

KEYNOTE



KEYNOTE CORPORATE SERVICES LIMITED

**KEYNOTE CORPORATE SERVICES LIMITED**  
**ANNUAL REPORT – 2013-2014**

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**BOARD OF DIRECTORS**

**Shri B. Madhuprasad**  
Chairman

**Shri Vineet Suchanti**  
Managing Director

**Shri Uday S. Patil**  
Director – Investment Banking

**Shri Sujal Shah**  
Director

**Shri Hitesh Shah**  
Director

**Shri Manish Desai**  
Director

**Shri Anish Malhotra**  
Director

**BOARD COMMITTEES**

<b>Audit Committee</b>	<b>Stakeholders Relationship Committee</b>
Shri Sujal Shah – Chairman	Shri B. Madhuprasad – Chairman
Shri Hitesh Shah – Member	Shri Uday S. Patil – Member
Shri Manish Desai – Member	Shri Hitesh Shah – Member
<b>Management Committee</b>	<b>Nomination and Remuneration Committee</b>
Shri Vineet Suchanti – Chairman	Shri Anish Malhotra – Chairman
Shri B. Madhuprasad – Member	Shri B. Madhuprasad – Member
Shri Uday S. Patil – Member	Shri Hitesh Shah – Member
	Shri Manish Desai – Member

**Company Secretary**  
Shri Yatin Sangani

**BANKERS**  
Indian Bank  
State Bank of India  
ICICI Bank Limited  
Punjab National Bank  
Kotak Mahindra Bank Limited

**REGISTERED OFFICE**  
**Keynote Corporate Services Limited**  
The Ruby, 9<sup>th</sup> floor,  
Senapati Bapat Marg, Dadar (West)  
Mumbai – 400 028

**SHARE TRANSFER AGENT**  
**Link Intime India Pvt. Ltd.,**  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai – 400 078  
Tel: (022) 25963838  
Fax : (022) 25946969  
[www.linkintime.co.in](http://www.linkintime.co.in)

**AUDITORS**  
**Haribhakti & Co. LLP**  
Chartered Accountants,  
701, Leela Business Park,  
Andheri Kurla Road,  
Andheri (East),  
Mumbai – 400 059  
[www.dhc.co.in](http://www.dhc.co.in)

**Twentyfirst Annual General Meeting**

On Tuesday, 9<sup>th</sup> September, 2014 at 10.00 a.m.  
at Homi J. H. Taleyarkhan Memorial Hall,  
Indian Red Cross Society, 141, Shahid Bhagat Singh Road, Fort,  
(Town Hall Compound), Mumbai – 400 001.

NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTYFIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF KEYNOTE CORPORATE SERVICES LIMITED WILL BE HELD ON TUESDAY, 9<sup>TH</sup> DAY OF SEPTEMBER, 2014 AT HOMI J. H. TALEYARKHAN MEMORIAL HALL, INDIAN RED CROSS SOCIETY, 141, SHAHID BHAGAT SINGH ROAD, (TOWN HALL COMPOUND), FORT, MUMBAI – 400 001 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as of 31<sup>st</sup> March, 2014 and the profit and loss account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31<sup>st</sup> March, 2014.
3. To appoint a Director in place of Shri Uday S. Patil (DIN 00003978), who retires by rotation and being eligible offers himself for reappointment.
4. To reappoint M/s. Haribhakti & Co. LLP Chartered Accountants, Mumbai [Firm Registration No.103523W] as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting on such remuneration as may be decided between the Auditors and the Board of Directors.

**SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, Shri Hitesh Shah, Director (DIN 00061296) of the Company who in accordance with the Companies Act, 2013 is required to be appointed as an independent director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years commencing from 9<sup>th</sup> September, 2014.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, Shri Sujal Shah, Director (DIN 00058019) of the Company who in accordance with the Companies Act, 2013 is required to be appointed as an independent director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years commencing from 9<sup>th</sup> September, 2014.”
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, Shri Anish Malhotra, Director (DIN 02304366) of the Company who in accordance with the Companies Act, 2013 is required to be appointed as an independent director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years commencing from 9<sup>th</sup> September, 2014”
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, Shri Manish Desai, Director (DIN 02925757) of the Company who in accordance with the Companies Act, 2013 is required to be appointed as an independent director, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years commencing from 9<sup>th</sup> September, 2014”
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**  
“**RESOLVED THAT** pursuant to the provision of Sections 196, 197, 198 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and subject to approval of other applicable authorities, if any, the consent of the Company be and is hereby accorded for the reappointment of Shri Vineet Suchanti as a Managing Director of the Company for the further period of 5 (five) years with effect from 5<sup>th</sup> May, 2014 on such terms and conditions as set in explanatory statement with the liberty to the Board of Director to alter and vary the terms of re-appointment from time to time or as may be agreed between the Board and Shri Vineet Suchanti.”
10. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution:**  
“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Article of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Articles of Association of the Company.”

