KEYNOTE

Ref # Key15/Stock-Exch.Let/Sd(087) 1St October, 2015

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

Dear Sir,

Ref.: Scrip Code KEYCORPSER
Sub: Disclosure of Results of Voting

As per the requirement of Clause 35A of the Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

Details of Voting Results

Date of Annual General Meeting (AGM)	:	September 29, 2015
Total number of shareholders on record date	:	2428
No. of shareholders present in the meeting either in person or through proxy	:	
• Promoter and Promoter Group		11
• Public		41
No. of Shareholders attended the meeting through Video Conferencing	:	Not arranged
• Promoter and Promoter Group		
• Public		

Note: E–Voting period was from 26th September, 2015 to 28th September, 2015. As per scrutinizers report 18 members opted for E-Voting and 24 members voted in a poll at AGM.

Agenda – wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1.	To receive, consider and adopt The Audited Financial Statements (Including Audited Consolidated Financial Statements) for the Financial Year Ended 31st March, 2015 and the Reports Of The Directors and Auditors thereon.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority

2.	To declare Dividend for the Financial Year Ended 31st March, 2015.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
3.	To appoint a director in place of shri. B. Madhuprasad (Din 00004632), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
4.	Appointment OF M/s NMAH & CO., Chartered Accountants, Mumbai (Firm Registration No. 135966w) as statutory auditors of the company.	Special	E-voting & Poll	The resolution was passed with requisite majority
5.	Appointment Of Smt. Rinku Suchanti As A Non Executive Director Of The Company.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
6.	Appointment Of Shri Shishir Dalal As An Independent Director	Special	E-voting & Poll	The resolution was passed with requisite majority
7.	Re- Appointment Of Shri Uday Patil Director As A Whole –Time Director Of The Company	Special	E-voting & Poll	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format.

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

Yours sincerely,

For **KEYNOTE CORPORATE SERVICES LIMITED**

Uday S. Patil
Director
Encl : as above

Annexure

KEYNOTE CORPORATE SERVICES LIMITED

Details for reporting as per Clause 35A of listing agreement based on result of Voting at the 22nd Annual General Meeting held on 29th September, 2015

Resolution No. 1 - Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2015 and the Report of the Directors and Auditors thereon.

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	4,062,218	100.00	4,062,218	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	3,257	0.14	3,257	0	100.00	0.00
	Total	7,018,339	4065475	57.93	4,065,475	0	100.00	-

Resolution No. 2 - Declaration of Equity Dividend for the financial year ended 31st March, 2015

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	4,062,218	100.00	4,062,218	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	3,257	0.14	3,257	0	100.00	0.00
	Total	7,018,339	4,065,475	57.93	4,065,475	0	100.00	-

Resolution No. 3 - Re-appointment of Shri B. Madhuprasad (DIN:00004632) who retires by rotation and being eligible offer himself for re-appointment.

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	3,960,368	97.49	3,960,368	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	3,257	0.14	2,957	300	90.79	9.21
	Total	7,018,339	3,963,625	56.48	3,963,325	300	99.99	0.01

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

KEYNOTE

KEYNOTE CORPORATE SERVICES LTD. MUMBAI

Resolution No. 4 - Appointment of M/s. NAMH & Co. Chartered Accountants, Mumbai Firm Registration No. 135966W as Statutory Auditors of the Company.

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	4,062,218	100.00	4,062,218	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	3,257	0.14	3,257	0	100.00	0.00
	Total	7,018,339	4,065,475	57.93	4,065,475	0	100.00	-

Resolution No. 5 - Appointment of Smt. Rinku Suchanti (DIN:00012903) as Non-Executive Director of the Company.

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	397,679	9.79	397,679	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	3,297	0.14	2,997	300	90.90	9.10
	Total	7,018,339	400,976	5.71	400,676	300	99.93	0.07

Resolution No. 6 - Appointment of Shri Shishir Dalal (DIN:00007008) as an Independent Director of the Company.

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	4,062,218	100.00	4,062,218	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	3,257	0.14	2,957	300	90.79	9.21
	Total	7,018,339	4,065,475	57.93	4,065,175	300	99.99	0.01

Resolution No. 7 - Re-Appointment of Shri Uday S. Patil, (DIN:00003978) as a Whole-Time Directorof the Company.

