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KEY CORP LIMITED
POLICY FOR DETERMINATION OF MATERIALITY OF
EVENTS/INFORMATIONS
(Effective from 6th February, 2016)

(Pursuant to Regulation 30 (4) (ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Preamble

Regulation 30 Sub Regulation (4) Clause (ii) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 ("Regulation") requires every listed entity shall frame a Policy for determination of materiality of events, based on the criteria specified in Clause (i) of sub-regulation (4) of Regulation 30 of the said Regulations.

The Board of Directors of Key Corp Limited ("The Company") has adopted this Policy at its meeting held on 15th January, 2016 for determination of materiality based on the criteria mentioned in the said regulation ("Material Information") such that required information can be promptly disclosed to the stock exchanges, as required under applicable regulations in compliance with the said regulations.

Definition

In this policy unless the context otherwise requires

"Act" means the Companies Act, 2013 and rules made there under, as amended from time to time.

"Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

"Company" means **KEY CORP LIMITED**

"Policy" means Materiality Policy under this regulation as amended/modified from time to time

"Authorized Persons" shall have the same meaning ascribed to it in this Policy

"Board" or "Board of Directors" shall mean the Board of Directors of KEY CORP LIMITED as may be re-constituted from time to time

"Financial Year" shall have the same meaning ascribed to it under the Act.

"Material Information/event" shall mean information/event as prescribed under this Policy.

The words or expressions used but not defined herein, but defined under Companies Act, 2013 or the SEBI Regulations shall have the same meaning assigned therein.

CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

Following shall be taken into account for determining of events/information:

- (a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (b) The omission of an event or information, is likely to result in significant market reaction if the said omission came to light at a later date; and
- (c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event or 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.

Authorized Person(s)

As per Sub-regulation 5 of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Board is empowered Joint Secretary as the Authorized Person for determining the materiality of any event or information and for making disclosure to stock exchange(s) under the regulation from time to time.

Contact Details of Authorized Person is as under:

Mr .V.K. Pandey
Joint Secretary/Compliance Officer
Email: keycorpltd@gmail.com
Tel: 0512-2305416

Deemed material events or information

Events or information specified in Annexure-B will be deemed to be material events/information and will be disclosed irrespective of application of any quantitative or qualitative materiality thresholds.

Timing of Disclosure

All material events/information will be disclosed as promptly as practicable as per the provisions of Regulation 30 read with SEBI's Circular bearing reference CIR/CFD/CMD/4/2015 dated 9th September, 2015.

General

Where the terms of this policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to confirm to the law, rule, regulation or standard.

Effective Date

The Effective date of this policy is 06.02.2016.

Annexure – A

The events/information and corresponding materiality criteria stipulated in Para B of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are to be considered material here for the sake of brevity the detailed list is not reproduced here.

Notwithstanding anything stated above, the Authorized Person may apply qualitative criteria for deeming an event/information to be material or not in cases where aforementioned quantitative criteria cannot be ascertained/applied reasonably.

Annexure – B

(Events Deemed to be material Events)

The events/information and corresponding materiality criteria stipulated in Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are to be considered deemed to be material here for the sake of brevity the detailed list is not reproduced here.

KEY CORP LIMITED**POLICY ON PRESERVATION OF DOCUMENTS AND RECORDS**
(Effective from 6th February, 2016)

(Pursuant to Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Preamble

Regulation 9 of SEBI (Listing and Disclosure Requirement) Regulation, 2015 ("Listing Regulation") requires every listed company to have a Policy on Preservation of Documents and Records maintained by the Company either in physical form or electronic form.

Scope

This Policy shall govern the maintenance and preservation of documents as per applicable statutory and regulatory requirements.

Object of this Policy

The Main object of this policy is to ensure that all the statutory documents are preserved in compliance with the Regulation and as per policy framed in compliance with the Regulations and to ensure that the records no longer needed or are of no value are discarded after following the due process for discarding the same.

The major objectives of the Policy are:

- Identification of statutory registers and other records of the Company which are required to be preserved.
- Identification and categorization of the statutory registers and other records to be maintained either for eight years or permanently.
- Decide whether the statutory records and documents are to be preserved in physical form or in electronic form.
- After completion of 8 years for the statutory documents which are to be preserved for 8 years only may be disposed of as per the guidelines of the policy or as decided by the Board of Directors at that time.
- Aiding employees of the Company in understanding their obligations on retaining and preserving the documents and records.

Definitions

"Act" means The Companies Act, 2013, rules made thereunder and any amendment thereto.