By Order of the Board  
For **Keynote Corporate Services Limited**

Date: 7<sup>th</sup> August, 2014  
Place: Mumbai

Sd/-  
**Yatin Sangani**  
Company Secretary

**NOTES:**

- 1) An Explanatory Statement pursuant to Section 102 of the companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 3) The Register of Members and share transfer books of the Company will remain closed from Tuesday, 2<sup>nd</sup> September, 2014 to Tuesday, 9<sup>th</sup> September, 2014 (both days inclusive).
- 4) The dividend for the financial year 31<sup>st</sup> March, 2014, as recommended by the Board of Directors, if approved by the Members, will be paid after Annual General Meeting to those Members holding shares in physical form whose names shall appear on the Company's Register of Members on closure of business hours i.e. 1<sup>st</sup> September, 2014; in respect of the shares held in dematerialized form the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on 1<sup>st</sup> September, 2014.
- 5) The Dividend is proposed to be disbursed by way of National Electronic Clearing Service (NECS). For this purpose, the details such as, name of the Bank, name of the branch, 9-digit code number appearing on the MICR band of the cheque supplied by the Bank, account type, account number etc. are to be furnished to your DP if the shares are in electronic form or to the Registrars & Transfer Agents if they are held in physical mode.
- 6) The practice of distributing copies of Annual Reports at the Annual General Meeting has been discontinued as a measure of economy.
- 7) Members are hereby informed that Dividend which remains unclaimed/un-encashed over a period of 7 years is required to be transferred to "The Investor Education & Protection Fund" constituted by the Central Government.

Hereunder are the details of Dividends paid by the Company and their proposed dates and year of transfer of unclaimed/un-encashed dividends to the designated fund of the Central Government.

Date of Declaration of Dividend	Dividend for the year	Proposed date for transfer to Investor Education and Protection Fund (IEPF)
24 <sup>th</sup> September, 2008	2007 - 2008	1 <sup>st</sup> November, 2015
25 <sup>th</sup> August, 2009	2008 - 2009	2 <sup>nd</sup> October, 2016
29 <sup>th</sup> September, 2010	2009 - 2010	6 <sup>th</sup> November, 2017
30 <sup>th</sup> September, 2011	2010 - 2011	7 <sup>th</sup> November, 2018
27 <sup>th</sup> September, 2012	2011 - 2012	4 <sup>th</sup> November, 2019
25 <sup>th</sup> September, 2013	2012 - 2013	2 <sup>nd</sup> November, 2020

All the members are requested to note that as per the notification of Ministry of Corporate Affairs (MCA) dated 10<sup>th</sup> May, 2012 full details of shareholders and dividend amount pending encashment have been uploaded by us on website of MCA (i.e. [www.mca.gov.in](http://www.mca.gov.in)). Said information for the period upto 25<sup>th</sup> September, 2013 has been made available and will be updated as per the requirements. The members may check the details for unclaimed dividend if any and approach the Company and Registrar for getting the same paid.

It may please be noted that once the unclaimed/un-encashed dividends is transferred to "The Investor Education & Protection Fund" as above, no claim shall lie in respect of such amount by the shareholder.

- 8) All documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday & Sunday between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.
- 9) Members are requested to:
  - i. Intimate changes, if any, in their registered address at the earliest.
  - ii. Furnish PAN with Income Tax Ward/Range/District to the Company.
  - iii. Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.
  - iv. Bring the copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
  - v. Send the queries, if any, at least 7 (Seven) days in advance of the meeting so that the information can be made available at the meeting.
- 10) Ministry of Corporate Affairs, Government of India, vide Circular No. 17/2011 dated 21<sup>st</sup> April, 2011 and Circular No.18/2011 dated 29<sup>th</sup> April, 2011 allowed service of documents by e-mode as a Green initiative in the Corporate Governance. Members are requested to Register their e-mail addresses with the Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Limited Unit : Keynote Corporate Services Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, for the purpose of service of documents under Section 20 of the Companies Act, 2013. The members are also requested to update their e-mail address in the Depository Account holding shares of the Company in dematerialized mode enabling the Registrar to consider the same. The form for sending the response is annexed at the end of the Annual Report.

