

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30th) ANNUAL GENERAL MEETING OF THE MEMBERS OF KEYNOTE FINANCIAL SERVICES LIMITED WILL BE HELD ON FRIDAY, 29th SEPTEMBER 2023 AT 10:00 A.M. INDIAN STANDARD TIME (“IST”). THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditor’s thereon.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditor’s thereon for the Financial Year ended 31st March, 2023, placed before the 30th Annual General Meeting be and are hereby received, considered and adopted.”

- 2. To declare dividend for the Financial Year ended 31st March, 2023.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the company a dividend at the rate of 10 % (i.e. ₹ 1/- per share) for the year ended 31st March, 2023, on the fully paid Equity Shares of the Company be paid to those Shareholders of the Company whose names appear in the Company’s Register of Members on 22nd September, 2023.”

- 3. To appoint a Director in place of Shri. Uday S. Patil (DIN: 00003978), who retires by rotation and being eligible offers himself for reappointment.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri. Uday S. Patil (DIN: 00003978), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

SPECIAL BUSINESS:

- 4. To Re-Appoint Smt. Rinku Suchanti (Din- 000012903) as a Whole Time Director 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 196, 197, 198 and 203 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for appointment and terms of

remuneration of Smt. Rinku Suchanti (DIN- 00012903) as Whole-Time Director of the Company with effect from 25th May, 2023 to 30th June, 2026 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Smt. Rinku Suchanti

RESOLVED FURTHER THAT the Directors of the Company or Company Secretary be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. To Re-appoint Shri Uday S. Patil (Din- 00003978), as a Whole Time Director 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 196, 197, 198 and 203 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for appointment and terms of remuneration of Shri. Uday Patil (DIN- 00003978) as Whole-Time Director of the Company for a period of 1 (one) year with effect from 13th November, 2023 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri. Uday Patil.

RESOLVED FURTHER THAT the Directors of the Company or Company Secretary be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. To ratify the remuneration paid to Smt. Rinku Suchanti Executive Director who is a member of Promoter Group

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

“**RESOLVED THAT** pursuant to Regulation 17(6) (e) (ii) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, the consent of the Company be and is hereby accorded to ratify the payment of remuneration paid to Executive Director, Smt. Rinku Suchanti, (DIN: 00012903) as per existing terms and conditions as approved by the shareholders at the earlier Annual General Meetings till the expiry of her current term i.e till 30th June, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

7. To approve Material Related Party Transactions of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s)

or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in the paragraph A in the explanatory statement.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. To approve Material Related Party Transactions of the Subsidiaries of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to Subsidiaries to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zc)(ii) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in the paragraph B in the explanatory statement.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. To approve transactions under Section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) ("said sections") read with section 186 of Companies Act, 2013 (including any

statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding ₹ 100 Crores (Rupees Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company or Company Secretary be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**By Order of the Board of Directors
Keynote Financial Services Limited**

Sd/-

Simran Kashela

Company Secretary and Compliance Officer

Date: 11th August, 2023

Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company’s website at <https://keynoteindia.net/investor-relations> websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com.
3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.keynoteindia.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investors@keynoteindia.net by 6:00 p.m. IST on 24th September, 2023. The requisite forms are available on the website of the Company at www.keynoteindia.net.

The Shareholders may download these forms from the company's website and send: (a) physical copies of the duly filled forms / documents to the Registered Office of the Company at – The Ruby, 9th floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 at Maharashtra, or (b) scanned copies of the duly filled forms/ documents to Company's e-mail ID investors@keynoteindia.net.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@keynoteindia.net.

It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

By submission of Form 15G/15H and Form 10F, along with the requisite supporting documents, the Shareholder is deemed to confirm to the Company that:

