Voting Results						
Keynote Financial Services Limited Disclosure as per Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015						
Total number of shareholders on record date	3779					
No. of shareholders present in the meeting either in person or						
through proxy:						
Promoters and Promoter Group:	Not Applicable					
Public:	Not Applicable					
No. of Shareholders attended the meeting through Video Conferencing	Details are given below					
Promoters and Promoter Group:	10					
Public:	33					

Shareholders	through VC	loan occ	Shares	% to Capital
Promoters and Promoter Group	10	NIL	39,60,368	56.43
Public	33	NIL	1,48,981	2.12
Total	43		41,09,349	58.55



Resolution 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditor's thereon.

Resolution required:(Ordinary/Sp	Resolution required:(Ordinary/Special)				Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)]*1 00		
Promoter and Promoter Group	E-voting	3960368	3955539	99.8781	3955539	0	100.0000	0.0000		
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		3955539	99.8781	3955539	0	100.0000	0.0000		
Public - Instituions	E-voting		0	0.0000	0	0	0.0000	0.0000		
	Poll (E-voting)	515684	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	313084	0	0.0000	0	0	0.0000	0.0000		
	Total		0	0.0000	0	0	0.0000	0.0000		
Public - Non Institutions	E-voting		191665	7.5391	191664	1	99.9995	0.0005		
	Poll (E-voting)	2542287	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		191665	7.5391	191664	1	99.9995	0.0005		
Total		7018339	4147204	59.0910	4147203	1	100.0000	0.0000		



Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
e ya - 1		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*1 00	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	3960368	3955539	99.8781	3955539	0	100.0000	0.000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.000
,' '-5	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3955539	99.8781	3955539	0	100.0000	0.0000
Public - Instituions	E-voting		0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)	515684	0	0.0000	0	0	0.0000	0.0000
1 752 217	Postal Ballot (if applicable)	313664	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting		191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)	2542287	0	0.0000	0	0	0.0000	0.0000
·	Postal Ballot (if applicable)	2542287	0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	4147204	59.0910	4147203	1	100.0000	0.0000



Resolution required:(Ordinary/Special) Whether promoter/ promoter group are interested in the agenda/resolution?				Ordinary Resolution				
						Yes		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting		0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)	3960368	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	3960368	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Instituions	E-voting		0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)	515684	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	313084	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting		191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)	2542287	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2542201	0	0.0000	0	0	0.0000	0.0000
<u> </u>	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	191665	2.7309	191664	1	99.9995	0.0005



Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-voting		0	0.0000	0	0	0.0000	0.000
	Poll (E-voting)	3960368	0	0.0000	0	0	0.0000	0.000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.000
	Total		0	0.0000	0	0	0.0000	0.000
Public - Instituions	E-voting		0	0.0000	0	0	0.0000	0.000
	Poll (E-voting)	515684	0	0.0000	0	0	0.0000	0.000
	Postal Ballot (if applicable)	313004	0	0.0000	0	0	0.0000	0.000
	Total		0	0.0000	0	0	0.0000	0.000
Public - Non Institutions	E-voting		191665	7.5391	191664	1	99.9995	0.000
	Poll (E-voting)	2542287	0	0.0000	0	0	0.0000	0.000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.000
	Total		191665	7.5391	191664	1	99.9995	0.000
Total		7018339	191665	2.7309	191664	1	99,9995	0.000



