



**CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD
MEMBERS AND SENIOR MANAGEMENT**

[Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Guidelines of Department of Public Enterprises]

Approved by
Board of Directors
Dated 28th August, 2022

WAPCOS LIMITED

CIN: U74899DL1969GOI005070

Registered Office :5th Floor Kailash 26, Kasturba Gandhi Marg, New Delhi – 110001, India

Corporate Office:76-C, Institutional Area, Sector-18, Gurgaon, Haryana-122015

Shawil

CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT

1. INTRODUCTION

- 1.1 This code shall be called “**The Code of Business Conduct and Ethics for Board Members and Senior Management**” (the “**Code**”) of **WAPCOS LIMITED** (hereinafter referred to as “**WAPCOS**” or “**Company**”).
- 1.2 The purpose of the Code is to enhance ethical and transparent process in managing the affairs of the Company.
- 1.3 The Code has been framed specially in compliance of the provisions of Regulation 17(5) of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI LODR Regulations**”) and as per Guidelines of Department of Public Enterprises (“**DPE**”).
- 1.4 It shall come into force with effect from the date of listing of the Company on Stock Exchange(s), unless specified otherwise..

2. DEFINITIONS AND INTERPRETATION

In the Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 2.1 “**Act**” shall mean the Companies Act, 2013 and the rules framed there under, as amended from time to time;
- 2.2 “**Board/Board of Directors**” shall mean the Board of Directors of the Company;
- 2.3 “**Board Members**” shall mean the Directors on the Board;
- 2.4 “**Duties of Directors/Independent Directors**” shall mean and include duties as laid down in the Act including any amendment thereof and as enumerated in **Annexure-1** of the Code;
- 2.5 “**Independent Directors**” shall mean a director referred to in Section 149(6) of the Act, Regulation 16(b) of SEBI Listing Regulations and other provisions of applicable law, as amended from time to time;
- 2.6 “**Key Managerial Personnel**” shall mean key managerial personnel as defined in sub section (51) of the Section 2 of the Act;
- 2.7 “**Part-time Directors**” shall mean Directors on the Board who are not in whole-time employment of the Company;



- 2.8 “**Relative**” shall have the same meaning as defined in Section 2 (77) of the Act, read with the rule 4 of the Companies (Specification of Definition Details) Rules, 2014, as may be amended from time to time, as defined in Annexure-2;
- 2.9 “**Senior Management**” shall mean officers/personnel of the Company who are members of its core management team excluding Board and would comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specially include Company Secretary and Chief Financial Officer and all those executives who are directly reporting to any of the functional director; and
- 2.10 “**Whole-time Directors**” or “**Functional Directors**” shall mean the Directors on the Board who are in whole-time employment of the Company.

Note: *In the Code words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or vice-versa.*

3. APPLICABILITY

- 3.1 The Code shall be applicable to the following personnel:
- a) All Whole-time Directors including the Chairman and Managing Director of the Company;
 - b) All Non – Executive Directors i.e. Part-Time non-Official/Independent Directors, Part-Time Government Nominee Directors; and
 - c) Senior Management.
- 3.2 Unless the Board of Directors of the Company approves, no waiver of any of the provisions of this Code shall be given,
- 3.3 The Whole-time Directors and Senior Management should continue to comply with other applicable/to be applicable policies, rules and procedures of the Company.

4. CONTENTS OF CODE

| | |
|----------|---|
| Part I | General Moral Imperatives |
| Part II | Specific Professional Responsibilities |
| Part III | Specific Additional Provisions for Board Members and Senior Management. |

The Code is intended to serve as a basis for ethical decision-making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in the Code are subject to varying interpretations. In case of any conflict, the decision of the Board shall be final.



PART-I

5. GENERAL MORAL IMPERATIVES

5.1 Contribute to society and human well being

5.1.1 This principle concerning the quality of life of all people, affirms an obligation to protect fundamental human rights and to respect the diversity of all cultures. We must attempt to ensure that the products of our efforts will be used in socially responsible ways, will meet social needs and will avoid harmful effects to health and welfare of others. In addition to a safe social environment, human wellbeing includes a safe natural environment.