- a. the Shareholder satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;
 - b. the Company or Registrar and Transfer Agent i.e. Link Intime India Private Limited will not be held responsible / liable and no claims shall lie against them in this regard;
 - c. the online submission of the Form 15G/Form 15H (if made) shall be deemed to have been signed by the Shareholder. The forms for download are available at Company's website at: <https://keynoteindia.net/investor-relations>.
11. The Company has appointed an Independent Professional (Practicing Company Secretary - M/s. Uma Lodha & Co.) as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-voting at the Virtual General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.
12. The results along with Scrutinizer's report shall be placed on the website (i.e. www.keynoteindia.net) of the Company and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 26th September 2023 at 10:00 A.M. and ends on Thursday, 28th September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22nd September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting System of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to uma@umalodha.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@keynoteindia.net or simran@keynoteindia.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@keynoteindia.net or simran@keynoteindia.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **[Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions during the meeting may register themselves as a speaker by sending their request before the cut off date for the AGM (i.e on or before Friday, September 22, 2023) mentioning their name, demat account number/ folio number, email id, mobile number at investors@keynoteindia.net or simran@keynoteindia.net. These queries will be replied to by the company suitably by email.
6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance before the cut-off date for the AGM (i.e on or before Friday, September 22, 2023) mentioning their name, demat account number/ folio number, email id, mobile number at investors@keynoteindia.net or simran@keynoteindia.net These queries will be replied to by the Company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item No. 4: Re-appointment of Smt. Rinku Suchanti (DIN: 00012903) as Whole Time Director

On the recommendation of Nomination and remuneration Committee at their Meeting held on 13th February 2023, Smt. Rinku Suchanti is reappointed as a Whole-time Director of the Company with effect from 25th May 2023, subject to approval of the Shareholders at the ensuing Annual General Meeting.

The Nomination and Remuneration Committee Meeting (NRC) at its meeting held on 11th August, 2023 further extended period of her appointment up to 30th June, 2026 from 25th May, 2023.

Smt. Rinku Suchanti had been the Whole-Time Director of the Company from 25th May 2020 and has been with the Company since March, 2015. Her terms were approved by the Members in the 27th Annual General Meeting held on 30th September 2020 for a period of three (3) years.

The Board is of view that the continued association of Smt. Rinku Suchanti would benefit the Company, given the knowledge, experience and her contribution to the Board.

Part II, of Schedule V of the Companies Act, 2013 provides that the appointment and remuneration of Managing Directors and Whole time Directors in accordance with Part I and Part II of the Schedule shall be subject to approval by resolution of the Shareholders in a General Meeting.

Remuneration: ₹ 34,98,900/- (Rupees Thirty Four Lakh Ninety Eight Thousand Nine Hundred Rupees only) per annum with increments as per the Company's Policy and as may be determined by the Board of Directors, from time to time, within the limits prescribed by Section 197 and Schedule V of the Companies Act, 2013 and subject to approval of the Central Government, if any, she will be entitled to perquisites as per Company's rules.

Performance/Bonus Benefit: The Whole-time Director shall be paid yearly performance benefit as may be decided by the Board.

Benefits and Amenities:

- a) Gratuity: Half a month's salary for each completed year of service. Subject to maximum Limit available in terms of Payment of Gratuity Act.
- b) Earned Leave: 21 days leave for every year of service.

She shall not be paid any sitting fees for attending the meetings of the Board of Directors/Committees thereof.

The appointment can be terminated by either side by giving six months' notice in writing.

Disclosure Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

Sr. No	General Information	
1.	Nature of Industry	Merchant Banking/Corporate Advisory Services
2.	Date or expected date of commencement of commercial production	Not Applicable
3.	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in prospectus	Not Applicable

