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Preamble

11.1 About the Code of Conduct

At Blue Star Limited (“Blue Star” or “Company” or “we” or “us”), we believe that all our relationships, within the Company and outside, should be based on a foundation of trust and integrity. It is Blue Star’s commitment to do business with integrity, honesty and fairness.

With a view to achieve this, Blue Star has defined its following Vision, Credo, Values

and Beliefs: Blue Star’s Vision is, *“to dream, to strive, to care and, above all, to be*

the best in everything we do” Blue Star’s Credo is, *“I am Blue Star and I take pride*

in delivering a world-class customer experience”

Blue Star’s core Values and Beliefs are to:

- Be a company that is a pleasure to do business with;
- Continuously improve shareholder value;
- Win our people’s hearts and minds;
- Encourage learning, experimentation and innovation in what we do;
- Place the Company’s interest above one’s own;
- Conduct business with personal integrity and ethics;
- Work in a boundary-less manner between various functions to provide the best solutions to customers;
- Treat business partners as respected members of our organisation;
- Ensure high standards of corporate governance; and
- Be a good corporate citizen.

The Company has formulated the Blue Star Code of conduct (“the Code”) to ensure that

the Vision, Credo, Values and Beliefs are integrated into every part of our business.

The Code defines the standard of expected behaviour and protocol of conduct while carrying on our business and other functions in a manner that is compliant with the policies, applicable laws and best practices. The Code brings together and defines the most important rules and policies that guide you to ensure due adherence and compliance. It also provides clarity and directs you to the right people for further guidance.

Any non-compliance of the provisions of the Code shall be subject to disciplinary actions under the relevant policy of the Company, or civil or criminal action under any applicable laws. The Company shall be entitled to recover losses if any suffered by the Company or charge monetary penalties or terminate employment in or any other association with the Company.

11.2 Applicability

The Code is applicable to all the employees and Directors of the Company, its subsidiaries and affiliate/joint venture companies. It also applies to persons who serve the Company on contract, sub- contract, retainership, consultancy or any other basis. The suppliers, vendors, service providers, external professionals, agents, channel partners, i.e. dealers, distributors and others, etc (“collectively

termed as Business Partners”) are covered under the Code.

The conduct and behaviour of these persons while carrying out business dealings with Blue Star or on behalf of Blue Star have bearing on Blue Star and its reputation. For this reason, they are expected to conduct their businesses in a legal and ethical manner and to adhere to the Code in letter and spirit, when working for Blue Star.

The provisions of the Code shall be construed as integral part of the terms of your employment or engagement by the Company.

11.3 Making an ethical decision

When in an ethical dilemma, consider the Code to be your guide in addressing and resolving it. In case of any uncertainty in making an ethical decision, you can seek help from any of the following:

- Your reporting manager
- Human Resources team
- Compliance Officer (the Company Secretary is Compliance Officer for Blue Star)
- Mr Blue Star of your location

11.4 Communicate and disclose

On associating with Blue Star as an employee or Business Partner or otherwise, you become accountable to comply with the Code and other applicable policies. You are therefore, expected to read, understand and comply with the Code in letter and spirit.

11.5 Reporting violations

In order to protect Blue Star’s brand and reputation you are encouraged to promptly report any potential violations or integrity concerns using various available channels.

You can approach your reporting manager or Human Resources team or the Compliance Officer to report violations or suspected violations. In case you are uncomfortable approaching any of the aforementioned; you may report the same as per the Whistle Blower Policy.

If the Company learns of a violation of the Code, policies or any other applicable law, it will take prompt action, including termination of employment/association with the Company, in addition to other appropriate remedial steps.

11.6 Non – retaliation

If you raise a concern or report misconduct in good faith or provide assistance to Blue Star in an integrity matter – you are following the Code and Blue Star will not tolerate any retaliation in any form against you. Blue Star considers acts of retaliation as violation of the Code, which if substantiated, will result in disciplinary action including termination of employment or other relationship with it.

