KEYNOTE

Ref # Key15/Stock-Exch.Let/Sd(118)

24th November, 2015

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 : KEYCORPSER
Reg.: Postal Ballot Notice of the Company

Please find enclosed herewith 3 (three) copies of Postal Ballot Notice dated 14th November, 2015 along with Explanatory Statement for information.

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

Encl : as above

KEYNOTE

KEYNOTE CORPORATE SERVICES LIMITED

CIN: L67120MH1993PLC072407

Registered office: The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West) Mumbai 400 028

Phone: 022 3026 6000 Fax: 022 3026 6088

Website: www.keynoteindia.net Email: investors@keynoteindia.net

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No:

1. Name and registered address of the sole/first member :

2. Name(s) of Joint Member(s), if any :

3. DP ID Client ID No. or Registered Folio No. :

4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed by means of Postal Ballot Notice issued by the Company dated 14th November 2015 by sending my/ our assent or dissent to the said resolution by placing tick mark (√) at the appropriate box below:

Brief Particulars of the Item	**Number of Votes exercised corresponding to the total number of voting rights**	**I/We assent to the resolution (For)**	**I/We dissent to the resolution (Against)**
Ordinary Resolution for 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 fill casual vacancy caused by the resignation of M/s. NMAH & Co., Chartered Accountants, Mumbai (Firm Registration No. 135966W).			

Place:

Date:

__ _____

Signature of the Member

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link https://www.evotingindia.com. The electronic voting particulars are as follows:

EVSN(Remote E-voting Serial number)	**USER ID**	**PASSWORD/PIN**

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting

Note:

1. Please read the instructions printed overleaf carefully before filling this Form and for E-voting, please refer to the instructions for Voting through Electronic Means' provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the scrutinizer is Thursday 24th December 2015 up to 5.00 p.m.

Note: Please read the instructions overleaf carefully before exercising the vote.

Please read the following instructions carefully:

1. All shareholders desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer Ms. Uma Lodha, Practising Company Secretary at Link Intime India Private Limited, (Unit–Keynote Corporate Services Limited), C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup (West) Mumbai - 400 078. in the enclosed postage prepaid self-addressed envelope. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Member will also be accepted. It is however clarified those shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot form is dispatched to the Scrutinizer.
2. A shareholder may convey his/ her/ its assent/ dissent /abstain in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the share holder must be accorded by placing a tick mark (√) in the appropriate column.
3. The Company has appointed Mr. Uday Patil, Whole Time Director as the persons responsible for the entire postal ballot voting process.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
5. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
6. The self addressed pre-paid envelope bears name and address of the Scrutinizer appointed by the Board of Directors of the Company.
7. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be treated as final and binding.
8. A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars-: Link Intime India Private Limited, ((Unit–Keynote Corporate Services Limited), C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup (West) Mumbai - 400 078.
9. This form should be completed and signed by the shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned, incomplete or incorrectly ticked Postal Ballot form shall be rejected.
10. The Scrutinizers decision on the validity of the Postal Ballot Form will be treated as final.
11. The Postal Ballot shall not be exercised by a proxy.
12. The Postal Ballot Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on Thursday 24th December 2015. Postal Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.
13. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
15. The results of the Postal Ballot will be declared on 29th December 2015 at the Registered of the Company.

KEYNOTE CORPORATE SERVICES LIMITED

CIN: L67120MH1993PLC072407
Registered office: The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West) Mumbai 400 028
Phone: 022 3026 6000 Fax: 022 3026 6088
Website: www.keynoteindia.net Email: investors@keynoteindia.net

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, the resolutions set out below, in relation to:

APPOINTMENT OF STATUTORY AUDITORS TO FILL IN CASUAL VACANCY

The proposed resolution, along with the explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reason thereof are annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Ms. Uma Lodha, Practicing Company Secretary (Membership No: F5363) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed selfaddressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Thursday, 24th December 2015.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her report to the Director of the Company or any other person authorized by the Board.

The result of the postal ballot would be announced by Director on Tuesday, 29th December 2015 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Bombay Stock Exchange and National Stock Exchange where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on BSE, NSE and Company's Website i.e.www.keynoteindia.net.

