

VirtualSoft Systems Limited
S-101, Panchsheel Park, New Delhi- 110 017

Introduction:

This code of conduct (Code) has been framed under the Clause 49(I)(D) of the Listing Agreement with the Stock Exchange and as amended from time to time by the Securities and Exchange Board of India or any other Statutory Authority.

Applicability:

This code applies to

- (i) Directors of VIRTUALSOFT SYSTEMS LTD, (the Company),
- (ii) Directors of any subsidiary of the Company, and
- (iii) Members of Senior Management of the Company (i.e. up to the designation of Executive Director).

This Code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial Staff of the Company.

National Interest

VirtualSoft Systems Limited shall be committed in all its actions to benefit the economic development of the countries in which they operate. It shall not engage in any activity that adversely affects such an objective. It shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens. VirtualSoft Systems shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nation's government, and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level.

Scope:

The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:

1. Attend Board / Shareholders / Committee / Senior Management meetings and seek prior leave for absence from such meetings. Directors will annually disclose about their Directorships with other companies as required under the Companies Act, 1956. When the Board is to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation.
2. Exercise authority and power with due care and diligence whilst discharging the fiduciary responsibility of office in the best interest of the Company.
3. Not allow personal interest to conflict with the interest of the company or to come in the way of discharge of duties of office. They should not engage in a business, relationship or activity with anyone who is a party to transaction(s) with the Company. Similarly they should not derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction(s). Should ensure that an independent judgment in the best interest of the Company is exercised.

4. Abide by policies and business principles of the code of VIRTUALSOFT SYSTEMS LIMITED.
5. Comply with all applicable laws, rules and regulations.
6. Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission standard
7. Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.
8. Use Company property only for official purposes and for no personal gain. The assets of the Company shall not be misused but should be employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.
9. Not accept any personal gratification from suppliers/service providers/ business partners, etc. (Note: Personal gratification will not include normal entertainment and gifts of no significant value). Acceptance of gifts, donations, hospitality and / or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the company. Notwithstanding that such or other instances of conflict of interest exist; adequate and full disclosure by the interested employees should be made to the Managing Director of VirtualSoft Systems Limited. They will ensure that a full disclosure of any interest, which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company, or firm, which is a supplier, customer, distribution of is made to the Managing Director of VirtualSoft Systems Limited .
10. Deal fairly with customers, suppliers, employees and other business partners.
11. Respect safety and health of all employees and provide working conditions, which are safe and healthy
12. Encourage employees to acquire skills, knowledge and training to expand / enhance their professional and specialized knowledge
13. Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor.
14. Conduct business operations in compliance with competition laws and principles of fair market competition.
15. Maintain high ethical and professional standards in all dealings.
16. Not to conduct own selves in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.
17. Not take up any activities competing with the business of the Company.
18. Make proper record of all financial transactions and not create undisclosed or unrecorded account / fund or asset.

19. Make all efforts to establish good relationships with all stakeholders of the Company with whom they interface while carrying out their duties for the Company and must try to make positive contributions to the communities in which they perform such duties.

20. Whole time Directors and Senior Management shall not without the prior approval of the Managing Director accept employment or a position of responsibility (such as a consultant or a director) with any other company nor provide 'freelance' services to anyone.

21. Insider trading is prohibited by both Law as well as by the Company policy.

Directors and Senior Management and his or her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus constitute insider information. Insider Trading invokes severe penalties under the Regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992. "Price sensitive information" is information, which relates directly or indirectly to a Company and which if published is likely to materially affect the price of Securities of a Company. It is important to note that both positive and negative information could be price sensitive.

Such price sensitive information might include but is not limited to the following:

- Financial information such as profits, earnings and dividends;
- Announcement of new products, developments, etc.;
- Assets revaluation;
- Investment decisions / plan(s);
- Restructuring plans; • Raising finances,
- Major supplies and delivery agreements
- Acquisition and disinvestments of businesses or business units, etc.

22. Report any violation of this Code of Conduct to the Managing Director of the VirtualSoft Systems Limited.

Acknowledgement

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or laws specific to my nature of work /position.

I further agree to comply with the Company Code of Conduct.

Name _____

Signature _____

Date _____