If you are being retaliated against and need help, contact the Human Resources team or report as per the Whistle Blower Policy, as more particularly mentioned hereinafter.

2. Compliance of Laws

Compliance with laws, regulations and contractual obligations is the bedrock on which Blue Star is built.

Compliance with the highest order of governance and ethics has been a hallmark of Blue Star and will continue to be non-negotiable. We pride ourselves in upholding the spirit of Blue Star and we consistently demonstrate our Values and Beliefs in our actions.

You are expected to comply, both in letter and in spirit, with all applicable laws, regulations, rules and regulatory orders in the cities, states and countries in which the Company operates. Further, you must acquire appropriate knowledge of the requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from the Compliance Officer on specific Company policies and procedures.

Violations of laws, regulations, rules and orders may subject you to individual criminal or civil liability, in addition to discipline by the Company, including severance of relationship. Such individual violations may also subject the Company to civil or criminal liability or the loss of business or reputation.

If compliance with the Code should ever conflict with applicable law, you must comply with the law and immediately bring conflict to the notice of the Compliance Officer.

2.1 Fair Competition

We believe in free and open competition and we never engage in improper practices that may limit competition through illegal and unfair means. We do not enter into agreements with competitors or any other person to engage in any anti-competitive behaviour, including rigging prices or forming cartels or restricting free play of competition in our relevant markets.

As Blue Star's business interests are spread across the world, Blue Star may be subject to competition laws of various jurisdictions. Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Blue Star is committed to adhering to these laws which often regulate Blue Star's relationships with our distributors, resellers, dealers and customers.

Although the objects of these laws, known as "antitrust," "competition," or "consumer protection" or unfair competition laws are straightforward, their application to particular situations can be complex. Violation of some of the provisions of the competition laws can lead to fines and imprisonment for the individuals involved and to even heavier fines for the Company.

To ensure that the Company complies fully with these laws, each of us should have a basic knowledge of the applicable laws and guidelines and should involve the Compliance Officer at an early stage when questionable situations arise.

2.2 Anti-Corruption

Blue Star conducts its business free from the influence of corruption and bribery. Employees and Business Partners are expected to be aware of and follow all laws prohibiting bribery and other corrupt practices everywhere we do business.

Employees must be careful to avoid even the appearance of offering or accepting an improper payment, bribe, gratification or kickback. Control over intermediaries and third parties who are operating on our behalf is important.

Proper due diligence should be exercised on them to ensure that their reputation, background and dealings are appropriate and meet our ethical standards. They should be made to adhere to the requirements set out in this Code. You must never do anything through a third party that you are not authorised to do by yourselves.

2.3 Political & Religious Non Alignment

Blue Star does not participate in any political or religious activity, make any contribution to political or religious party. Blue Star also does not support any mass movements.

Blue Star understands and recognizes your right as an individual to participate in any political/religious activities provided, you do so in your personal time and do not utilize Blue Star's resources and brand in any manner and do not propagate your political ideology in the organization.

2.4 Governance

Board Members play a central role in the governance of the Company. Their principal duty is to ensure that the Company is well managed in the interests of all its stakeholders. The Board of Directors is the decision-making authority on all matters, except those specifically reserved for shareholders.

The Board Members shall:

- a) uphold ethical standards of integrity and probity in the Company;
- b) act objectively and constructively while exercising their duties;

- c) exercise their responsibilities in a bonafide manner in the interest of the Company;
- d) devote sufficient time and attention to their obligations for informed and balanced decision making by the Company;
- e) not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect advantage for them or for any associated person;
- g) refrain from any action that would lead to loss of their independence;
- h) where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

Duties of Independent Directors:

In addition to the aforesaid obligations, the Independent Directors shall:

- a. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarize with the businesses and processes of the Company.
- b. Seek appropriate clarification or amplification of information and, where necessary, obtain and follow appropriate professional advice and opinion of outside experts in the event of any ambiguity.

