

BLUECHIP STOCKSPIN LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

This Code of Conduct has been prepared by **Bluechip Stockspin Limited** to comply with the applicable rules of the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and Ahmedabad Stock Exchange.

Bluechip is a law abiding Corporate and has been doing business in the most ethical manner. As one more step in the direction of increased transparency, the company has adopted this Code of Conduct for its Directors and Senior Management Personnel.

This Code would provide guidance and assistance in recognizing and dealing with the ethical issues in doing business, provide a mechanism to report unethical conduct and help foster a culture of honesty and accountability. The Directors and Senior Management Personnel are expected to comply with this Code in the right spirit.

It would be the prime duty of the Directors and Senior Management Personnel to ensure that the affairs and business of the Company are well managed in the interest of its shareholders and stakeholders

Better governance is the most essential duty of the Board of Directors as the Board is the decision making authority on all matters pertaining to the Company affairs. The Board of Directors is expected to lay down sound strategies and policies to achieve the Vision and Mission in a most transparent and ethical manner.

The Board of Directors delegates the power to the Senior Management Personnel as it is not expected to play active role in the day to day management of the Company.

The Senior Management Personnel shall periodically report to the Board of Directors on the various aspects of the business based on the performance of each segment.

APPLICABILITY

This Code of Conduct is applicable to all the Directors and Senior Management Personnel i.e. Presidents and Vice Presidents of the Company

GUIDELINES FOR CONDUCT

The Directors and the Senior Management Personnel shall take utmost care in performing and discharging their duties, be loyal and act in good faith

The Directors and the Senior Management Personnel shall not act in a manner that is detrimental to the interest of the Company and its Shareholders/stakeholders.

The Directors should make conscious effort to attend the meeting of the Board of Directors and other Committee Meetings regularly.

The Directors and the Senior Management Personnel shall ensure compliance of all the laws, rules, regulations and statutes that are applicable to the Company and maintain confidentiality of the business and corporate policies.

CONFLICT OF INTEREST

The Directors and the Senior Management Personnel shall make every effort to ensure that there is no conflict between their personal Company interest.

The Directors and the Senior Management Personnel shall not take any loan from the Company or provide guarantee of the Company for any loan taken by them from any other Corporate. The Directors and the Senior Management Personnel shall make full disclosures of any material transaction entered into with the Company to the Board of Directors at its meeting.

Certain examples of circumstances that may lead to conflict of interest, are given below:-

- The receipt of improper personal benefit(s) by a member of his / her family as a result of one's position in the Company.
- Receipt of improper personal benefit(s) by a member of his / her family as a result of his/her position in the Company
- The receipt of non-nominal high value gifts or excessive entertainment from any person / Company with whom / which the Company has current or prospective business dealing(s).
- Receipt of high value gifts or excessive entertainment from any Person / Company with whom / with which the Company has current or prospective business dealing(s).
- The receipt of loan by himself or his / her family member in the repayment for which the Company is the guarantor.
 - Receipt of loan by himself or his / her family member in the repayment for which the Company is the guarantor

CONFIDENTIALITY

The Directors and the Senior Management Personnel shall maintain utmost confidentiality of information and facts relating to the business of the Company which comes to their knowledge while performing their duties and responsibilities. They may, however, disclose such information that is legally required to be made public after such disclosure is approved by the Board of Directors.

The proprietary information and strategic information relating to the business of the Company shall not be disclosed or used for any personal gain or advantage of any Directors or Senior Management Personnel during their tenure of office with the Company and thereafter.

CORPORATE BUSINESS OPPORTUNITIES

While doing their duties and responsibilities, the Directors or Senior Management Personnel shall avoid:-

- Diverting any corporate business opportunity for themselves that are discovered by using the Company's property or information or their position.
- Use of Company's property, information or their position for personal gain.
- Competing with the Company.

"Corporate Business Opportunity" referred to in this para means an opportunity:

- Which has synergy with Company's existing business or proposed expansion or diversification already announced by the Company.
- Which the Company is financially able to undertake.
- The opportunity which may be of interest to the Company. The Directors or the Senior Management Personnel, who discovers such opportunity and desires to avail of such opportunity, shall disclose the same to the Company's Board of Directors. If the Board of Directors feel that the Company does not have any existing or future interest in such opportunity, only then the Directors and the Senior Management Personnel may avail of it, provided that he or she has not taken undue advantage of the Company's resources

For Directors and Senior Management Personnel

COMPANY'S PROPERTY

In discharging their duties and responsibilities, the Directors and the Senior Management Personnel shall ensure that the assets, proprietary information and resources of the Company are used only for the Company and its employees for legitimate business purpose.