"Company" means Key Corp Limited";

"Board" means the Board of Directors of the Company;

“Listing Regulations” means the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Policy” means this Policy of Preservation of Documents of the Company;

“Register” or the means a register maintained under the Companies Act, 2013 SEBI Act.

“Maintenance” means keeping documents either in physical or electronic form.

“Preservation” means to keep in good order and to prevent from being altered, damaged or destroyed.

“Electronic Form” means any contemporaneous electronic device such as Computer, Laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.

“Current” means running matter or whatever is at present in course of passage.

Interpretation of the Policy

Term that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Guidelines

Regulation 9 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, provides that the listed entity shall have a policy for preservation of Documents, approved by its Board of Directors, Classifying them in at least two categories as follows :-

- I. Documents whose preservation shall be permanent in nature;**
- II. Documents whose preservation shall be at least for 8 years.**

Accordingly, the Company has classified the preservation of documents to be done in the following manner:

- a. Documents that need to be preserved and retained permanently;**
- b. Documents that need to be preserved and retained for a period of 8 years as specified under the Companies Act, 2013 or Regulations;**
- c. Documents that need to be preserved and retained for such period as prescribed under any statute or regulation as applicable to the Company.**
- d. Where there is no such requirement as per applicable law, then for such period as the document pertains to a matter which is current.**

An indicative list of the documents and the time-frame of their preservation is provided in Annexure-A.

Mode of Preservation

The Documents may be preserved in

- a. Physical Form; or
- b. Electronic form.

The official of the Company who is required to preserve the document shall be Authorized Person who is generally expected to observe the Compliance of Statutory requirements as per applicable law.

The Preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the document.

The preserved documents must be accessible at all reasonable times, access may be controlled by the concerned Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

Destruction of Documents

The documents of the Company which are no longer required as per the time schedule prescribed in the Annexure-A may be destroyed. The concerned Officer may direct employees in charge from time to time to destroy the document which are no longer required as per the document Preservation Schedule given under Annexure-A. The details of the documents destroyed by the Company shall be recorded in the Register for Disposal of the Documents in the format prescribed at Annexure-B. The entries in the register shall be authenticated by the Authorized Person.

Policy Review

This policy shall be reviewed from time to time so that the policy remain Compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

Amendment

The Board shall have power to amend any of the provisions of this policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy according to subsequent modification(s)/amendment(s) to Regulation.

Effective Date

Effective date of this Policy is 06.02.2016

ANNEXURE – A

Indicative List

Records to be preserved permanently

- a. Common Seal
- b. Minutes books of Board, General Meetings and Committee Meeting.
- c. Statutory Registers
- d. License and permissions
- e. Statutory Forms and disclosures except for routine Compliance.
- f. Scrutinizers' Reports
- g. Register of Members
- h. Index of Members

Records to be preserved upto 8 years

- a. Annual Returns
- b. Board Agenda and supporting documents
- c. Attendance Register
- d. Office copies of Notice General Meeting and related papers
- e. Office copies of Notice of Board Meeting/Committee Meeting, Notice on Agenda and other related papers.
- f. All notice pertaining to disclosure of interest by Directors
- g. Instrument creating a charge or modification
- h. Books of accounts, financial statement etc.
- i. Register of debenture holders or any other security holders.

Others

As per applicable law.

ANNEXURE – B

Format of Register of Documents Disposal of/Destroyed

Item No.	Brief Particulars Of Documents/records disposed off	Date of Approval of Disposal	Date of Disposal	Mode of Disposal	Initial of Authorised Person

3

KEY CORP LIMITED

POLICY ON EVALUATION OF PERFORMANCE OF DIRECTORS AND THE BOARD

1. OBJECTIVE

This Policy aims to:

- (i) Ensure compliance of the applicable provisions of the Companies Act, 2013 (the Act) and the Listing Regulation entered into with the Stock Exchanges (as amended or re-enacted from time to time) relating to the evaluation of performance of the Directors and the Board.
- (ii) Adopt best practices to manage the affairs of the Company in seamless manner.
- (iii) Achieve good corporate governance as well as sustained long-term value creation for stakeholders.
- (iv) This will be effective from 6.2.16.

2. DEFINITIONS:

A. "the Act"

The Act shall mean The Companies Act, 2013.

B. "the Company"

The Company shall mean 'Key Corp Limited'

C. "the Director" or "the Board":

The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

"the Independent Director":

The Independent Director shall mean an Independent Director as defined under Section 2(47) to be read with section 149 (5) of the Act.

