

CODE OF CONDUCT

FOR EXECUTIVE DIRECTORS AND MANAGEMENT

Executive Members of the Board and the Senior Management, shall

- ✓ Always act in the best interests of the Company and its stakeholders.
- ✓ Adopt the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with all matters relating to the Company.
- ✓ Apply themselves diligently and objectively in discharging their responsibilities and contribute to the conduct of the business and the progress of the Company, and not be associated simultaneously with competing organizations either as a Director or in any managerial or advisory capacity, without the prior approval of the Board.
- ✓ Always adhere and conform to the various statutory and mandatory regulations / guidelines applicable to the operations of the Company avoiding violations or non-conformities.
- ✓ Not derive personal benefit or undue advantages (financial or otherwise) by virtue of their position or relationship with the Company, and for this purpose
 - Shall adopt total transparency in their dealings with the Company
 - Shall disclose full details of any direct or indirect personal interests in dealings/transactions with the Company.
 - Shall not be party to transactions or decisions involving conflict between their personal interest and the Company's interest.
- ✓ Conduct themselves and their activities outside the Company in such manner as not to adversely affect the image or reputation of the Company.
- ✓ Inform the Company immediately if there is any personal development (relating to his / her business / professional activities) which could be incompatible with the level and stature of his position and responsibility with the Company.
- ✓ Bring to the attention of the Board, Chairman or the Managing Director as appropriate, any information or development either within the Company (relating to its employees or other stakeholders) or external, which could impact the Company's operations, and which in the normal course may not have come to the knowledge of the Board / Chairman or Managing Director.
- ✓ Ensure that they do not, through words, gestures or otherwise, offend the dignity of any fellow employee in any manner and in particular, do not engage in any act which may be construed as sexual harassment.
- ✓ Always abide by the above Code of Conduct, and shall be accountable to the Board for their actions / violations / defaults.

CODE OF CONDUCT FOR NON-EXECUTIVE DIRECTORS

This Code of Conduct is applicable to all non-executives Directors of Virinchi Technologies Limited ("the Company").

Directors of the Company have a fiduciary responsibility to the Company are also expected to set an example by demonstrating their commitment to the Code of Conduct.

Conflict of Interest: Directors are expected to conduct their activities in such a manner that any actual, potential or perceived conflict of interest situation is avoided.

Confidential Information: Directors are expected to ensure that confidential information relating to the Company, to which they may be privy, is used only for the purposes for which it is intended and in the Company's interest. Directors must ensure that such information is not divulged to persons other than who need to know the information for the aforesaid purpose. In any event, Directors must ensure that the information is not used by them for personal gain or for the benefit of any of the Company's competitors or other parties who, if in possession of the said information, may use it in a manner inconsistent with the Company's interests.

Insider Trading: Directors must ensure that they comply with the SEBI (Prohibition of Insider Trading) Regulations. In particular, Directors must ensure that they do not, by themselves or through third parties, deal in the Company's shares while in possession of material non-public information relating to the Company. Directors must also ensure that they do not divulge such information to third parties, who may use the information to deal in the Company's shares.

Media / Investor Communications: Directors who may be approached by the media or by investors for information relating to the Company are required to refrain from making any comment which is inconsistent with the Company's Media and Investor Communications Policy. While granting interviews to the media or investors which are of a general nature, Directors are required to refrain from making specific references to the Company inconsistent with the said Media and Investor Communications Policy.

CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

Preamble

As per the Section 149(8) of the Companies Act, 2013 the Company and Independent Directors shall abide by the provisions specified in Schedule IV of the Act. As per the Clause 49(II)(E)(3) of the Listing Agreement, the Code of Conduct of the Company shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013.

Code of Conduct

In order to comply with the aforesaid provisions, the Code of Conduct for Independent Directors is devised. The Code of Conduct for Independent Directors is devised as under:

“The Independent Directors of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act, 2013.”

Affirmation: The Independent Directors shall affirm compliance with the Code on an annual basis within 30 days of close of every financial year ending on 31st March.

Amendment: The Board reserves its right to amend or modify this Code of Conduct for Independent Directors in whole or in part at any time. However, no such amendment or modification shall be inconsistent with the applicable provisions of Listing Agreement, Companies Act 2013, or any law for the time being in force.