Resolution 5. To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Company's last Audited Financial Statements within the financial year 2022-23. Resolution required:(Ordinary/Special) **Ordinary Resolution** Whether promoter/ promoter group are interested in the agenda/resolution? Yes Category % of Votes % of Votes % of Votes No. of No. of votes Polled on No. of Votes -No. of Votes in favour on against on Mode of Voting shares held polled outstanding in favour against votes polled votes polled (1) (2)shares (3)=[(2)/(1)]*(6)=[(4)/(2)] (7)=[(5)/(2)](4) (1) (2) (5) 100 *100 *100 Promoter and Promoter Group 0.0000 0.0000 0.0000 E-voting Poll (E-voting) 0 0 0.0000 0 0.0000 0.0000 3960368 Postal Ballot (if applicable) 0 0.0000 0 0.0000 0.0000 0 Total 0 0.0000 0 0 0.0000 0.0000 0 0 0.0000 0 0.0000 0.0000 Public - Instituions E-voting Poll (E-voting) 0 0.0000 0 0 0.0000 0.0000 515684 0.0000 Postal Ballot (if applicable) 0 0 0.0000 0.0000 0 Total 0 0.0000 0 0.0000 0.0000 189065 189064 Public - Non Institutions 7.4368 99.9995 0.0005 E-voting Poll (E-voting) 0 0.0000 0 0.0000 0.0000 2542287 0.0000 Postal Ballot (if applicable) 0 0.0000 0.0000 7.4368 189064 Total 189065 99.9995 0.0005 189065 2.6939 189064 7018339 99.9995 0.0005 Total



Resolution required:(Ordinary/Special) Whether promoter/ promoter group are interested in the agenda/resolution?				Ordinary Resolution				
						Yes		
Category Mode of Votin		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	E-voting	3960368	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Instituions	E-voting		0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)	515684	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	313064	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting		191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)	2542287	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2342287	0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	191665	2.7309	191664	1	99.9995	0.0005





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COMBINED SCRUTINIZER'S REPORT FOR REMOTEE-VOTING & E-VOTING AT THE 29th AGM CARRIED OUT FOR M/S KEYNOTE FINANCIAL SERVICES LIMITED

To

The Chairman of 29th Annual General Meeting of the Equity Shareholders of **Keynote Financial Services Limited**

29thAnnual General Meeting of the Members of M/s Keynote Financial Services Limited ("The Company") held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) on Wednesday, September 28,2022 at 02.00 P.M. (IST)

1. I, Uma Lodha, Company Secretary in Whole-Time Practice (Membership No.5363, CP No. 2593), Proprietor of Uma Lodha & Co. (Practicing Company Secretaries) was appointed as Scrutinizer by the Board of Directors of M/s Keynote Financial Services Limited for the purpose of scrutinizing the Remote e-voting and e-voting at the 29th Annual General Meeting ("AGM") of the Company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020, Circular No. 19/2021 dated 08/12/2021, Circular dated 21/2021 dated 14/12/2021 and Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular SEBI/I--IO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 on the resolutions contained in the Notice of the 29th Annual General Meeting of the Members of the Company held on Wednesday, 28th September, 2022 at 02.00 P.M. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility and also for ascertaining the requisite majority for the Resolutions proposed therein.

2. Management Responsibility

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to Remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 29th AGM of the Members of the Company. Our responsibility as a Scrutinizer is to ensure that the Remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a Consolidated Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolutions contained in the Notice of the 29thAGM of the Members of the Company. The Company has engaged the services of Central Depository Services Limited (CDSL) for voting by electronic means (both for Remote e-voting and e-voting at the AGM).



UMA LODHA & CO.

3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 29th AGM and Annual Report for FY 2021-22 only by electronic mode on Saturday, 3rd September 2022 to all the Members whose email addresses were registered with the Depository Participants or the Company. The AGM Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- Further, the Company had uploaded the AGM Notice containing the items of businesses to be transacted at the AGM on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and CDSL's website for perusal by those members who may want to access the same.
- The Company had published advertisement in English language in "The Free Press Journal" Newspaper and in Regional Language (Marathi) in "Navshakti" Newspapers containing all required information:
 - In compliance with MCA Circulars on Tuesday, 23rd August 2022;

b. in terms of applicable provisions of Rule 20 of Companies Act, 2013 on Sunday, 4^{th} September 2022

 The Company had engaged services of CDSL for providing Remote e-voting facility prior to AGM and e-voting at the AGM to all its members to cast their vote on all the resolutions set out in the Notice of 29th AGM.

