

UMA LODHA & CO.

COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,
I.B Patel Road, Goregaon East, Mumbai - 400063
Tel: 91-22-40131001/02 Mob: +91-9821247172

Email: uma@umalodha.com | info@umalodha.com
Website: www.umalodha.com

To,

The Board of Directors,
KEYNOTE FINANCIAL SERVICES LIMITED
The Ruby, 9th floor, Senapati Bapat Marg,
Dadar (West), Mumbai 400028

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2021-22

We have been engaged by Keynote Financial Services Limited (hereinafter referred to as 'the Company') bearing CIN: L67120MH1993PLC072407 whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited (NSE), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

Place: Mumbai
Date: 18/05/2022

For UMA LODHA & CO.
(Practising Company Secretaries)
FCS No. 5363
C.P. No. 2593

UMA LODHA
PROPRIETOR
UDIN NO. F005363D000342216

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF KEYNOTE FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS KEYNOTE CORPORATE SERVICES LIMITED)

FOR THE YEAR ENDED 31STMARCH 2022

I, Mrs. Uma Lodha, Company Secretary in Practice, Proprietor of Uma Lodha & Co. have examined:

(a) all the documents and records made available to us and explanation provided by **Keynote Financial Services Limited** ("the Company"),

(b) the filings/ submissions made by the Company to the stock exchanges,

(c) website of the Company,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the Review Period**

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- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable during the Review Period.**
- Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021; (**Not Applicable during the Review Period**).
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; - **Not Applicable during the Review Period.**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable during the Review Period.**
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not Applicable during the Review Period**)
- Clause 6(A) and 6 (B) of SEBI circular CIR/ CFD/ CMD1/ 114/ 2019 dated 18th October 2019 on Resignation of statutory auditors from listed entities and their material subsidiaries; - **Not Applicable during the Review Period.**

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

(a) Keynote Financial Services Limited, the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below wherein abbreviations have been noticed: -

Sr No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 39 (2) & (3) of SEBI LODR, 2015	A request for issue of Duplicate share Certificate representing 100 equity shares of the company held by concerned shareholder in physical form was processed in seventy one days as against a period of thirty days from the date of such lodgement as per Regulation 39(2) of SEBI LODR, 2015. Also, the Company should have submitted the information regarding loss of share certificates received on 19 th December, 2020 and issue	As per Registrar and Share Transfer Agent appointed by the company, they could not process the request within prescribed 30 days time due to COVID-19 pandemic second wave situation. As submitted by the company duplicate share certificate for physical shares were issued to the

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		of the duplicate certificates issued on 21 st April, 2021, to the stock exchange within two days of its getting information about the same.	concerned shareholder within reasonable time. However, intimation of loss and issuance of duplicate share certificate could be made due to work from home situation on account of COVID-19 second wave.
2	Regulation 47(3) of SEBI LODR, 2015.	The Company submitted the Notice of Annual General Meeting to the Stock Exchange on 2 nd September 2021 as prescribed under Regulation 34 of LODR and the same was to be published simultaneously in Newspaper. The Company published the same in the newspaper on 4 th September 2021.	As per the Company, Due to some technical reasons, the advertisement could not be published on 3 rd September 2021. However, it was published on 4 th September, 2021, the next day.
3	Regulation 17(6)(e) SEBI LODR, 2015.	The fees /compensation payable to Executive Directors, -and who are promoters /members of the promoter group exceeds 5 per cent of the net profits of the listed Company. The fee payable to such Executive Directors was approved by the shareholders by way of ordinary Resolution as against Special Resolution as required under Regulation 17(6) (e) (ii) of LODR.	As submitted by the company, approval of shareholder for appointment and payment of remuneration to the executive directors was obtained in the AGM held on 30 th September, 2020 & 29 th September, 2021 as an ordinary resolution in compliance with Companies Act requirement. Company has noted and undertaken to get the same ratified from shareholders in ensuing AGM as a special resolution as prescribed in SEBI (LODR) Regulations.

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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations made in the secretarial compliance report for the previous year ended FY 2020-2021	Observations made in the secretarial compliance reports prior to the previous year ended FY 2020-2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

**For Uma Lodha & Co.
Practicing Company Secretaries**

**Uma Lodha
(Proprietor)
FCS No.: 5363
C.P No.:2593**

UDIN: F005363D000342216

**Place: Mumbai
Date: 18/05/2022**