- 11) (i) Pursuant to the General Exemption granted by the Central Government, Ministry of Corporate Affairs under Section 212 of the Companies Act, 1956 vide Circular No.2/2011 dated 8<sup>th</sup> February, 2011, the Board of Directors at its meeting held on 6<sup>th</sup> September, 2011 granted its consent not to attach the Director's Report, Auditors Report, Balance Sheet, Profit and Loss Accounts and Schedules and Annexures thereto of the subsidiaries and step down subsidiaries with the Annual Accounts of the company subject to the Company fulfilling the conditions prescribed therein.
- (ii) The Company has fulfilled the conditions (i) to (vii) of the said Circular by attaching the consolidated Financial Statement of the Holding, subsidiaries and step down subsidiary duly audited by the Statutory Auditors.
- (iii) The Company undertakes that the Annual Accounts of the subsidiaries and step down subsidiary and the related detailed information shall be made available to the Shareholders of the Company and that of subsidiaries and step down subsidiary companies, free of cost. A copy of the Annual Accounts of the subsidiaries and step down subsidiary shall also be given to Shareholders free of cost on demand.
- (iv) The Annual Accounts of the Company and its subsidiaries and step down subsidiary shall be kept for inspection by any shareholder in the Registered office of the Company at The Ruby, 9<sup>th</sup> floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 between 11.00 a.m. to 1.00 p.m. on any working day (Except Saturdays and Sundays).
- (v) The Annual Accounts of the Company, subsidiaries and step down subsidiary have also been posted on the Company's website [www.keynoteindia.net](http://www.keynoteindia.net). Any shareholder may access the Company's website for the Annual Accounts of the Company, its subsidiaries and step down subsidiary.

## 12) Voting through electronic means

In compliance with provisions of Section 108 of Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has entered into an arrangement with Central Depository Services (India) Limited for facilitating e-voting for AGM.

The E-voting period for all items of business contained in this Notice shall commence from Tuesday, 2<sup>nd</sup> September, 2014 at 10.00 a.m. and will end on Thursday, 4<sup>th</sup> September, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting their after. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company.

The Company shall appoint an Independent Professional (Practicing Company Secretary – M/s. Uma Lodha & Co.) as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in present of two witnesses, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

The results along with Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>

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. <ul style="list-style-type: none"> <li>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 number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant "Keynote Corporate Services Limited" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on Tuesday, 2<sup>nd</sup> September, 2014 at 10.00 a.m. and ends on Thursday, 4<sup>th</sup> September, 2014 at 6.00 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, 8<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

Shri Hitesh Shah, aged 47 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March, 2006. Shri Hitesh Shah is member of Audit Committee, Nomination and Remuneration Committee and Stakeholder relationship Committee. He is a Chartered Accountant by profession and has over 19 years of experience in Audits, Demerger, Business reorganization, Business valuation, Due Diligence reporting, Management Consulting, Transfer pricing, Handling joint venture problems, Accounting standards, Advisor to the companies to overseas joint venture operations, FEMA matters etc. He is on board of Keynote Capitals Limited a subsidiary of the Company.

As per New Companies Act, 2013 independent directors are not liable to retire by rotation and shall be appointed for fixed term. In terms of section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 Shri Hitesh Shah being eligible and offering himself for appointment as an independent director for term of five consecutive years commencing from the date of ensuing Annual General Meeting. A notice has been received from member proposing Shri Hitesh Shah's candidature for the office of independent director of the Company. In opinion of the Board, Shri Hitesh Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Hitesh Shah as an independent director. Accordingly the Board recommends the resolution in relation to appointment of Shri Hitesh Shah as an independent director for the approval by the shareholders of the Company.

Shri Hitesh Shah does not hold any shares in the Company.

Except Shri Hitesh Shah, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no. 5. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchange.

The Directors recommended the Ordinary Resolution of item No. 5 for approval by the members.

