

# KEYNOTE

Ref # Key24/Stock Exchange Let/Sk (22)

7<sup>th</sup> May 2024

The Manager  
**BSE Limited,**  
Listing Department,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code: 512597**

The Manager  
**National Stock Exchange of India Ltd.**  
Listing Department,  
Exchange Plaza, C-1, Block - G,  
BandraKurla Complex, Bandra (East),  
Mumbai - 400 051  
**Symbol: KEYFINSERV**

Dear Sir/Madam,

**Sub: Results of the Postal Ballot**

In continuation to our letter dated April 3, 2024, titled 'Postal Ballot Notice' please find enclosed.

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated May 6, 2024.
3. Minutes of Postal Ballot proceedings.

The resolutions as proposed in the postal ballot notice have been passed by the shareholders by remote e-voting process with requisite majority.

The voting results along with the scrutinizers report will also be made available on the Company's website at <https://keynoteindia.net/investor-relations>

This is for your information and records.

Thanking You

For **Keynote Financial Services Limited**

**Simran Kashela**  
**Company Secretary and Compliance Officer**

Encl: a/a

**Keynote Financial Services Limited**

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028

Tel : 91 22 6826 6000 Fax : 91 22 6826 6088 Email : [info@keynoteindia.net](mailto:info@keynoteindia.net) Website [www.keynoteindia.net](http://www.keynoteindia.net)

CIN - L67120MH1993PLC072407

## Voting results

Record date	29-03-2024
Total number of shareholders on record date	4126
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>4</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mr. Vineet Suchanti (DIN- 00004031) as the Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3960368	3955539	99.8781	3955539	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3960368	3955539	99.8781	3955539	0	100.0000
Public- Institutions	E-Voting	515984	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		515984	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2541987	190618	7.4988	190613	5	99.9974	0.0026
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2541987	190618	7.4988	190613	5	99.9974
<b>Total</b>		7018339	4146157	59.0760	4146152	5	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (Din00004031) Executive Director Who is Member of Promoter Group				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3960368	3955539	99.8781	3955539	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3960368	3955539	99.8781	3955539	0	100.0000
Public- Institutions	E-Voting	515984	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		515984	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2541987	190618	7.4988	190613	5	99.9974	0.0026
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2541987	190618	7.4988	190613	5	99.9974
<b>Total</b>		7018339	4146157	59.0760	4146152	5	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. C.P. Ravindranath Menon (DIN- 01771043) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3960368	3955539	99.8781	3955539	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3960368	3955539	99.8781	3955539	0	100.0000
Public-Institutions	E-Voting	515984	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		515984	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2541987	190618	7.4988	190613	5	99.9974	0.0026
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2541987	190618	7.4988	190613	5	99.9974
<b>Total</b>		7018339	4146157	59.0760	4146152	5	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3960368	3955539	99.8781	3955539	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3960368	3955539	99.8781	3955539	0	100.0000
Public-Institutions	E-Voting	515984	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		515984	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2541987	190618	7.4988	190613	5	99.9974	0.0026
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2541987	190618	7.4988	190613	5	99.9974
<b>Total</b>		7018339	4146157	59.0760	4146152	5	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

## SCRUTINIZER'S REPORT

**TO,  
THE BOARD OF DIRECTORS  
KEYNOTE FINANCIAL SERVICES LIMITED  
THE RUBY, 9TH FLOOR, SENAPATI BAPAT MARG,  
DADAR (WEST), MUMBAI- 400 028.**

Dear Sir,

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through Remote e-Voting for the Resolution set out in the Notice of Postal Ballot dated 28<sup>th</sup> March 2024**

I, Uma Lodha, Company Secretary in whole-time practice (Membership No.: FCS 5363, CP No.: 2593), Proprietor of Uma Lodha & Co., Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of Keynote Financial Services Limited ("KFSL" or "the Company") at its meeting held on 28<sup>th</sup> March 2024 for scrutinizing postal ballot voting process which was conducted only through electronic means in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed as set out in the Postal Ballot Notice dated 28<sup>th</sup> March 2024 ("Postal Ballot Notice").

Management Responsibility:

The Management of the Company is responsible to ensure the compliance with the requirements of the Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and in terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated June 15, 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/23 dated September 25<sup>th</sup> 2023 issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India and the SEBI circular dated May 12, 2020, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") relating to Remote e-voting for the resolution contained in the Postal Ballot Notice.

Our responsibility as a Scrutinizer is to ensure that the Remote e-voting is carried out in a fair and transparent manner and to furnish a Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolution contained in the Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for voting by electronic means.

I, submit my report as under:

1. Pursuant to the provisions of the Act and Circulars issued by Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice only by electronic mode on Wednesday, 3rd April 2024 to all the Members whose email addresses were registered with the Depositories/RTA of the

Company as on Friday, 29th March 2024 ("Cut-Off Date"). Postal Ballot Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

2. In view of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot. Therefore, neither the Company nor I have received any postal ballot (s).
3. Further, the Company had uploaded the Postal Ballot Notice containing the item of business to be transacted on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and NSDL's website for perusal by those members who may want to access the same.
4. The Company had published advertisement in English language in the Free Press Journal Newspaper and in Regional Language (Marathi) in Navshakti Newspaper, containing the required information, in terms of applicable provisions of Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, on Thursday, April 4, 2024, informing about the completion of dispatch of the Postal Ballot Notice.
5. The Company had engaged NSDL for facilitating Remote e-voting to enable the Members to cast their votes electronically, in following manner:

Cut-off date for e-voting	Friday, 29th March 2024 ("Cut-Off Date")
Commencement of Remote e-voting	Friday, 5th April 2024 at 10.00 A.M. (IST)
Conclusion of Remote e-voting	Saturday, 4th May 2024 at 05.00 P.M. (IST)

6. After completion of Remote e-voting period, Remote e-voting module was disabled for voting.
7. The Remote e-voting report downloaded from the NSDL e-voting platform was diligently scrutinized and reviewed and is kept separately for the purpose of Postal Ballot.
8. The Postal Ballot electronic votes were duly Scrutinized, and the shareholding was reconciled with the Register of Members of the Company as on Friday, 29th March, 2024 ("Cut-Off Date") provided by the M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.
9. I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the Postal Ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.



