

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of Keynote Financial Services Limited (formerly known as 'Keynote Corporate Services Limited') pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors of
Keynote Financial Services Limited
(formerly known as 'Keynote Corporate Services Limited')

We have reviewed the accompanying statement of unaudited standalone financial results of **Keynote Financial Services Limited (formerly known as 'Keynote Corporate Services Limited')** (the "Company"), for the quarter ended 30 June 2020 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ('ICAI'). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

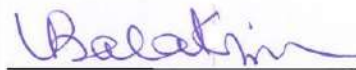


We draw attention to Note 6 to the Statement which describes the uncertainty caused by COVID-19 pandemic with respect to the Company's estimates on preparation of the Statement and that such estimates may be affected by the severity and duration of the pandemic. Our opinion is not modified in respect of the above matter.

For S M S R & Co LLP

Chartered Accountants

Firm Registration No.110592W/W100094



U Balakrishna Bhat

Partner

Membership No: 019216



Place: Mumbai

Date: 14 August 2020

UDIN: 20019216AAAABF8260

KEYNOTE

25
YEARS
OF CREATING
VALUE
THROUGH
RELATIONSHIPS
AND
TRUST

KEYNOTE FINANCIAL SERVICES LIMITED					
(Formerly known as Keynote Corporate Services Limited)					
CIN: L67120MH1993PLC072407					
Regd. Office : The Ruby, 9th floor, Senapati Bapat Marg, Dadar (W) Mumbai 400 028.					
Statement of Unaudited Standalone Financial Results for the Quarter Ended 30 June 2020					
Sr No	Particulars	Quarter ended			Year ended
		30 June 2020	31 March 2020	30 June 2019	31 March 2020
		Unaudited	Unaudited (refer note 4)	Unaudited	Audited (refer note 4)
	Revenue from operations				
	Interest income	24.52	15.89	16.70	65.09
	Dividend income	0.25	10.47	7.52	45.03
	Net gain on fair value changes	75.82	-	30.07	-
	Sale of services	49.39	165.72	72.32	405.02
	Other operating income	1.50	4.59	0.61	7.49
1	Total revenue from operations	151.48	196.67	127.22	522.63
2	Other income	8.29	6.90	4.43	32.27
3	Total income (1+2)	159.77	203.57	131.65	554.90
	Expenses				
	Finance costs	0.11	0.06	0.10	0.49
	Fees and commission expense	0.30	4.03	1.06	8.24
	Net loss on fair value changes	-	164.59	-	96.25
	Impairment on financial instruments	2.54	0.29	6.70	13.03
	Employee benefits expense	51.10	71.53	55.46	242.55
	Depreciation and amortisation expense	7.94	8.00	9.70	34.81
	Other expenses	34.15	50.93	45.45	205.77
4	Total expenses	96.14	299.43	118.47	601.14
5	Profit / (loss) before exceptional items and tax (3-4)	63.63	(95.86)	13.18	(46.24)
6	Exceptional items	-	-	-	-
7	Profit / (loss) before tax (5+6)	63.63	(95.86)	13.18	(46.24)
8	Tax expenses				
	- Current tax	5.00	(1.83)	4.48	15.04
	- MAT credit entitlement	-	(1.01)	-	(1.01)
	- Deferred tax charge / (credit)	41.55	(57.24)	7.82	(42.84)
	- Taxation for earlier years	-	(8.05)	-	(8.05)
	Total tax expenses	46.55	(68.13)	12.30	(36.86)
9	Profit/ (loss) for the period / year (7-8)	17.08	(27.73)	0.88	(9.38)
10	Other Comprehensive Income				
	(i) Items that will not be reclassified to profit or loss				
	(a) Re-measurements of the defined employee benefit plans	0.84	3.38	-	3.38
	(b) Income tax related to items that will not be reclassified to profit or loss	(0.22)	(0.88)	-	(0.88)
	(ii) Items that will be reclassified to profit or loss	-	-	-	-
	Other Comprehensive Income (net of tax)	0.62	2.50	-	2.50
11	Total Comprehensive Income for the period / year (net of tax) (9+10)	17.70	(25.23)	0.88	(6.88)
12	Paid up Equity Share Capital (face value INR 10 per share)	701.83	701.83	701.83	701.83
13	Other equity				4,788.08
14	Earnings per equity share	(not annualised)	(not annualised)	(not annualised)	(annualised)
	Basic (INR)	0.24	(0.40)	0.01	(0.13)
	Diluted (INR)	0.24	(0.40)	0.01	(0.13)