"the Policy" or "this Policy":

The policy or this Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.

"the Committee" or "this Committee":

The Committee or this Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

3. EVALUATION:

- (i) The Nomination and Remuneration Committee (NRC) shall carry out the evaluation of performance of every Director. The evaluation of performance of the Independent Directors (IDs) shall also be carried out by the entire Board of Directors excluding the Director being evaluated. Evaluation performance should be carried out at least once in a year.

- (ii) While evaluating the performance of the Non Executive Directors (NEDs), the following parameters shall be considered:
 - (a) Attendance at meetings of the Board and Committees thereof.
 - (b) Participation in Board meetings or Committee thereof.
 - (c) Contribution to strategic decision making.
 - (d) Review of risk assessment and risk mitigation.
 - (e) Review of Financial statements, business performance.
 - (f) Contribution to the enhancement of brand image of the Company.
- (iii) While evaluating the performance of the Chairman and Managing Director, the Nomination and Remuneration Committee shall always consider the appropriate benchmarks set as per industry standards, the performance of individual and also of the Company.
- (iv) Evaluation of performance shall be carried out at least once a year.
- (v) The Company shall provide suitable training to the Non-Executive Directors including Independent Director. Any other need based training shall also be provided.

The evaluation of the Directors and the Board shall be carried out based on the questionnaire and feedback form which forms part as Annexure to this Policy..

4. REVIEW:

The Nomination and Remuneration Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution in a meeting of the Committee.

5. DISCLOSURE:

In accordance with the requirement under the Companies Act, 2013, Rules made thereunder and Listing Agreement, disclosures will be made in the Board Report regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, performance of various Committee of Directors and individual Directors. The Company shall disclose the evaluation criteria in its Annual Report. The Policy will be available in the public domain i.e. on the website of the Company.

Annexure to the Performance Evaluation Policy

KEY CORP LIMITED – Board Evaluation

Key Corp Limited believes in value for its shareholders through ethical processes & integrity. The board plays a very important role in ensuring that the company performance is monitored and timely inputs are given to enhance its performance and set the right direction for profitable growth fully complying with relevant regulation requirements. As a board member request you to rate your experience on the following (1 being lowest and 5 being highest) –

Board Responsibility	Question	Rating	Remarks
Strategy	Board effectively provides strategic direction to the Company.		
Performance Management	Board effectively directions on key decisions impacting the performance of the Company.		
	Board effectively reviews the financial performance of the company and suggests corrective actions.		
Execution, Investments And M&A	Board advises on business investments and M&A's to benefit company growth and profitability.		
Organization Health and Talent Management	The Board effectively mentors the senior members of the Company besides monitoring the succession plans of senior leaders.		
	Board ensures that the company values are adequately Reflected in the way the company is run.		
Risk Management	Board effectively reviews the risk management framework in the company and provides appropriate direction for Corrective actions where necessary.		
Core Governance & Compliance	Board strives towards adapting best practices in governance while also fully complying with the laws of land.		
Support to the Board	The process for setting the board agenda is transparent, realistic to the current needs and meeting material is shared well in time.		
	The frequency and duration of the board meetings are adequate to ensure a proper discharge of all the responsibilities.		
Overall	Overall board meting is held in open and objective manner where There is adequate opportunity for members to share their views.		
Overall Feedback to improve the Board effectiveness further:-			

KEY CORP LIMITED – Board Member Feedback

Key Corp Limited (the Company) believes in value for its shareholders through ethical processes & integrity. The board plays a very important role in ensuring that the company performance is monitored and timely inputs are given to enhance its performance and set the right direction for growth. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

Feedback Recipient's Name _____

Kindly rate the recipient on the scale of 1 to 5 (1 being least effective and 5 being highly effective) –

Question	Rating	Remarks
Participates in the board meetings actively		
Participates in the board meeting consistently.		
Prepares adequately for the board meetings.		
Contributes to strategy and other areas impacting company performance.		
Brings his/her experience and credibility to bear on the critical areas of Performance of the organization.		
Keeps updated knowledge of his/her area of expertise.		
Communicates in open and constructive manner.		
Gives fair chance to other members to contribute, participates actively in the Discussions and is consensus oriented.		
Helps create positive image of the company and helps the company wherever possible.		
Actively contributes toward positive growth of the organization.		
Conducts himself/herself in a manner that is ethical and consistent with the laws of the land. .		
Overall Feedback to improve effectiveness further: -		