

KEMP & COMPANY LIMITED

CODE OF CONDUCT

For Directors and Senior Management

1. Fulfill the functions of the office with integrity as well as professionalism and exercise the powers attached thereto, with due care and diligence.
2. Act in the best interests of, and fulfill the fiduciary obligations to the Company's shareholders, whilst also considering the interests of other stakeholders.
3. Take informed business decisions based on independent judgment and in the best interests of the Company, not influenced by personal interest or gain.
4. Respect the confidentiality of information and use utmost discretion whilst deciding its disclosure or dissemination, ensuring that no personal advantage or detriment to the Company results from the same.
5. Make available to, and share information with fellow Directors/Executives when considered expedient in the best interests of the Company.
6. Protect and use the Company's assets for legitimate business purposes and be alert to situations that could lead to loss or misuse of these assets.
7. Minimise any situation or action that can create conflict of interests of the Company vis-à-vis personal interest or interests of associated persons, and make adequate disclosures, where necessary.
8. Act in a manner that will protect the Company's reputation.
9. Encourage reporting of behavior, which is contrary to the Company's "Values", and ensure that the person reporting such violation is not aggrieved in any manner.
10. Comply, in spirit and in letter, with all applicable laws, rules and regulations, and also honour the philosophy of "good faith", guided by one's sense of right and wrong.
11. Abide by the relevant terms of the Code on Prevention of Insider Trading formulated by the Company, and any other Code that may be formulated from time to time, as applicable.
12. Adhere to the terms of the powers delegated by the Board.
13. Whilst entering into contracts with Service Providers and Consultants, protect the arrangement for disclosure or dissemination of confidential information.
14. Establish processes and systems for storage, retrieval and dissemination of documents, both in physical and electronic form, so that the obligations of this Code of Conduct are fulfilled.
15. Raise concerns, if any, on the above issues, at a Board Meeting.

ANNUAL DECLARATION

I confirm having abided by the above Code of Conduct during the financial year 2014-15.

Signature _____

Date

Name

