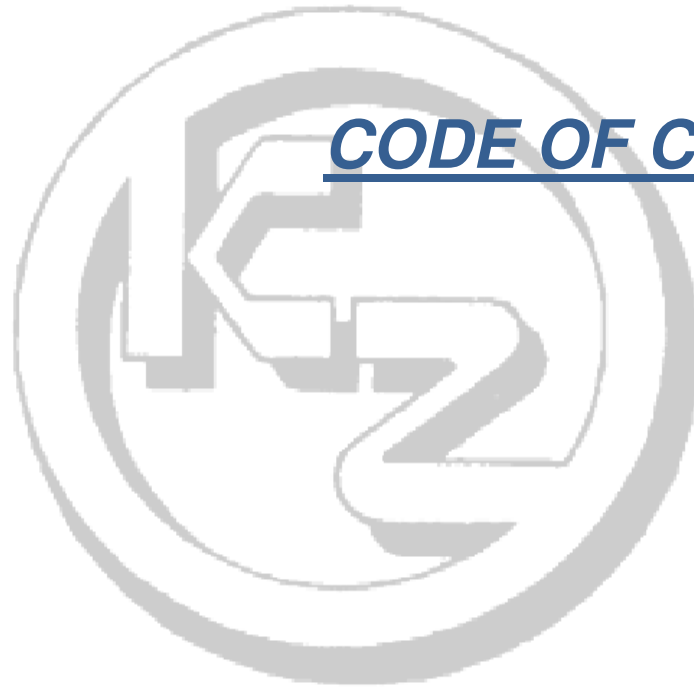


K Z LEASING AND FINANCE LIMITED



CODE OF CONDUCT

As per sub clause I (D) (i) of Clause 49 of the listing agreement with the stock exchanges relating to Corporate Governance, the Board of Directors of the Company is required to have a Code of Conduct to be followed by all the Board members and Senior management of the Company.

The Code of Conduct of K Z leasing and Finance Limited shall be effective from the date of adoption of the same by the Board of Directors of the Company i.e. from 31st July, 2014.

Applicability:

The Code of Conduct will be applicable to:

- a) Board of Directors of the Company
- b) Senior Management of the Company

CODE OF CONDUCT FOR BOARD MEMBERS

- ✚ To act in accordance with highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties.
- ✚ To stay updated with the affairs of the Company and be informed with Company's compliances with relevant laws.
- ✚ To promote professionalism in the Company.
- ✚ To observe the provisions for dealing in Equity shares and other Securities of the Company framed under the SEBI (Prevention of Insider Trading) Regulations, 1992 as amended from time to time.
- ✚ To not accept any payment or offer from the customers that is perceived to influence any business decisions, directly or indirectly.
- ✚ A Director who has a material personal / pecuniary interest in any matter should notify the Board of his interest and must not vote on the matter.

- ✚ Make available to and share with fellow Directors and members of senior management information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors
- ✚ Avoid any situation in which there is an actual or apparent conflict of interest that could interfere with the Director's or member of senior management's judgment in taking decisions in the Company's best interests.
- ✚ Act in good faith and in the best interests of the Company and fulfill their fiduciary obligations / responsibilities to Company's shareholders, stakeholders, customers, suppliers etc
- ✚ Use reasonable efforts to attend Board and Committee meetings regularly.

CODE OF CONDUCT FOR SENIOR MANAGEMENT

- ✚ Any member of Senior management who has a material personal / pecuniary interest in any contracts, arrangements or transactions should inform the Company Secretary.
- ✚ To exercise independent judgment on issues of strategy, performance, policy matters etc.
- ✚ Not to divert to his own advantage any business opportunity that the Company is in pursuit.
- ✚ maintain confidentiality of the Company's affairs and business and ensure security of important information and technologies
- ✚ Ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of their appointment.
- ✚ Do not use corporate property, information or position for personal gain and desist sharing them with other Companies.
- ✚ To act honestly, fairly and ethically and with integrity. To act in the manner to enhance and maintain reputation of the Company.
- ✚ Endeavor to promote the interest of disadvantaged and impaired sections of the society and also support community development, social welfare, women welfare, children education and sports promotion.

- ✚ Undertake corporate social responsibility like preparing and implementing resettlement / rehabilitation policies, and initiatives to develop and nurture neighboring communities.
 - ✚ They shall not use corporate property, information or position for personal gain and desist sharing them with other Companies.
-

