KEYNOTE

Ref # Key15/Stock-Exch.Let/Ru(126) 29th December, 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
Sub.: Submission of Result of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the company accorded its approval to conduct postal ballot process to seek the consent of the Members of the Company for the Special Resolution as specified in the Postal Ballot Notice dated 14th November, 2015.

The Company has availed the e-voting services of Central Depository Services (India) Limited ("CDSL").

Further, pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement M/s. Uma Lodha & Co., Practicing Company Secretaries, was appointed as Scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner.

The last date for receipt of the Postal Ballot Forms duly completed from the Members/E-voting was Thursday, 24th December, 2015.

The Scrutinizer has submitted their report dated 29th December, 2015 to the Company and the results of the Postal Ballot has been declared today i.e. Tuesday, 29th December, 2015 at the registered office of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the voting results is summarized hereunder:

Date of the AGM/EGM **(The Resolution was passed through Postal Ballot including e-voting)**	:	The date of passing Ordinary Resolution is 29th December, 2015 (i.e. date of the declaration of the Postal Ballot Result)
The number of shareholders on record date (i.e. cut off date is case of Postal Ballot)	:	2433
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter Group • Public	:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing • Promoters and Promoter Group • Public	:	Not Applicable

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Resolution required : (Ordinary/Special)	Ordinary Resolution Approval of Shareholders 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).
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in 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
Promoter and Promoter Group	E-Voting	4062218	4062218	100.00	4062218	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	4062218	4062218	100.00	4062218	0	100.00	0.00
Public - Institution	E-Voting	575548	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	575548	0	0.00	0	0	0.00	0.00
Public - Non Institution	E-Voting	2380573	111	0.00	111	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		5700*	0.23	5542	158	97.22	2.77
	Total	2380573	5811	0.24	5653	158	97.28	2.71
Total		7018339	4068029	57.96	4067871	158	99.99	0.004

* Note: Public –Non Institution Postal Ballot polled votes : 5816
Invalid Postal Ballot votes 116

5700
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Accordingly, Director of the Company has declared that the Ordinary Resolution as set out in the Notice dated 14th November, 2015, has been passed by the Members with requisite majority.

A copy of the Scrutinizer's Consolidated Report is enclosed herewith for your records.

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: Consolidated Report of the Scrutinizer.

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

SCRUTINIZER'S REPORT

29th December, 2015

THE BOARD OF DIRECTORS
KEYNOTE CORPORATE SERVICES LIMITED
THE RUBY, 9TH FLOOR,
SENAPATI BAPAT MARG,
DADAR (WEST),
MUMBAI- 400 028

Dear Sir,

SUB: SUBMISSION OF FINAL REPORT OF POSTAL BALLOT REPORT OF KEYNOTE CORPORATE SERVICES LIMITED

The Board of Directors of **'KEYNOTE CORPORATE SERVICES LIMITED'** ("KCSL", or "the Company") by means of resolution passed at the Board Meeting held on 14th November, 2015 appointed the undersigned as the Scrutinizer to monitor the process of postal ballot in respect of Ordinary Resolution as per Postal Ballot notice dated 14th November, 2015 proposed for passing by the members by means of postal ballot including E-voting process by the members of **KEYNOTE CORPORATE SERVICES LIMITED ("the Company")** as prescribed under Section 139(8) of the Companies Act, 2013 ('the Act') read with rules framed thereunder as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and to ensure compliance thereof.

As required under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, a notice along with Explanatory Statement under Section 102 of the Act was sent to the shareholders by Email /Courier along with Postal Ballot forms along with prepaid envelope in respect of the following Resolutions:

SPECIAL BUSINESS (UNDER ORDINARY RESOLUTION):

RESOLUTION NO.1:

APPOINTMENT OF STATUTORY AUDITORS TO FILL IN CASUAL VACANCY:

The Shareholders were required to complete the postal ballot form and to return the same duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than 5:00 p.m. on Thursday, 24th December, 2015. Accordingly, the postal Ballots received after the closure of business hours on Thursday, 24th December, 2015 have not been considered. As required under Rule 22 as mentioned above, a register has been maintained and particulars of name, address, folio no. of shares along with assent and dissent have been recorded therein on day to day basis.

The following criteria were laid down by the undersigned while scrutinizing the ballot papers:

1. The Company has, on 24th November, 2015 completed the dispatch /sending the emails of notice of Postal Ballot dated 14th November, 2015, Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members/ List of Beneficiaries as on 20th November 2015.
2. Particulars of the Postal ballot received including the votes casted through E Voting from/by the members have been entered in the Register maintained separately for the purpose.
3. At around 10.00 A.M on Monday, 28th December, 2015, I have downloaded the E voting Report from the Central Depository Services (India) Limited ("CDSL") site viz https://www.evotingindia.com by using the Scrutinizer's login ID and password.
4. The postal Ballot forms were duly scrutinized. The shareholding and the signature of the shareholders was checked and where there has been doubt the same has been treated as invalid.
5. The importance of filling up of place and date was ignored as this was evident on the covers posted by them under business envelopes attached along with the ballot papers.

A summary of number of Postal Ballot Forms received, shareholding and voting pattern on the basis of valid ballots received is annexed to the report.

Based on the scrutiny of the postal ballot forms received, the undersigned submit her report as under.

Resolution No.	Business for transaction	Results
Resolution No.1	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).	Passed with requisite majority

Particulars	Number of Votes contained in						% of Total valid votes cast
	E - Voting		Ballots Voting		Total		
	No. of members voted	Number of votes cast by them	No. of Members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	15	4062329	45	5542	60	4067871	99.99
Voted Against	0	0	3	158	3	158	0.004
Invalid	0	0	3	116	3	116	0.003

UMA LODHA & CO.
COMPANY SECRETARIES

Mr. Uday S. Patil, Whole time Director of the Company may accordingly declare the results of Postal Ballot based on the above-mentioned report pursuant to Section 110 of the Act and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 and put the same on the website of the Company for the information of the members and record in its minute book as Ordinary Resolution.

FOR UMA LODHA & CO.

Uma Lodha
Practicing Company Secretary
C.P. : 2593

Date : 29th December 2015
Place : Mumbai