KEYNOTE FINANCIAL SERVICES LIMITED

Sr. No	General Information													
4.	Financial performance based on given indicators	(₹ In Lakhs)												
		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Paid up share capital</td> <td style="text-align: right;">701.83</td> </tr> <tr> <td>Total Income</td> <td style="text-align: right;">693.30</td> </tr> <tr> <td>Expenses</td> <td style="text-align: right;">618.01</td> </tr> <tr> <td>Profit before tax</td> <td style="text-align: right;">75.29</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">50.94</td> </tr> <tr> <td>EPS</td> <td style="text-align: right;">0.75</td> </tr> </table>	Paid up share capital	701.83	Total Income	693.30	Expenses	618.01	Profit before tax	75.29	Profit after tax	50.94	EPS	0.75
Paid up share capital	701.83													
Total Income	693.30													
Expenses	618.01													
Profit before tax	75.29													
Profit after tax	50.94													
EPS	0.75													
5.	Foreign Investment or collaborations, if any	As on 31 st March 2023, the foreign shareholding of the company is 5,22,354 Equity Shares representing 7.45% of the total capital												
II.	Information about the Company													
1.	Background details	<p>Smt. Rinku Suchanti has completed her graduation (Bachelor of Commerce) in the year 1993-94 from South City College from Kolkata University and also holds the Diploma in Interior Design from Jenson & Nicholson from Kolkata.</p> <p>She has wide experience in interior designing and administration. She gives her inputs in the areas of administration, electronic & digital communication as a Director on the Board of Keynote Financial Services Limited</p>												
2.	Past Remuneration	₹ 34,98,900/- p.a												
3.	Recognition or Awards	NIL												
4.	Job profile and her suitability	Smt. Rinku Suchanti, would be one of the Whole-Time Director of the Company. She is providing an administrative support to the management and has been one of the authorized signatories on behalf of the Company. She is found to be suitable for the job being of the Executive Director and Woman Director												
5.	Remuneration proposed	The remuneration of Smt. Rinku Suchanti is set out above												
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Smt. Rinku Suchanti, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions												
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Smt. Rinku Suchanti is one of the person forming part of Promoter Group of the Company and apart from the remuneration stated above, Smt. Rinku Suchanti, has no other pecuniary relationship directly or indirectly with Company												

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Sr. No	General Information	
III	Other Information	
1.	Reasons of loss or inadequate profits	Not Applicable
2.	Steps taken or proposed to be taken for improvement	Not Applicable
3.	Expected increase in productivity and profits in measurable terms.	Not Applicable

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Except Smt. Rinku Suchanti and Shri Vineet Suchanti, none of the Director or the Key Managerial Personnel of the Company or any of their relatives are directly or indirectly concerned or interested in the said Resolution.

In respect of Item No. 5 – Re-appointment of Shri Uday Patil (DIN: 00003978) as Whole-time Director.

Shri Uday S. Patil had been the Whole-Time Director of the company from September 1997 and has been with the Company Since May 1994. His terms were approved by the members in the 28th Annual General Meeting held on 29th September 2021 for the period of 2 (two) years up to 12th November 2023.

The Board of Directors, on the recommendation of Nomination and remuneration Committee at their Meeting held on 11th August 2023, re-appointed Shri Uday S. Patil as a Whole-time Director of the Company for a term of 1(one) year with effect from 13th November 2023, subject to approval of the Shareholders at the ensuing Annual General Meeting.

Shri. Uday Patil is a professional and experienced person and his appointment would be beneficial to the company.

Remuneration for providing professional services : ₹ 45,31,200/- (Rupees Forty Five Lakhs thirty one thousand two hundred only) per annum with changes if any as per the Company's Policy and as may be determined by the Board of Directors, from time to time, in compliance with applicable rules and regulations in this regard.

He has been paid Professional fees for the services rendered in his professional capacity in terms of Para B of Section of Schedule V of the Companies Act, 2013. He is holding 0.03% of share capital of the company which was allotted to him under the scheme formulated for firm allotment to promoters, their friends, relatives, business associates and employees in 1994, prior to the initial public offer of the Company.

Performance / Bonus Benefit: The Whole-time Director shall be paid yearly performance benefit as may be decided by the Board.

He shall not be paid any sitting fees for attending the meetings of the Board of Directors/Committees thereof. The appointment can be terminated by either side by giving six months' notice in writing. Shri Uday S. Patil is concerned or interested in the resolution and the terms and conditions mentioned herein.

Disclosure Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

Sr. No	General Information	
1.	Nature of Industry	Merchant Baking/Corporate Advisory Services
2.	Date or expected date of commencement of commercial production	Not Applicable
3.	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in prospectus	Not Applicable

