

CODE OF CONDUCT FOR BOARD MEMBERS

PREAMBLE

This Code of Conduct (hereinafter referred to as “**the Code**”) has been framed and adopted by Virtual Global Education Limited (hereinafter referred to as “**VIRTUAL**”) in compliance with the provisions of Clause 49 of the Listing Agreement.

The Code is in alignment with the Company’s Vision and Values to achieve the mission and objectives and aims at enhancing ethical transparent process in managing the affairs of the Company.

APPLICABILITY

The Code is applicable to all Board Members of the Company (hereinafter referred to as “**Board Members**”)

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

DEFINITIONS AND INTERPRETATIONS

- 1). Board Members:** Board Members shall mean the members on the Board of Directors of the Company.
- 2). Family:** Family shall mean the dependent family members (i.e. spouse, son, daughter and parents) of an individual.
- 3). Interest in transaction:** Interest in transaction means any material pecuniary interest in any contract or arrangement, either by himself/ herself or through his/ her family.

PURPOSE

The purpose of the Code goes beyond the Legal Minimum and has been framed to:

- 1) Promote ethical standards of business conduct;
- 2) Maintain the culture of honesty, integrity, transparency and accountability in the Board Members;
- 3) Provide guidance in the identification and resolution of issues;

- 4) Uphold the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing the Company; and
- 5) last of all, to comply with the provisions of Clause 49 of the Listing Agreement.

STANDARDS OF ETHICAL CONDUCT

The Board Members shall act within the powers conferred on them and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

In addition, the Board Members:

- 1) Shall maintain and help the Company in maintaining highest standards of Corporate Governance practices;
- 2) Shall act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise with their independence of judgement;
- 3) Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property information or position unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board either declines to pursue such opportunity or allow him to avail such opportunity;
- 4) Shall avoid and disclose actual and apparent conflict of personal interest with the interest of the Company and to disclose all contractual interests whether directly or indirectly in any manner which gives them or their relative or firm or associate, any pecuniary benefit, regardless of the value involved with the Company;
- 5) Shall not commit any offence involving moral turpitude;
- 6) Shall promote professionalism in the Company.

CONFLICT OF INTEREST

A “Conflict of interest” occurs when personal interest of the Board Members interferes or appears to interfere, in any way, with the interests of the Company.

The Board Members shall not engage in any business relationship or activity, whether directly or indirectly, which may be in conflict of interest of the Company. Although this duty does not prevent them from engaging in personal transactions and investments, it does, however, demand that they should avoid situations where a conflict of interest might occur or appear to occur.

Some of the possible instances being:

Employment / Outside Employment: The Managing Director / Whole-time Director are expected to devote their full time and attention to the business interests of the Company and are further prohibited from engaging in any activity prejudicial to the interests of the Company. Any simultaneous employment or Directorship with competitors of the Company, or any engagement in any activity thereby strengthening their position is considered to be against the business interests of the Company.

Outside Directorships: No Managing Director / Whole-time Director shall serve as a Director of any Company that competes directly or indirectly with the Company unless agreed to by the Board of Directors. Further, each Board Member shall inform the Board of Directors of any changes in his Board positions and shall inform the company immediately about emergency situation that may disqualify him from Directorship.

Pecuniary Interests: If any Board Member is considering investment in the business of any competitor of the Company, he should ensure that these investments do not compromise on their responsibilities towards the Company.

Before making Substantial Investment (i.e. more than 20% in the paid-up share capital) in the business of the Competitor, the Board Member shall obtain approval of the Board of Directors of the Company.

Related Parties: The Board Members, before conducting business of the Company with a Related Party or a relative and/or with a business in which a relative is associated in any significant role, shall promptly disclose their interest to the Board of Directors of the Company.

For the sake of clarity, the term “Relative” shall mean “relative” as defined in Section 2(41) and Section 6 read with Schedule IA to the Companies Act, 1956

No Payments or gifts from others: Under no circumstances, the Board Members shall accept or receive, directly or indirectly, any gift, payments or favour, in whatsoever form, from Company’s business associates, which can be perceived as being given to gain favour or dealing with the Company or which may influence any business decision.

Transaction in shares of the Company and prevention of insider trading:

The Board Members of the Company shall not indulge in trading in Company’s securities on the basis of unpublished price sensitive information.

All Board Members will comply with the provisions of Code of Conduct for Prevention of Insider Trading framed and adopted by the Board of Directors of the Company pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

Conduct of Business: The Board Members shall conduct the Company’s business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.

Reporting: The Board Members shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of company’s policies as and when it comes to his / her knowledge.

PROTECTION OF COMPANY'S ASSETS

The Board Members shall endeavor to protect the assets and proprietary information of the Company and ensure that the same are being used by the Company only for business purposes of the Company. Any suspected incident or fraud or mismanagement of the assets of the Company should be immediately reported to the Chairman or Managing Director or Whole-time Director or Compliance Officer of the Company.

CONFIDENTIAL INFORMATION

The Board Members shall maintain confidentiality of Confidential Information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. They shall, at all times, ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations, as may become applicable to them, from time to time.

This obligation shall apply to the Board Members not only during their tenure or employment with the Company but even after the cessation thereof for a reasonable period of time.

Further they shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the company and the public including all the stakeholders.

The term "Confidential Information" includes all non-public information, which if disclosed, might be prejudicial to the interests of the Company.

COMPLIANCE OF LAW

The Managing Director or Whole-time Director shall acquire appropriate knowledge of law relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from the Finance, Secretarial and legal departments and shall comply with all Laws, Rules and regulations applicable to the business of the Company.

WAIVERS AND AMENDMENTS OF THE CODE

The Company is committed to continuously reviewing and updating its policies and procedures. However, any amendment or waiver of any provision of the Code must be approved by the Board of Directors of the Company and publicly disclosed as required by any applicable law or regulation and also on the Company's website, if any, together with details about the nature of the amendment or waiver.

NO RIGHTS CREATED

The Code sets forth certain fundamental principles, ethics, values, policies and procedures that govern the Board Members in the conduct of the business of the Company. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

PLACEMENT OF THE CODE ON WEBSITE

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