

# KEYNOTE

## KEYNOTE CORPORATE SERVICES LIMITED

CIN: L67120MH1993PLC072407

Registered office: The Ruby, 9<sup>th</sup> Floor, Senapati Bapat Marg, Dadar (West) Mumbai 400 028

Phone: 022 6826 6000 Fax: 022 6826 6088

Website: [www.keynoteindia.net](http://www.keynoteindia.net) Email: [investors@keynoteindia.net](mailto:investors@keynoteindia.net)

25  
YEARS  
OF CREATING  
VALUE  
THROUGH  
RELATIONSHIPS  
AND  
TRUST

### NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), for seeking consent of the members, to pass the proposed resolution mentioned below as Special Resolution through Postal Ballot including by way of Electronic Voting. The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Rules, Keynote Corporate Services Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot:

#### SPECIAL BUSINESS:

Approval for change of name of the Company from **"Keynote Corporate Services Limited"** to **"Keynote Financial Services Limited"** and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions

of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from "Keynote Corporate Services Limited" to **"Keynote Financial Services Limited"**.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be altered as under:

**The Name of the Company shall be Keynote Financial Services Limited**

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. **"Keynote Corporate Services Limited"** be substituted with the new name, i.e. **"Keynote Financial Services Limited"** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company and at all other places wherever appearing.

**RESOLVED FURTHER THAT** any one of the Whole-time Directors and/or Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

By order of the Board of Directors,  
For Keynote Corporate Services Limited

Sd/-  
Uday S. Patil  
Director

Place: Mumbai  
Date : 27<sup>th</sup> February, 2019

DIN: 00003978

## NOTES

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on February 22, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
5. Mrs. Uma Lodha, Practising Company Secretary (Membership No. 5363) has been appointed as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from Wednesday, March 6, 2019 (9:00 a.m. (IST) onwards) till Thursday, April 4, 2019 (upto 5:00 p.m. (IST)) as the e-voting module shall be disabled for voting by Central Depository Services Limited thereafter. No voting shall be allowed beyond 5:00 p.m. (IST) of April 4, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. (IST) on Thursday, April 4, 2019. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
9. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on or before Friday, April 5, 2019. The result of the Postal Ballot will be announced by the Chairman or any Director authorised by the Board, on or before Friday, April 5, 2019 by or before 5:00 p.m. (IST) at the Company's Registered office at The Ruby, 9<sup>th</sup> Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400 028. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e. <http://www.keynoteindia.net>. The results alongwith the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at Mumbai. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on April 4, 2019 i.e. being the last date of receiving postal ballot forms and e-voting.
10. All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 a.m. (IST) to 1:00 p.m.(IST) till April 4, 2019.
11. For e-voting, please read carefully the "Procedure/ instructions for e-voting" enumerated herein:

## PROCEDURE/INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:

- (i) The voting period begins on March 6, 2019 at 9.00 a.m. (IST) and ends on April 4, 2019 at 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 of February 22, 2019 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/Members
- (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	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 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 Keynote Corporate Services Limited 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 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.
- (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. 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 TO THE RESOLUTION**  
**Annexure to Notice**

**STATEMENT ANNEXED TO THE NOTICE AND SETTING  
OUT THE MATERIAL FACTS CONCERNING SPECIAL  
BUSINESS PROPOSED TO BE TRANSACTED  
PURSUANT TO SECTION 102 OF THE COMPANIES  
ACT, 2013 AND SECRETARIAL STANDARD ON  
GENERAL MEETINGS.**

Your Company was incorporated in June 1993 and has been a Category – I Merchant Banker registered with SEBI since December, 1993. As you are aware we are engaged in non fund based financial services with focus on capital market financial intermediation like Issue Management, Underwriting, Corporate Finance, Capital Restructuring, Merger and Acquisition Advisory, Private Equity Advisory, Valuations, ESOP Advisory etc. Over the years the Company has also developed other businesses of stock broking, commodities trading, Depository and NBFC Services through its separately formed Subsidiaries. Company has completed 25 years of its operations and its present name needs change to reflect true nature of overall business of the Company. Therefore Board of Directors in their meeting held on 8<sup>th</sup> February, 2019 considered the proposal and approved the name “Keynote Financial Services Limited” subject to availability of the new name from Registrar of Companies (ROC) Central Registration Centre (CRC) of Ministry of Corporate Affairs (MCA) and receipt of shareholders approval as well as approvals from all the statutory/regulatory authorities including Stock Exchanges.

