BLUE JET HEALTHCARE LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

As per regulation 17(5) read with regulation 26 and regulation 46 of the SEBI (LODR) Regulations 2015, the policy should read as "Code of Conduct for Directors and Senior Management Personnel".

1. INTRODUCTION

The Board of Directors of Blue Jet Healthcare Limited ("*Company*") has adopted the following code of conduct for directors and Senior Management of the Company ("*Code*"). The Board may review and amend this Code from time to time. This Code will be applicable to the Company effective from 23rd June, 2022. This Code is in terms of Regulation 17(5)(a), 26 and 46(2)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*LODR Regulations*").

2. OBJECTIVE

The Board of Directors and senior management must act within the boundaries of the authority conferred upon them, and have a duty to comply with the requirements of applicable laws, while discharging their duties and responsibilities. The principles prescribed in this Code are general in nature, and lay down board standards of compliance and ethics, as required under Regulation 17(5)(a) and 26 of LODR Regulations.

3. DEFINITIONS

- *"Company"* means BLUE JET HEALTHCARE LIMITED.
- "*Board of Director" or "Board"* means the board of directors of the Company, as constituted from time to time.
- *"Relative"* shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013.
- *"Senior Management"* shall mean personnel of the Company who are functional heads excluding Board of Directors. This would comprise all members of one management level below the Board.
- *"Whole Time Director"* shall mean the director who is in whole time employment of the Company.
- *"Non-Executive Director"* shall mean the directors who are not in whole time employment of the Company.
- *"LODR Regulations"* means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by the Securities and Exchange Board of India.

- *"Confidential Information"* means any information concerning the Company's business which is not inpublic domain and to which only Board of Directors and Senior Management have access.
- "*Compliance Officer*" shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the LODR Regulations, Securities Contract Regulation Act, 1956, or any other applicablelaw or regulation.

4. APPLICABILITY:

This Code shall be applicable to:

a. The Board members
b. The Senior Management of the Company.

The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out in Clause 6 below of this Code.

This Code has been formulated and approved by the Board and is to be strictly observed by the Board members and Senior Management of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board. The Company Secretary of the Company is appointed as the Compliance Officer under this Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with this Code.

5. DUTIES:

The Board of Directors and Senior Management shall:

i. Act in accordance with the highest standard of honesty, ethics, good faith and integrity while working for the Company, and fulfill their fiduciary obligations without allowing their independence of judgement to be compromised.
ii. Not involve themselves in making any decision on a subject matter in which a conflict of interest arises or could arise, between their personal interest and the interest of the Company. In the event of apprehending such conflict of interest, the relevant facts shall be disclosed in writing, explaining the circumstances that create the conflicts of interest, to the Board members for further directions in the matter.
iii. Not have any personal financial interest in works or contracts awarded by the Company, unless approved by the Board taking note of such interest.
iv. Not (including his/her relatives/ associates) derive any undue personal benefits or advantage byvirtue of his/her position or relationship with the Company.
v. Comply with the Code of Conduct for Prevention of Insider Trading and all other policies of the Company.

vi. Not disclose to any person any confidential information unless: -
   a. authorised to do so by the Board, or
   b. it is required to be disclosed in accordance with applicable laws.

6. DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall:

i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
ii. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
iii. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
iv. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
v. strive to attend the general meetings of the Company;
vi. 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 are recorded in the minutes of the Board meeting;
vii. keep themselves well informed about the Company and the external environment in which it operates;
viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
ix. 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;
x. 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;
xi. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
xii. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

7. OBLIGATIONS WITH RESPECT TO DIRECTORS AND SENIOR MANAGEMENT UNDER REGULATION 26 OF THE LODR REGULATIONS:

i. A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he/she is a director which shall be determined as follows:

   a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, 'high value debt listed entities' and companies under Section 8 of the Companies Act, 2013 shall be excluded;
   b) for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

ii. Every director shall inform the Company about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

iii. All members of the board of directors and senior management personnel shall affirm compliance with this Code on an annual basis.

iv. Senior management shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

Explanation- For the purpose of this sub-clause (iv), conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

v. No employee including key managerial personnel or director or promoter of the Company shall enter into any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.

Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting.

Provided further that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

Explanation - For the purposes of this sub-clause (v), 'interested person' shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered intoby such a person or by any employee or key managerial personnel or director or promoter of the Company with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of the Company.

8. AFFIRMATION OF COMPLIANCE OF THE CODE:

As required under the Regulation 26(3) of LODR Regulations, all Directors and Senior Management shall affirm compliance with this Code.

9. DISCLOSURES AND AMENDMENTS:

i. The Code shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company.

ii. The Board of Directors or committee so authorised for the purpose shall have the powers to review or amend any of the provisions of this Code, substitute any of the provisions with a new provisions or replace this Code entirely with a new Code.

iii. The Board may also establish further rules and procedures, from time to time, to give effect to theintent of this Code and further the objective of good corporate governance.