

Vigil Mechanism/ Whistle Blower Policy

Keynote Financial Services Limited

(Revised w.e.f. 11th February, 2022)

KEYNOTE FINANCIAL SERVICES LIMITED

Vigil Mechanism/Whistle Blower Policy

This policy was earlier adopted by Board pursuant to the provisions of Section 177(9) of the Companies Act 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, in terms of Regulation 9A (6) which was inserted in the SEBI (Prohibition of Insider Trading) Regulations 2015 by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 vide notification dated 31 December, 2018 and January 21, 2019, the listed Companies shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

Accordingly, this Whistle Blower Policy and Vigil Mechanism (the "Policy") has been amended with a view to provide a mechanism for directors and employees of the Company to raise concerns about unacceptable improper practices and/or any unethical practices and/or to report instances of leak of unpublished price sensitive information and to approach the Ombudsman Chairman of the Audit Committee of the Company and to create awareness amongst employees to report such instances.

In order to comply with the requirement of the Regulations, the Board of Directors on 11th February, 2022 adopted this policy. This revised policy shall be effective from same date.

Accordingly, the Company in compliance with the above stated Regulations hereby establishes and adopts a revised Vigil Mechanism Policy for the Company as follows:

1. PURPOSE OF THIS POLICY

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment or to report instances of leak of unpublished price sensitive information. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee of the Company in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

2. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees and also to report instances of leak of unpublished price sensitive information.

3. DEFINITIONS

“Alleged Wrongful Conduct” shall include violation of law, mismanagement of affairs, financial irregularity, actual or suspected fraud, any infringement of Company’s code of conduct and business ethics, or abuse of authority by any Employee and Director, unethical behavior or other genuine concerns or grievances, leak of unpublished price sensitive information, save and except abuse of authority and/or wrongful conduct dealt with under Sexual Harassment.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Board” means the Board of Directors of the Company.

“Company” means Keynote Financial Services Limited.

“Code” means Code of Conduct of Keynote Financial Services Limited.

“Employee” means every employee (whether temporary or permanent) of Keynote Financial Services Limited.

“Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“Subject” means a person or group of persons against or in relation to whom a Disclosure is made or evidence gathered during the course of an investigation.

“Unpublished Price Sensitive Information” (‘UPSI’) shall have the same meaning as assigned to it under Regulation 2(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

“Whistle Blower” is an employee or group of employees who makes a disclosure under this Policy and also referred in this policy as complainant.

4. REPORTING MECHANISM

1. All disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
2. The disclosure should be submitted in a closed and secured envelope and should be superscribed as **“Disclosure under the Vigil Mechanism Policy”**. Alternatively, the same can also be sent through email with the subject **“Disclosure under the Vigil Mechanism Policy”**. If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the disclosure will be dealt with as if a normal disclosure.
3. The disclosure should be forwarded under a covering letter signed by the complainant. The Company Secretary or the Chairman of the Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the disclosure.
4. All the members of the Core Management Team of the Company including Head of various Departments / Managers are expected to bring any such instances of unethical behavior, actual or suspected, fraud or violation of the Company’s Code of Conduct to the attention of management as soon as they become aware of it so that onward reporting to the Audit Committee can happen on time for corrective actions.
5. All disclosures should be addressed to the management of the Company or to the Chairman of the Audit Committee in exceptional cases.

- Contact details authorized by the management are as under:

The Company Secretary

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg
Dadar (W), Mumbai – 400 028.

Email ID: info@keynoteindia.net

- Contact details of Chairman of the Audit Committee

Disclosures shall be made to the Chairman of the Audit Committee by sending an E-mail to shishirdalal@gmail.com and marking a copy to info@keynoteindia.net or by sending a Letter to the Chairman of the Audit Committee at the following address:

Shri Shishir Dalal

Chairman, Audit Committee

Keynote Financial Services Limited,

Office No. 11 & 12, Regency Building,
National Library Road, Next to Nandi Cinema,
Bandra (W), Mumbai-400050.

6. On receipt of the disclosure the Company Secretary or the Chairman of the Audit Committee, as the case may be, shall make a record of the disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
- a. Brief facts;
 - b. Whether the same disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c. Whether the same disclosure was raised previously on the same subject;
 - d. Details of actions taken by Company Secretary/ Chairman for processing the complaint
 - e. Findings of the Audit Committee
 - f. The recommendations of the Audit Committee/ other action(s).
7. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

5. INVESTIGATION

All reports under this Policy will be promptly and appropriately investigated the Company Secretary as authorized by the Audit Committee, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.

6. DECISION

1. If an investigation leads the Company Secretary / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Company Secretary/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit.
2. The Company Secretary shall submit a report to the Chairman of the Audit Committee about all disclosures referred to him/her, if any, since the last report together with the results of investigations.
3. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
4. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Company Secretary or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

7. SECRECY AND CONFIDENTIALITY

Everyone involved in the Vigil Mechanism process shall:

1. Maintain confidentiality of all matters under this Policy.
2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
3. Not to keep the papers unattended anywhere at any time.

8. PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, does not encourage any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. COMMUNICATION

The policy shall be available on the website of the Company and informed to all the Employees.

10. DOCUMENT RETENTION

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the applicable law.

11. AMENDMENT AND/OR MODIFICATION

The Audit Committee or the Board of Directors of Keynote Financial Services Limited reserves the right to modify this Policy. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.
