

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE

Date:

To
The Compliance Officer

Dear Sir/Madam,

Application for Pre-dealing approval in securities of Company.

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading. I seek approval to purchase/sale/subsorption of _____ equity shares of the Company as per details given below:

1.Name of applicant	
2.Designation	
3.Number of securities held as on date	
4.Folio No./DPID/Client ID No.	
5.Tax proposal is for	
(a)Purchase of securities (b)Subscription to securities (c)Sale of securities	
Proposed date of dealing in securities	
7.Estimated number of securities proposed to be acquired/subscribed/sold	
8.Price at which the transaction is proposed	
9.Current market price (as on date of application)	
10.Whether the proposed transaction will be through stock exchange or off-market deal	
11.Folio No./DPID/Client ID No.where the securities will be credited/debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE
UNDERTAKING**

To,
The Compliance Officer

I _____ of the Company residing at _____
_____ am desirous of dealing in _____ shares
of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days execution of the transaction/a Nil report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

Name:

Designation:

ANNEXURE-3**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction /dealing in securities of the Company)

To,
The Compliance Officer,

I hereby inform that I

* have not bought/sold/subscribed any securities of the Company.

* have bought /sold/subscribed to _____ securities as mentioned below on _____ (date)

Name of holder	No.of securities dealt with	Bought/sold/ subscribed	DPID/Client ID/ Folio No.	Price(Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years, and produce to the Compliance officer/SEBI any of the following documents.

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase/subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above and transactions(s).

Date _____

Signature _____

Name:

Designation:

**ANNEXURE - 4
FORM A**

**Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations,2015
[Regulation 7(1)(a)read with Regulation 6(2)]**

To

Compliance Officer

**Details of Securities held by Promoter, Key Managerial Personnel(KMP), Director and other such persons
as mentioned in Regulation 6(2) of SEBI Regulations**

Name,PAN No.,CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		%of Share holding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of securities (For eg - Shares, Warrants Convertible Debentures etc.)	No.		No.of units (contracts* lot size)	Notional value in Rupee terms	Number of units(contracts * lot size)	Notional value in Rupee terms

Signature:

Designation:

Date:

Place:

Annexure -5

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1)(b) read with Regulation 6(2)]

To

The Compliance Officer

Details of Securities held on appointment of Key Managerial Personnel (KMP) Director or upon becoming a promoter of a listed company and other such persons as mentioned in Regulation 6(2) of SEBI Regulation

Name, PAN No. CIN/Din & address with contact nos.	Category of Person (Promoters/ KMP/Directors/ immediate relatives/Others etc.)	Date of appointment of Director/KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Share-holding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts*lot size)	Notional value in Rupee terms	Number of units (contracts*lot size)	Notional value in Rupee terms

Signature

Designation:

Date:

Place:

Annexure-6
FORM C
Securities and Exchange Board of India(Prohibition of Insider Trading)Regulations,2015
[Regulation 7(2) read with Regulation 6(2)]

To,
Compliance Officer

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2) of the SEBI Regulation.

Name, PAN No., CIN/DIN & address of connected persons as identified by the Company with contract nos.	Category of Person(Promoter/KMP/ Directors/ immediate a relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of shareholding		Date of allotment advice / acquisition of shares/sale of shares specify		Date of intimation on to company	Mode of acquisition (market purchase/Public rights/preferential offer/off market/ Inter-se transfers etc.	Trading in derivatives(Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (for eg. Shares Warrants Convertible Debentures etc.	No.	Type of Securities (For eg. Shares, Warrants Convertible Denenture etc.	No.	Pre transact- ion	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts *lot size)	Value	Number of units(corac- ts * lot size)	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

SIGNATURE;

DESIGNATION:

DATE;

**Annexure-7
FORM D**

**Securities and Exchange Board of India(Prohibition of Insider Trading)Regulations,2015
[Regulation 7(3) Transactions by other connected persons as Identified by the Company]**

