KEYNOTE

Ref # Key17/Stock-Exch.Let/Sm(84) 23rd August, 2017

The Manager
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 No. 512597
Reg. : Proceedings of 24th 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 24th Annual General Meeting (AGM) of the members of the Company held on 23rd August, 2017 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)

Encl: as above

PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF KEYNOTE CORPORATE SERVICES LIMITED HELD ON WEDNESDAY, 23RD AUGUST, 2017, 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 24th 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 587123 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.
- Requested the Statutory Auditors, to read out Auditor's Report for the members.
- 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, 2017 AND THE REPORTS OF THE DIRECTORS' AND AUDITOR'S THEREON.

RESOLUTION NO. 2

TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017.

RESOLUTION NO. 3

TO APPOINT A DIRECTOR IN PLACE OF SHRI. UDAY S. PATIL, (DIN: 00003978), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

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

RESOLUTION NO. 4

RATIFICATION OF APPOINTMENT OF M/S. S M S R & CO LLP CHARTERED ACCOUNTANTS, MUMBAI (FIRM REGISTRATION NO. 110592W/W100094).

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the Members at the 23rd Annual General Meeting (AGM) held on 29th July, 2016 re-appointing M/s. S M S R & CO LLP Chartered Accountants, Mumbai (Firm Registration No. 110592W/W100094) as statutory auditors of the Company, to hold office from the conclusion of the 23rd AGM till conclusion of the 28th AGM, the appointment of M/s. S M S R & CO LLP Chartered Accountants, Mumbai (Firm Registration No. 110592W/W100094), as statutory auditors of the Company, to hold office from the conclusion of this Meeting i.e. 24th AGM until the conclusion of the 25th AGM of the Company, be ratified by the Members at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, based on the recommendation of the Audit Committee in connection with the Audit of the accounts of the Company for the Year ending 31st March, 2018."

SPECIAL BUSINESS:

ORDINARY RESOLUTION NO. 5

APPOINTMENT OF SMT. RINKU SUCHANTI AS A WHOLE-TIME DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company hereby accords its approval to the appointment of Smt. Rinku Suchanti (DIN: 00012903) as Whole Time Director of the Company for a period of 3 (three) years with effect from 25th May, 2017, on the terms and conditions of appointment and remuneration which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Smt. Rinku Suchanti.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Smt. Rinku Suchanti, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri. Uday S. Patil, Director and/or Company Secretary of the Company be and is hereby authorized to file the necessary returns with the Registrar of Companies, Maharashtra, Mumbai, and to do all the acts, deeds and sign any documents to give effect to this resolution."

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- 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: 23rd August, 2017

B. Madhuprasad
Chairman
DIN: 00004632

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