**Based on the scrutiny of the Remote e-voting received, I submit the result as under:**

**Resolution No. 1: Ordinary Resolution**

**Reappointment of Mr. Vineet Suchanti (DIN- 00004031) as the Managing Director of the Company.**

(i) Voted in favor of the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	36	4146152	100%
Total	<b>36</b>	<b>4146152</b>	<b>100%</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes cast
Voted through Remote e-voting	3	5	0
Total	<b>3</b>	<b>5</b>	<b>0</b>

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through Remote e-voting	--	--
Total	--	--

\*Total number of Valid votes cast (Number of votes cast in favour + Number of votes cast against the Resolution) = **4146157**

**Resolution No. 2: Special Resolution**

**To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (Din00004031) Executive Director Who is Member of Promoter Group.**

(i) Voted in favor of the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	36	4146152	100%
Total	<b>36</b>	<b>4146152</b>	<b>100%</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes cast
Voted through Remote e-voting	3	5	0
Total	<b>3</b>	<b>5</b>	<b>0</b>

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through Remote e-voting	--	--
Total	--	--

\*Total number of Valid votes cast (Number of votes cast in favour + Number of votes cast against the Resolution) = **4146157**

### Resolution No. 3: Special Resolution

#### Appointment of Mr. C.P. Ravindranath Menon (DIN- 01771043) as an Independent Director of the Company.

(i) Voted in favor of the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	36	4146152	100%
Total	<b>36</b>	<b>4146152</b>	<b>100%</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes cast
Voted through Remote e-voting	3	5	0
Total	<b>3</b>	<b>5</b>	<b>0</b>

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through Remote e-voting	--	--
Total	--	--

\*Total number of Valid votes cast (Number of votes cast in favour + Number of votes cast against the Resolution) = **4146157**

#### **Resolution No. 4: Special Resolution**

**Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent Director of the Company.**

(i) Voted in favor of the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	36	4146152	100%
Total	<b>36</b>	<b>4146152</b>	<b>100%</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes cast
Voted through Remote e-voting	3	5	0
Total	<b>3</b>	<b>5</b>	<b>0</b>

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through Remote e-voting	--	--
Total	--	--

\*Total number of Valid votes cast (Number of votes cast in favour + Number of votes cast against the Resolution) = **4146157**

Based on the aforesaid results, the resolution as mentioned in the Postal Ballot Notice dated Thursday, 28<sup>th</sup> March 2024 is deemed to be passed with requisite majority/votes on Saturday, 4th May 2024.

Mr. Vineet Suchanti, Managing Director of the Company may accordingly declare the results of Postal Ballot based on this report issued in accordance with the provisions of Section 108 of the Act and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 and put the same on the website of the Company for the information of the members and record in its minute book/proceedings.

**Thanking you,  
For Uma Lodha & Co.**

UMA  
NIPUN  
LODHA



Digitally signed by UMA NIPUN LODHA  
DN: cn=UMA NIPUN LODHA, o=UMA NIPUN LODHA, email=uma@umalodha.com, serialNumber=281188971b4b3c9b114b40b191235d5  
2.5.4.20=0130a6d8f90712403c8f465a360  
012a450f12ab8f90716c4e713430d0e  
postalCode=400097, st=Maharashtra,  
serialNumber=281188971b4b3c9b114b40b191235d5d2  
28f0443a0779814f028a18308114e11444  
dnq, c=INDIA, ou=UMA NIPUN LODHA  
Date: 2024.05.06 16:10:39 +05'30'

**Uma Lodha  
Practicing Company Secretary  
C.P. No.: 2593, Membership No. 5363  
UDIN No.- F005363F000317411**

**Date: 06/05/2024  
Place: Mumbai**

**Counter Signed  
For Keynote Financial Services Limited**

SIMRAN  
PRAKASH  
KASHELA



Digitally signed by  
SIMRAN PRAKASH  
KASHELA  
Date: 2024.05.07  
13:59:03 +05'30'

**Simran Kashela  
Company Secretary**

# 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**

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028

Tel : 91 22 6826 6000 Fax : 91 22 6826 6088 Email : [info@keynoteindia.net](mailto:info@keynoteindia.net) Website [www.keynoteindia.net](http://www.keynoteindia.net)

CIN - L67120MH1993PLC072407

# KEYNOTE

- 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

## Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028

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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.”

**Keynote Financial Services Limited**

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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 31<sup>st</sup> 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 28<sup>th</sup> 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 28<sup>th</sup> March, 2024 to 27<sup>th</sup> 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)

**Keynote Financial Services Limited**

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CIN - L67120MH1993PLC072407



# KEYNOTE

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 28<sup>th</sup> 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 28<sup>th</sup> March, 2024 to 27<sup>th</sup> 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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