- c. Strive to attend all meetings of the Board of Directors and of the Board committees of which they are members.
- d. Participate constructively and actively in the Committees of the Board in which they are chairpersons or members.
- e. Strive to attend the general meetings of the Company.
- f. Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns/dissents are recorded in the minutes of the Board meeting.
- g. Keep themselves well informed about the Company and the external environment in which it operates.
- h. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- i. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company.
- j. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- k. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- l. Acting within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- m. Not disclose confidential information, including trade secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosures are strictly on a need to know basis and expressly approved by the Board or required by law.

2.5 Prohibition against Insider Trading

It is illegal if you trade in the shares or securities of the Company based on any

unpublished price sensitive information about the Company obtained in the course of your work at or association with the Company, or to disclose such information to any other person who may trade in the securities of the Company based on such information.

You have a duty to safeguard the confidentiality of such information and should not use your position or knowledge to gain personal benefit or provide benefit to any third party and you shall not profit from it by dealing in securities. Further, you shall not tip-off others (by way of making recommendations for purchase, sale or retention of the securities of the Company) to enable them to profit or for them to profit on your behalf.

In case of any violation of this provision, you shall be liable to disciplinary action by the Company and you will be subject to prosecution by way of severe penalties and imprisonment under the applicable laws. In addition, regulatory authorities may seek the imposition of civil penalties on the profits made or losses avoided from the trading. Insider traders must also disgorge any profits made and they may also be subjected to an injunction against future violations.

For more details, you should read the Company's Code on "**Prohibition of Insider Trading**" as uploaded on the website.

2.6 Environment, Health &

Safety Environment:

Blue Star shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. Blue Star is committed to be an environmentally responsible corporate citizen and minimizing the impact of its businesses on the environment.

Any violation of this provision would potentially expose the Company and its operations to risks of closure and severe financial penalties and damage its reputation.

All of you shall take the responsibility to accomplish your functions in a manner that responsibly protects the environment by reducing plant emissions, reducing hazardous substances, reducing water consumption, conserving energy, recycling and reusing those materials that are non renewable, and eliminating the use and creation of toxic materials. You shall adopt and implement processes to comply with this provision.

If you receive any communication from a government agency regarding environmental matters, you should immediately contact the Employee Health and Safety (EHS) function or the Compliance Officer before responding to the communication.

Health:

We encourage healthy lifestyle for our employees to include, proper balanced diet and regular exercise to keep them healthy and fit. It is also expected that all employees would avail of the company provided facilities and support for ensuring health and fitness as per the schedules and timelines communicated in this regard. You shall familiarise with, implement and comply with the provisions of applicable laws for providing health and sanitation at the factories, establishment and other work places.

Safety:

The safety of its employees and all business partners associated with the Company's offices, project sites and manufacturing facilities is of utmost importance.

At Blue Star, we believe that accidents and any risk to health are preventable through the active involvement of all the stake holders, thereby creating a safe and accident free work place. You shall strive to comply with the requirements under the policy and applicable laws.

If officials of any governmental agency seek to conduct an inspection, you must immediately contact and consult EHS function. Refer to the **"E-waste Management Policy"** and **"Corporate Policy on Safety Management"**.

3. Dealing with Business Partners**3.1 Gifts and Business Courtesies**

At Blue Star, we believe in making all business decisions based on merit and competence alone. You shall not accept or offer any gifts or business courtesies if it obligates or appears to obligate the

recipient or influence any business decision.

Any business entertainment or hospitality with Blue Star and its employees will be kept reasonable in nature, entirely for the purpose of maintaining good business relations and not intended to influence in any way Blue Star's decisions about how Blue Star awards future business. Gift exchanges between supplier's employees and Blue Star's employees will be avoided. Official company to company gift exchanges are acceptable but must be reasonable, transparent and properly recorded and disclosed to your reporting manager.

Any gift accepted having value greater than Rs. 5,000 per instance will need to be informed to the Chief Human Resources Officer (CHRO). Gifts accepted having value greater than Rs. 20,000 per instance will need to be deposited with the HR team of your unit and informed to the CHRO.

