

NIREN K VIKAMSEY

IBBI REGISTERED VALUER – SECURITIES & FINANCIAL ASSETS

Regd NO.(IBBI/RV/07/2019/11225)

116, 1ST FLOOR, BHARAT INDUSTRIAL ESTATE, TOKERSHI JIVRAJ ROAD, SEWREE (W), MUM-400015.

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Ref No. : FA-01-2024.

Date : 12th January, 2023.

OPINION DATED 12TH JANUARY, 2024.

I Niren K Vikamsey have reviewed the draft Scheme of selective capital reduction of the issued and subscribed paid up share capital of Keynote Financial Services Ltd. (Company), incorporated under the provisions of Companies Act 1956 and having its registered office at The Ruby, 9th Floor, Senapati Bapat Marg, Dadar West, Mumbai – 400028. The equity shares of the company are listed on BSE & NSE.

I, as registered Valuer, under IBBI, have been requested by the Company to examine reasons for non-applicability of valuation report pursuant to requirement of Regulation 37 of SEBI (Listing Obligation & Disclosure Requirements) 2015 for scheme of selective capital reduction of the subscribed & paid up share capital between the Company and its shareholders & creditors.

On review of draft scheme of selective reduction of capital, I hereby state that the requirement of obtaining valuation report as per para 1 (A)(4) of Annexure I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable since there is no change in the shareholding pattern of the Company i.e.

- i. There is no change in the proportion of shareholding of any of the existing shareholders of the Company.
- ii. No new shareholders are proposed to be allotted equity shares of the Company and
- iii. There are no existing shareholders exiting the Company pursuant to the proposed scheme of selective capital reduction.

The basis of our conclusion is as follows:

The draft scheme outlines the cancellation of the equity shares held by Keynote Trust ('Exiting Shareholder'). The trust does not possess any voting rights on the equity shares of the Company held by it in accordance with the terms of the Hon'ble High Court order and provisions of its Trust Deed dated May 04, 2007 and as reaffirmed by Keynote Financial Services Ltd.

Further, pursuant to the draft Scheme, neither any consideration shall be paid nor any equity shares shall be issued by the Company on account of reduction of capital. Further, pursuant to the Scheme no assets /liabilities of the Company are conveyed/transferred to any party.

Accordingly, the share of voting rights along with number of shares held by continuing shareholders shall remain unchanged post implementation of the Scheme.

In view of above, the Draft Scheme of selective capital reduction of the Company does not fall within the ambit of any of the conditions mentioned in Part 1(A)(4)(c) of the SEBI Master Circular and resultantly there is no requirement for obtaining a valuation report from Registered Valuer.

This is also reiterated by Expert Legal Opinion of Former Chief Justice of Kerala High Court Mr. Navaniti Prasad Singh.

This opinion is issued at the request of the Company for onward submission to the relevant authorities as may be required.

Date: 12th January, 2024



Niren

Place: Mumbai

Mr. NIREN K VIKAMSEY
(Regd No. IBBI/RV/07/2019/11225)