	Promoter/Public	No. of Shares held	No. of votes polled/E-voting	% of Votes Polled on outstanding shares	No. of Votes - favour	No .of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Promoter & Promoter Group	4,062,218	4,062,218	100.00	4,062,218	0	100.00	0.00
2	Public Institutional holders	575,548	-	0.00	-	0	0.00	0.00
3	Public - Others	2,380,573	757	0.03	457	300	60.37	39.63
	Total	7,018,339	4,062,975	57.89	4,062,675	300	99.99	0.01

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CIN-L67120MH1993PLC072407

KEYNOTE

UMA LODHA & CO.
COMPANY SECRETARIES

B/ 202, Ivy Tower, Vasant Valley Complex,
Near Dindoshi Bus Depot, Film City Road,
Malad East Mumbai 400097
Tel: 28401161 Mob.: 9821247172
Email: lodhauma@yahoo.co.in

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL CARRIED OUT FOR KEYNOTE CORPORATE SERVICES LIMITED

Chairman of 22nd Annual General Meeting of Keynote Corporate Services Limited, (The Company) held on the 29th Day of September, 2015 At "Homi J. H. Taleyarkhan Memorial Hall, Indian Red Cross Society, 141, Shahid Bhagat Singh Road, (Town Hall Compound), Fort, Mumbai – 400 001

Sub: Passing of Resolution through electronic AND poll conducted at the 22nd Annual General Meeting of Keynote Corporate Services Limited (The Company), held on the 29th Day of September, 2015.

Pursuant to the Resolution passed by the Board of Directors of Keynote Corporate Services Limited at the meeting held on **10th August, 2015**, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the 22nd Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll under the provisions of Section 109 of Companies Act, 2013 read with and rule 21(2) of the Companies (Management and Administration) Rules, 2014], on the resolution contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the Company held on the 29th Day of September, 2015 At Homi J. H. Taleyarkhan Memorial Hall, Indian Red Cross Society, 141, Shahid Bhagat Singh Road, (Town Hall Compound), Fort, Mumbai – 400 001

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and polls on the resolution contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a scrutinizer report for the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facility and also at the time of poll at the Annual general Meeting.

Further, I submit my report as under:

- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days in advance from the date of Annual General in English in Meeting in Free Press Journal Newspaper on 7th September 2015 and in Navshakti newspaper on 7th September 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

- The e-voting remained open from 26th September 2015 at 10.00 a.m. till 28th September 2015 at 5.00 p.m.

- The members of the Company as on the "cutoff date" i.e. 22nd September 2015 was entitled to vote on the resolutions (item no.1 to 7 as set out in the notice to the 21st Annual General Meeting (AGM) of the members of the Company.

- The votes cast were unblocked on 29th September, 2015 in the presence of 2 witnesses, Mr. Yaqoob Shaikh and Ms. Mansi Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

- There are in all 18 shareholders holding 40, 65,179 Equity shares of the Company, who have participated in the e-voting process carried out by the Company.

- Thereafter , the details containing inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolution that were put to vote , were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.e-votingindia.com and based on the reports generated , the result of the e-voting is as under:

At the 22nd Annual General Meeting of the Company held on 29th September, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in form MGT-13 dated 29th September 2015.

I have issued separate Scrutinizer Report dated, 29th September 2015 on the e-Voting on the resolutions contained in the notice to the Annual General Meeting. As a request by the management, I hereby submit a combined report on the results of e-Voting together with that of poll as under:

UMA LODHA & CO.
COMPANY SECRETARIES

The result of the E-voting together with that of the Poll is as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% of Total number of votes cast	Nos.	% of Total number of votes cast	Nos.	% of Total number of votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	40,65,179	99.99	0	0	0	0
	Poll	296	0.1	0	0	0	0
	TOTAL	40,65,475	100	0	0	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	40,65,179	99.99	0	0	0	0
	Poll	296	0.1	0	0	0	0
	TOTAL	40,65,475	100	0	0	0	0
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	39,63,029	99.98	300	0.0075	0	0
	Poll	296	0.007	0	0	0	0
	TOTAL	39,63,325	99.98	300	0.0075	0	0
Item No. 4 of the Notice (As a Special Resolution)	E-voting	40,65,179	99.99	0	0	0	0
	Poll	296	0.1	0	0	0	0
	TOTAL	40,65,475	100	0	0	0	0
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	400,380	99.85	300	0.0075	0	0
	Poll	296	0.073	0	0	0	0
	TOTAL	400,676	99.92	300	0.0075	0	0
Item No. 6 of the Notice (As a Special Resolution)	E-voting	40,64,879	99.99	300	0.0074	0	0
	Poll	296	0.007	0	0	0	0
	TOTAL	40,65,175	99.98	300	0.0074	0	0
Item No. 7 of the Notice (As a Special Resolution)	E-voting	40,62,379	99.99	300	0.0074	0	0
	Poll	296	0.007	0	0	0	0
	TOTAL	40,62,675	99.99	300	0.0074	0	0

UMA LODHA & CO. Company Secretaries

UMA LODHA & CO.

COMPANY SECRETARIES

All the Resolution stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,

Yours faithfully,

For Uma Lodha & Co.
Company Secretaries

Uma Lodha
Proprietor
(COP NO. 2593)

Place: Mumbai
Date: 29th September, 2015

Witness 1. Mr. Yaqoob Shaikh

Witness 2. Ms. Mansi Shah

Signed by

(B. Madhuprasad)
Chairman of the meeting