

KMF BUILDERS AND DEVELOPERS LIMITED

CODE OF CONDUCT

APPLICABLE TO BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

Preamble

This Code of Conduct (hereinafter referred to as “the Code”) has been adopted by KMF Builders and Developers Limited to ensure compliance with the provisions of Clause 49 of the Listing Agreement. The Code was originally framed on Friday, 21st October, 2005 and subsequently revised by Board of directors and this code shall come into force with effect from 1st October, 2014.

Applicability

This Code is applicable to the Board of Directors (hereinafter referred to as “Board Members”) and the Senior Management Personnel, immediately one level below the Board Members, including all functional heads. Board may specifically include an employee within the definition of Senior Management Personnel. The Company Secretary shall be the Compliance Officer for the purpose of this Code.

Introduction

This Code is prepared to guide / govern the management of Company and to provide them a means to understand / apply the basic philosophy of Company to achieve its goal. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity. Because the principles described in this Code are general in

nature, Board Members and Senior Management Personnel should also comply with all applicable Company policies and procedures. The Company may amend / alter / update this Code from time to time as per direction of the Board. For better understanding, the Code has been broadly divided into three sections, namely: 1. General Standards of Conduct and Ethics 2. Conflict of Interest 3. Compliance

SECTION: - 1

GENERAL STANDARDS OF CONDUCT AND ETHICS

1.1 Honesty, Integrity & Authority

Board Members and Senior Management Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith with responsibility, due care, competence and diligence, without allowing their independent judgment to be subordinated. They will act in the best interests of the Company and fulfill the fiduciary obligations within the bounds of the authority conferred upon them.

1.2 Other General Standards of Conduct

The Company expects Board Members and Senior Management Personnel to exercise good judgment to ensure the safety and welfare of employees, the Company, agents, society and to maintain a co-operative, efficient, positive, harmonious and productive work environment in business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at company-sponsored business and social events, or at any other place where they are representative of the Company.

1.2.1 Workplace free of Harassment and Discrimination

The Company is committed to provide a work environment free of unlawful harassment. Company further prohibits discrimination on the basis of sex, race, religion, caste, color etc.

1.2.2 Drug, Alcohol Abuse & Smoking

To meet our responsibilities towards employees, customers and investors, the Company must maintain a healthy and productive work environment. Misusing controlled substances, or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job, smoking in the office premises is absolutely prohibited.

1.2.3 Expense Claims

All business related expenses incurred by Board Members and Senior Management Personnel must be authorized. All expenses should be incurred judiciously and within defined or implied authority. The reimbursement of expense incurred must be claimed within 30-days of incurring the expenditure. The Company will not reimburse personal expense.

1.2.4 Protection of Assets and Facilities

Board Members and Senior Management Personnel must protect the company's assets and facilities provided to them. The assets of the Company shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized.

1.2.5 Punctuality and Time Management

Board Members have to attend the maximum Board Meetings and benefit the company by their thought and experience. It is important that all Board Members are punctual while attending board meetings. Board Members and Senior Management Personnel have to, on day today basis, coordinate, co-operate and supervise their team members. It is desirable that effective time management is applied and they are punctual in their meetings and various tasks.

SECTION :- 2

CONFLICT OF INTEREST

- ❖ The Board of Directors and the Senior Management Personnel shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company and shall not engage any of its relative(s), or any other person or entity, for the purposes of circumventing the personal interest involved.
- ❖ The Board of Directors and the Senior Management Personnel shall not take up any position or engagement that may be prejudicial to the interest of the Company.

SECTION -: 3

COMPLIANCE

- ❖ The Board of Directors and the Senior Management Personnel shall ensure compliance of various legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

- ❖ The Board of Directors and the Senior Management Personnel shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle-blower Policy of the Company.
- ❖ The Board of Directors and the Senior Management Personnel shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prevention of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain. Any transaction falling under the definition of related party transactions as per the provisions of the Companies Act, 2013 and the Listing Agreement and as detailed.

COMPLIANCE OFFICER

The Company Secretary shall act as a Compliance Officer and shall monitor compliances with the Managing Director of the Company.

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ACKNOWLEDGEMENT

I have received and read the Code of Conduct for Board Members and Senior Management Personnel of KMF Builders And Developers Limited. I have understood the Code and agree to comply with the same.

Signature :

Name :

Designation :

Date :

Place :

Note - This acknowledgement has to be submitted within 30 days of adoption of the Code of Conduct by the Company