

KEYNOTE

Ref # Key16/Stock-Exch.Let/Sm(85)

1st August, 2016

National Stock Exchange of India Limited

Listing Department,
"Exchange Plaza" C-1, Block – G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Ref.: Scrip Code: KEYCORPSE

Sub: Combined Scrutinizer Report for E – Voting and Poll carried out for the 23rd Annual General of the Company

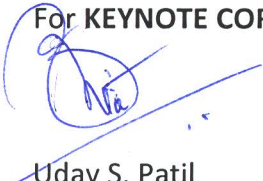
Please find enclosed herewith the Combined Scrutinizer Report for E-Voting and Poll carried out for the Company with respect to 23rd Annual General Meeting conducted on Friday, 29th July, 2016 at Homi J. H Taleyarkhan Memorial Hall, Indian Red Cross Society, 141, Shahid Bhagat Road, (Town Hall Compound), Fort, Mumbai 400 001.

Please acknowledge the receipt of the same.

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
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 • Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

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

Chairman of 23rd Annual General Meeting of Keynote Corporate Services Limited, (The Company) held on Friday, 29th July, 2016 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 23rd Annual General Meeting of Keynote Corporate Services Limited (The Company), held on the 29th Day of July, 2016.

Pursuant to the Resolution passed by the Board of Directors of Keynote Corporate Services Limited at the meeting held on 26th May, 2016, 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 23rd 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 23rd Annual General Meeting (AGM) of the members of the Company held on Friday, the 29th Day of July, 2016 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 23rd 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 4th July, 2016 in Navshakti newspaper on 4th July, 2016. 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 July, 2016 at 10.00 a.m. till 28th July, 2016 at 5.00 p.m.
- The members of the Company as on the “cutoff date” i.e 22nd July, 2016 was entitled to vote on the resolutions (item no.1 to 7 as set out in the notice to the 23rd Annual General Meeting (AGM) of the members of the Company.
- The votes cast were unlocked on 29th July, 2016 in the presence of 2 witnesses, Mr. Yaqoob Shaikh and Ms. Priyanka Daroga 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 17 shareholders holding 40,65,228 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 23rd Annual General Meeting of the Company held on 29th July, 2016, 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, 1st August, 2016

I have issued separate Scrutinizer Report dated, 1st August, 2016 on 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:



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	40,65,228	99.97	nil	nil	nil	nil
	Poll	1,087	0.03	nil	nil	nil	nil
	TOTAL	40,66,315	100.00	nil	nil	nil	nil
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	40,65,228	99.98	nil	nil	nil	nil
	Poll	987	0.02	100	100	nil	nil
	TOTAL	40,66,215	100.00	100	100	nil	nil
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	1,04,860	98.97	nil	nil	nil	nil
	Poll	1,087	1.03	nil	nil	nil	nil
	TOTAL	1,05,947	100.00	nil	nil	nil	nil
Item No. 4 of the Notice (As a Ordinary Resolution)	E-voting	40,65,228	99.97	nil	nil	nil	nil
	Poll	1,087	0.03	nil	nil	nil	nil
	TOTAL	40,66,315	100.00	nil	nil	nil	nil
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	1,04,860	98.97	nil	nil	nil	nil
	Poll	1,087	1.03	nil	nil	nil	nil
	TOTAL	1,05,947	100.00	nil	nil	nil	nil
Item No. 6 of the Notice (As a Ordinary Resolution)	E-voting	40,62,628	99.97	nil	nil	nil	nil
	Poll	1087	0.03	nil	nil	nil	nil
	TOTAL	40,63,715	100.00	nil	nil	nil	nil
Item No. 7 of the Notice (As a Special Resolution)	E-voting	40,65,228	99.97	nil	nil	nil	nil
	Poll	1,087	0.03	nil	nil	nil	nil
	TOTAL	40,66,315	100	nil	nil	nil	nil

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

UMA LODHA & CO.
COMPANY SECRETARIES

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,

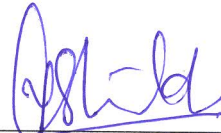
Yours faithfully,

For Uma Lodha & Co.
(Company Secretaries)


Uma Lodha
(Proprietor)
Membership No.:5363
C.P. No. 2593

Place: Mumbai
Date: 1st August, 2016

Witness 1. Mr. Yaqoob Shaikh



Witness 2. Ms. Priyanka Daroga



Signed by:


(B. Madhuprasad)
Chairman of the meeting