Keynote Financial Services Limited

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CIN-L67120MH1993PLC072407



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Notes to the Statement of Unaudited Standalone Financial Results for the Quarter Ended 30 June 2020

- 1 The above unaudited standalone financial results for the quarter ended 30 June 2020 have been reviewed and recommended by the Audit Committee and on its recommendation, have been approved by the Board of Directors at their meeting held on 14 August 2020, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The said results have been subjected to limited review by the Statutory Auditors of the Company who have issued an unmodified report thereon.
- 2 The said financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- 3 The Company prepares and publishes the unaudited consolidated financial results along with the audited standalone financial results. Thus, in accordance with Ind AS 108 - "Operating Segments", the Company has disclosed the segment information in the unaudited consolidated financial results. Accordingly, no separate disclosures have been presented under the unaudited standalone results for the quarter ended 30 June 2020.
- 4 The figures for the last quarter of the year ended 31 March 2020 in the above financial results are the balancing figures between the audited figures for the full financial year and the year to date unaudited figures published upto the nine months ended 31 December 2019 which were subjected to limited review.
- 5 The unaudited standalone financial results for the quarter ended 30 June 2020, as submitted to the stock exchanges are also available on the Company's website viz. www.keynoteindia.net and the websites of BSE Limited and National Stock Exchange of India Limited viz., www.bseindia.com and www.nseindia.com respectively.
- 6 The Covid -19 Pandemic has resulted in significant decrease in economic activities across the country, on account of lockdown that started on 24 March 2020. The lockdown also affected the Company's business operations in the last week of March 2020. Estimates and associated assumptions applied in preparing these financial results are based on historical experience and other emerging/forward looking factors on account of the pandemic. The Company believes that the factors considered are reasonable under the current circumstances. Given the dynamic nature of the pandemic situation, these estimates are subject to uncertainty and may be affected by the severity and duration of the pandemic. In the event, the impacts are more severe or prolonged than anticipated, this will have a corresponding impact on the carrying value of financial assets, the financial position and performance of the Company.
- 7 The previous periods' / year's figures have been regrouped / rearranged wherever necessary, to conform to the current period / year classification.



Place: Mumbai
Date: 14 August 2020

For and on behalf of Board of Directors
Keynote Financial Services Limited




Uday S. Patil
Director & CFO
DIN : 00003978

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Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of Keynote Financial Services Limited (formerly known as 'Keynote Corporate Services Limited') pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors of
Keynote Financial Services Limited
(formerly known as 'Keynote Corporate Services Limited')

We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **Keynote Financial Services Limited** (formerly known as 'Keynote Corporate Services Limited') ('the Holding Company'), its subsidiaries and a trust (the Holding Company, its subsidiaries and a trust together referred to as 'the Group'), for the quarter ended 30 June 2020 ('the Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').

This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of the persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI circular CIR/CF/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

The Statement includes the results of the following entities:

Sr.No	Name of the Company	Relationship
1	Keynote Capitals Limited	Subsidiary
2	Keynote Fincorp Limited	Subsidiary
3	Keynote Commodities Limited	Step down Subsidiary
4	Keynote Trust	Trust



Based on our review conducted and procedures performed as stated above and based on the consideration of the review reports of the other auditors referred below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

We draw attention to Note 6 to the Statement which describes the uncertainty caused by Covid-19 pandemic with respect to the Group's estimates on preparation of the Statement and that such estimates may be affected by the severity and duration of the pandemic. Our opinion is not modified in respect of the above matter.

We did not review the interim financial information of 3 subsidiaries included in the unaudited consolidated financial results, whose interim financial information reflect total revenues of INR 399.17 Lakhs, total net profit after tax of INR 306.06 lakhs and total comprehensive income of INR 306.06 lakhs for the quarter ended 30 June 2020, as considered in the Statement. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Holding Company's Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the review reports of the other auditors and the procedures performed by us as stated above.

Our conclusion on the Statement is not modified in respect of this matter.

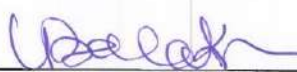
The unaudited consolidated financial results include the interim financial information of a trust, which has not been reviewed by its auditor, whose interim financial information reflect total revenues of NIL, net profit / loss after tax of NIL and total comprehensive income of NIL for the quarter ended 30 June 2020 has been furnished to us by the Holding Company's Management. According to the information and explanations given to us by the Holding Company's Management, this interim financial information is not material to the Group.