**Item No. 6**

Shri Sujal Shah, aged 45 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2008. Shri Sujal Shah is chairman of Audit Committee. He is a Chartered Accountant by profession and has over 22 years of experience in areas of corporate consultancy practice including mergers and acquisitions, restructuring of companies, valuation of business/shares, Due Diligence review etc. He was the president of The Chamber of Tax Consultants in the year 2010-2011 and currently is a Managing Partner, SSPA & Company, Chartered Accountants. He is on the Board of Reliance MediaWorks Limited, Reliance Assets Reconstruction Co. Limited, Amal Limited, Hindoostan Technical Fabrics Limited, Hindoostan Mills Limited, Rudolf Atul Chemicals Limited, Bhishma Realty Limited, Capricon Realty Limited, i-Process Services (India) Pvt. Limited, Pramerica Trustees Private Limited, SSPA Consultants Private Limited and Raiji & Horwath Consultancy Services Pvt. Limited.

As per New Companies Act, 2013 independent directors are not liable to retire by rotation and shall be appointed for fixed term. In terms of section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 Shri Sujal Shah being eligible and offering himself for appointment as an independent director for term of five consecutive years commencing from the date of ensuing Annual General Meeting. A notice has been received from member proposing Shri Sujal Shah's candidature for the office of independent director of the Company. In opinion of the Board, Shri Sujal Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Sujal Shah as an independent director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Sujal Shah as an independent director, for the approval by the shareholders of the Company. Shri Sujal Shah does not hold any shares in the Company.

Except Shri Sujal Shah, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no. 6. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchange.

The Directors recommended the Ordinary Resolution of item No. 6 for approval by the members.

**Item No. 7**

Shri Anish Malhotra, aged 39 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2008. Shri Anish Malhotra is a Chairman of Nomination and Remuneration Committee. Shri Anish Malhotra is B.SC. (Hons) Economics from University of London. He has an international experience of more than a decade in Investment Banking, Merger and Amalgamation, Financial Advisory and have worked on cross border transaction. He is on the Board of Spartan Trading Interactive Solutions Private Limited and Ahimsa Hospitality Private Limited.

As per New Companies Act, 2013 independent directors are not liable to retire by rotation and shall be appointed for fixed term. In terms of section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 Shri Anish Malhotra being eligible and offering himself for appointment as an independent director for term of five consecutive years commencing from the date of ensuing Annual General Meeting. A notice has been received from member proposing Shri Anish Malhotra's candidature for the office of independent director of the Company. In opinion of the Board Shri Anish Malhotra fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Anish Malhotra as an independent director. Accordingly, the Board recommends the resolution in relation to appointment of



Shri Anish Malhotra as an independent director, for the approval by the shareholders of the Company. Shri Anish Malhotra does not hold any shares in the Company.

Except Shri Anish Malhotra, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no.7. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchange.

The Directors recommended the Ordinary Resolution of item No. 7 for approval by the members.

#### Item No. 8

Shri Manish Desai, aged 44 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2011. Shri Manish Desai is member of Audit Committee, Nomination and Remuneration Committee. Shri Manish Desai, by profession is a Lawyer. He has more than 20 years of experience in Litigation, Arbitration, Corporate Mergers, Acquisition, Financial structuring and restricting, advising clients on transactional matters and concluding complex transactions. He is on board of Keynote Commodities Limited a subsidiary of the Company, Omega Business Solutions Private Limited and Compuage Software Technologies Limited.

As per New Companies Act, 2013 independent directors are not liable to retire by rotation and shall be appointed for fixed term. In terms of section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 Shri Manish Desai being eligible and offering himself for appointment as an independent director for term of five consecutive years commencing from the date of ensuing Annual General Meeting. A notice has been received from member proposing Shri Manish Desai's candidature for the office of independent director of the Company. In opinion of the Board Shri Manish Desai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Manish Desai as an independent director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Manish Desai as an independent director, for the approval by the shareholders of the Company. Shri Manish Desai does not hold any shares in the Company.

Except Shri Manish Desai, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no. 8. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the stock exchange.

The Directors recommended the Ordinary Resolution of item No. 8 for approval by the members.

#### Item No. 9

Shri Vineet Suchanti is the Managing Director of the Company since 5<sup>th</sup> May, 2005. He is associated with Company since September, 1997. Shri Vineet Suchanti is also the promoter of the Company and has provided immense contribution for development of Keynote Corporate Services Limited.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vineet Suchanti as a Managing Director. The tenure of Shri Vineet Suchanti as a Managing Director is completed on 4<sup>th</sup> May, 2014 and the Board recommends for his reappointment for further period of 5 (five) years.