FAIR DEALING

In carrying out their duties and responsibilities, the Directors and the Senior Management Personnel shall ensure promotion of company's business by fair dealings with its employees, agents, customers and suppliers and their employees.

COMPLIANCE WITH LAWS AND REGULATIONS

The Directors and the Senior Management Personnel shall ensure compliance of all applicable laws, rules and regulations. They shall, however, in the event of any material violation of securities or other laws, rules and regulations applicable to the Company, or the operations of its business, shall bring such information to the attention of the Board of Directors of the Company.

INSIDER TRADING

All the Directors and the Senior Management Personnel shall not derive benefit(s) or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, which is not made public and therefore constitute an insider information. All the Directors and the Senior Management Personnel shall comply with the Company's Code of Conduct on Insider Trading and the Insider Trading Guidelines as issued from time to time by SEBI.

Each Director and Senior Management Personnel shall become familiar with the SEBI Regulations relating to Insider Trading, the Code of Conduct framed under such SEBI Guidelines and shall seek sufficient explanation(s), clarification(s) and advice on interpretation of the terms used in such guidelines, if required.

Any waiver or amendment to the Company's Policies or Codes as may be made by the Company's Board of Directors shall be disclosed promptly for compliance in such Guidelines.

SEXUAL HARASSMENT POLICIES

Any Director or Senior Management Personnel who believes or comes to know of any act which constitute such sexual harassment, shall immediately report to the Board of Directors or any Committee / person constituted/designated by the Board for initiating disciplinary proceedings against such offender.

ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR

The Directors and the Senior Management Personnel shall ensure promoting management ethics, and encourages employees to report evidences of illegal or unethical incidents to the appropriate company personnel. The Directors and the Senior Management Personnel shall ensure that the Company does not allow retaliation against any employee who makes a report in good faith and about a possible violation of the Company's Code of Conduct.

CODE OF ETHICS FOR SENIOR MANAGEMENT PERSONNEL IN FINANCE

The Senior Management Personnel in finance shall possess qualities of honesty, integrity and sound judgment, which are very essential for the success, reputation and proper functioning of the Company. All the Senior Management Personnel in finance shall adhere to the following Code of Conduct of the Company.

- Act with honesty and integrity.
- Handle ethically actual or apparent conflict of interest between personal, financial and professional relationships.

- Make fair, accurate and timely disclosure in reports and documents that the Company files with or submits periodically to the Shareholders, statutory bodies, Government Authorities and to the Public.
- Disclose to the Board of Directors or any Committee constituted by the Board for this purpose, any material transaction(s) or relationship(s) that reasonably could be expected to give rise to any possible violation of Code, including actual and apparent conflict(s) with the interest of the Company.
- Keep confidential all information acquired in the course of his employment unless required to disclose due to any legal disposition. He shall ensure that no such confidential information is used for personal advantage / benefit.
- Act in good faith and with due care and responsibility. He should be competent and diligent and shall not be misrepresenting the material facts.
- Responsibly use and control all assets and resources or interest used for the designated purpose.
- All the Senior Management Personnel in finance shall adhere to the Code of Conduct of the Company.

NON-COMPLIANCE

If any Director or Senior Management Personnel comes to know or suspects violation of applicable laws, rules or regulations or this Code of Conduct, he / she must immediately report the same to the Board or any designated person / constituted committee of the Board. Such person shall also provide the details of suspected violation together with all the particulars relevant to the issue he is aware of.

The Board of Directors or any Committee thereof, for this purpose, shall decide appropriate action to be taken in respect of violation(s) of this Code of Conduct.

INTERPRETATION OF CODE

All the Directors or senior management personnel / committee authorised by the Board of Directors would handle any query or interpretation under this Code of Conduct. The Board of Directors or any designated person / committee would have the authority to waive the compliance of this Code of Conduct for any Director, Officer or Employee of the Company. The person seeking waiver of this code shall make full disclosure of the particular circumstances to the Board of Directors or the designated person/ committee.

DEVIATION / WAIVER

Any deviation / waiver from this code can only be effected on the sole and absolute discretionary authority of the Board of Directors or any person / committee designated by the Board for this purpose.