4. Workplace Environment and Conflicts of Interest

4.1 Honest and Ethical Conduct

We expect you to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, in the course of your duties and dealings on behalf of the Company at all the times.

We consider honest conduct to be conduct that is free from fraud or deception. We consider ethical conduct to be conduct in conformance with accepted professional standards of conduct and compliance with all applicable laws.

4.2 Equal Opportunities

Blue Star believes in the conduct of the affairs of its employees and business partners, in a fair and transparent manner. Blue Star encourages a free and open culture in its dealings with its employees and business partners.

It is our endeavour to offer equal opportunities to everyone whether on rolls of Blue Star, contracted labour or workmen or people on third party contractor rolls working for Blue Star assignments. You shall not support or engage in discrimination in hiring, compensation, promotions, career advancement, etc.

You shall provide a positive work environment, where regardless of any differences of gender, race, colour, age, religion, disability (and/or any other classification protected by law), and ensure that employees hired by you are given equal opportunity on the basis of capabilities, merit and performance.

Further, the Company prohibits employment of child or adolescent at its workplaces or by any business partner.

4.3 Workplace Harassment

All employees at Blue Star have the right to work in an environment which is free from harassment of any kind be it verbal, physical, or an act of exclusion which interferes with your work performance or creates an environment which is hostile, offensive or intimidating.

It includes any persistent or abusive act or conduct, which is offensive, humiliating or intimidating,

carried out by an individual or group, either directly or indirectly reporting workplace harassment.

In case you feel that you are being harassed at work, you should first approach the harasser and firmly inform him/her that such behavior is unwelcome. If the behavior persists or you are uncomfortable approaching the person directly, you can approach your Reporting Manager or Human Resources team or the Compliance Officer.

4.4 Sexual Harassment

Blue Star has zero tolerance towards sexual harassment and is committed to providing a safe and productive work environment which promotes confidence to work, to innovate and to perform without fear of any type of harassment.

Sexual Harassment has been defined by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to include behavior like physical contact and advances, demand or request for sexual favors; making sexually colored remarks showing pornography and unwelcome physical, verbal or non-verbal conduct of sexual nature.

Sexual Harassment whether physical, verbal, written, graphical, emotional or through gestures, intentionally or not, that offends the dignity and morality of a person, by fellow employees, supervisors, customers and/ or suppliers will invite serious disciplinary action.

It shall be the duty of all the persons and authorities designated under this policy to ensure that all complaints lodged are kept confidential. The complainant or witnesses will not be retaliated against provided; the complaint or testimony by the complainant or the witness respectively is genuine.

If the allegation is found to be malicious or false, disciplinary action will be taken

against the complainant and / or witnesses.

For further information, refer to the policy on “**Prevention of Sexual Harassment at Work Place**”.

4.5 Dress Code

Since each of us is a representative of the Company, we must pay attention to personal grooming and adhere to the recommended dress code. Employees are expected to dress neatly and in a manner consistent with the nature of the work performed. Please follow the Company’s “**Dress Code Policy**” made available on the intranet.

4.6 Conflicts of Interest

Your decisions and actions in the course of your employment with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits. Each of us has a responsibility towards the Company and its business partners. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur or your ability to exercise independent judgment in the Company’s best interest is compromised.

You must avoid situations involving actual or potential conflict of interest. Any personal involvement with

a competitor, supplier, or subordinate employee of the company, which impairs your ability to exercise good judgment on behalf of the Company, creates an actual or potential conflict of interest. Personal relationships and romantic liaisons in supervisor-subordinate reporting structures may lead to team management challenges, possible claims of sexual harassment and reduced morale. An employee involved in any of the types of relationships or situations described in this policy should immediately and fully disclose the relevant circumstances to his or her immediate supervisor, or any other appropriate supervisor, for a determination about whether a potential or actual conflict exists.

If an actual or potential conflict is determined, the Company may take whatever corrective action appears appropriate according to the circumstances. Failure to disclose facts shall constitute grounds for disciplinary action, up to and including termination.

