

<b>Voting Results</b>	
<b>Keynote Financial Services Limited</b>	
<b>Disclosure as per Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	
Date of AGM / Postal Ballot	29th March, 2022
Total number of shareholders on record date	3599
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

**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

Resolution 1. Reclassification of certain promoters/ promoter group entities to "Public" shareholder category.								
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	4062218	3960368	97.4927	3960368	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		3960368	97.4927	3960368	0	100.0000	0.0000
Public - Institutions	E-voting	515984	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 - Non Institutions	E-voting	2440137	88901	3.6433	88801	100	99.8875	0.1125
	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		88901	3.6433	88801	100	99.8875	0.1125
<b>Total</b>		<b>7018339</b>	<b>4049269</b>	<b>57.6955</b>	<b>4049169</b>	<b>100</b>	<b>99.9975</b>	<b>0.0025</b>
<b>The Resolution is passed with requisite majority</b>								

Date : 30th March, 2022  
Place : Mumbai

For Keynote Financial Services Limited

  
Uday Patil  
Whole Time Director  
DIN: 00003978



## SCRUTINIZER'S REPORT

TO,  
THE BOARD OF DIRECTORS  
KEYNOTE FINANCIAL SERVICES LIMITED  
THE RUBY, 9TH FLOOR, SENAPATI BAPAT MARG,  
DADAR (WEST), MUMBAI- 400 028.

Dear Sir,

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through Remote e-Voting for the Resolution set out in the Notice of Postal Ballot dated 11th February 2022.**

I, Uma Lodha, Company Secretary in whole-time practice (Membership No.: FCS 5363, CP No. : 2593), Proprietor of Uma Lodha & Co., Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of **Keynote Financial Services Limited ("KFSL" or "the Company")** at its meeting held on 11<sup>th</sup> February, 2022 for scrutinizing postal ballot voting process which was conducted only through electronic means in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed as set out in the Postal Ballot Notice dated 11th February, 2022 ("**Postal Ballot Notice**").

### **Management Responsibility:**

The Management of the Company is responsible to ensure the compliance with the requirements of the Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and in terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 the General Circular No. 22/2020 dated June 15, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**") and the SEBI circular dated May 12, 2020, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") relating to Remote e-voting for the resolution contained in the Postal Ballot Notice.

Our responsibility as a Scrutinizer is to ensure that the Remote e-voting is carried out in a fair and transparent manner and to furnish a Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolution contained in the Postal Ballot Notice. The Company has engaged the services of Central Depository (India) Limited (CDSL) for voting by electronic means.



**I, submit my report as under:**

1. Pursuant to the provisions of the Act and Circulars issued by Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice only by electronic mode on Wednesday, 23<sup>rd</sup> February 2022 to all the Members whose email addresses were registered with the Depositories/RTA or the Company as on Friday, 18<sup>th</sup> February, 2022 (the "**Cut-off Date**"). Postal Ballot 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 and 22 of the Companies (Management and Administration) Rules, 2014.
2. Due to ongoing Covid-19 pandemic and in view of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot. Therefore, neither the Company nor I have received any postal ballot (s).
3. Further, the Company had uploaded the Postal Ballot Notice containing the item of business to be transacted 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.
4. The Company had published advertisement in English language in the Free Press Journal Newspaper and in Regional Language (Marathi) in Navshakti Newspaper, containing the required information, in terms of applicable provisions of Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, on Thursday, February 24, 2022, informing about the completion of dispatch of the Postal Ballot Notice.
5. The Company had engaged CDSL for facilitating Remote e-voting to enable the Members to cast their votes electronically, in following manner:

Cut-off date for e-voting	Friday, 18 <sup>th</sup> February 2022
Commencement of Remote e-voting	Monday, 28 <sup>th</sup> February, 2022 at 10.00 A.M. (IST)
Conclusion of Remote e-voting	Tuesday, 29 <sup>th</sup> March, 2022 at 05.00 P.M. (IST)

6. After completion of Remote e-voting period, Remote e-voting module was disabled for voting.
7. The Remote e-voting report downloaded from the CDSL e-voting platform was diligently scrutinized and reviewed and is kept separately for the purpose of Postal Ballot.
8. The Postal Ballot electronic votes were duly Scrutinized, and the shareholding was reconciled with the Register of Members of the Company as on Friday, 18<sup>th</sup> February 2022 ("**Cut off date**") provided by the M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.
9. I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the Postal Ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.

**Based on the scrutiny of the Remote e-voting received, I submit the result as under:**

**Resolution No. 1**

**Reclassification of certain promoters/ promoter group entities to "Public" shareholder category (Ordinary Resolution)**

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	37	40,49,169	99.9975
<b>Total</b>	<b>37</b>	<b>40,49,169</b>	<b>99.9975</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes cast
Voted through Remote e-voting	1	100	0.0025
<b>Total</b>	<b>1</b>	<b>100</b>	<b>0.0025</b>

**(iii) Abstained Votes:**

<b>Mode of Voting</b>	<b>Number of Members whose votes were invalid</b>	<b>Number of shares held by them</b>
<b>Voted through Remote e-voting</b>	--	--
<b>Total</b>	--	--

**\*Total number of Valid votes cast (Number of votes cast in favour + Number of votes cast against the Resolution) = 40,49,269**

Based on the aforesaid results, the resolution as mentioned in the Postal Ballot Notice dated Friday, 11<sup>th</sup> February 2022, is deemed to be passed with requisite majority/votes on 29<sup>th</sup> March 2022, as an Ordinary Resolution.

Mr. Uday Patil, Whole time Director of the Company may accordingly declare the results of Postal Ballot based on this report issued in accordance with the provisions of Section 108 of the Act and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 and put the same on the website of the Company for the information of the members and record in its minute book/proceedings.

**Thanking you,**

**For Uma Lodha & Co.**

Uma  
Nipun  
Lodha

Digitally signed by Uma Lodha Co.,  
DN: cn=Uma Lodha Co., o=Uma Lodha Co.,  
ou=Uma Lodha Co., email=uma@umalodha.com,  
c=IN, postalCode=400063, postalCode=400063,  
serialNumber=2593, postalCode=400063,  
email=uma@umalodha.com, postalCode=400063,  
c=IN, postalCode=400063, postalCode=400063

**Uma Lodha**  
**Practicing Company Secretary**  
**C.P. No.: 2593, Membership No. 5363**  
**UDIN No.- F005363C003314867**

**Date: 30<sup>th</sup> March, 2022**

**Place: Mumbai**

**Counter Signed**  
**For Keynote Financial Services Limited**



**Renita Crasto**  
**Company Secretary**