5.1.2 Therefore, all Board Members and Senior Management who are accountable for the design, development and promotions of Company's products, must be alert to, and make others aware of, both a legal and a moral responsibility for the safety and the protection of human life and environment.

5.2 Be honest and trustworthy and practice integrity

5.2.1 Integrity and honesty are essential components of trust. Without trust an organization cannot function effectively.

5.2.2 All Board Members and Senior Management are expected to act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting business of the Public Enterprises.

5.3 Be fair and take action not to discriminate

5.3.1 The value of equality, tolerance, respect for others, and the principles of equal justice govern this imperative. Discrimination, on the basis of race, sex, religion, caste, age, disability, national origins or other such factors, is an explicit violation of the Code.

5.4 Honour confidentiality

5.4.1 This principle of honesty extends to issues of confidentiality of information. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of the law or other principles of the Code.

5.4.2 All Board Members and Senior Management, therefore, shall maintain the confidentiality of all confidential unpublished information about business and affairs of WAPCOS.

5.5 Pledge and Practice

5.5.1 To strive continuously to bring about integrity and transparency in all spheres of the activities.

5.5.2 Work unstintingly for eradication of corruption in all spheres of life.

5.5.3 Remain vigilant and work towards growth and reputation of the Company.



5.5.4 Bring pride to the organization and provide value-based services to Company's stakeholders.

5.5.5 Do duty conscientiously and without fear or favour.

A handwritten signature in blue ink, appearing to be 'Su.', located on the left side of the page.

PART-II

6. SPECIFIC PROFESSIONAL RESPONSIBILITIES

6.1 Live the Vision, Mission and Values of the WAPCOS– each day

Live the Vision, Mission and Values of WAPCOS each day. For quick reference they are as under:

Vision

A Global Leader in Consultancy and Engineering, Procurement & Construction (EPC) providing Integrated & Customized Solutions for Sustainable Development of Water, Power and Infrastructure Projects.

Mission

Sustained Profitable Growth, Excellence in Performance, Use of State-of-the-art Technical Expertise, Innovativeness and Capacity Building to Meet Society's Needs Globally.

Values

Progress of the Company and that of the customer

Excel in performance

Righteousness in conduct

Flexible to accommodate customer

Empathy within the organization

Customer delight will be the focus in all the work

Trust has to be earned by work

6.2 Strive to achieve the highest quality, effectiveness and dignity in both the processes and products of professional work: - Excellence is perhaps the most important obligation of a professional. Everyone, therefore, should strive to achieve the highest quality, effectiveness and dignity in their professional work.

6.3 Acquire and maintain professional competence: - Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence. All are, therefore, expected to participate in setting standards for appropriate levels of competence, and strive to achieve those standards.

6.4 Compliance with laws: - The Board Members and Senior Management of the WAPCOS shall comply with all the applicable provisions of existing local, state, national, and international laws. They should also follow and obey the policies, procedures, rules and regulations relating to business of the Company.