Cut-off date for e-voting	Wednesday, September 21, 2022			
Commencement of Remote e-voting	Sunday, September 25, 2022 (10.00 a.m. IST.)			
Conclusion of Remote e-voting	Tuesday, September 27, 2022 (5.00 p.m. IST.)			
e-voting at the AGM	From commencement of the AGM till conclusion of AGM			

- At the AGM, the Chairman, announced that the Members present at the AGM through VC/ OAVM and who have not cast their vote by remote e-voting, can exercise their voting rights through e-voting using the same e-voting system of CDSL which was used during remote evoting.
- Thereafter, on completion of e-voting during the AGM, the votes cast by the Members during
 the AGM through e-voting and the votes under remote e-voting cast prior to the AGM were
 unblocked and the report was downloaded from the CDSL e-voting platform which was
 diligently scrutinised and reviewed.

The combined results of the Remote e-voting and e-voting at the AGM are given as "Annexure-1" to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 29th AGM of the Company stands passed with requisite majority.





Annexure-I

The result of the Remote E-voting together with that of the E-voting at the AGM is as under:

- To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditor's thereon. - Ordinary Resolution
 - (i) Voted in favour of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	43	4147462	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	47	4147203	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total(b)	01	01	0%

(iii) Abstained/Invalid Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting		
Voted through e-voting at the AGM		
Total		

Total number of Valid votes cast (i+ii) = 4147204

- 2. To Declare Dividend for the financial year ended $31^{\rm st}$ March, 2022.- Ordinary Resolution
 - (i) Voted in favour of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	43	4147162	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	47	4147203	100%



UMA LODHA & CO. COMPANY SECRETARIES

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total (b)	01	01	0%

(iii) Abstained/Invalid Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by
Voted through remote e-voting		
Voted through e-voting at the AGM		
Total		

Total number of Valid votes cast (i+ii)= 4147204

- 3. To appoint a Director in place of Shri. Vineet Suchanti, (DIN: 00004031), who retires by rotation and being eligible offers himself for reappointment Ordinary Resolution
 - (i) Voted in favour of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	34	191623	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	38	191664	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total(b)	01	01	0%

(iii) Abstained/Invalid Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by
Voted through remote e-voting		
Voted through e-voting at the AGM		
Total		

Total number of Valid votes cast (i+ii)= 191665



UMA LODHA & CO. COMPANY SECRETARIES

 Approval for change in designation of Shri. Vineet Suchanti (DIN: 00004031), Whole Time Director to "Managing Director". - Ordinary Resolution

(i) Voted in favour of the resolution.

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	34	191623	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	38	191664	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total(b)	01	01	0%

(iii) Abstained/Invalid Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting		
Voted through e-voting at the AGM		
Total		

Total number of Valid votes cast (i+ii)= 191665

 To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Company's last Audited Financial Statements within the financial year 2022-23 - Ordinary Resolution.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	32	189023	100%
Voted through e-voting at the AGM	04	41	0%
Total(a)	36	189064	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total (b)	01	01	0%

UMA LODHA & CO. COMPANY SECRETARIES

(iii) Abstained/Invalid Votes

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting		
Voted through e-voting at the AGM		
Total	**	**

Total number of Valid votes cast (i+ii)= 189065

To ratify the remuneration paid to Executive Directors who are members of Promoter Group-Special Resolution.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members cast		% of total number of Valid votes cast (a+b)
Voted through remote e-voting	34	191623	100%
Voted through e-voting at the AGM	04	41	0%
Total(a)	38	191664	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total (b)	01	01	0%

(iii) Abstained/Invalid Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them	
Voted through remote e-voting			
Voted through e-voting at the AGM			
Total			

Total number of Valid votes cast (i+ii)= 191665



UMA LODHA & CO.

All the Resolution stands passed under Remote-voting and E-voting at the AGM with the requisite majority.

The electronic data and all other relevant records relating to the Remote e-voting and e-voting at the AGM are under my safe custody until the Chairman approves and signs the Minutes of the 29^{th} AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you, Yours faithfully,

For Uma Lodha & Co. Practicing Company Secretaries

Uma Lodha Proprietor

Membership No. F5363

(COP NO. 2593)

UDIN No.: F005363D001067446

Place: Mumbai Date: 28-09-2022

Counter Signed For Keynote Financial Services Limited

Ms. Renita Crasto

Company Secretary & Compliance Officer

