Virgo Polymers (India) Ltd.
A1A MMDA Indl Complex, MM Nagar,
Chengalpet. Dist. - 603209. India.
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CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

VIRGO POLYMERS INDIA LIMITED

1. PREAMBLE

This Code of Conduct ("Code") has been framed in accordance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and other applicable laws, rules and regulations. The Code lays down the standards of integrity, ethics, governance and professional conduct expected from the members of the Board of Directors and Senior Management Personnel of the Company.

2. OBJECTIVE

The objective of this Code is to promote ethical conduct, transparency, accountability and compliance with applicable laws while carrying out the business affairs of the Company. The Code seeks to ensure that the affairs of the Company are conducted in a fair and responsible manner and in the best interests of all stakeholders.

3. APPLICABILITY

This Code shall apply to:

- All members of the Board of Directors;
- Chief Executive Officer / Managing Director;
- Whole-time Directors;
- Chief Financial Officer;
- Company Secretary; and
- Senior Management Personnel as defined under SEBI LODR Regulations.

4. GENERAL STANDARDS OF CONDUCT

Directors and Senior Management Personnel shall:

- Act honestly, ethically and in good faith;
- Exercise duties with due care, skill and diligence;
- Act in the best interests of the Company and its stakeholders;
- Maintain high standards of integrity and professionalism;
- Avoid conduct that may adversely affect the reputation of the Company;
- Treat all stakeholders fairly and respectfully; and
- Comply with all applicable laws, regulations and internal policies.

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5. DUTIES OF DIRECTORS

Every Director shall act in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company. Directors shall exercise independent judgement and shall not seek any undue gain or advantage for themselves or related parties.

6. CONFLICT OF INTEREST

Directors and Senior Management Personnel shall avoid situations where personal interests conflict, or may appear to conflict, with the interests of the Company. Any actual or potential conflict of interest shall be disclosed promptly to the Board or the Compliance Officer.

7. CORPORATE OPPORTUNITIES

Directors and Senior Management Personnel shall not use Company property, information or position for personal gain and shall not compete with the business interests of the Company.

8. COMPLIANCE WITH LAWS

The Company is committed to complying with all applicable laws and regulations including the Companies Act, 2013, SEBI Regulations, taxation laws, labour laws and environmental laws. Directors and Senior Management Personnel shall ensure compliance with all laws applicable to their area of responsibility.

9. INSIDER TRADING AND CONFIDENTIALITY

Unpublished price sensitive information and other confidential information shall be handled strictly in accordance with applicable laws and the Company's policies. No person covered under this Code shall use such information for personal benefit or disclose the same except where authorised or legally required.

10. GIFTS, HOSPITALITY AND ANTI-BRIBERY

Directors and Senior Management Personnel shall not offer or accept any gifts, payments or benefits that may influence business decisions or create an appearance of impropriety. Nominal business courtesies consistent with ethical business practices may be accepted.

11. PROTECTION OF COMPANY ASSETS

All Company assets, resources, records and information shall be used responsibly and only for legitimate business purposes. Directors and Senior Management Personnel shall safeguard Company assets against misuse, theft or unauthorized use.

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12. FAIR DEALING

Directors and Senior Management Personnel shall deal fairly with customers, suppliers, competitors, employees, auditors, regulators and shareholders and shall not take unfair advantage through manipulation, concealment, abuse of privileged information or misrepresentation.

13. DUTIES OF INDEPENDENT DIRECTORS

Independent Directors shall comply with the duties prescribed under Schedule IV of the Companies Act, 2013 and SEBI LODR Regulations and shall:

- Uphold ethical standards and integrity;
- Exercise objective and independent judgement;
- Safeguard the interests of all stakeholders, particularly minority shareholders;
- Ensure adequate deliberation before approving related party transactions;
- Report concerns regarding unethical behaviour, fraud or violation of this Code;
- Ensure adequacy of vigil mechanism and internal controls.

14. VIGIL MECHANISM

Any suspected violation of this Code or unethical conduct may be reported through the Vigil Mechanism / Whistle Blower framework of the Company. The Company shall ensure protection against retaliation for genuine concerns raised in good faith.

15. ANNUAL AFFIRMATION

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis in accordance with Regulation 26(3) of SEBI LODR Regulations.

16. VIOLATION OF THE CODE

Violation of this Code may result in disciplinary action, including termination of employment or office, recovery of losses and legal action, wherever considered necessary.

17. AMENDMENT

The Board of Directors may amend or modify this Code from time to time in accordance with applicable laws and regulatory requirements. The updated Code shall be made available on the website of the Company.

For **VIRGO POLYMERS (INDIA) LTD**

Managing Director