

KEYNOTE



KEYNOTE CORPORATE SERVICES LTD.

**KEYNOTE CORPORATE SERVICES LIMITED**  
**ANNUAL REPORT 2015 – 2016**

<b>CONTENTS</b>	<b>PAGE NO.</b>
• Board of Directors .....	3
• Notice .....	4
• Explanatory Statement .....	9
• Director's Report .....	12
• Management Discussion and Analysis .....	34
• Report on Corporate Governance .....	36
• Auditor's Report to the Shareholders .....	55
• Balance Sheet .....	60
• Profit and Loss Account .....	61
• Notes to the Accounts .....	62
• Cash Flow Statement .....	73
 <b>CONSOLIDATED ACCOUNTS:</b>	
• Auditor's Report .....	74
• Balance Sheet .....	78
• Profit and Loss Account .....	79
• Notes to the Accounts .....	80
• Cash Flow Statement .....	94
• Statement pursuant to first proviso to sub-section 219 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules 2014 in the prescribed Form AOC-1 relating to Subsidiary Companies .....	95

**BOARD OF DIRECTORS****Shri B. Madhuprasad**

Chairman

**Shri Uday S. Patil**

Director – Investment Banking

**Shri Hitesh Shah**

Director

**Shri Anish Malhotra**

Director

**Smt. Rinku Suchanti**

Director

**Shri Vineet Suchanti**

Managing Director

**Shri Sujal Shah**Director (Upto 4<sup>th</sup> May, 2015)**Shri Manish Desai**

Director

**Shri Shishir Dalal**Director (Since 4<sup>th</sup> May, 2015)**BOARD COMMITTEES**

<b>Audit Committee</b>	<b>Stakeholders Relationship Committee</b>
Shri Sujal Shah – Chairman (Upto 4 <sup>th</sup> May, 2015) Shri Hitesh Shah – Member Shri Manish Desai – Member Shri Shishir Dalal – Chairman (Since 4 <sup>th</sup> May, 2015)	Shri B. Madhuprasad – Chairman Shri Uday S. Patil – Member Shri Hitesh Shah – Member
<b>Management Committee</b>	<b>Nomination and Remuneration Committee</b>
Shri Vineet Suchanti – Chairman Shri B. Madhuprasad – Member Shri Uday S. Patil – Member	Shri Anish Malhotra – Chairman Shri B. Madhuprasad – Member Shri Hitesh Shah – Member Shri Manish Desai – Member

Company Secretary – Ms. Saloni Dilip Maru

**REGISTERED OFFICE**

Keynote Corporate Services Limited  
 The Ruby, 9<sup>th</sup> floor,  
 Senapati Bapat Marg,  
 Dadar (West)  
 Mumbai – 400 028  
 CIN: L67120MH1993PLC072407

**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)

**BANKERS**

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

**AUDITORS**

S M S R & Co. LLP  
 Chartered Accountants,  
 A-005, Gr. Floor, Western Edge-II,  
 Off Western Express Highway,  
 Borivali [East],  
 Mumbai – 400 066

**Twenty-third Annual General Meeting**

On Friday, 29<sup>th</sup> July, 2016 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 TWENTYTHIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF KEYNOTE CORPORATE SERVICES LIMITED WILL BE HELD ON FRIDAY, 29<sup>TH</sup> DAY OF JULY, 2016 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 Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Shri Vineet Suchanti, (DIN - 00004031), who retires by rotation and being eligible offers himself for reappointment.
4. To re-appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. S M S R & CO LLP Chartered Accountants, Mumbai (Firm Registration No. 110592W/W100094), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth AGM of the Company (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

**Variation in terms of appointment of Shri Vineet Suchanti, (DIN - 00004031) Managing Director of the Company.**

**“RESOLVED THAT** pursuant to provision of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, applicable clauses of the Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and subject to other such approvals, if any, the Company hereby approves the revision of remuneration payable to Shri. Vineet Suchanti, (DIN - 00004031) Managing Director of the Company for the remaining period of the tenure with the liberty to the Board of Directors to alter and vary the terms of appointment so as not to exceed the limits set out in Schedule V to the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as maybe agreed between the Board and Shri. Vineet Suchanti.

**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 such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

**Variation in terms of appointment of Shri Uday S. Patil, (DIN – 00003978) Whole Time Director of the Company.**

**“RESOLVED THAT** pursuant to provision of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with

Schedule V to the Act, applicable clauses of the Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and subject to other such approvals, if any, the Company hereby approves the revision of remuneration payable to Shri Uday S. Patil, (DIN – 00003978) Whole Time Director of the Company for the remaining period of the tenure with the liberty to the Board of Directors to alter and vary the terms of appointment so as not to exceed the limits set out in Schedule V to the Companies Act, 2013 including any statutory modifications or re – enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as maybe agreed between the Board and Shri. Uday S. Patil.

**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 such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

7. To consider and if thought fit, to pass the following resolutions with or without modification as an **Special Resolution:**

**Borrowing power under Section 180 (1)(c) of the Companies Act, 2013.**

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders be and is hereby accorded to the Board of the Directors of the Company for borrowing money from time to time as they may think fit, any sum or sums of money not exceeding ₹ 200.00 Crores (Rupees Two Hundred Crores Only) [including the money already borrowed (if any) by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company’s assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un–discharged at any given time not to exceed the aforesaid limit.

