

**Policy for Disclosure of Material Events
of
Keynote Corporate Services Limited**

Policy for Disclosure of Material Events

INTRODUCTION:

Pursuant to regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (listing Regulations, 2015), every listed company shall disclose the Material Events by listed Entity specified under Part A of Schedule III of Listing Regulations.

Accordingly the Board of Directors (the Board) has adopted policy which will be effective from 1st December 2015.

Policy of disclosure of Material Events:

The listing Regulations divide the events that needed to be disclosed broadly in two Categories:

1. The events that have to be necessarily disclosed without applying any test of materiality are indicated in Para A of Part A of Schedule III of Listing Regulations.(Enclosed Annexure I)
2. Para B of Part A of Schedule III indicates the events that should be disclosed by listed entity, if considered material. (Enclosed Annexure II)
3. As per Regulation 30 (3) of Listing Regulations, the Company shall make disclosure of events specified in para B, based on application of guidelines for materiality, as specified in Regulation30 (4) as follows:
 - (i) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly or
 - (ii) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at later date;
 - (iii) In case where criteria specified in sub clause (a) and (b) are not applicable, an event / information may be treated as being material if in the opinion of the Board of Directors of listed entity, the event/information is considered material.

Annexure I

A. Events Which shall be disclosed Without any application of the guidelines for materiality as specified in sub regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation: For purpose of this sub para the word acquisition shall mean:

- (i) Acquiring control, whether directly or indirectly; or
 - (ii) Acquiring or agreeing to acquire shares or voting rights in a company, wheter directly or indirectly such that –
 - (a) The listed entity holds shares or voting rights aggregating to five percent or more of the shares or voting rights in the said company or
 - (b) There has been change in holding from last disclosure made under sub clause (a) of clause (ii) of the Explanation to the sub para and such changes exceeds two percent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of Securities, split or consolidation of Shares, buyback of Securities, any restrictions on transferability of securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of Securities etc.
 3. Revision in Rating(s)
 4. Outcome of Meeting of Board of Directors.
 - (a) Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - (b) Any cancellation of dividend with reasons thereof;
 - (c) The decision on buyback of Securities;
 - (d) The decision with respect to fund raising proposed to be undertaken
 - (e) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

- (f) Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - (g) Short particulars of any other alterations of capital, including calls,
 - (h) Financial results;
 - (i) Decision on voluntary delisting by the listed entity from stock exchange(s)
5. Agreements (viz. Shareholder agreement(s) joint venture agreement(s), family settlement agreement(s)(to the extent that it impacts management and control of the listed entity), agreements(s)/treaty(ies)/contracts with media companies) which are amendment(s) and termination (s) thereof.
 6. Fraud/defaults by promoter or key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.)
 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor Compliance Officer.
 8. Appointment or discontinuation of Share transfer Agent.
 9. Corporate debt restructuring.
 10. One time settlement with Bank.
 11. Reference to BIFR and winding up petition filed by any party/creditors.
 12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by listed entity.
 13. Proceedings of Annual General Meeting and Extra ordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations of financial results made by listed entity to analysts or institutional investors.

Annexure II

Events which shall be disclosed upon application of guidelines for materiality referred sub –regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing unit/division (entirety or piecemeal).
3. Capacity addition or production launch.
4. Awarding, bagging/receiving, amendment or termination of awarded/bagged orders/contracts not in normal course of business.
5. Agreements (viz. Loan Agreements(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units of division of the listed entity due to natural calamity (earthquake, flood, fire etc) force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory action(s) with impact.
8. Litigation(s)/dispute(s)/regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than Key managerial personnel) or employees of listed entity.
10. Options to purchase Securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for a third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
