KEYNOTE

Ref # Key18/Stock-Exch.Let/Sm(56)

9th August, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, C-1, Block – G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Scrip Code / Name of Scrip: 512597/KEYCORPSER

Scrip: KEYCORPSER

Dear Sir,

Reg. : Proceedings of 25th Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure (Requirements) Regulations, 2015 read with Part A of Schedule III, please find attached herewith the Proceedings of 25th Annual General Meeting (AGM) of the members of the Company held on 9th August, 2018 at 10.00 a.m at Homi J.H Taleyarkhan Hall, Indian Red Cross Society, 141, Shahid Bhagat Singh Road, (Town Hall Compound), Fort, Mumbai - 400 001.

Please acknowledge the receipt.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,
For **KEYNOTE CORPORATE SERVICES LIMITED**

Uday S. Patil
Director
(DIN: 00003978)

KEYNOTE CORPORATE SERVICES LTD. MUMBAI

Encl: as above

PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF KEYNOTE CORPORATE SERVICES LIMITED HELD ON THURSDAY, 9TH AUGUST, 2018, AT 10.00 A.M AT HOMI J. H TALEYARKHAN MEMORIAL HALL, INDIAN RED CROSS SOCIETY, 141, SHAHID BHAGAT ROAD, (TOWN HALL COMPOUND), FORT, MUMBAI 400 001

- Shri. B. Madhuprasad, Chairman of the Annual General Meeting (AGM) welcomed members to the 25th Annual General Meeting of the company. After ascertaining the presence of the requisite quorum, he called the meeting to order and commenced the proceedings.

- Declared that the Company has received Six (6) numbers of proxies for 5, 87,123 equity shares amounting 8.37% of the total share capital of the Company.

- Declared with the permission of members present that the notice convening the Annual General Meeting be taken as read.

- Declared with the permission of members present that the Auditor's Report of the F.Y. 2017 – 18 be taken as read.

- Thereafter, the business items as per the Notice of AGM were taken up in the chronological order.

ORDINARY BUSINESS:

RESOLUTION NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 AND THE REPORTS OF THE DIRECTORS' AND AUDITOR'S THEREON.

RESOLUTION NO. 2

TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018.

RESOLUTION NO. 3

TO APPOINT A DIRECTOR IN PLACE OF SMT. RINKU SUCHANTI, (DIN - 00012903), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT.

KEYNOTE CORPORATE SERVICES LTD. MUMBAI

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

SPECIAL BUSINESS:

ORDINARY RESOLUTION NO. 4

VARIATION IN TERMS OF APPOINTMENT OF SMT. RINKU SUCHANTI, (DIN - 00012903) WHOLE-TIME DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to provision of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, applicable clauses of the Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and subject to such other approvals, if any, the Company hereby approves the revision of remuneration payable to Smt. Rinku Suchanti, (DIN - 00012903) Whole-time Director of the Company with effect from 1st January, 2018 up to the remaining period of the tenure with the liberty to the Board of Directors to alter and vary the terms of appointment so as not to exceed the limits set out in Schedule V to the Companies Act, 2013 including any statutory modifications or re–enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as maybe agreed between the Board and Smt. Rinku Suchanti.

RESOLVED FURTHER THAT Shri Uday S. Patil Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ORDINARY RESOLUTION NO. 5

RE-APPOINTMENT AND VARIATION IN TERMS OF APPOINTMENT OF SHRI UDAY S. PATIL (DIN: 00003978) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of Shareholders, the consent of the Board of Directors be and is hereby accorded to the reappointment of Shri Uday S. Patil, as Whole-Time Director of the Company for a period of 3 (three) years with effect from 13th November, 2018 on such terms and conditions of appointment as Board and Nomination and Remuneration Committee may decide from time to time, with the liberty to the Board of Directors to alter and vary the terms of appointment so as not to exceed the limits set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Smt. Rinku Suchanti, Whole-Time Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid reappointment and to file necessary forms with Ministry of Corporate Affairs."

KEYNOTE CORPORATE SERVICES LTD. MUMBAI

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

- Requested the members present to vote on the resolutions by ballot paper.

- Thereafter, all the members present in the meeting participated in the voting process by ballot paper.

- The Chairman discussed all the resolutions with participation of members present and informed them after taking into account the vote cast by members electronically as well as members present who cast their vote, the final result of the voting will be announced as per the procedure laid down.

- As the business of the meeting was transacted and there was no other item to discuss, the chairman thanked the members for their participation in the meeting.

- The Chairman delivered the Vote of Thanks and declared the meeting as concluded.

Place: Mumbai
Date: 9th August, 2018

B. Madhuprasad
Chairman
DIN: 00004632

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407