Our Conclusion on the Statement is not modified in respect of our reliance on the interim financial information certified by the Management.

For S M S R & Co LLP

Chartered Accountants

Firm Registration No.110592W/W100094


U Balakrishna Bhat
Partner
Membership No: 019216



Place: Mumbai
Date: 14 August 2020

UDIN: 20019216AAAABG8672

KEYNOTE

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KEYNOTE FINANCIAL SERVICES LIMITED (Formerly known as Keynote Corporate Services Limited) CIN: L67120MH1993PLC072407 Regd. Office : The Ruby, 9th floor, Senapati Bapat Marg, Dadar (W) Mumbai 400 028.				
Statement of Unaudited Consolidated Financial Results for the Quarter Ended 30 June 2020				
(INR in lakhs)				
Sr No	Particulars	Quarter ended		Year ended
		30 June 2020	31 March 2020	30 June 2019
		Unaudited	Unaudited (refer note 4)	Unaudited Audited
	Revenue from operations			
	Interest income	58.55	167.95	54.43
	Dividend income	0.35	13.85	7.83
	Fees and commission income	38.15	36.52	19.39
	Net gain on fair value changes	377.40	-	-
	Sale of services	52.38	165.72	78.31
	Other operating income	1.50	4.59	0.62
1	Total revenue from operations	528.33	388.63	160.58
2	Other income	8.29	3.58	5.11
3	Total income (1+2)	536.62	392.21	165.69
	Expenses			
	Finance costs	4.06	91.59	5.70
	Fees and commission expense	1.23	6.52	2.32
	Net loss on fair value changes	-	426.44	3.69
	Impairment on financial instruments	2.49	1.83	7.24
	Changes in inventories of stock-in-trade	(6.94)	11.56	2.28
	Employee benefits expense	91.35	133.18	103.58
	Depreciation and amortisation expense	17.27	18.94	19.03
	Other expenses	59.32	19.54	88.60
4	Total expenses	168.78	709.60	232.44
5	Profit / (loss) before exceptional items and tax (3-4)	367.84	(317.39)	(66.75)
6	Exceptional items	-	-	-
7	Profit / (loss) before tax (5+6)	367.84	(317.39)	(66.75)
8	Tax expenses			
	- Current tax	5.00	24.68	4.48
	- MAT credit entitlement	-	(8.88)	-
	- Deferred tax charge / (credit)	39.71	(52.72)	10.25
	- Taxation for earlier years	-	(8.05)	-
	Total tax expenses	44.71	(44.97)	14.73
9	Profit/ (loss) for the period / year (7-8)	323.13	(272.42)	(81.48)
10	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss			
	(a) Re-measurements of the defined employee benefit plans	0.84	3.38	-
	(b) Income tax related to items that will not be reclassified to profit or loss	(0.22)	(0.88)	-
	(ii) Items that will be reclassified to profit or loss	-	-	-
	Other Comprehensive Income (net of tax)	0.62	2.50	-
11	Total Comprehensive Income for the period / year (net of tax) (9+10)	323.75	(269.92)	(81.48)
12	Paid up Equity Share Capital (face value INR 10 per share)	556.66	556.66	556.66
13	Other equity			6,769.73
14	Earnings per equity share	(not annualised)	(not annualised)	(not annualised)
	Basic (INR)	5.80	(4.89)	(1.46)
	Diluted (INR)	5.80	(4.89)	(1.46)



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(formerly known as Keynote Corporate Services Limited)

