



FAZE THREE LIMITED

CODE OF CONDUCT FOR EMPLOYEES

1. INTRODUCTION

Faze Three Limited (hereinafter referred to as the 'Company' or 'FTL') believes and continuously endeavor to achieve good governance through timely disclosures, transparency, accountability and responsibility in all our dealings with the employees, shareholders, clients and community at large. The Board of Directors represents the interest of the Company's Stakeholders and continuously strives for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance with the Code of Conduct adopted by the Company.

The Company's philosophy on Corporate Governance is built on rich legacy of fair, transparent and effective governance. This includes respect for human values, individual dignity and adherence to honest, ethical and professional conduct.

2. SCOPE

Ethical business conduct is critical to our business. As an organisation, we have taken it upon us to lay down this Code of Conduct for all our employees to uphold our commitment to ethical conduct. All the employees of the Company are therefore, expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees and to ensure that the various stakeholders of the Company are aware, understand and comply with these standards.

Nothing in this Code or in any related communications (verbal or written) thereto shall constitute or be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

3. HONEST AND ETHICAL CONDUCT

The Company expects all the employees to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, whenever the Company's business is being conducted or at any place where such employees are representing the Company.

The Company considers honest conduct to be conduct that is free from fraud or deception. The Company considers ethical conduct to be conduct conforming to the accepted professional standards of conduct. Ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

4. CONFLICT OF INTEREST

The employees should avoid any personal, financial or other interests that might hinder their capability or willingness to perform their job duties. Any employee's duty to the Company demands that he or she generally avoids conflicts of interest. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, the employee must seek review from their Manager or HR Head or respective Plant Head.

5. PREVENTION OFFRAUD

This code applies to any irregularity, or suspected irregularity, involving employees as well as vendors, contractors, customers and/ or any other entities having a business relationship with the Company. The term fraud comprises the use of deception with the intention of gaining an advantage, avoiding an obligation or causing loss or has the potential to cause loss to the company by one or more individual's viz. management, employees or third parties. Fraud may include such acts as deception, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, leakage of confidential and sensitive information pertaining to the company, concealment of material facts and collusion.

Any act of fraud or corruption in or against the Company or any abetment to such fraud/ corruption will not be tolerated. All employees are required to report frauds and suspicions of fraud. Knowing or willful failure to report any such matter shall be construed as connivance and may invite disciplinary action. All employees are also required to take the responsibility of detecting and preventing fraud in their areas of work and co-operate fully in the internal checks and investigation of frauds.

6. EXCHANGE OF GIFTS, FAVORS AND BUSINESS COURTESIES

All employees (including their immediate family member) shall not accept or give a gift or favour of any nature from any supplier, vendor, dealer, contractor, customer, competitor or any business associate. This prohibition does not apply to routine two way exchange of normal business courtesies, which might reasonably be expected to be exchanged in the ordinary course of business. These courtesies include business lunch/dinner and exchange of company diaries and calendars, pens and the like that are not lavish in any way.

If a gift is inadvertently received it should be promptly returned with a polite note explaining that it is contrary to the Company Policy. Any favour which is inadvertently received or extended is to be brought to the notice of Manager or HR Head or respective Plant Head immediately.

7. CORPORATE OPPORTUNITIES

The employees may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position.

8. RECRUITMENT OF RELATIVES

Employees are prohibited from influencing the hiring/ recruitment of their relatives in any position with or without remuneration in the organisation. In the event of any relative seeking an opportunity to be employed with the organisation, the concerned employee shall inform the same to plant head or top management based on the position. The recruitment shall be done as per the rules laid down therein by the Company in conformance with the standards set for recruitment of employees in the Company.

9. LOCAL RULES AND REGULATIONS

Employees are expected to follow all the rules and regulations laid down at their respective workplaces with regard to discipline, workplace timings, dress code, etc.

10. ANY OTHER CIRCUMSTANCES

It would be impractical to attempt to list all possible circumstances. If a proposed transaction or

situation raises any questions or doubts they must be resolved after consultation with the HR department or Plant head

11. HEALTH, SAFETY AND ENVIRONMENT

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Company shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products on the ecological environment.