- 6.5 **Accept and provide appropriate professional review:** - Quality professional work depends on professional review and comments. Whenever appropriate, individual members should seek and utilize peer review as well as provide critical review of the work of theirs.
- 6.6 **Manage personnel and resources to enhance the quality of working life:** - Organizational leaders are responsible for ensuring that a conducive working and business environment is created for fellow employees to enable them delivering their best. The Board Members and Senior Management would be responsible for ensuring human dignity of all employees, would encourage and support the professional development of the employees of the Company by providing them all necessary assistance and cooperation, thus enhancing the quality of working.
- 6.7 **Be upright and avoid any inducements:-** The Board Members and Senior Management shall not, directly or indirectly through their family and other connections, solicit any personal fee, commission or other form of remuneration arising out of transactions involving Company. This includes gifts or other benefits of significant value, which might be extended at times, to influence business for the organization or awarding a contract to an agency, etc.
- 6.8 **Observe Corporate Discipline:** - The flow of communication within the Company is not rigid and people are free to express themselves at all levels. Though there is a free exchange of opinions in the process of arriving at a decision, but after the debate is over and a policy consensus has been established, all are expected to adhere and abide by it, even when in certain instances one may not agree with it individually. In some cases policies act as a guide to action, in others they are designed to put a constraint on action. All must learn to recognize the difference and appreciate why they need to observe them.
- 6.9 **Conduct in a manner that reflects credit to the Company:** - All are expected to conduct themselves, both on and off duty, in a manner that reflects credit to the Company. The sum total of their personal attitude and behaviour has a bearing on the standing of Company and the way in which it is perceived within the organization and by the public at large.
- 6.10 **Be accountable to Company's stakeholders:** - All of those whom we serve, be it our Customers, without whom the Company will not be in business, the Shareholders, who have an important stake in its business, the Employees, who have a vested interest in making it all happen, the Vendors, who support the Company to deliver in time and Society to which Company is responsible for its actions – are stakeholders of the Company. All therefore, must keep in mind at all times that they are accountable to Company's stakeholders.
- 6.11 **Make proper Disclosures** - The Board Members and Senior Management shall make disclosures to the Board relating to all material financial and commercial transactions, if any, where they have personal interest, that may have a potential conflict with the interest of the Company at large.
- 6.12 **Prevention of Insider Trading:** - The Board Members and Senior Management shall comply with the code of internal procedures and conduct for prevention of insider trading in dealing with securities of the Company.



- 6.13 **Identify, mitigate and manage business risks:** - It is everybody's responsibility to follow the Risk Management Framework of the Company to identify the business risks that surround function or area of operation of the Company and to assist in the Company-wide process of managing such risks, so that Company may achieve its wider business objectives.
- 6.14 **Protect properties of the Company:** - The Board Members and Senior Management shall protect the assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.



PART-III

7. SPECIFIC ADDITIONAL PROVISIONS FOR BOARD MEMBERS AND SENIORMANAGEMENT

7.1 **As Board Members and Senior Management:** - They shall undertake to actively participate in the meetings of the Board and Committees on which they serve.

7.2 As Board Members.

7.2.1 Undertake to inform the Chairman and Managing Director/Company Secretary of the Company of any changes in their other Board positions, relationship with other business and other events/circumstances/conditions that may interfere with their ability to perform Board/Board Committee duties or may impact the judgement of the Board as to whether they meet the independence director requirements of SEBI LODR Regulations with stock exchanges and the Guidelines of DPE.

7.2.2 Undertake that without prior approval of the disinterested members of the Board, they will avoid apparent conflict of interest. Conflict of interest may exist when they have personal interest that may have a potential conflict with the interest of the Company. Illustrative cases can be:

- **Related Party Transactions:** Entering into any transactions or relationship with Company or its subsidiary in which they have a financial or other personal interest (either directly or indirectly such as through a family member or relation or other person or other organization with which they are associated).
- **Outside Directorship:** Accepting Directorship on the Board of any other Company that competes with the business of the Company.
- **Consultancy/Business/Employment:** Engaging in any activity (be it in the nature of providing consultancy services, carrying on business, accepting employment) which is likely to interfere or conflict with their duties/ responsibilities towards Company. They should not invest or associate themselves in any other manner with any supplier, service provider or customer of the Company.
- **Use of Official position for personal gains:** Should not use their official position for personal gains.

7.3 Compliance with the Code of Business Conduct and Ethics.

7.3.1 **All Members of the Board and Senior Management of Company shall uphold and promote the principles of the Code.**

The future of the organization depends on both technical and ethical excellence. Not only it is important for Board Members and Senior Management to adhere to the principles expressed in the Code, each of them should also encourage and support adherence by others.