Name,PAN No.,CIN/DIN & address of Promoter/ Employee/ Director with contact nos.	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of shareholding		Date of allotment advice / acquisition of shares/sale of shares specify		Date of intimation on to company	Mode of acquisition (market purchase/Public rights/prefermtial offer/off market/ Inter-se transfers etc.	Trading in derivatives(Specify type of contract,Futures or Options etc)				Exchange on which the trade was executed
		Type of security (for eg.Shares Warrants Convertible Debentures etc.	No.	Type of Securities (For eg. Shares, Warrants Convertible Denenture etc.	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts *lot size)	Value	Number of units(corac-ts * lot size)	

NAME:

SIGNATURE:

DATE

PLACE:

KEY CORP LIMITED

Related Party Transaction Policy

Preamble

The Board of Directors of the company has adopted the following Policy and procedure with regard to Related Party Transactions. The policy envisages the procedure governing Related Party Transactions required to be followed by company to ensure compliance with the Law and Regulation. The Audit committee will review the same from time to time and propose the amendment required in the policy to the Board of Directors.

Purpose

Security Exchange Board of India (SEBI), by Circular Dated 17 April 2014, has amended the clause 49 of listing agreement entered into by the company with the Stock Exchange. The Amended clause 49 requires all listed companies to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. This policy has been framed for complying with above requirement

Definitions

"Audit Committee or Committee" means Committee of Board of Directors of the Company constituted for audit related purpose.

"Board" means Board of Directors of the Company.

"Related Party Transaction" A related party transaction is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

"Material Related Party Transaction" means a transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher.

"Related Party" means related party as defined in Clause 49 of the Listing Agreement which is as follows:

A 'related party' is a person or entity that is related to the company. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, directly or indirectly, in making financial and/or operating decisions and includes the following:

1) A person or a close member of that person's family is related to a company if that person is

i) a related party under Section 2(76) of the Companies Act, 2013 which are as follows:

- a) a director or his relative;
- b) a key managerial personnel or his relative is a partner;
- c) a firm, in which a director, manager or his relative is a partner;
- d) a private company in which a director or manager is a member or director;
- e) a public company in which a director or manager is a director or holds along with his relatives, more than two per cent of its paid-up share capital;
- f) any body corporate whose Board of directors, managing director, or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- g) any person under whose advice, directions or instructions a director or manager is accustomed to act;

Provided that nothing in sub-clauses (f) and (g) shall apply to the advice, directions or instructions given in a professional capacity;

h) any company which is –

- A. a holding, subsidiary or an associate company of such company; or
- B. a subsidiary of a holding company to which it is also a subsidiary;

i) such other person as may be prescribed.

ii) has control or joint control or significant influence over the company; or

iii) is a key management personnel of the company or of a percent of the company;

2) An entity is related to a company if any of the following conditions applied:

- a. The entity is a related party under Section 2(76) of the Companies Act, 2013; or
- b) The entity and the company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others); or
- c) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member); or
- d) Both entities are joint ventures of the same third party; or
- e) One entity is a joint venture of a third entity and the other entity is an associate of the third entity; or
- f) The entity is a post-employment benefit plan for the benefit of employees of either the company or an entity related to the company. If the company is itself such a plan, the sponsoring employers are also related to the company; or

- g. The entity is controlled or jointly controlled by a person identified in (1) above.
- h. A person identified in (1)(b) has significant influence over the entity (or of a percent of the entity); or

“Relative” means relative as defined under the Companies Act, 2013 and Includes anyone who is related to another, if –

- i) They are members of a Hindu undivided family;
- ii) They are husband and wife; or
- iii) Father (including step-father)
- v) Son (including step-mother)
- vi) Son's wife
- vii) Daughter
- viii) Daughter's husband
- ix) Brother (including step-brother)
- x) Sister (including step-sister)

“Key Managerial Personnel” mean key managerial personnel as defined under the Companies Act, 2013 and includes.