Instances of conflict of interest

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. It would be impractical to attempt to list all possible situations in which a conflict of interest may arise, but some common examples include:

Outside Employment

In consideration of your employment with the Company, you are expected to devote your full attention to the business interests of the Company. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. If you have any questions on this requirement, you should contact your unit HR representative.



If you are considering an investment that will lead to acquiring or holding a controlling stake in another company, you must disclose such facts to and seek the prior approval of the Company's Executive Director. For the purpose of this Code, the term "controlling stake" shall be generally understood to mean an investment by virtue of which you acquire 20% or more of the total equity of a company OR are reasonably likely to be able to (i) receive a seat on a company's board of directors, (ii) influence the composition of the board of directors of a company, or (iii) control the management or policy decisions of a company. You should also not have a financial interest including an indirect interest through a relative or any other person in any organization if that interest would give you or appear to give you a conflict of interest with the Company. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners

Related Parties

As a general rule, you should avoid conducting Company's business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, parents (including step-parents), children (including step-son) and their respective spouses and siblings (including step - brother and step- sister).

If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Compliance Officer. If determined to be material to the Company by the Compliance

Officer, the Company's Audit Committee must review and approve in advance such related party transactions. The Company must report all such material related party transactions under applicable accounting rules, SEBI rules and regulations, the Companies Act, 2013. Any dealings with a related party must be conducted at arm's-length and with no preferential treatment.

For more information, please refer to the Policy for "**Transactions with Related Parties**" on our website.

Other Situations

Since the situations for other conflicts of interest are wide and many, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, you should write to your unit HR representative.

5. Protecting our Brand and Reputation

5.1 Media and Communication

Mass media plays a significant and very powerful role in influencing the opinions of internal as well as external stakeholders of the Company. It is, therefore, imperative that only authorized personnel from Blue Star interact with the media at all times. Only the Directors of the Company or any person authorized by Corporate Communications are permitted to interact with the media.

If an employee receives a query from the media, (s)he should forward the request to the Head of Corporate Communications, who in turn, shall share the same with the Directors and respond appropriately.

Non-disparagement

While at a customer site, or in public forums, employees are prohibited from making any controversial, disparaging, negative, derogatory or insulting remarks or statements verbally or in writing, about Blue Star, its products, customers, business partners, vendors, employees, the Company's reputation and/or that of its competitors.

Personal use of social media

Social media includes blogs, social networking sites, instant messaging, discussion forums and others. Any expression of personal views or opinions on social networking forums or any disclosure of business information therein, may expose the employee to legal violations or non-compliances. All employees should refrain from making any comment on Blue Star, its business partners, vendors or any of the entities related to the Company in social media forums.

For more information or clarification required on use of social media, please get in touch with Corporate Communications and/or the Corporate HR team at Blue Star.

5.2 Confidentiality and Intellectual Property

Blue Star spends significant time and money on developing and marketing its products and devising new and efficient ways for making these products. Blue Star will lose its competitive edge if this

information is shared or leaked to external communities, including competitors. Therefore, you must at all times safeguard confidential and proprietary information of Blue Star to prevent harm to Blue Star and its business partners.

Intellectual Property

Intellectual property refers to the ownership of intangible and non-physical goods. Intellectual property (IP) refers to creations of the mind: inventions, literary and artistic works, and symbols, names, images, and designs used in commerce. It includes patents, trademarks, industrial designs and copyright.

Our obligation to protect the Company's confidential information includes our intellectual property such as our know-how, tools, methodologies, creative ideas, designs, etc. because they have commercial value.

Anything produced during your employment with Blue Star, even if you are the sole author/creator of it, becomes and remains the intellectual property of Blue Star. You must refrain from infringing on the intellectual property of competitors or other third parties. This provision be read as an integral term of your employment or engagement with the Company.

Leaving Blue Star

You must not retain any information pertaining to Blue Star at the time of leaving Blue Star.