KEYNOTE FINANCIAL SERVICES LIMITED

Sr. No	General Information													
4.	Financial performance based on given indicators	(₹ In Lakhs)												
		<table border="1" style="width: 100%;"> <tr> <td>Paid up share capital</td> <td style="text-align: right;">701.83</td> </tr> <tr> <td>Total Income</td> <td style="text-align: right;">693.30</td> </tr> <tr> <td>Expenses</td> <td style="text-align: right;">618.01</td> </tr> <tr> <td>Profit before tax</td> <td style="text-align: right;">75.29</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">50.94</td> </tr> <tr> <td>EPS</td> <td style="text-align: right;">0.75</td> </tr> </table>	Paid up share capital	701.83	Total Income	693.30	Expenses	618.01	Profit before tax	75.29	Profit after tax	50.94	EPS	0.75
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Profit before tax	75.29													
Profit after tax	50.94													
EPS	0.75													
5.	Foreign Investment or collaborations, if any	As on 31 st March 2023, the foreign shareholding of the company is 5,22,354 Equity Shares representing 7.45% of the total capital												
II.	Information about the Company													
1.	Background details	Shri Uday S. Patil is a Science graduate with a Law Degree and also a certified Associate of Indian Institute of Bankers. An ex-banker with rich hands-on experience on various fields of Banking and Investment Banking.												
2.	Past Remuneration	₹ 45,31,200/- p.a												
3.	Recognition or Awards	He has been Guest faculty at Alkesh Dinesh Mody Institute of Financial and Management Studies [ADMI], Jamanalal Bajaj Institute of Management Studies [JBIMS] of University of Mumbai, The Institute of Chartered Accountants of India [ICAI], National Institute of Securities Market [NISM] etc. His quote's on primary market related topics find place in leading newspapers & magazines such as Economic Times, Business Standard etc												
4.	Job profile and her suitability	Shri Uday S. Patil has been with the Company since 1994. He has been the member of Board of Directors since September, 1997. He is having about 4 decades of experience in various fields of Commercial Banking & Investment Banking. He is instrumental in forming various processes/ procedures for the company as a whole & for Merchant Banking activities of the company which is a core business of the company. His immense contribution as Director (Investment Banking) has helped the company to execute & complete many transactions such as IPOs, Rights Issues, Buy Back, Takeovers etc. The execution capabilities & developing the team with capabilities to handle transactions of various natures has been one of the strengths of Shri Uday S. Patil. He is well suited for the job profile												

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Sr. No	General Information	
5.	Remuneration proposed	The remuneration of Shri Uday S. Patil is set out above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Shri Uday S. Patil, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Other than the stated above, Shri Uday S. Patil has no other pecuniary relationship directly or indirectly with Company.
III	Other Information	
1.	Reasons of loss or inadequate profits	Not Applicable
2.	Steps taken or proposed to be taken for improvement	Not Applicable
3.	Expected increase in productivity and profits in measurable terms.	Not Applicable

IV. Disclosures

The remuneration details of Shri Uday S. Patil, Whole-Time Director are set out in the explanatory statement. The Board recommends the passing of an Ordinary Resolution as set out in item No. 5 of the accompanied notice. Except Shri Uday S. Patil, none of the Directors and Key Managerial personnel of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

In respect of Item No. 6: To Ratify Remuneration paid to Smt. Rinku Suchanti, Executive Director who is member of Promoter Group

As members are aware, Smt. Rinku Suchanti, is a Member of the Promoter Group was appointed as an Executive Director of the Company with effect from 25th May 2020 for a period of three years (3) up to 24th May 2023. The Members have approved her appointment in the AGM held on 30th September, 2020. As per Regulation No. 17(6) (e) (ii) of SEBI (LODR) (Amendment) Regulations, 2018, prescribes that where there is more than one (1) Executive Director who is member of the Promoter Group and if the aggregate annual remuneration payable to such Directors exceeds 5% of the net profits of the listed Company, same is subject to the approval of the shareholders by "special resolution" in general meeting whereas the resolution for appointment of these Directors was passed as "ordinary resolution." Passing of resolution as 'special' resolution is as prescribed under the aforesaid LODR regulation. Since the aggregate annual remuneration is more than the limit as prescribed under the aforesaid Regulation, the ratification resolution at Item No. 6 is recommended for the approval of the members as special resolution. The approval of the shareholders' under this provision will be valid till the expiry of the term of such Director in the case of Smt. Rinku Suchanti till 30th June, 2026. The Board of Directors in its meeting held on 26th May, 2023 ratified the payment of remuneration to these Executive Directors on recommendation of Nomination & Remuneration Committee of the Company. The Managerial Remuneration approved by the Board of Directors is within the limits specified under section 197 of the Companies Act 2013. However, as required in terms of Regulation No. 17(6) (e) (ii) of SEBI (LODR) (Amendment) Regulations, 2018, the payment of remuneration to these Directors requires ratification by the members & hence the said resolution is recommended.