- (i) Managing Director, or Chief Executive Officer or manager and in their absence. a whole-time director.
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

“Control” as defined in SEBI (Substantial Acquisition of Shares and Takeovers)

Regulations, 2011 includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner which includes (a) ownership, directly or indirectly, of more than one half of the voting power of an enterprise, and (b) a substantial interest in voting power and the power to direct, by statute or agreement, the financial and/or operating policies of the enterprise.

Provided that a director or officer of a company shall not be considered to be in control over such target company, merely by virtue of holding such position”.

“Associate Company” in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Significant Influence: - means control of at least twenty per cent of total share capital, or of business decisions under an agreement.

Joint venture :- Means a contractual arrangement whereby two or more parties undertake an economic activity which is subject to joint control.

Policy and Procedure

Policy

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy.

All Related Party Transactions shall require prior approval of Audit Committee. Further, all Material Related Party Transactions shall require approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

Procedure

A. Disclosure by Directors

Every director shall at the beginning of the financial year provide information by way of written notice to the company regarding his concern or interest in the entity with specific concern to parties which may be considered as related party with respect to the Company and shall also provide the list of relatives which are regarded as related party as per this policy. Directors are also required to provide the information regarding their engagement with other entity during the financial year which may be regarded as related party according to this policy.

B. Identification of Transaction with related Parties

Each director and Key Managerial Personnel is responsible for providing notice to the Company of any potential Related Party Transaction where he may be considered interested. Audit Committee will determine whether a transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy. The Directors and KMPs will ensure that their notice of any potential Related Party Transaction is delivered well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

C. Review and approval of Related Party Transaction

i. Audit Committee

All the transactions which are identified by the audit committee as related party transactions should be pre-approved by the Audit Committee before entering into such transaction. The Joint Secretary shall place the details of all related party transactions in the subsequent meeting of the Audit Committee. The Audit committee shall consider the following factors while deliberating the related party transactions for its approval:

- * Name of party and details explaining nature of relationship.
- * Nature of transaction and material terms thereof including the value, if any;
- * the manner of determining the pricing to ascertain whether the same is on arm's length
- * Business rationale for entering into such transaction.

Any member of the Committee who has a potential interest in any Related Party Transactions will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.

If the committee determines that the a related party transaction is (i) a Material related party transaction or (ii) Transactions are not in the ordinary course of business or not at the arm's length price ,the audit committee shall place the matter before the board for obtaining its approval.

ii. Board of Directors

Where approval of Board of Directors is required for any related party transaction or if the Board in any case elects to reviews any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Any member of the Board who has any interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.

iii. Shareholder approval

In case Board refers a related party transaction for seeking approval of the shareholders as per the provisions of Companies Act, 2013 or otherwise, if any member of company is a related party as per this policy, such member of the company shall not vote on resolution passed for approving such related party transaction.

iv. Transactions which do not require approval

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee.

- (a) Any transaction involving the providing of compensation to a director or Key Managerial Personnel in connection with his duties to the Company including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- (b) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

v. Related Party Transactions not approved under this Policy

If a Related Party Transaction is entered into by the Company without being approved under this Policy, the same shall be reviewed by the Committee. The Committee shall evaluate the transaction and may decide such action as it may consider appropriate including ratification, revision or termination of the Related Party Transaction.

In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

Disclosures

- ^ Every Related Party Transaction with proper justification shall be disclosed in the Directors Report.
- ^ Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
- ^ The company shall disclose the policy on dealing with Related Party Transactions on its website and also in the Annual Report.

This Policy will be communicated to all operational employees and other concerned persons of the Company.

Auditor's view: Even though this policy has been framed in accordance with requirement of Clause 49 (VII) (C) of the Listing Agreement, the Auditor, if observes any deviation, may communicate to the Audit Committee interalia about the transactions with related parties and other related significant matters as they deem fit and proper.

Date:

VICE CHAIRMAN