

KEYNOTE

MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E VOTING CONCLUDED ON MAY 4, 2024.

The Board of Directors vide their resolution dated March 28, 2024, approved the Postal Ballot Notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

SR. NO.	DESCRIPTION OF RESOLUTION
1.	Reappointment of Mr. Vineet Suchanti (DIN- 00004031) as the Managing Director of the Company.
2.	To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (Din- 00004031) Executive Director who is Member of the Promoter group.
3.	Appointment of Mr. C.P Ravindranath Menon (DIN- 01771043) as Independent Director of the Company.
4.	Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent Director of the Company

- a. The Company had engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b. The Board had appointed M/s. Uma Lodha & Co., Practicing Company Secretaries, (PCS 5363) (CP 2593) as the Scrutinizer for conducting the evoting process in a fair and transparent manner.
- c. In accordance with applicable Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) circulars, the Postal Ballot Notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date March 29, 2024, seeking approval as set out in the postal ballot notice.
- d. The total number of shareholders as on the cut-off date was 4126.
- e. Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on April 3, 2024.

Keynote Financial Services Limited

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CIN - L67120MH1993PLC072407

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- f. A Public advertisement was published on April 4, 2024, in free press journal in English and Navshakti in Marathi.
- g. The e-voting commenced on April 5, 2024 (9.00 AM IST) and closed on May 4, 2024 (5.00 PM IST).
- h. The Scrutinizer unblocked the votes casted under e-voting and downloaded the details on May 6, 2024 from NSDL portal in the presence of two witnesses.
- i. The Scrutinizer then rendered his report to the Chairman.
- j. The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated March 28, 2024 were passed with requisite majority. The details of voting are as below;

Resolutions	Total Shares as on the cut off date	No of votes polled	No of votes in favor	% of votes in favor	No of votes - against	% of votes against
Reappointment of Mr. Vineet Suchanti (DIN-00004031) as the Managing Director of the Company	7018339	4146157	4146152	99.9974	5	0.0001
To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (DIN-00004031) Executive Director who is Member of the Promoter group.	7018339	4146157	4146152	99.9974	5	0.0001
Appointment of Mr. C. P. Ravindranath Menon (DIN-01771043) as Independent Director of the Company.	7018339	4146157	4146152	99.9974	5	0.0001

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Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent Director of the Company	7018339	4146157	4146152	99.9974	5	0.0001
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1. **Reappointment of Mr. Vineet Suchanti (DIN- 00004031) as the Managing Director 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 Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Vineet Suchanti (DIN: 00004031), as the Managing Director of the Company and to be designated as the Managing Director of the Company, for a period of three (3) years with effect from April 1, 2024 up to March 31, 2027, liable to retire by rotation, on the terms and conditions of re-appointment including remuneration as set-out in the Explanatory Statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Vineet Suchanti, subject to the provisions of the Act and applicable laws.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Vineet Suchanti, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

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2. **To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (Din- 00004031) Executive Director Who Is Member of Promoter Group.**

To consider and if thought fit, to pass the following resolution as a **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 Directors as per existing terms and conditions as approved by the shareholders to Mr. Vineet Suchanti, Executive Director (DIN: 00004031) as per existing terms and conditions as approved by the shareholders at the earlier Annual General Meetings till the expiry of their current term that is 31st March, 2027."

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company".

3.. **Appointment of Mr. C.P. Ravindranath Menon (DIN- 01771043) as Independent 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 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 (listing Regulations) (including any Statutory modification or reenactment thereof for the time being in my force), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. C.P. Ravindranath Menon (DIN- 01771043), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company and the Board of Directors with effect from 28th March, 2024, and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director, not liable to retire by rotation, to hold a office for a term of five consecutive years that from 28th March, 2024 to 27th March, 2029

RESOLVED FURTHER THAT Mr. C.P. Ravindranath Menon shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under section 197(1) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s)

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or re-enactment(s) thereof for the time being in force) and rules and regulations made there under.”

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company”.

4. **Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent 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 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 (listing Regulations) (including any Statutory modification or reenactment thereof for the time being in my force), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Riaz Thingna (DIN- 00168391), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company and the Board of Directors with effect from 28th March, 2024, and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director, not liable to retire by rotation, to hold a office for a term of five consecutive years that from 28th March, 2024 to 27th March, 2029

RESOLVED FURTHER THAT Mr. Riaz Thingna shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under section 197(1) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under.”

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company”.

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