

Form No. MGT-13
Scrutinizer's Report

(Consolidated Scrutinizer's Report on Remote E-voting and e-voting during Annual General Meeting)

To,

The Chairman of the 31stAnnual General Meeting of the Members of **KEYNOTE FINANCIAL SERVICES LIMITED** held on Thursday, 26th day of September, 2024 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Mukesh Saraswat, Practicing Company Secretaries, Proprietor of M/s. M K Saraswat & Associates, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Keynote Financial Services Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting and the e-voting during AGM in a fair & transparent manner, in respect of the below mentioned resolutions proposed at the 31stAnnual General Meeting ("AGM") of Keynote Financial Services Limited on Thursday, 26th day of September, 2024 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The notice dated 12th August, 2024, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company /Depositories. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Shareholders of the Company. The Company has completed dispatch of notices by email to the members by 3rd September, 2024.

The voting period for remote e-voting commenced on Monday, 23rd September, 2024 (10:00 a.m.) and ended on Wednesday, 25th September, 2024 (5:00 p.m.). The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Thursday, 19th September, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted. I have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-voting facility to the shareholders present at the AGM through VC/OAVM and Remote E-voting.

My responsibilities as a Scrutinizer is to ensure that the voting is done in a fair and transparent manner and to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 12th August, 2024, through Remote E-Voting and through E-voting facility to the shareholders present at the AGM through VC/OAVM.

After the conclusion of the AGM, the vote casted through remote e-Voting facility and e-voting facility during the 31stAGM had been unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Ajeet Kumar Mishra and Ms. Roshani Maurya.

The result of the scrutiny of voting by Remote E-Voting and through E-voting facility to the shareholders present at the AGM through VC/OAVM, in respect of resolutions (businesses) contained in notice dated 12th August, 2024 is as under:

Item No. 1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditor's thereon.						
Resolution Required:	Ordinary						
Particulars	Remote E-voting		E-Voting at the AGM		Total of Remote E-voting & AGM E-voting		% of total no of Votes Cast (Favour/against)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Favour	38	4144044	4	18	42	4144062	100.00%
Against	0	0	0	0	0	0	-
Total	38	4144044	4	18	42	4144062	100.00%
Abstain	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated August 12, 2024 has been passed with requisite majority.

Item No. 2	To declare dividend for the Financial Year ended March 31, 2024.						
Resolution Required:	Ordinary						
Particulars	Remote E-voting		E-Voting at the AGM		Total of Remote E-voting & AGM E-voting		% of total no of Votes Cast (Favour/against)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Favour	38	4144044	4	18	42	4144062	100.00%
Against	0	0	0	0	0	0	-
Total	38	4144044	4	18	42	4144062	100.00%
Abstain	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated August 12, 2024 has been passed with requisite majority.

Item No. 3	To appoint a director in place of Ms. Rinku Suchanti (DIN: 00012903), who retires by rotation and being eligible offers herself for reappointment.						
Resolution Required:	Ordinary						
Particulars	Remote E-voting		E-Voting at the AGM		Total of Remote E-voting & AGM E-voting		% of total no of Votes Cast (Favour/against)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Favour	29	188505	4	18	33	188523	100.00%
Against	0	0	0	0	0	0	-
Total	29	188505	4	18	33	188523	100.00%
Abstain	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated August 12, 2024 has been passed with requisite majority.

Item No. 4	To approve Material Related Party Transactions of the Company.						
Resolution Required:	Ordinary						
Particulars	Remote E-voting		E-Voting at the AGM		Total of Remote E-voting & AGM E-voting		% of total no of Votes Cast (Favour/against)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Favour	29	188505	4	18	33	188523	100.00%
Against	0	0	0	0	0	0	-
Total	29	188505	4	18	33	188523	100.00%
Abstain	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated August 12, 2024 has been passed with requisite majority.

Item No. 5	To approve Material Related Party Transactions of the Subsidiaries of the Company.						
Resolution Required:	Ordinary						
Particulars	Remote E-voting		E-Voting at the AGM		Total of Remote E-voting & AGM E-voting		% of total no of Votes Cast (Favour/against)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Favour	29	188505	4	18	33	188523	100.00%
Against	0	0	0	0	0	0	-
Total	29	188505	4	18	33	188523	100.00%
Abstain	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated August 12, 2024 has been passed with requisite majority.

Item No. 6	To approve transactions under Section 185 of the Companies Act, 2013.						
Resolution Required:	Special						
Particulars	Remote E-voting		E-Voting at the AGM		Total of Remote E-voting & AGM E-voting		% of total no of Votes Cast (Favour/against)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Favour	38	4144044	4	18	42	4144062	100.00%
Against	0	0	0	0	0	0	-
Total	38	4144044	4	18	42	4144062	100.00%
Abstain	0	0	0	0	0	0	-
Invalid	0	0	0	0	0	0	-

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 6 of the Notice of the AGM dated August 12, 2024 has been passed with requisite majority.

Notes:

1. Vote casted by related parties in aforesaid resolutions are not considered in the above results.
2. The percentages are rounded off to the nearest decimals.
3. Number of votes cast does not include no of votes abstained & invalid votes.
4. Number of shareholders are not grouped on the basis of PAN.

All the resolutions voted through remote e-voting and e-voting at the AGM were passed with **REQUISITE MAJORITY**.

The relevant records relating to Remote e-voting and & e-voting facility during the 31stAGM were sealed and handed over to the Chairman of the AGM. The result of the voting by members may accordingly be declared by the Chairman of the AGM and who has also countersigned here under in token thereof.

Thanking you,

Yours faithfully,

**For: M.K. SARASWAT & ASSOCIATES
(COMPANY SECRETARIES)**

MUKESH SARASWAT

(Proprietor)

FCS NO.: F9992,

COP NO.: 10856

UDIN: F009992F001337714

Peer Review Certificate No.: 2172/2022

Place: Mumbai

Date: 27/09/2024

Countersigned by:

For KEYNOTE FINANCIAL SERVICES LIMITED

VINEET SUCHANTI

MANAGING DIRECTOR & CFO

(DIN: 00004031)