

KEYNOTE

Ref # Key16/Stock-Exch.Let/Sm(79)

29th July, 2016

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 23rd 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 23rd Annual General Meeting (AGM) of the members of the Company held on 29th July, 2016 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

Keynote Corporate Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
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PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF KEYNOTE CORPORATE SERVICES LIMITED HELD ON FRIDAY, 29TH JULY, 2016, 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 23rd 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 6 (Six) number of proxies for equity shares amounting 8.36% 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, 2016 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

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RESOLUTION NO. 2

TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016.

RESOLUTION NO. 3

TO APPOINT A DIRECTOR IN PLACE OF SHRI. VINEET SUCHANTI, (DIN: 00004031), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

ORDINARY RESOLUTION NO. 4

REAPPOINTMENT 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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. S M S R & CO LLP Chartered Accountants, Mumbai (Firm Registration No. 110592W/W100094), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth AGM of the Company (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

ORDINARY RESOLUTION NO. 5

VARIATION IN TERMS OF APPOINTMENT OF SHRI VINEET SUCHANTI, (DIN - 00004031) MANAGING DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to provision of Sections 196, 197, 198 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 other such approvals, if any, the Company hereby approves the revision of remuneration payable to Shri. Vineet Suchanti, (DIN - 00004031) Managing

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Director of the Company for 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 Shri. Vineet Suchanti.

RESOLVED FURTHER THAT Shri Vineet Suchanti, Managing Director and/or Shri Uday S. Patil, Director 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. 6

VARIATION IN TERMS OF APPOINTMENT OF SHRI UDAY S. PATIL, (DIN - 00003978) WHOLE TIME DIRECTOR OF THE COMPANY.

"**RESOLVED THAT** pursuant to provision of Sections 196, 197, 198 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 other such approvals, if any, the Company hereby approves the revision of remuneration payable to Shri Uday S. Patil, (DIN – 00003978) Whole Time Director of the Company for 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 Shri. Uday S. Patil.

RESOLVED FURTHER THAT Shri Vineet Suchanti, Managing Director and/or Shri Uday S. Patil, Director of the Company be and are hereby severally authorized

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to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

SPECIAL RESOLUTION NO. 7

BORROWING POWER UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013.

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders be and is hereby accorded to the Board of the Directors of the Company for borrowing money from time to time as they may think fit, any sum or sums of money not exceeding ₹ 200.00 Crores (Rupees Two Hundred Crores Only) [including the money already borrowed (if any) by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company’s assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time not to exceed the aforesaid limit.

RESOLVED FURTHER THAT Shri Vineet Suchanti, Managing Director and/or Shri Uday S. Patil, Director 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.”

- 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

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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: 29th July, 2016



B. Madhuprasad

Chairman

DIN: 00004632

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