The Company had made an application for reservation and availability of name change to the CRC, MCA and the desired name “Keynote Financial Services Limited” is made available by them vide their letter dated February 26, 2019 to the Company.

The proposed name change will be effected on obtaining requisite approval from BSE Limited and National Stock Exchange of India Limited where equity shares of your

Company are listed and on complying with applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution. The Board of Directors in their meeting held on 8<sup>th</sup> February, 2019 had approved the change in name of the Company subject to availability of the name from Registrar of Companies, CRC, MCA. It was also informed that the availability of name, if approved, is for a period of 60 days from the date of communication and hence it is necessary to take immediate steps on receipt of availability of name. In view of the same the Board of Directors had authorised Company Secretary and/or any of the Whole Time Director to take all steps to implement the decision of change of name of the Company, on receipt of availability of the name, including finalising the notice of Postal Ballot to be sent to the shareholders for obtaining their approval and to do all other acts & deeds to comply with the requirements prescribed. The Directors considered the proposed Special Resolution in the interest of the Company and recommended the Special Resolution as set out in the notice, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for your approval by way of Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

By order of the Board of Directors,  
For Keynote Corporate Services Limited

Sd/-

Uday S. Patil

Director

Place: Mumbai

Date : 27<sup>th</sup> February, 2019

DIN: 00003978

**KEYNOTE**  
**KEYNOTE CORPORATE SERVICES LIMITED**  
CIN: L67120MH1993PLC072407  
**Registered office:** The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West)  
Mumbai 400 028  
**Phone:** 022 6826 6000; **Fax:** 022 6826 6088  
**Website:** [www.keynoteindia.net](http://www.keynoteindia.net); **Email:** [investors@keynoteindia.net](mailto:investors@keynoteindia.net)



**POSTAL BALLOT FORM**  
**(Kindly refer to the instructions specified overleaf before filling the form)**

Sr. No.:

Name(s) and Registered Address of the Sole :  
/First named Member

Name(s) of the Joint Member(s) if any :

Registered Folio No. DP/ID No – Client ID :  
No.\* (\*Applicable to Investors holding  
Shares in Dematerialized form  
No. of Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 27<sup>th</sup> February, 2019 of the Company by conveying my /our assent or dissent to the said resolution(s) by placing (✓) mark in the relevant box as stated herein below:

Item No.	Description of Resolution	No. of Equity Shares(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for approval for change of name of the Company from “Keynote Corporate Services Limited” to “Keynote Financial Services Limited” and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company.			

Place :

Date :

\_\_\_\_\_  
(Signature of Member(s))

**Note :** Please read the instructions printed overleaf carefully before exercising your vote

**Electronic Voting Particulars**

EVSN (E-voting Sequence Number)	User Id	Password / Pin
190227007		

## **GENERAL INSTRUCTIONS:**

Pursuant to section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modifications(s) or re-inactment(s) thereof, for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Postal Ballot Notice are being sought through postal ballot process.

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case shareholders cast their vote through both physical Postal Ballot Form and e-voting then vote cast through e-voting shall be considered and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot is dispatched/mailed to the Members whose names appear on the Register of Members as on Friday, 22<sup>nd</sup> February, 2019 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

### **Instructions for voting physically in Postal Ballot Form**

1. A Member desiring to exercise vote by Postal Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Mrs. Uma Lodha, Practising Company Secretary (Membership Number FCS - 5363) at M/s. Link Intime India Private Limited, (Unit–Keynote Corporate Services Limited), C101, 247 Park, LBS Marg Vikhroli (West), Mumbai - 400 083 so as to reach the Scrutinizer on or before Thursday, 4<sup>th</sup> April 2019 (5:00 pm). Any Postal Ballot Form received after the said date and time will be treated as not having been received and the same will not be considered for the purpose of Postal Ballot.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants) In case of joint holding this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio /Client ID irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above,
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
10. Postal Ballot form received by fax will be rejected as if from the shareholders has not been received unless the original postal ballot form is received within prescribe time period.

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Keynote Corporate Services Limited