**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 such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

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

Sd/-

**Vineet Suchanti**  
Managing Director  
(DIN - 00004031)

Date: 26<sup>th</sup> May, 2016  
Place: Mumbai

**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. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in respect of the directors seeking appointment/ re – appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re – appointment as required under the Companies Act, 2013 and the Rules thereunder.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 [FORTY-EIGHT] HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 [ten] percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
- 4) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 5) The Register of Members and share transfer books of the Company will remain closed from Saturday 23<sup>rd</sup> July, 2016 to Friday, 29<sup>th</sup> July, 2016 (both days inclusive).
- 6) The dividend for the financial year 31<sup>st</sup> March, 2016, 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. 22<sup>nd</sup> July, 2016; 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 22<sup>nd</sup> July, 2016.
- 7) 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.
- 8) The practice of distributing copies of Annual Reports at the Annual General Meeting has been discontinued as a measure of economy.
- 9) Members wishing to claim dividends, which have remained unclaimed, are requested to correspond with Registrar & Share Transfer Agent and Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection fund constituted by the Central Government.

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 are as under:

<b>Date of Declaration of Dividend</b>	<b>Dividend for the year</b>	<b>Proposed date for transfer to Investor Education and Protection Fund (IEPF)</b>
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
9 <sup>th</sup> September, 2014	2013 - 2014	17 <sup>th</sup> October, 2021
29 <sup>th</sup> September, 2015	2014 - 2015	6 <sup>th</sup> November, 2022

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 on website of MCA (i.e. [www.mca.gov.in](http://www.mca.gov.in)) and Company (i.e. [www.keynoteindia.net](http://www.keynoteindia.net)). Said

information for the period upto 29<sup>th</sup> September, 2015 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. During Financial Year 2015-2016 Company has transferred a sum of ₹ 1,02,890/- (Rupees One Lac Two Thousand Eight Hundred Ninety only) to Investor Education and Protection Fund (IEPF) on 29<sup>th</sup> October, 2015.

**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.**

- 10) 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.
- 11) 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.
- 12) 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.

### 13) 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, as substituted by Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 23<sup>rd</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, 26<sup>th</sup> July, 2016 (10.00 a.m. IST) and will end on Thursday, 28<sup>th</sup> July, 2016 (5 .00 p.m. IST) During this period Equity Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 22<sup>nd</sup> July, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through ballot.

Any person, who acquires shares of the Company, becomes a member of the company after dispatch of the Notice and holding shares as of the cut-off date may follow the same procedure as mentioned for e-Voting.

The Company has appointed 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, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.

The results along with Scrutinizer's report shall be placed on the website (i.e. [www.keynoteindia.net](http://www.keynoteindia.net)) 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 shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 26<sup>th</sup> July, 2016 (10.00 a.m. IST) and will end on Thursday, 28<sup>th</sup> July, 2016 (5 .00 p.m. IST) 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, 22<sup>nd</sup> July, 2016 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](http://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](http://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:

PAN	<b>For Members holding shares in Demat Form and Physical Form</b> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/Address Sticker, indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both 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).</li> </ul>

- (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 <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login 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.
  - 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.
- (xx) 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](http://www.evotingindia.com), 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

### In respect of Item No. 5

Shri. Vineet Suchanti has been with the Company since September, 1997. His terms were approved by the members in the 21<sup>st</sup> Annual General Meeting held on 9<sup>th</sup> September, 2014. The annual increment payable to Shri. Vineet Suchanti is being determined by the Board of Directors from time to time as approved by the members. With effect from 1<sup>st</sup> February, 2016, the remuneration payable to Shri. Vineet Suchanti has been revised by the Board of Directors to ₹ 3,38,704/- per month from ₹ 3,22,575/- All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged. Details of

remuneration paid during the Financial Year 2015-16 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri. Vineet Suchanti, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

### **In respect of Item No. 6**

Shri. Uday S. Patil has been with the Company since March, 1994. His terms were approved by the members in the 22<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015. The annual increment payable to Shri. Uday S. Patil is being determined by the Board of Directors from time to time as approved by the members. With effect from 1<sup>st</sup> February, 2016, the remuneration payable to Shri. Uday S. Patil has been revised by the Board of Directors to ₹ 2,99,250/- per month from ₹ 2,85,000/-. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged. Details of remuneration paid during the Financial Year 2015-16 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri. Uday S. Patil, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

### **In respect of Item No. 7**

As per the provisions of Section 180 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the Free Reserves of Company, that is to say, reserves not set apart for any specific purposes. Members have already passed resolution way back in September, 1996 permitting the Company to borrow upto an amount of ₹ 200.00 Crores. The Management proposes to keep the same limit of ₹ 200.00 Crores approved earlier by Members/Shareholder. Incidentally company has very insignificant borrowing as on date.

Your consent is therefore sought, to authorize the Board to borrow upto ₹ 200.00 Crores (Rupees Two Hundred Crores Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business as outstanding), at any time as set out in the resolution.

The members are requested to approve the same by way of passing the Special Resolution.

None of the Directors and Key Managerial Personnel of the company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

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

Sd/-

**Vineet Suchanti**  
Managing Director  
(DIN - 00004031)

Date: 26<sup>th</sup> May, 2016  
Place: Mumbai