Company policy prohibits sexual harassment, harassment based on race, religion, national origin, ethnic origin, color, gender, age, citizenship, veteran status marital status or a disability unrelated to the requirements of the position or any other basis protected by the central, state or local law or ordinance or regulation. If you believe that you have been harassed, submit a complaint to your own or any other company manager. In addition, if you believe you have been sexually harassed you may submit a complaint in accordance with the Company's Policy on Prevention of Sexual Harassment which is available on Company's website at <https://www.fazethree.com/>.

12. PAYMENT PRACTICES

Employees are required to ensure that their claims of reimbursement of expenses are based on actual spends and are supported by valid documents as required. Any misrepresentation of facts, false claims or submission of invalid documents shall invite appropriate disciplinary action.

13. PROTECTION OF COMPANY'S ASSETS

The assets of the company should not be misused but employed 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 patents, trademarks, proprietary information, relationships with customers and suppliers, etc.

14. CONFIDENTIAL INFORMATION

The Company's confidential information is a valuable asset. The Company's confidential information includes product architectures, formulations, trade secrets, manufacturing plans, names of vendors, raw materials used, prices of raw materials, source codes, product plans and road maps, names and lists of customers, dealers, and employees; and financial information and any other information. This information is the property of the Company and may be protected by patent, trademark, copyright and trade secret laws. All employees are prohibited from disclosing such information. Not to disclose this information to vendors or suppliers or consultants or lawyers or auditors or Bankers or outside party except on a "need to know" or "need to use" basis and with a strong statement that the information is confidential.

The Company's 'Insider Trading Policy' is applicable to Designated Employees as per the SEBI (Prevention of Insider Trading) Regulations. Its objective is to ensure protection of unpublished price-sensitive information and to ensure that the insiders and those covered by the Code of Conduct for Prevention of Insider Trading, who are or are deemed to be in possession of such information, abstain from transacting in the securities of the Company before the same has been communicated in public.

The Company's 'Insider Trading Policy' is available on the website of the Company at

<https://www.fazethree.com/>. All employees are expected to read and understand the policy. The Designated Employees are required to read, understand and comply with the said policy.

15. DISCLOSURE TO THE STOCK EXCHANGES AND PUBLIC

All disclosure, reports and documents to be filed with or submitted to the stock exchanges where the Company's shares are listed, statutory authorities and in our other public communications, shall provide full, fair, accurate and timely information.

16. RESPONDING TO INQUIRIES FROM THE PRESS AND OTHERS

Any request/ inquiry on financials or business of the Company from the media, press, SEBI or other regulators or the public must be referred to the Company Secretary.

17. COMPLIANCE WITH GOVERNMENT LAWS, RULES AND REGULATIONS

All employees must comply with all applicable governmental laws, rules and regulations. The employees must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the Legal Department.

18. SHAREHOLDERS

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company will duly and fairly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with the respective regulations.

19. FOSTERING COMPETITION

The Company will fully support the development and operation of competitive open markets and will promote the liberalization of trade and investment in each country and market in which it operates. The Company or its employee will not engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities in order to secure commercial gain or advantage. The Company will support the development of laws that promote, encourage or result in fair competition. The Company expects all the employees to conduct themselves in accordance with the company's commitment to foster competition.

20. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has in place Vigil Mechanism/ Whistle Blower Policy, to report any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policies, improper practices or alleged wrongful conduct. The Policy also provide protection from unethical work practices and irregularities as well as prevent discrimination or retaliation against employees who report such irregularities.

The employees can make Protected Disclosures on becoming aware of any wrongful conduct or activity through any of the channels and as per the procedure defined in the Vigil Mechanism/ Whistle Blower Policy, which available on website of the Company at <https://www.fazethree.com/>.



21. REPORTING VIOLATIONS OF THE CODE

The Company fully commits to maintain high standards of Ethical and Professional conduct for the Company and its employee. It is a part of the employee's job, and his/her ethical responsibility to help enforce this Code. The employees should be alert to possible violations and report this to the HR Head.

The Company is committed to take appropriate action against those whose actions are found to violate the Code or any other policy of the Company. The employees should cooperate in any internal or external investigations of possible violations.

22. WAIVERS AND AMENDMENTS TO THE CODE

The Company is committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's board of directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.
