

**CODE OF CONDUCT
OF
URJA GLOBAL LIMITED**



CODE OF CONDUCT

INTRODUCTION

The Code of Conduct (hereinafter referred to as “the Code”) of **Urja Global Limited** (hereinafter referred to as “Urja” or “the Company”) is a set of principles that guide and govern the conduct of the Company and their employees in all matters relating to business. This Code lays down the ethical standards that the Company employees have to observe in their professional lives.

APPLICABILITY OF THIS CODE

This Code of Conduct is applicable to:

1. the members of the Board of Directors of Urja.
2. the designated employees of Urja.
3. the non-executive members of its Board of Directors to comply with the provisions of this Code when acting as members of Urja’s Board of Directors or on other matters related to the Company.

HOW TO USE THIS CODE

This Code sets forth Urja’s basic policies and procedures for topic areas of key legal and ethical importance. Employees must use these policies and procedures to guide them in their day-to-day conduct.

PRINCIPLES GOVERNING PROFESSIONAL CONDUCT

It is the Company's policy that its directors, officers and employees adhere to, advocate and promote the following principles:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with and other public communications made by the Company; and
- Compliance with laws, rules and regulations applicable to the Company.

RESPONSIBILITIES

The Company's Directors, Officers and Employees are expected to:

- Read and understand this Code;
- Uphold the standards detailed in this Code in daily activities;
- Take personal responsibility for compliance with all applicable Company policies and procedures; and
- Comply with the letter and the spirit of applicable federal and state laws and regulations governing the Company, whether or not specifically addressed within this Code.

A failure to read and/or acknowledge this Code does not exempt any Director, Officer or Employee from his or her responsibility to comply with the Code, applicable laws, regulations, and Company policies and procedures related to his or her job.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's Director, Officer or Employees must comply with all applicable laws, regulations, rules and regulatory orders applicable in the country, state and

local jurisdictions where business is conducted, including employment laws, securities laws, antitrust laws and other fair competition and regulatory laws.

HONEST AND ETHICAL CONDUCT

All Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, not only on Company's premises and offsite but also at company's sponsored business, social events as well as any places. Honest conduct is understood as such conduct that is ethical, free from fraud or deception and conforming to the accepted professional standards. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

INSIDER TRADING

Employees and Directors should observe all applicable laws and regulations including the Company's policies and codes as applicable to them with respect to the purchase and sale of the Company's Securities.

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against Insider Trading, the Company has adopted Insider Trading Code in relation to the securities of the Company. This code has been distributed to every employee.

SHAREHOLDERS

The Company shall be committed to enhancing shareholder's value and complying with all regulations and laws that govern shareholders rights. The Board of Directors of URJA shall duly and fairly inform its shareholders about all relevant aspects of the Company's Business and disclose such information in accordance with relevant regulations and agreement.

RECORD KEEPING AND REPORTING

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Records and documents should always be retained or destroyed according to the Company's record retention policies. The Company shall provide full, fair, accurate, timely, and understandable disclosure in all reports and documents that it files with, or submits to, any governmental agency or securities exchange, and in other public communications made by the registrant.

ACCOUNTABILITY

Any violation of this Code may result in disciplinary action, including termination, and if warranted, legal proceedings. This Code is a statement of certain fundamental principles, policies and procedures that govern the Urja's parties in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity. The Audit Committee will investigate violations and appropriate action will be taken in the event of any violation of this Code.

AVOIDANCE OF CONFLICT OF INTEREST

All Directors, Senior Management and Employees must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate.

COMPANY FACILITIES

No director, senior management and employee shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

LEADING BY EXAMPLE

The Company's Directors and Senior Management set the professional tone for the Company. Through both their words and their actions, the Company's leadership conveys what is acceptable and unacceptable behaviour. URJA's Directors, Senior Management and Employees must constantly reinforce through their actions and behaviour that URJA's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

CORPORATE OPPORTUNITIES

Employees, Officers and Directors are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, Employees, Officers and Directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

CONFIDENTIALITY

In carrying out the Company's business, Employees, Officers and Directors often learn confidential or proprietary information about the Company, its customers, suppliers, or any related parties. Employees, Officers and Directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of our Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

VIOLATIONS OF THE CODE

If any Director, Officer or Employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the employee. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics.

AMENDMENTS TO THE CODE

The provisions of this Code may be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. All Officers shall be duly informed of such amendments and modifications.

PLACEMENT OF THE CODE ON WEBSITE

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

ENFORCEMENT OF CODE OF CONDUCT

Each Officer shall be accountable for fully complying with this Code.

WAIVERS

Any waiver of any provision of this Code of Conduct for a Director, Senior Management or Employee must be placed for approval before the Company's Board of Directors/ Sub Committees of the Board, as appropriate.