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Notes to the Statement of Unaudited Consolidated Financial Results for the Quarter Ended 30 June 2020				
<p>1 The above unaudited consolidated financial results for the quarter ended 30 June 2020 have been reviewed and recommended by the Audit Committee and on its recommendation, have been approved by the Board of Directors at their meeting held on 14 August 2020, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The said results have been subjected to limited review by the Statutory Auditors of the Company who have issued an unmodified report thereon.</p> <p>2 The said financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.</p> <p>3 Consolidated segment results for the quarter ended 30 June 2020</p>				
Particulars	Quarter ended		Year ended	
	30 June 2020	31 March 2020	30 June 2019	31 March 2020
	Unaudited	Unaudited (refer note 4)	Unaudited	Audited
Segment Revenue				
(a) Income from Advisory Services	53.88	170.31	78.93	412.51
(b) Broking & Related Activities	46.43	62.08	19.39	190.04
(c) Trading in Securities	377.40	(426.44)	(3.69)	(488.88)
(d) Investment Activities	58.55	167.95	54.43	333.06
(e) Unallocable	0.36	418.31	16.63	705.00
Total	536.62	392.21	165.69	1,151.73
Less: Elimination	-	-	-	(14.52)
Total income from operations (net)	536.62	392.21	165.69	1,137.21
Segment results before exceptional items				
(a) Income from Advisory Services	(77.04)	(22.52)	(97.19)	(281.79)
(b) Broking & Related Activities	5.58	44.30	(25.23)	79.90
(c) Trading in Securities	376.17	(432.96)	(6.01)	(503.36)
(d) Investment Activities	58.55	167.95	54.43	333.06
(e) Unallocable	8.64	17.43	12.95	72.55
Total	371.90	(225.80)	(61.05)	(299.64)
Less: Elimination	-	-	-	(14.52)
Less: Finance cost	(4.06)	(91.59)	(5.70)	(121.89)
Profit/ (Loss) before exceptional items and tax	367.84	(317.39)	(66.75)	(436.05)
Exceptional items - Unallocated	-	-	-	-
Profit/ (Loss) before tax	367.84	(317.39)	(66.75)	(436.05)
Segment Assets				
(a) Income from Advisory Services	2,184.83	2,109.06	1,250.20	2,109.06
(b) Broking & Related Activities	3,291.58	4,914.08	4,128.37	4,914.08
(c) Trading in Securities	31.03	37.20	1,570.13	37.20
(d) Investment Activities	1,793.69	1,953.72	2,114.87	1,953.72
(e) Unallocated	3,436.43	2,902.44	2,606.34	2,902.44
Total segment assets	10,737.56	11,916.50	11,669.91	11,916.50
Segment liabilities				
(a) Income from Advisory Services	96.69	83.22	79.10	83.22
(b) Broking & Related Activities	600.94	2,409.34	1,635.74	2,409.34
(c) Trading in Securities	0.09	-	-	-
(d) Investment Activities	2,111.89	1,820.34	1,843.40	1,820.34
(e) Unallocated	278.30	277.20	399.54	277.20
Total segment liabilities	3,087.91	4,590.10	3,957.78	4,590.10
Capital employed (Segment assets - Segment liabilities)				
(a) Income from Advisory Services	2,088.14	2,025.84	1,171.10	2,025.84
(b) Broking & Related Activities	2,690.64	2,504.74	2,492.63	2,504.74
(c) Trading in Securities	30.94	37.20	1,570.13	37.20
(d) Investment Activities	(318.20)	133.38	271.47	133.38
(e) Unallocated	3,158.13	2,625.24	2,206.80	2,625.24
Total capital employed	7,649.65	7,326.40	7,712.13	7,326.40

The Company's operation predominantly pertains to Merchant Banking & related activities and investment activities. In accordance with Ind AS 108 on 'Segment Reporting', Merchant banking and other related activities and investment activities are classified as reportable segments. The balance is shown as unallocable items.



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Notes to the Statement of Unaudited Consolidated Financial Results for the Quarter Ended 30 June 2020

- 4 The figures for the last quarter of the year ended 31 March 2020 in the above financial results are the balancing figures between the audited figures for the full financial year and the year to date unaudited figures published upto the nine months ended 31 December 2019 which were subjected to limited review.
- 5 The unaudited consolidated financial results for the quarter ended 30 June 2020, as submitted to the stock exchanges are also available on the Holding's Company's website viz. www.keynoteindia.net and the websites of BSE Limited and National Stock Exchange of India Limited viz., www.bseindia.com and www.nseindia.com respectively.
- 6 The Covid -19 Pandemic has resulted in significant decrease in economic activities across the country, on account of lockdown that started on 24 March 2020. The lockdown also affected the Company's business operations in the last week of March 2020. Estimates and associated assumptions applied in preparing these financial results are based on historical experience and other emerging/forward looking factors on account of the pandemic. The Management of the Holding Company and the entities in the Group believe that the factors considered are reasonable under the current circumstances. Given the dynamic nature of the pandemic situation, these estimates are subject to uncertainty and may be affected by the severity and duration of the pandemic. In the event, the impacts are more severe or prolonged than anticipated, this will have a corresponding impact on the carrying value of financial assets, the financial position and performance of the Group.
- 7 The previous periods' / year's figures have been regrouped / rearranged wherever necessary, to conform to the current period / year classification.



For and on behalf of Board of Directors of
Keynote Financial Services Limited


Uday S. Patil
Director & CFO
DIN : 00003978

Place: Mumbai
Date: 14 August 2020

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