

FABTECH TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS FABTECH TECHNOLOGIES PRIVATE LIMITED)

**CODE OF CONDUCT FOR ALL MEMBERS OF BOARD OF DIRECTORS, KEY MANAGERIAL
PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

1. Introduction

This Code of Conduct (CODE) is prepared in accordance with Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. This code of conduct is applicable to all the Members of Board of Directors And KMP and Senior Management Personnel of Fabtech Technologies Limited (formerly known as Fabtech Technologies Private Limited) (“Company”)

The Board of Directors of the Company at its Meeting held on 30th July 2024 approved the Code of Conduct and the same shall come into force from the date of listing of the securities of the Company on recognized stock exchanges.

The Board of Directors and the Senior Management Personnel recognize that they have fiduciary responsibility and are accountable for maximizing shareholder value through good business practices and controls.

Applicability and approval of the Board:

This Code is applicable to the Board of Directors, Key Managerial Personnel (“KMP”) and the Senior Management Personnel (defined below). The rules and principles set forth in this Code are general in nature and the compliance with this Code shall be read with other applicable policies and procedures of the Company. The Directors, KMP and Senior Management personnel may contact the compliance officer for the purposes of this Code for assistance in interpreting the requirements of this Policy. All Directors, KMPs and Senior Management shall affirm compliance with the Code on an annual basis

2. Definitions

“**Board**” means Board of Directors of the Company.

“**Key Managerial Personnel**” shall mean the Key Managerial Personnel as defined under Section 2 (51) of the Companies Act, 2013 and Regulation 2(1)(o) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall mean the Managing Director, Chief Executive Officer, Chief Financial Officer and Company Secretary and such other person as designated as KMP by the Board of Directors.

“Senior Management Personnel” shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and KMPs and shall normally comprise all members of management one level below the chief executive officer/managing director/whole time director/manager and shall specifically include the functional heads, by whatever name. The Board may further classify such persons as senior management for the purpose of this policy from time to time as deemed fit.

“Compliance Officer” for the purpose of this policy shall mean Company Secretary.

3. Purpose

The purpose of this Code is to enhance and promote integrity, ethics & transparency in the governance of the Company and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Board of Directors, KMP and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day to day functioning.

4. Role, duties and responsibilities

The Board of Directors, KMP and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company and will be collectively responsible for meeting the objectives of the Company which include:

- Shall act honestly, diligently, in good faith and integrity in all their dealings with and for the Company.
- Shall maintain confidentiality of information entrusted by the Company or acquire during the performance of their duties and shall not use it for personal gain or advantage.
- Shall act in accordance with highest standards of integrity, fairness and ethical conduct while working for the Company as well as in representing the Company without their judgment being subordinated and also to fulfil, their fiduciary obligations.
- Shall not involve themselves in making any decision on a subject matter in which a conflict of interests arises or could arise, between their personal interest and the interests of the Company. In the event of apprehending such conflict of interests

the relevant facts shall be disclosed in writing explaining the circumstances that would create or could create the conflicts of interests to:

- a) the Board of Directors in the case of Directors or their relatives;
 - b) Key Managerial Personnel or their relatives and
 - c) Managers and above in the case of Senior Management Personnel for further directions in the matter.
- Shall avoid having any personal financial interests in works, tenders or contracts awarded by the Company.
 - Shall avoid any relationship with a contractor or supplier (either directly or indirectly such as through a family member or other person or organization with which they are associated) that could compromise the ability to transact business on a professional, impartial and competitive basis or that may influence decision to be made by the Company.
 - Shall not hold any positions or jobs or engage in outside business or other interests that adversely affect the performance of duties of the Company. Whole-time Directors/ Executive Director, Key Managerial Personnel and Senior Management Personnel are expected to devote their full attention to the business interests of the Company and as, more particularly, subject to terms and conditions laid down in their respective contracts / appointment letters.
 - Shall not exploit for their own personal gain, the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Chief Executive Officer as the case may be.
 - Shall immediately bring to the notice of the Board about any unethical behavior, suspected fraud, or violation of the Company's policies.
 - Shall comply with all applicable laws, rules and regulations and any violation thereon may make them personally liable. The Board of Directors, KMP and Senior Management Personnel may be subjected to disciplinary action by the Company for violation of provisions of law.
 - Shall become and remain familiar with Fabtech Technologies Limited and the economic and competitive environment in which the Company operates and understands the business plan, strategies and objectives.
 - Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information. The Board of Directors and the Senior Management Personnel shall make timely disclosures of:
 - a) trading in the shares of the Company or any of its listed/ unlisted subsidiaries,
 - b) transactions having personal interest and