#### DETAILS OF REMUNERATION PAYABLE TO SHRI VINEET SUCHANTI ARE AS FOLLOWS:

Overall remuneration of ₹. 44.50 p.a. comprising of

Salary: ₹ 3,22,575/- p.m. to be reviewed year on year basis.

Perquisites: ₹ 5.79 lacs p.a. which include following:

- a) Medical Reimbursement for self and family will be as per rules of the Company.
- b) Leave Travel expenses for self and family will be as per rules of the Company.
- c) Club fees (excluding admission to life membership fee) will be on actual basis.
- d) Expenses on children's education not exceeding ₹ 15,000/- per annum per child, subject to maximum of two children.
- e) Personal Accident Insurance and Mediclaim Insurance for self and family will be as per company's rules.
- f) Contribution to Provident Fund, Superannuation fund or Annuity:  
As per rules of the company to the extent these, either singly or put together are not taxable under the Income Tax Act.
- g) Gratuity:  
Half a months salary for each completed year of service.
- h) Earned Leave and encashment of leave:  
21 days leave for every year of service out of which 15 days is encashable.
- i) Provision of car: For use on Company's business.
- j) Reimbursement of Expenses actually incurred for Company's business:  
Against submission of supporting.
- k) Actual travelling and other related expenses for self touring in India and abroad on Company's Work.

He shall not be paid any sitting fees for attending the meetings of the Board of Directors/Committees thereof.

The Annual increment shall be determined by the Board from time to time and subject to approval of the Central Government, if any.

The appointment can be terminated by either side by giving six months notice in writing.

Shri Vineet Suchanti is concerned or interested in the resolution and the terms and conditions mentioned herein.

Disclosure Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

**I. General Information:**

1.	Nature of Industry	:	Merchant Baking/Corporate Advisory Services	
2.	Date or expected date of commencement of commercial production	:	Not Applicable	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Not Applicable	
4.	Financial performance based on given indicators during financial year ended 31 <sup>st</sup> March, 2014	:	(₹ in lacs)	
			Total Income	: 942.12
			Expenses	: 657.08
			Profit	: 285.04
			EPS (₹)	: 2.94
			P/E Ratio (times)	: 15.09
			Total Assets	: 5,068.00
5.	Foreign investment or collaborators, if any	:	As on 31 <sup>st</sup> March, 2014, the foreign shareholding in the company is 5,66,124 Equity Shares representing 8.06% of the total capital.	

**II. Information about Shri Vineet Suchanti, Managing Director**

**1. Background Details:**

Shri Vineet Suchanti is a Bachelor of Commerce from University of Mumbai and MBA in Finance and Marketing from University of Rochester, New York.

**2. Past remuneration:**

For the financial year 2013-2014 Shri Vineet Suchanti total remuneration was ₹ 45.87 lacs

**3. Recognition or awards:**

Shri Vineet Suchanti is a Master in Business Administration (MBA) with specialization in finance from University Rochester, New York, USA. He adds innovations, perseverance and dynamism to the profession. He has been largely responsible for introducing state-of-the-art technology and modern methods of analysis and valuations in structuring and marketing, thereby taking Keynote close to international standards in terms of creativity and services.

**4. Job profile and his suitability:**

Shri Vineet Suchanti has been largely responsible for introducing state-of-the-art technology and modern methods of analysis and valuations in structuring and marketing, thereby taking Keynote close to international standards in terms of creativity and services. Being new generation manager with responsibility of overall supervision he is best suited for the responsibility of managing the affairs of the Company in a most profitable manner.

**5. Remuneration proposed:**

The remuneration of Shri Vineet Suchanti is set out above.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**

Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Shri Vineet Suchanti, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions.

**7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**

Other than the remuneration stated above, Shri Vineet Suchanti has no other pecuniary relationship directly or indirectly with Company.

**III. Other Information**

**1. Reason of loss of inadequate profits**

The Company has reported PAT of ₹ 206.27 lacs for the financial year ended 31<sup>st</sup> March, 2014. The company being engaged in corporate advisory services, the performance of the company is directly related to the status of capital market and more particularly primary market segment. The income is earned on completion of various assignments.