Except Shri. Vineet Suchanti and Smt. Rinku Suchanti and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

The Board recommends the resolution as set out in the Item No. 6 of accompanying notice for the approval of members of the Company as Special Resolution.

In respect of Item No. 7 & 8 : To approve Material Related Party Transactions of the Company and to approve Material Related Party Transactions of the subsidiaries of the Company.

The Audit Committee at its meeting held on May 26, 2023, has approved the RPT transactions for sale/purchase of goods and services including intercorporate deposits, Loans & Advances etc. The related party transactions between the Company and its subsidiaries and between the subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries, wherever applicable.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022, to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) ₹ 1,000 crore; or (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Accordingly, Resolutions 7 & 8 have been put up for information for approval from the shareholders. The Related party transactions for which the approval of the shareholders is being sought fall into the following two categories:

- A. Transaction between the Company and its Related Parties
- B. Transaction between Subsidiaries of the Company and its Related Parties.

Details in respect of A

1. Name of the related party and its relationship with Keynote Financial Services Limited (KFSL) the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)

- a. Keynote Fincorp Limited (KFL) is the subsidiary of KFSL. KFSL holds 57.14% paid up Equity share capital KFL. Keynote Capital Limited (KCL), which is a wholly owned Subsidiary of KFSL holds 42.86% of KFL.
- b. Maple Leaf Trading and Services Private Limited("Maple") - Keynote Capital Limited (KCL) which is a wholly owned Subsidiary of KFSL holds 42.46% of Maple.
- c. NSS Digital Media Limited ("NSS") is a part of Promoter and Promoter group company.
- d. Concept Communication Limited ("CCL") is a part of Promoter and Promoter and Promoter group company.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Shri. Vineet Suchanti and Shri. Uday S. Patil both are the common Directors in Keynote Fincorp Limited and Maple Leaf Trading and Services Limited.

3. Type, tenure, material terms and particulars

All the transactions entered with Related Parties from (a to d) are on a continuous basis. The RPTs will be in the form of Intercorporate Deposits (ICDs), Loans & Advances and/or Investments, Guarantees. Sale/Purchase of goods and services, Fixed deposits etc.

4. Value of the Transactions

The Value of Transactions related to Intercorporate Deposits Loan/Advances/ Investments and Guarantees and Sale/Purchase of goods and services and Fixed deposits is up to ₹ 1200 Lakhs from/to KFL and Maple.

Intercorporate Deposits (Loan/Advances/ Investments and Guarantees) up to ₹ 1000 Lakhs. from/to NSS and Concept.

The Value of Transactions related to Sale/Purchase of goods, services and Fixed deposits up to ₹ 150 Lakhs from/to NSS and CCL.

5. If the transaction relates to any loans, Intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Details of the source of funds in connection with the proposed transaction.

Own Funds

Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.

NIL

6. Applicable terms, including covenants, tenure, interest rate and repayment schedule whether secured or unsecured; if secured, the nature of security.

Tenure- Not exceeding three years

Interest rate- Charged in compliance with the provisions of the Companies Act, 2013;

7. The purpose of which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT

General Corporate Purpose

8. Justification as to why the RPT is in the interest of the listed entity

Transaction is commercially beneficial to the Company & its Subsidiary and Related Parties.

9. Any valuation or other external report relied upon the listed entity in relation to the transactions

Not Applicable

10. Any other information that may be relevant

Not Applicable

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolutions to the extent of their shareholding in the respective companies.

The Board recommends the Ordinary Resolution as set out under Item No. 7 in this AGM Notice for approval by the Members.

B. Transaction between Subsidiaries of the Company and its Related Parties.

1. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)

- a. Keynote Fincorp Limited (KFL) is the subsidiary of the Company. Keynote Capital Limited (KCL) which is wholly owned subsidiary of KFSL holds 42.86% paid up equity share capital KFL.