Third party confidential information

Blue Star also enters into confidentiality or non – disclosure agreements with third parties. It is equally important to safeguard confidential and proprietary information that

Blue Star has obtained from such third parties; any violations which could expose Blue Star to significant legal ramifications.

5.3 Off Duty Conduct

While Blue Star does not seek to interfere with your off duty and/or personal conduct, certain types of off duty conduct may interfere with Blue Star's legitimate business interests or have an adverse impact on its brand/reputation. You are expected to conduct your personal affairs in a manner that does not:

- Interfere with the business interests of Blue Star
- Your ability to perform your duties
- Impact the reputation and brand of Blue Star

Accordingly, any such conduct will not be tolerated and may invoke disciplinary action against you.

5.4 Industrial Espionage

We are committed to compete in the market place in ethical and fair manner and with a complete adherence to applicable laws. It is utmost important to protect the Company's reputation as a fair player and to uphold the integrity of the competitive marketplace. The Company expects its competitors to respect our rights to compete lawfully in the marketplace, and we must respect their rights equally.

You should not appropriate or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

You should not indulge in any activity that may potentially expose the computer systems of the Company to any unethical hacking, cyber squatting or any other forms of cyber crimes.

6. Accuracy of Financial Records and Asset Protection

6.1 Accuracy of Financial Records

The applicable laws require Blue Star to maintain books, records and accounts that accurately and fairly represent the nature of the transactions and disposition of its assets and liabilities.

You are responsible for making sure that Blue Star's financial statements, records, accounts and supporting documents are kept in reasonable detail and appropriately reflect Blue Star's transactions and financial condition and comply with law and generally accepted accounting principles, including disclosure requirements. You shall not misrepresent the Company's financial performance or otherwise falsify compromise the integrity of the Company's reports, records, policies and procedures.

Everyone involved in creating, processing and recording such information is held responsible for its accuracy and integrity. You must never knowingly misrepresent, or cause others to misrepresent, facts about Blue Star to others.

Expense Claims

All business related expense claims must be authorized by the manager of the employee before the incurrence. Personal expense will not be reimbursed by the

Company. To know the individual business expenditure limit, please refer to the applicable policies. You shall not in any manner falsify or manipulate the bills or claims relating to your expenses to make wrongful gains.

If you become aware of a possible omission, falsification or inaccuracy in accounting or financial entries or in basic data supporting such entries, you must promptly report this to your Reporting Manager or the Compliance Officer.

Dealing with Auditors

You shall cooperate with the auditors for discharge of their duties and obligations in good faith and in accordance with the law. All required information shall be made accessible to the auditors without any resistance.

6.2 Protecting Blue Star's assets

Blue Star assets and facilities should be used for legitimate company business only. You shall not use Blue Star resources for personal use, unless permitted pursuant to terms of your employment or engagement and subject to relevant Blue Star policies.

Protection of the Blue Star's assets, whether tangible or intangible, against loss, damage, misuse or waste, is the responsibility of each one of you. Blue Star assets should never be loaned to others,

transferred, sold without appropriate authorizations.

Blue Star does not permit the download or use of unauthorized, unlicensed or illegal software on assets connected to the Blue Star network. In case any such software is required for work, permission needs to be taken from the Reporting Manager and the IT department needs to be informed. During the course of your employment or association if you have been given access to any database or computer systems of Blue Star, it shall be your duty to protect the same and the passwords or other credentials against any hacking or other security threat.

Employees and other business partners that demonstrate poor judgment in the manner in which Blue Star assets are used may be subject to disciplinary action, upto and including termination of employment or business relationship at the discretion of Blue Star. It shall be your duty to undertake such training and familiarisation of the computer system to which you have access in order to adhere to and comply with this provision.

Refer to the “**Blue Star IT Policy**” for any assistance or contact the Chief Information Officer in this regard.

7. Corporate Social Responsibility

In line with our value to “be a good corporate citizen”, we actively participate in making contributions to the society, the environment and the local community.