7.3.2 Treat violations of the Code as inconsistent association with the organization.

If any of the Board Members or Senior Management does not follow the Code, the penalty for the breach shall be considered by the Board for initiating appropriate action as deemed necessary.

7.4 Miscellaneous Points.

7.4.1 Continual updation of Code.

The Code is subject to continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board and all such amendments/ modifications shall take effect prospectively from the date stated therein.

7.4.2 Where to seek clarifications.

Any member of Board or Senior Management requiring any clarification regarding the Code may contact the [Company Secretary/any officer specifically designated] by the Board.

8. REVIEW/ AMENDMENT

The Board may review and amend the Code, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under the Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

9. PLACEMENT OF THE CODE ON WEBSITE

The Code and any amendment thereto shall be hosted on the website of the Company.

10. ANNUAL COMPLIANCE REPORTING

10.1 All Board Members shall affirm compliance of the Code 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 Chairman and Managing Director. A proforma of such declaration that forms part of Annual Compliance Report is at Annexure-3. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director/Senior Management Personnel leaves the Company any time during a financial year, he/she shall send a communication to Company Secretary affirming compliance of the Code till the date of his/her association with WAPCOS.

10.2 The Chairman and Managing Director of the Company and the Whole Time Finance Director or any other person heading the finance function shall certify to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Code.



11. ENFORCEMENT OF CODE OF CONDUCT

Each Board Member shall be accountable for fully complying with the Code.

12. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form as at Annexure-4 and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with the Code.



ANNEXURE-1

DUTIES OF THE DIRECTOR(S)

As per Section 166 of the Act, Director(s) shall:

1. Subject to the provisions of the Act, 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 interest 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 judgement.
4. Not involve oneself 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 and 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. Not assign his office and any assignment so made shall be void.

DUTIES OF INDEPENDENT DIRECTORS

As per Schedule IV of the Act, the Independent Director 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 and 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 unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
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 interest 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 interest 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.



ANNEXURE-2

DEFINITION OF RELATIVE

List of relatives as per Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definition Details) Rules, 2014

Meaning of "**Relative**" with reference to any person, means anyone who is related to another, if

- (a) They are members of a Hindu undivided family; or
- (b) they are husband and wife; or
- (c) the one is related to the other in the manner as below:

LIST OF RELATIVES AS PER CLAUSE (77) OF SECTION 2 OF THE COMPANIES (SPECIFICATION OF DEFINITION DETAILS) RULES, 2014

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- | | |
|---------------------------------------|---|
| 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) | : |



ANNEXURE-3

CODE OF CONDUCT FOR BOARD MEMBERS

ANNUAL COMPLIANCE REPORT

I,working as / holding the position ofof the Company, 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 OF THE COMPANY** during the financial year ending March 31,.....

Signature :.....
Name :.....
Date :
Place :



ANNEXURE-4

ACKNOWLEDGEMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS FOR MEMBERS AND SENIOR MANAGEMENT

I have received and read the Code of Business Conduct and Ethics for Board Members and Senior Management of WAPCOS Limited. I understand the standards and policies contained in the said Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job. I further agree to comply with the said Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the said Code of Business Conduct and Ethics, any policies of the WAPCOS Limited or the legal and regulatory requirements applicable to my job, I know I can consult the Company Secretary of the Company knowing that my questions or reports will be maintained in confidence.

Further, I undertake to provide following Affirmation on an Annual basis to the Company within 30 days from the end of 31st March every year.

AFFIRMATION

(By Board Members/ Senior Management of the Company on Annual basis by 30th April of every year)

I _____, _____ (name), _____ (designation), having read and understood the Code of Business Conduct and Ethics for Board Members and Senior Management, hereby solemnly affirm that I have complied with and has not violated any of the provisions of the Code during the year ended 31st March _____.

Signature _____

Name _____

Designation _____

Employment Number _____

Telephone No. _____

Place: _____

Date: _____