SPECIAL BUSINESS:

APPOINTMENT OF STATUTORY AUDITORS TO FILL IN CASUAL VACANCY

To consider and, if thought fit, to pass the following Resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to section 139(8) and other applicable provisions if any, of Companies Act 2013 as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for time being in force) M/S S M S R & Co LLP Chartered Accountants Mumbai (Firm Registration No. 110592W/W100094) be and is hereby appointed as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. NMAH & Co, Chartered Accountants, Mumbai (Firm Registration No. 135966W).

RESOLVED FURTHER THAT M/S S M S R & Co LLP Chartered Accountants Mumbai (Firm Registration No. 110592W/W100094) hereby appointed as Statutory Auditors of the Company and shall be entitled to hold office of the Statutory Auditor of the Company till the conclusion of the next Annual General Meeting and they shall conduct the Statutory Audit for period ended 31st March 2016 on such remuneration as may be fixed."

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 the acts, deeds and things which are necessary to give effect to all the above resolution. "

For KEYNOTE CORPORATE SERVICES LIMITED

Sd/-
Vineet Suchanti
Managing Director
DIN: 00004031

Place: Mumbai
Date: 14th November 2015

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.

2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.

3. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, 20th November 2015 and these will be considered for voting.

4. The dispatch of the Postal Ballot Notices will be completed on, 24th November 2015 The voting through Postal Ballot/e-voting will commence on Wednesday, 25th November 2015 at 9.00 AM and end on Thursday, 24th December 2015 at 5.00 P.M

5. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. Thursday, 24th December 2015. The Postal Ballot received after the said date will be treated as not having been received.

6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

7. The Board of Directors of the Company has appointed Ms. Uma Lodha, Company Secretary in Practice, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of her scrutiny, the Scrutinizer will submit her report to the Director of the Company.

8. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Tuesday, 29th December 2015 at 3.00 P.M., at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.keynoteindia.net besides communicating the same to the Bombay Stock Exchange Limited and National Stock exchange where the shares of the Company are listed.

9. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

10. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Wednesday, 25th November 2015 at 9.00 AM and end on on Thursday, 24th December 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th November 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address sticker.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <"KEYNOTE CORPORATE SERVICES LIMITED" > on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement:

(Pursuant to Sec.102 of the Companies Act, 2013)

As the members are aware M/s NMAH & Co, Chartered Accountants were appointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on 29/09/2015.However, M/s. NMAH & Co. have tendered their resignation from the position of the Statutory Auditors of the Company on account of Technical Reasons from their end, not being Peer Reviewed Auditor. This has resulted into Casual Vacancy in the office of Statutory Auditors of the Company as stipulated by section 138(8) of Companies Act 2013 ("The Act"). The Casual Vacancy caused by the resignation of the Auditors can be filled by the Board subject to the approval of the members.

M/S S M S R & Co LLP Chartered Accountants Mumbai (Firm Registration No. 110592W/W100094) have conveyed their consent to be appointed as Statutory Auditor of the Company along with a confirmation that their appointment, if made, by the members, would be within the limits prescribed under Companies Act 2013.

In View of the above the Board of Directors of the Company as per the recommendation of the Audit Committee vide their Circular Resolution dated 26/10/2015 have appointed M/S S M S R & Co LLP as the Statutory Auditors of the Company subject to the approval of members. For administrative convenience and as per the applicable provisions of the Companies Act the Board proposes passing of resolution by Postal Ballot instead in General Meeting .Therefore now Board proposes and recommends to appoint M/S S M S R & Co LLP Chartered Accountants Mumbai (Firm Registration No. 110592W/W100094) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of erstwhile Statutory Auditor.

M/S S M S R & Co LLP Chartered Accountants Mumbai would be appointed as Statutory Auditor of the Company and shall be entitled to hold office of the Statutory Auditor of the Company till Conclusion of Next Annual General Meeting.

The Board of Directors recommends the passing of Ordinary Resolution contained in accompanying Notice.
None of the Directors, Key Managerial Personnel or their relatives in any way, concerned or interested in the said resolution.

For **KEYNOTE CORPORATE SERVICES LIMITED**

Sd/-
Vineet Suchanti
Managing Director
DIN: 00004031

Place: Mumbai
Date: 14th November 2015