

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

Chairman of 25th Annual General Meeting of Keynote Corporate Services Limited, (The Company) held on Thursday, 9th August 2018 at 10.00 a.m. 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 25th Annual General Meeting of Keynote Corporate Services Limited (The Company), held on the 9th August 2018

Pursuant to the Resolution passed by the Board of Directors of Keynote Corporate Services Limited at the meeting held on 28th May 2018, 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. Chairman of the 25th 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 25th Annual General Meeting (AGM) of the members of the Company held on the 9th Day of August, 2018 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 25th 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:

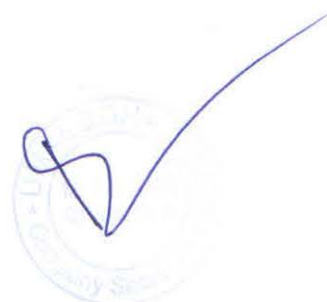
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- As prescribed in clause (v) 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 Meeting in English in Free Press Journal Newspaper and in Navshakti newspaper on 18th July, 2018. 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 Monday, 6th August 2018 (10.00 a.m. IST.) till Wednesday, 8th August 2018 (5.00 p.m. IST.)
- The members of the Company as on the "cutoff date" i.e. Thursday, 2nd August 2018 was entitled to vote on the resolutions (item no.1 to 5) as set out in the notice to the 25th Annual General Meeting (AGM) of the members of the Company.
- The votes cast were unlocked on 9th August 2018 in the presence of 2 witnesses, Ms. Madhu Kadam and Ms. Sayali Pawar 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 22 shareholders holding 40,65,135 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 25th Annual General Meeting of the Company held on 9th August 2018, 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 10th August 2018.

I have issued separate Scrutinizer Report dated, 10th August, 2018 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:

A handwritten signature in blue ink is written over a circular stamp. The stamp is faint and contains the text "UMA LODHA & CO. COMPANY SECRETARIES". The signature is a stylized, cursive script.

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	4065130	99.896%	5	0.000%	0	0
	Poll	4117	0.101%	131	0.003%	0	0
	TOTAL	4069247	99.997%	136	0.003%	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	4065130	99.896%	5	0.000%	0	0
	Poll	4117	0.101%	131	0.003%	0	0
	TOTAL	4069247	99.997%	136	0.003%	0	0
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	4045341	99.895%	5	0.000%	0	0
	Poll	4117	0.102%	131	0.003%	0	0
	TOTAL	4049458	99.997%	136	0.003%	0	0
Item No. 4 of the Notice (As a Ordinary Resolution)	E-voting	4045341	99.895%	5	0.000%	0	0
	Poll	4117	0.102%	131	0.003%	0	0
	TOTAL	4049458	99.997%	136	0.003%	0	0
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	4062530	99.895%	5	0.000%	0	0
	Poll	4117	0.101%	131	0.003%	0	0
	TOTAL	4066647	99.997%	136	0.003%	0	0

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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: 10th August 2018

Witness 1. Ms. Madhu Kadam



Witness 2. Ms. Sayali Pawar