Blue Star’s Corporate Social Responsibility (CSR) philosophy is built on four pillars namely:

1. Environment protection
2. Energy Conservation
3. Community development around its facilities
4. Vocational training and skill development

In addition to the above CSR efforts, the Company sponsors various philanthropic activities through various trusts that have been supporting several activities in the areas of children education and healthcare, apart from relief measures in national calamities.

For any activity intended to be taken up at a local office level on behalf of the Company as a CSR effort, the concerned employee needs to take the concurrence of the CSR team.

8. Whistle Blower Policy

Blue Star believes in the conduct of the affairs of its employees and business partners, in a fair and transparent manner. Blue Star encourages a free and open culture in its dealings with its employees and business partners.

Under this policy, you may report the events which have, or are suspected to have, taken place involving abuse of authority, fraud, leakage of information, illegal commission or kickbacks, manipulation of documents, conflict of interest, any other forms of corrupt practices, violation of the Company's policies etc.

If you notice or are subject to any such events, you shall report the details of the same as per the

“Whistle Blower Policy”.

Confidentiality

All complaints reported will be kept confidential and will be shared strictly on a ‘need to know’ basis.

Protection of a whistle-blower

If you report a complaint under this policy, you will not be at risk of suffering any form of reprisal or retaliation, provided the communication is made in good faith and you believe that the information and allegations contained in it, are substantially true.

False complaints

Making frivolous or bogus complaints through vigil mechanism channels is strictly prohibited and will be subject to strict disciplinary actions.

For further information, please refer to Whistle Blower Policy on website of Blue Star.

9. Waivers

Waiver of any provision of this Code must be approved in the manner provided below, unless a separate procedure is specified under any existing corporate policy of the Company:

For a Director, a waiver must be approved in writing by the Company’s Board of Directors.

For employees or business partners, a waiver must be approved in writing by the Executive Director or the Compliance Officer.

For obtaining such approvals, please send your request to the Compliance Officer.

10. Modifications

We are committed to continuously reviewing and updating our policies and procedures based on our periodic assessment of the Company's risks, and in accordance with changes in any applicable laws. Therefore, this Code will be periodically revised and is subject to modification. Any amendment or waiver of any provision of this Code must be approved by the Board of Directors or its committee. Any such amendment shall be promptly disclosed on the Company's website.

The Code does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. Employees and business partners have a continuing obligation to familiarize themselves with all applicable laws, company policies, procedures and work rules from time to time. In case, you wish to refer to any of the policies as mentioned in the Code, please do contact the local HR manager or the Compliance Officer.

**Declaration - Blue Star Code of
Conduct**

I/We, _____ do hereby declare that I/we have read the Blue Star Code of Conduct. I/We have not violated any provisions of the Code of Conduct and I/we agree to abide by its provisions in the future.

I/We realize that, shall there be an actual or potential violation of any of these provisions, while fulfilling my/our duties or obligations towards Blue Star, it is my/our responsibility to seek guidance as per the process outlined in the Code and steer my/our actions accordingly to remediate or prevent the same.

I/We also recognize my/our role in safeguarding the rights and reputation of Blue Star and everyone part of it, and will play my/our part in maintaining the high ethical standards.

Business Partner/

(Signatur
e)

Employee Code: _____

Business pa

Employee Name: _____

Department: _____

Location: _____

Date: _____

Notes:

- a) Employees shall sign and submit this declaration to the local HR.
- b) All Dealers for Blue Star's products or services shall sign this declaration on their letter head and submit it to Blue Star's regional business head.
- c) Vendors shall sign this declaration on their letter head and submit it to Blue Star's

regional procurement head.

- d) Other business partners shall sign this declaration on their letter head and submit it to Blue Star's Compliance Officer.
- e) The Code of Conduct is available on the website of the Company, duly updated from time to time. The employees and business partners shall peruse the same.
- f) The above declaration shall be valid till the end of the immediately following financial year. This declaration shall be submitted for every financial year, latest by April 10th, any violation of which would be subject to disciplinary action under the Code.