- b. Maple Leaf Trading and Services Private Limited (“Maple”) – KCL which is a wholly owned subsidiary of KFSL holds 42.46% of the paid up equity share capital of the Maple.
- c. NSS Digital Media Limited (“NSS”), Concept Communication Limited (“CCL”), Shivraj Sales Limited Private Limited (“SSL”), Dhanvirdhi Tie Up Private Limited (“Dhanvirdhi”), Liqvd Digital India Private Limited (“LDI”), Akshara Advertising Limited (“Akshara”), Stallion Investmenst Private Limited (“Stallion”) and Last mile Solutions India Private Limited (“ Lastmile”) are part of Promoter and Promoter group companies.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Shri. Vineet Suchanti and Shri. Uday S. Patil both are the common Directors in KCL, KFL and Maple. Shri. Vineet Suchanti is also Director in Dhanvirdhi. Smt. Rinku Suchanti is common Director in KFSL, Akshara, SSL and Dhanvirdhi

3. Type, tenure, material terms and particulars

All the transactions entered with Related Parties from (a to c) are on a continuous basis.

4. Value of the Transactions

The Value of Transactions related to Purchase/Sale of goods and services and Intercorporate Deposits (Loan/Advances/ Investments and Guarantees) is up to ₹ 3 crores for the companies that are mentioned from a to c above.

5. If the transaction relates to any loans, Intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Details of the source of funds in connection with the proposed transaction;

Own Funds

Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.

Not Applicable

6. Applicable terms, including covenants, tenure, interest rate and repayment schedule whether secured or unsecured; if secured, the nature of security.

Tenure- Not exceeding three years

Interest rate- Charged in compliance with the provisions of the Companies Act, 2013;

7. The purpose of which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT

General Corporate Purpose

8. Justification as to why the RPT is in the interest of the listed entity

Transaction is commercially beneficial to the Company & its Subsidiary and Related Parties.

9. Any valuation or other external report relied upon the listed entity in relation to the transactions

Not Applicable

10. Any other information that may be relevant

Not Applicable

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolutions to the extent of their shareholding in the respective companies.

The Board recommends the Ordinary Resolution as set out under Item No. 8 in this AGM Notice for approval by the Members.

In respect of Item No.9: To approve transactions under Section 185 of the Companies Act, 2013.

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution given in this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36 (3) of the Listing Regulations and applicable secretarial standards:

Smt. Rinku Suchanti -Whole-Time Director [Re-appointment as Whole-Time Director of the Company]

A. A brief resume of the director and Nature of her expertise in specific function areas:

Smt. Rinku Suchanti, would be one of the Whole-Time Director of the Company. She is providing an administrative support to the management and has been one of the authorized signatories on behalf of the Company. She is found to be suitable for the job being of the Executive Director and Woman Director.

B. Disclosure of relationships between directors inter-se:

Smt. Rinku Vineet Suchanti, is the spouse of Shri. Vineet Suchanti. None of the other directors are related to Smt. Rinku Suchanti.

C. Name of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

Name of the Company	Directorship	Membership of Committees
NIL		

D. Shareholding in the Company:

3802 Equity shares as on 31st March, 2023.

Shri Uday S. Patil - Whole-Time Director [Due to retire by rotation seeking re-appointment.]

A. A brief resume of the director and Nature of his expertise in specific function areas:

Shri Uday S. Patil has been with the Company since 1994. He has been the member of Board of Directors since September, 1997. He is having about 4 decades of experience in various fields of Commercial Banking & Investment Banking. He is instrumental in forming various processes/procedures for the company as a whole & for Merchant Banking activities of the company which is a core business of the company. His immense contribution as Director (Investment Banking) has helped the company to execute & complete many transactions such as IPOs, Rights Issues, Buy Back, Takeovers etc. The execution capabilities & developing the team with capabilities to handle transactions of various natures has been one of the strengths of Shri Uday S. Patil. He has been Guest faculty at Alkesh Dinesh Mody Institute of Financial and Management Studies [ADMI], Jamanalal Bajaj Institute of Management Studies [JBIMS] of University of Mumbai, The Institute of Chartered Accountants of India [ICAI], National Institute of Securities Market [NISM] etc. His quote's on primary market related topics find place in leading newspapers & magazines such as Economic Times, Business Standard etc.

B. Disclosure of relationships between directors inter-se:

None of the Directors of the Company are related to Shri. Uday S. Patil.

C. Name of listed entities in which Shri. Uday S. Patil, holds the Directorship and Membership of the Committees of Board.

Name of the Company	Directorship	Membership of Committees
NIL		

D. Shareholding in the Company:

2600 Equity shares as on 31st March, 2023.