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- v. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons;

- i. To make aware such person that the information shared is or would be UPSI.
- ii. To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse of UPSI.
- iii. To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

For and on behalf of the Board

Sd/-

Vikramaditya Mohan Thapar
Chairman

Annexure – 1

To

The Compliance Officer
The Waterbase Limited

APPLICATION FOR PRE-CLEARANCE

As on date I/my dependent Shri. _____ am/is _____ holding _____ shares in your Company, under Folio No. / DP ID – Client ID _____. I/my dependent am/is desirous of dealing (purchase/sell) _____ Shares of the Company. I seek your approval for the same under the Code of Conduct for Prevention of Insider Trading.

I hereby state that--

- a) I am not depending on/using any price sensitive information as defined in the Code that has not become public.
- b) In the event that I have access to or received any information that could be construed as “Unpublished Price Sensitive Information” as defined in the code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the company until such information becomes public;
- c) I have not contravened the provisions of the code of conduct for prohibition of insider trading as notified by the company from time to time.
- d) I have made full and true disclosure in the matter.

NAME :

PAN :

SIGNATURE :

DATE :

Annexure - 2

DISCLOSURE OF PARTICULARS BY DESIGNATED PERSONS

Date: _____

To
The Compliance Officer
The Waterbase Limited

Dear Sir,

My/ Our details are as under:

NAME OF DESIGNATED PERSON _____
Emp. No: _____ Grade _____ Department _____
Location _____ Date of Appointment/ Date of Agreement _____
PAN No _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Company's Code of Conduct for prevention of insider trading, I hereby declare that I/we

- Do not hold any securities as on date
 Hold securities as per details given below

Name of the holder	First or joint holder	Folio No. (Physical form)	Holding	DP ID / Client ID (Electronic form)	holding

** indicate "F" where the named holder is first holder of the securities and "J" where he/she is the joint holder of the securities.

All DP IDs and Client IDs to be furnished even if no securities of the Company are held. I hereby declare that the above details are true, correct and complete in all respects.

NAME :

SIGNATURE

DATE :

Annexure - 3

To

The Compliance Officer
The Waterbase Limited

HALF YEARLY DISCLOSURE OF TRANSACTIONS BY DESIGNATED PERSONS

Reporting Period			6 months ended ____		
Name of Designated Person					
PAN No:					
<i>Date of purchase</i>	<i>No. of shares</i>	<i>Price per share</i>	<i>Date of Sale</i>	<i>No. of shares</i>	<i>Price per share</i>
TOTAL			TOTAL		
<i>Total no. of shares held at the beginning of the Half Year</i>					
<i>Total no. of shares held at the end of the Half Year</i>					

NAME :

SIGNATURE :

DATE :

Annexure - 4

To

The Compliance Officer
The Waterbase Limited

ANNUAL DISCLOSURE OF SHAREHOLDINGS OF

DESIGNATED PERSONS DETAILS OF SHARES HELD BY

DESIGNATED PERSONS NAME	DESIGNATION & PAN NUMBER	NO OF SHARES HELD ON 31st March	FOLIO NO/DP ID/ CLIENT ID

NAME :

SIGNATURE :

DATE :