

KEYNOTE

25
YEARS
OF CREATING
VALUE
THROUGH
RELATIONSHIPS
AND
TRUST

Ref # Key21/Stock Exchange Let/Ru(37)

29th September, 2021

The Manager
BSE Limited,
Listing Department,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Manager
National Stock Exchange of India Ltd.
Listing Department,
Exchange Plaza, C-1, Block – G,
BandraKurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code / Name of Scrip: 512597/KEYFINSER

Name of Scrip: KEYFINSERV

Sub: Combined Scrutinizer Report for Remote E – Voting and E-voting carried out during the 28th Annual General Meeting of the Company

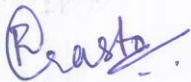
Dear Sir/Madam,

Please find enclosed herewith the Combined Scrutinizer Report for E-Voting and E-voting carried out during the 28th Annual General Meeting conducted on Wednesday, 29th September, 2021 through Video Conferencing / Other Audio Visual Means.

Please acknowledge the receipt of same.

Thanking you and assuring you of our best co-operation at all times.

For Keynote Financial Services Limited



Renita Crasto
Company Secretary and Compliance Officer



Keynote Financial Services Limited

(formerly known as Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028

Tel.: 91 22 6826 6000 - Fax: 91 22 6826 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net

CIN-L67120MH1993PLC072407

UMA LODHA & CO.

COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,
I.B Patel Road, Goregaon East, Mumbai - 400063
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COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & E-VOTING AT THE 28th AGM CARRIED OUT FOR M/S KEYNOTE FINANCIAL SERVICES LIMITED

To,

The Chairman of 28th Annual General Meeting
of the Equity Shareholders of
Keynote Financial Services Limited

28th Annual 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 29, 2021 at 11.00 A.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 28th 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 circular dated May 12, 2020 issued by SEBI and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020 (MCA Circulars), on the resolutions contained in the Notice of the 28th Annual General Meeting of the Members of the Company held on Wednesday, 29th September, 2021 at 11.00 A.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 28th 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 28th AGM 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).

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3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 28th AGM and Annual Report for FY 2020-21 only by electronic mode on September 02, 2021 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:
 - a. In compliance with MCA Circulars on Saturday, August 21, 2021;
 - b. in terms of applicable provisions of Rule 20 of Companies Act, 2013 on Wednesday, September 04, 2021.
- 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 28th AGM.

Cut-off date for e-voting	Wednesday, September 22, 2021
Commencement of Remote e-voting	Sunday, September 26, 2021 (10.00 a.m. IST.)
Conclusion of Remote e-voting	Tuesday, September 28, 2021 (5.00 p.m. IST.)
e-voting at the AGM	Till 15 minutes after the 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 e-voting.
- 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-I" to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 28th AGM of the Company stands passed with requisite majority.

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Annexure-I

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

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2021 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	52	4068168	100%
Voted through e-voting at the AGM	--	--	--
Total (a)	52	4068168	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	--	--	--
Voted through e-voting at the AGM	--	--	--
Total (b)	--	--	--

(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) =4068168

2. To Declare Dividend for the financial year ended 31st March,2021.- 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	52	4068168	100%
Voted through e-voting at the AGM	--	--	--
Total (a)	52	4068168	100%

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(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	--	--	--
Voted through e-voting at the AGM	--	--	--
Total (b)	--	--	--

(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) = 4068168

3. To appoint a Director in place of Smt. Rinku Suchanti, (DIN: 00012903), who retires by rotation and being eligible offers herself 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	39	105986	98.32%
Voted through e-voting at the AGM	--	--	--
Total (a)	39	105986	98.32%

(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	3	1814	1.68%
Voted through e-voting at the AGM	--	--	--
Total(b)	3	1814	1.68%

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(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) = 107800

4. To re-appoint Auditors and fix their remuneration - 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	52	4068168	100%
Voted through e-voting at the AGM	--	--	--
Total (a)	52	4068168	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	--	--	--
Voted through e-voting at the AGM	--	--	--
Total(b)	--	--	--

(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) = 4068168

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5. To appoint Shri. Vineet Suchanti (DIN: 00004031), as a Executive Director of the Company - 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	40	106515	98.81%
Voted through e-voting at the AGM	--	--	--
Total(a)	40	106515	98.81%

(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	2	1285	1.19%
Voted through e-voting at the AGM	--	--	--
Total (b)	2	1285	1.19%

(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) =107800

6. To Re-appoint Shri Uday S. Patil (DIN: 00003978), as a Whole-time Director of the Company - 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	46	4063752	99.96%
Voted through e-voting at the AGM	--	--	--
Total(a)	46	4063752	99.96%

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(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	3	1814	0.04%
Voted through e-voting at the AGM	--	--	--
Total (b)	3	1814	0.04%

(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) = 4065566

7. To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Companies last Audited Financial Statements within the financial year 2021-22 – Special 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	38	103915	98.78%
Voted through e-voting at the AGM	--	--	--
Total(a)	38	103915	98.78%

(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	2	1285	1.22%
Voted through e-voting at the AGM	--	--	--
Total (b)	2	1285	1.22%

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(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	2	2600
Voted through e-voting at the AGM	--	--
Total	2	2600

Total number of Valid votes cast (i+ii)=105200

All the Resolution stands passed under Remotee-voting and Evoting 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 28thAGM 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 Nipun
Lodha**

Digitally signed by Uma Nipun Lodha
DN: cn=, o=Personal, title=2661
pseudoym=515027b465154006ab18f69baa28
05400b36835073b5a3f6e9fca3976c3d,
c=+, e=uma@umalodha.com, ou=, ou=, ou=360012
ad586f12eb8899d1b5ea0f34cbb0ac,
postalCode=400097, st=Maharashtra,
serialNumber=0636706ba852106dc5ab272bb
0443c6f17681e6608ba183c8814dc1c4a4ebc,
cn=Uma Nipun Lodha
Date: 2021.09.29 17:55:39 +05'30'

Uma Lodha
Proprietor
Membership No. F5363
(COP NO. 2593)
UDIN No.:F005363C001034151
Place: Mumbai
Date: 29-09-2021

Counter Signed
For Keynote Financial Services Limited



Ms. Renita Crasto
Company Secretary & Compliance Officer