

KEYNOTE CORPORATE SERVICES LIMITED

**Code of Practices & Procedures for Fair Disclosure of
Unpublished Price Sensitive Information
[Pursuant to SEBI (Prohibition of Insider Trading)
Regulations, 2015]**

PREAMBLE:

With a view to protect the interest of investors and strengthen the legal framework, the Securities and Exchange Board of India (SEBI) in exercise of the powers conferred by Section 30 read with Sections 11 and 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992) has formulated the new SEBI (Prohibition of Insider Trading) Regulations, 2015. These regulations were notified on January 15, 2015 to come into force with effect from 120th day from the date of its notification i.e. w.e.f. 15th May, 2015. These regulations shall be applicable to all companies whose shares are listed on stock exchanges. In terms of the Regulations, it is mandatory for every listed Company to formulate a specific Code of Fair Disclosure of Unpublished Price Sensitive Information. In order to comply with the requirement of the Regulations, Keynote Corporate Services Limited (hereinafter referred to as "the Company") has formulated a specific "Code of Fair Disclosure" of Unpublished Price Sensitive Information. This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

DEFINITIONS:

"Compliance Officer" for the purpose of this Code means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorize such other officer of the company to discharge the duties of Compliance Officer under the regulations.

"Chief Investor Relations Officer" means the Compliance Officer of the Company

"Unpublished price sensitive information" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i). Financial Results
- (ii). Dividends;
- (iii). Change in capital structure;
- (iv). Buy-Back of Securities, Mergers, de-mergers, acquisitions, delisting, disposals and expansion of Business and such other transactions;
- (v). Changes in key managerial personnel; and
- (vi). Material events in accordance with the listing agreement.

