



CODE OF CONDUCT
FOR
BOARD OF DIRECTORS
AND
SENIOR MANAGEMENT

Code Adopted on August 11, 2021

Version 1.0

Content

1. Preamble
2. Objective
3. Definitions
4. Guidelines of Ethical Conduct
5. Other Directorship
6. Conflict of interest
7. Gifts & Donations
8. Regulatory Compliance
9. Protection of Assets
10. Additional Requirements for Independent Directors:
11. Non Compliance with this Code
12. Affirmation
13. Code Review
14. Interpretation
15. Disclosure

1. Preamble

This Code of Conduct for Board of Directors and Senior Management (hereinafter referred to as “the Code”) is framed in line with the requirement of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013.

All members of the Board of Directors and Senior Management of the Company its subsidiaries, associate and group companies are committed to comply with all those acts, rules and regulations that govern the conduct of the Company.

2. Objective

This Code helps maintain the standards of business conduct of the Company, Antony Waste Handling Cell Limited, together with its subsidiaries, and ensures compliance with legal requirements.

This Code is designed to deter wrongdoing and promote, among other things:

- A. Honest and ethical conduct,
- B. Obligations under various applicable Laws,
- C. Financial reporting and accounting requirement,
- D. Protecting Company’s confidential information,
- E. Violation and disciplinary actions,
- F. Modifications and waiver of code,
- G. Responsibilities to our employees, customers and suppliers,
- H. Conflict of interests.

3. Definitions

- a) **“Act”** means the Companies Act, 2013 as may be amended from time to time.
- b) **“Board of Directors”** or **“Board”** means the Board of Directors of Antony Waste Handling Cell Limited, as constituted from time to time.
- c) **“Company”** means Antony Waste Handling Cell Limited

- d) **“Independent Director”** means a director of the Company, not being a whole-time director, or Managing Director or Nominee Director and who satisfies criteria for independence under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- e) **“Senior Management”** shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall 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 specifically include Company Secretary and Chief Financial Officer.
- f) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation, amended from time to time.

4. Guidelines of Ethical Conduct

The Board Members and Senior Management personnel shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising their duties;
- c) exercises their responsibilities in a bona fide manner in the best interest of the Company;
- d) devote adequate time and attention to their professional obligations for informed and balanced decision making;
- e) not exploit for own personal gain, opportunities that are discovered through use of Company’s property, information or position, unless the Company declines to pursue such opportunities for its own business interest(s);
- f) Use their sensible judgment to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;

- g) not abuse their position to the detriment of the Company or its stakeholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- h) disclose and avoid having any personal and/or financial interest in any business dealings concerning the Company;
- i) where circumstances arise which make an Independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
- j) not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company;
- k) comply with the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information as well as the code of Conduct for dealing in Company's Securities framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
- l) assist the Company in implementing the best corporate governance practices.

5. Other Directorship

Unless specifically permitted by the Board, the Board Members shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a competing business with the Company. Senior Management Personnel shall obtain prior approval of the Chairman and Managing Director/Competent Authority for accepting Directorship of any other company or partnership of a firm that is engaged in a competing business with the Company.

6. Conflict of interest

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. The decisions and actions of the Directors and Senior Management in the course of employment with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits. Each of them has a responsibility to the Company and its stakeholders.

Although this duty does not prevent them from engaging in personal transactions and investments, it does demand the avoidance of situations where a conflict of interest might occur or appear to occur or ability to exercise independent judgment in the Company's best interest is compromised.

7. Gifts & Donations

The Directors and the senior management shall neither receive nor offer or make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain undue favours in the transactions detrimental to the interest of the Company, except for nominal value, which are customarily given and are of commemorative nature for special events and should never be of a kind that could create an appearance of impropriety.

8. Regulatory Compliances

Every Director and Senior Management shall comply with all applicable laws and regulations in their business conduct, both in letter and in spirit, at all locations where the Company operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

9. Protection of Assets

The Directors and Senior Management of the Company shall employ the assets of the Company and for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, all company data, Intellectual Property Rights, relationships with customers and suppliers, etc.

10. Additional Requirements for Independent Directors:

Along with complying this Code, Independent Directors are also required to adhere to the Code of Conduct (in line with Schedule-IV of the Companies Act) meant for Independent Directors of the Company which is annexed herewith as **Annexure A**.

11. Non-compliance with this Code

If a Member of the Board of Directors or Senior Management of the Company contravenes the provisions of this Code then such contravention shall be reported to the Board of Directors by the Company Secretary and the concerned person shall be punishable with such fine and disciplinary actions as the Board may deem fit after giving opportunity of being heard to the accused.

12. Affirmation

All Directors and Senior Managers shall affirm compliance with the Code of Conduct on annual basis within 30 days of close of every financial year ending on 31st March. The Annual Affirmation (as per format specified hereunder) addressed to the Board shall be forwarded to the Company Secretary of the Company within the said period of 30 days.

13. Code Review

The Code will be reviewed and brought in conformity with statutory and regulatory requirements, as and when required.

This Code has been approved at the Meeting of the Board of Directors held on August 11, 2021.

14. Interpretation

In any circumstance where the provisions of this Code differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Code until this Code is changed to conform to the said law, rule, regulation or standard.

15. Disclosure

The code, as amended from time to time, is disclosed on Company's website i.e. www.antony-waste.com.

Annexure A

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;
- 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.

ANNUAL AFFIRMATION

(Pursuant to the clause 12 of the code of conduct for the Board of Directors and Senior Management framed pursuant to the Regulation 17(5) of SEBI Listing Regulations read with Schedule IV of the Companies Act, 2013)

To,
 The Board of Directors,
Antony Waste Handling Cell Limited
 Flat No. 1403, 14th Floor, Dev Corpora Building,
 Opp. Cadbury Company, Eastern Express Highway,
 Thane West – 400601, India.

I, _____, son of _____, residing at _____, working as _____ do hereby affirm that I have complied with the Code of Conduct for Board of Directors and Senior Management of our Company during the financial year end March 31, 20____.

Name	
Designation	
DIN (If applicable)	
Signature	
Date	
Place	