- c) related party transactions that are required to be made under laws, rules and regulations and Code of Conduct / Internal Procedure for prevention of Insider Trading in the Securities of Company.
- The Board of Directors, KMP and Senior Management Personnel must act in accordance with the Articles of Association the Company.
 - The Board of Directors, KMP and Senior Management Personnel must exercise their duties with competence, due and reasonable care, skill, diligence, in good faith and in the best interests of the Company and shall exercise independent judgement
 - Any information concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which the Board of Directors and Senior Management Personnel have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Board of Director and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.
 - Notify the other Board of Directors about the material personal interest in any matter and must not vote on such matter.
 - Shall be committed to shareholders' worth value and shall strictly comply with all regulations and laws that govern shareholders' rights.
 - The shareholders shall be informed about all relevant aspects of the Company's business and disclose such information as may be required from time to time, in accordance with applicable rules and regulations.
 - Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements
 - Non-executive Directors who are categorized as independent directors shall inform the Board in case of changes in their interest which impacts their independence as a Director or of any conditions which may interfere with their ability to perform their Board or Board Committee duties.
 - All books, records, accounts, and financial statements will be maintained in reasonable detail, appropriately reflect transactions, and conform to both applicable legal requirements and systems of internal control.

5. Compliance With Laws and Regulations

In carrying out their duties and responsibilities, the Board of Directors, KMP and Senior Management Personnel should comply and endeavor to ensure that the management is complying with all applicable laws, rules and regulations for the time being in force.

In addition, if any Director becomes aware of any information that he believes constitutes as an evidence of a material violation of any laws, rules or regulations applicable to the Company or operation of its business, by the Company, any Employee or another Director, then such Director should bring such information to the attention of the Chairman of the Audit Committee. In case of breach of this Code by the Whole-Time Directors/ Executive Directors or Non-Executive Directors, the same shall be examined by the Board of Directors for initiating appropriate action as deemed necessary.

6. Other responsibilities:

- i. The Board of Directors, KMP and Senior Management Personnel of the Company shall provide strategic guidance to the Company, ensure effective monitoring of the management and shall be accountable to the Company and the shareholders.
- ii. They shall set a corporate culture and the values by which executives throughout a group shall behave.
- iii. Members of the board of directors, Key Managerial Personnel and Senior Management Personnel shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company and the shareholders.
- iv. They shall maintain high ethical standards and shall take into account the interests of stakeholders.
- v. The board of directors shall exercise objective independent judgement on corporate affairs.
- vi. The board of directors shall consider assigning a sufficient number of non-executive members of the board of directors capable of exercising independent judgement to tasks where there is a potential for conflict of interest.
- vii. When committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
- viii. Members of the board of directors shall be able to commit themselves effectively to their responsibilities.
- ix. Devote sufficient time and attention to their professional obligations for informed and balanced decision making.

7. Insider Trading

The Board of Directors, Key Managerial Personnel and Senior Management Personnel of the Company shall be bound by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading regulations”) prohibiting communication or use of unpublished price sensitive information. The Directors, KMP or Senior Management Personnel of the Company, will be classified as a designated person of the Company and hence prohibited from dealing in the Company’s securities during the period when the trading window is closed.

Board of Directors, KMP and Senior Management Personnel are prohibited from dealing in the Company’s shares during the period when the trading window is closed. Further, directors, KMP and Senior Management Personnel being designated officers of the Company for the purpose of insider trading guidelines, are to pre clear all trades (buy/sell/gift) from the Compliance Officer of the Company. They shall ensure compliance with the applicable insider trading laws and regulations amended from time to time.

Further, for the purpose of compliance with insider trading regulations, the Directors, KMP and Senior Management Personnel shall be required to pre-clear from the Compliance Officer of the Company, trade(s) in securities of Company where the cumulative trade whether in one or more transaction, exceeds ₹10 lacs in any financial year.

8. Non- Compliance with this Code

If a member of the Board of Directors, KMP or Senior Management Personnel of the Company contravenes the provisions of this Code then such contravention shall be reported to the Audit Committee and Board of Directors and the concerned person shall be punishable with such fine as the Board may deem fit. In addition to the same, the provisions of SEBI regulations, including disgorging of the profits made on account of such trades in non-compliance of the code shall also be applicable.

9. Disclosure

The Code shall be uploaded on the Company’s website: www.fabtechnologies.com

All Board of Directors, KMP and Senior Management Personnel shall acknowledge the receipt of this Code and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with the Code.

Further, the Board of Directors and the Senior Management Personnel shall also affirm the compliance with the Code on annual basis in the form as at Annexure –A.

10. Review of Policy:

The Board of Directors shall review the policy from time to time, to ensure the effectiveness of the Policy. The Board shall discuss any revisions that may be required and make such amendments as deemed necessary from time to time.

Annexure –A

Annual Compliance Report

(To be submitted within 30 days of closure of financial year)

To,
The Company Secretary
Fabtech Technologies Limited,

Dear Sir/ madam,

I, Mr./Mrs./Ms. _____, _____ (designation)
do hereby solemnly affirm 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
Personnel during the financial year ending 31st March _____.

Signature:

Name:

Designation:

Place:

Date: