

VIRGO GLOBAL LOMITED
CIN:L74910TG1999PLC031187
Registered office: 3-45-117, Plot No:A-23 Vikrampuri Colony, Kakaguda
Hyderabad Telangana 500 009 India
E-mail ID: csvirgo@yahoo.in

CODE OF CONDUCT

For the Board of Directors and Sr. Officers of M/s.Virgo Global Limited

I INTRODUCTION

This Code of Conduct (hereinafter referred to as the “Code” for the members of the Board of Directors and Sr. Officers of the Company) is laid down by the Board of Directors in line with the requirements SEBI(Listing Obligations and Disclosure requirements)

The Code is aimed to set out the broad guidelines for the ethical business conduct by the Board Members and Senior Officials of the Company and ensure compliance with the requirements specifically under the revised clause 49 of the Listing Agreement with an underlying objective to discourage wrong practices and promote ethical conduct of the business of the Company.

The Code is formulated in line with the interest of all the stakeholders of the Company namely, the shareholders, business partners and employees of the Company.

The Code is applicable to the following persons, referred to as “Officers”:

1. All the members of the Board of Directors & KMP of the Company;
2. All functional heads and persons upto two level below.

Ethical standards of conduct are critical to any business and accordingly, the Officers are expected to lay down a landmark practice which may be guiding to their respective team members in their conduct and behavior. Hence, all the concerned are requested to read and understand this Code, implement the standards sought for in their day to day operations and ensure compliance with all the applicable laws, rules and regulations, this Code and all applicable policies and procedures as are adopted by the Company to govern the Conduct of its employees in any manner or form whatsoever.

Nothing in this Code, in any Company’s Policies and Procedures, or in other related communications (verbal or written), creates or implies an employment contract or term of employment.

All the officers are requested to sign the acknowledgement part at the end of this Code and return the same to the Secretarial Department, indicating that they have received, read and understood and agreed to comply with the Code.

II HONEST AND ETHICAL CONDUCT

The Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working at the Company’s premises, at offsite locations where the Company’s business is conducted, at Company sponsored business and social events or at any other place where officers are representing the Company.

An honest conduct is considered to be a conduct free from fraud or deception. An ethical conduct is considered to be a conduct confirming to the accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

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An Officer should act with integrity, responsibly and in good faith. Each Officer should seek to use due care in the performance of his duties in the best interests of the Company as a whole. He should act with competence and diligence. He has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and of the principles of this Code. A suggestive list of do's and don'ts for the Officers is given herein below though the same is warranted to not be considered as an exhaustive one and the interpretation of the professional and ethical conduct would depend upon the circumstances of each case which the Officer is expected to construe and interpret with his reasonable understanding and intelligence.

For all Officers:

- Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries.
- Seek to comply with all Corporate Policies.
- Conduct themselves in a professional, courteous and respectful manner.
- Comply with all applicable laws, rules and regulations.
- Act in a manner to enhance and maintain the reputation of the Company.
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Officers of the Company, except when authorized or legally required to disclose such information.

For Directors/KMP'S

- Make reasonable efforts to attend Board and Committee meetings regularly.
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest.
- Make available to and share with other Board members information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.
- Not to use confidential information acquired in the course of their service as directors for their personal advantage.
- A Director who has a material personal interest in any matter should notify the Board of Directors.
- A Director must bring an open and independent mind to Board or Committee meetings and should not make a decision about any matter before attending and participating in the deliberations of the meeting.
- Act in the best interests of, and fulfill their fiduciary obligations to, Company's stakeholders.
- Where a decision is not unanimous, a dissenting Director may disclose the fact that he dissented.

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