KEYNOTE

Ref # Key17/Stock-Exch.Let/Sm(90) 24th August, 2017

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: KEYCORPSER
Sub: Combined Scrutinizer Report for E – Voting and Poll carried out for the 24th 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 24th Annual General Meeting conducted on Wednesday, 23rd August, 2017 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

UMA LODHA & CO.
COMPANY SECRETARIES

Suite No. 507, 5th, Floor, Highway Commercial Centre,
I. B Patel Road, Goregaon (East), Mumbai - 400063
Tel.: 91- 22 - 40131001/02 Mobile + 91 9821247172
Email: uma@umalodha.com I info@umalodha.com
Website: www.umalodha.com

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

Chairman of 24th Annual General Meeting of Keynote Corporate Services Limited, (The Company) held on the 23rd Day of August 2017 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 24th Annual General Meeting of Keynote Corporate Services Limited (The Company), held on the 23rd August, 2017

Pursuant to the Resolution passed by the Board of Directors of Keynote Corporate Services Limited at the meeting held on **25th May 2017**, 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 24thAnnual 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 24th Annual General Meeting (AGM) of the members of the Company held on the 23rd Day of August, 2017 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 24thAnnual 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.

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- 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 26th July, 2017 and in Navshakti newspaper on 26th July, 2017. 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 Sunday 20th August, 2017 at 10.00 a.m. till Tuesday 22nd August, 2017at 5.00 p.m.

- The members of the Company as on the "cutoff date" i.e 16th August 2017 was entitled to vote on the resolutions (item no.1 to 5) as set out in the notice to the 24th Annual General Meeting (AGM) of the members of the Company.

- The votes cast were unlocked on 23rd August 2017 in the presence of 2 witnesses, Ms. Madhu Kadam 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 19 shareholders holding 4065230 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 24th Annual General Meeting of the Company held on 23rdAugust, 2017, 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 23rd August 2017

I have issued separate Scrutinizer Report dated, 23rd August, 2017 on the 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:

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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	4065229	99.985%	1	0.00%	0	0%
	Poll	576	0.014%	23	0.001%	0	
	TOTAL	4065805	99.99%	24	0.001%	0	
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	4065229	99.985%	1	0.00%	0	0%
	Poll	576	0.014%	23	0.001%	0	
	TOTAL	4065805	99.99%	24	0.001%	0	
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	4062629	99.985%	1	0.00%	0	0%
	Poll	576	0.014%	23	0.001%	0	
	TOTAL	4063205	99.99%	24	0.001%	0	
Item No. 4 of the Notice (As a Ordinary Resolution)	E-voting	4065229	99.985%	1	0.00%	0	0%
	Poll	576	0.014%	23	0.001%	0	
	TOTAL	4065805	99.99%	24	0.001%	0	
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	104861	99.431%	1	0.001%	0	0%
	Poll	576	0.546%	23	0.022%	0	
	TOTAL	105437	99.977%	24	0.023%	0	

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M. No. [illegible]
C.P. No. 2593
Company Secretaries

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

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
(COP NO. 2593)

Place: Mumbai
Date: 23rd August, 2017

Witness 1.Ms. Madhu Kadam

Witness 2.Ms. Priyanka Daroga