

Code of Conduct under Clause 49 of the Listing Agreement

INTRODUCTION

1. The Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for the Members of the Board of Directors and Senior Management personnel of Faze Three Limited (hereinafter referred to as the " Company").
2. The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company with mission "To create an international brand with high standard of Quality, Technology, R & D and Business Ethics.
3. This code shall be applicable to all the Board Members and Senior Management of the Company and the principles prescribed in the code are general in nature and lay down broad standards of Compliance and ethics, as required by Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited (BSE).
4. Violation of Law, or this code or company's rules & regulations or procedures should be reported immediately to the Chairman and Managing Director / Compliance Office or the Company in writing.

5. DEFINITIONS

In this code, unless repugnant to the meaning or context thereof , the following expressions, wherever used in this code, shall have the meaning assigned to them.

5.1 'Company' means Faze Three Limited.

5.2 Board Members means Board of Directors of the Company

5.3 '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 one level below the executive directors, including all functional heads.

5.4 'Relative' shall have the same meaning assigned to them in section 2(41) of the Companies Act, 1956

5.5 'Price Sensitive Information' shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 1992.

5.6 'Compliance Officer' means the officer appointed by the Board of Directors under the Listing Agreement.

6. COMPLIANCE

All Board Members and Senior Management personnel of the Company shall affirm compliance with this code on annual basis in such form as may be prescribed (Annexure I) and send it to the Compliance Office by 30th April each year. The Annual Report of the Company shall contain a declaration to this effect.

7. CODE OF CONDUCT

Every Office shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following:

- 7.1 Shall act with professionalism, integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards
- 7.2 Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgement of the Company's best interest cannot be exercised.
- 7.3 Shall not allow their personal interest to conflict of interest of the Company, if they are considering investment in the Company's customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. In the event of there being a conflict of interest and duty, they should make full disclosure of all facts and circumstances thereof to the Board of Directors.
- 7.4 Shall not, in his official capacity, enter into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which the relative is a partner, except with the prior approval of the Chairman and Managing Director of the Company unless otherwise permitted by law;
- 7.5 Shall not discriminate employees based on colour, religion, caste, creed or gender
- 7.6 Shall not commit any offence involving moral turpitudes.
- 7.7 Unless specifically permitted by the Chairman & Managing Director of the Company, not to hold any positions or jobs or directorship or engage in other businesses or interests that are prejudicial to the interests of the Company.
- 7.8 Shall not disclose any Price Sensitive Information/ unpublished Price Sensitive Information that may affect performance of the Company.
- 7.9 The Officers shall protect the Company's assets including physical assets, intangible assets, information and intellectual rights and shall not use the same personal gain.
- 7.10 All the members of the Board and senior management personnel of the company shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes
- 7.11 All the members of the Board and senior management personnel of the Company should strive for optimum utilisation of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage.
- 7.12 All the members of the Board and senior management personnel of the Company shall follow all prescribed safety and environment related forms.

8. AMENDMENT TO THE CODE:

The provisions of this Code can be amended and modifies by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein.

9. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this code and any amendment thereto shall be posted on the website of the Company.

**For Faze Three Limited
Compliance Officer**



Annexure I

To
The Compliance Officer
Faze Three Limited
Mumbai

Sub: Confirmation of Compliance of the Code of Conduct of Faze Three Limited

I (name), (Designation) of the Company, do hereby confirm that i have fully complied with the provisions of the Code of Conduct of Faze Three Limited for the Financial year ending on

Signature

Name

Date

Place

Note: to be submitted by 30th April, each year