

# KEYNOTE



Ref # Key20/Stock Exchange Let/Sm (38)

1<sup>st</sup> October, 2020

The Manager  
**BSE Limited,**  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai – 400 001**

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

**Scrip Code / Name of Scrip: 512597/KEYFINSER    Name of Scrip: KEYFINSERV**

Dear Sir,

**Sub: Combined Scrutinizer Report for Remote E – Voting and E-voting carried out during the 27<sup>th</sup> Annual General Meeting of the Company**

Please find enclosed herewith the Combined Scrutinizer Report for E-Voting and E-voting carried out during the 27<sup>th</sup> Annual General Meeting conducted on Wednesday, 30<sup>th</sup> September, 2020 through Video Conferencing / Other Audio Visual Means.

Please acknowledge the receipt of the same.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,  
For **KEYNOTE FINANCIAL SERVICES LIMITED**

A handwritten signature in blue ink, appearing to read 'Sujeet More', with a flourish at the end.

**Sujeet More**  
**Company Secretary**

Encl: as above

## **Keynote Financial Services Limited**

(Formerly known as Keynote Corporate Services Limited)

The Ruby, 9<sup>th</sup> 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

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & E-VOTING AT THE 27<sup>th</sup> AGM  
CARRIED OUT FOR M/S KEYNOTE FINANCIAL SERVICES LIMITED.**

To,

The Chairman of 27<sup>th</sup> Annual General Meeting  
of the Equity Shareholders of  
**Keynote Financial Services Limited**

**27<sup>th</sup> Annual General Meeting of the Members of M/s Keynote Financial Services Limited ("The Company") held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Wednesday, 30<sup>th</sup> September, 2020 at 11.00 A.M. (IST)**

1. I, Uma Lodha, Company Secretary in Whole-Time Practice (Membership No.5363, CP No. 2593), Proprietor of Uma Lodha & Co. (Practicing Company Secretaries) was appointed as Scrutinizer by the Board of Directors of M/s Keynote Financial Services Ltd for the purpose of scrutinizing the Remote e-voting and e-voting at the 27<sup>th</sup> Annual General Meeting ("AGM") of the Company in a fair and transparent manner 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) ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") ( as amended) and circular dated May 12, 2020 issued by SEBI and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020 (MCA Circulars), on the resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting of the Members of the Company, held on Wednesday, 30<sup>th</sup> September, 2020 at 11.00 A.M. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility and also for ascertaining the requisite majority for the Resolutions proposed therein.

## **2. Management Responsibility**

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to Remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 27<sup>th</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer is to ensure that the Remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a Consolidated Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolutions contained in the Notice of the 27<sup>th</sup> AGM of the Members of the Company. The Company has engaged the services of Central Depository Services Limited (CDSL) for voting by electronic means (both for Remote e-voting and e-voting at the AGM).

### 3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 27<sup>TH</sup> AGM and Annual Report for FY 2019-20 only by electronic mode on 4<sup>th</sup> September, 2020 to all the Members whose email addresses were registered with the Depository Participants or the Company. The AGM 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 of the Companies (Management and Administration) Rules, 2014.
- Further, the Company had uploaded the AGM Notice containing the items of businesses to be transacted at the AGM 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 CDSL's website for perusal by those members who may want to access the same.
- The Company had published advertisement in English language in “The Free Press Journal” and in Regional Language ( Marathi) in “Navshakti” newspapers containing all required information in terms of provision of Rule 20 on Saturday, 5<sup>th</sup> September, 2020.
- the Company had engaged services of CDSL for providing Remote e-voting facility prior to AGM and e-voting at the AGM to all its members to cast their vote on all the resolutions set out in the Notice of 27<sup>th</sup> AGM.

<b>Cut-off date for e-voting</b>	Wednesday , September 23, 2020
<b>Commencement of Remote e-voting</b>	10:00 a.m. (IST) on Sunday ,September 27 , 2020
<b>Conclusion of Remote e-voting</b>	5:00 p.m. (IST) on Tuesday , September 29, 2020
<b>e-voting at the AGM</b>	From commencement of the AGM till conclusion of AGM

- At the AGM, the Chairman, announced that the Members present at the AGM through VC/ OAVM and who have not cast their vote by remote e-voting, can exercise their voting rights through e-voting using the same e-voting system of CDSL which was used during remote e-voting.
- Thereafter, on completion of e-voting during the AGM, the votes cast by the Members during the AGM through e-voting and the votes under remote e-voting cast prior to the AGM were unblocked and the report was downloaded from the CDSL e-voting platform which was diligently scrutinised and reviewed.

The combined results of the Remote e-voting and e-voting at the AGM are given as “**Annexure-I**” to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 27<sup>th</sup> AGM of the Company stands passed with requisite majority.

### Annexure-I

The result of the Remote E-voting together with that of the E-voting at the AGM is as under:

#### 1. Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon - Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	52	4090439	100%
Voted through e-voting at the AGM	0	0	0
<b>Total (a)</b>	<b>52</b>	<b>4090439</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total(b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) = 4090442**

#### 2. To Declare Dividend for the financial year ended 31<sup>st</sup> March,2020.- Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	52	4090439	100%
Voted through e-voting at the AGM	0	0	0
<b>Total (a)</b>	<b>52</b>	<b>4090439</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total (b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) = 4090442**

**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 – Ordinary Resolution.**

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	50	4087839	100%
Voted through e-voting at the AGM	0	0	0
<b>Total (a)</b>	<b>50</b>	<b>4087839</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total(b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) =4087842**

#### 4. To Re-appoint Smt. Rinku Suchanti (DIN: 00012903), as a Whole-time Director of the Company – Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	42	130071	100%
Voted through e-voting at the AGM	0	0	0
<b>Total (a)</b>	<b>42</b>	<b>130071</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total(b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) = 130074**

#### 5. To Re-appoint Shri. Shishir Dalal (DIN: 00007008), as an Independent Director of the Company for a second term - Special Resolution.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	52	4090439	100%
Voted through e-voting at the AGM	0	0	0
<b>Total(a)</b>	<b>52</b>	<b>4090439</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total (b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) =4090442**

### 6. To ratify and approve the related party transactions with Concept Communication Limited- Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	42	130071	100%
Voted through e-voting at the AGM	0	0	0
<b>Total(a)</b>	<b>42</b>	<b>130071</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total (b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) = 130074**

**7. To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Companies last audited financial statements within the financial year 2020-2021. - Ordinary Resolution.**

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	42	130071	100%
Voted through e-voting at the AGM	0	0	0
<b>Total(a)</b>	<b>42</b>	<b>130071</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	02	03	0
Voted through e-voting at the AGM	0	0	0
<b>Total (b)</b>	<b>02</b>	<b>03</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	-	-
Voted through e-voting at the AGM	-	-
<b>Total</b>	-	-

**Total number of Valid votes cast (i+ii) = 130074**



# UMA LODHA & CO.

COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,  
I.B Patel Road, Goregaon East, Mumbai - 400063  
Tel: 91-22-40131001/02 Mob: +91-9821247172  
Email: [uma@umalodha.com](mailto:uma@umalodha.com) | [info@umalodha.com](mailto:info@umalodha.com)  
Website: [www.umalodha.com](http://www.umalodha.com)

All the Resolution stands passed under Remote e-voting and Evoting at the AGM with the requisite majority.

The electronic data and all other relevant records relating to the Remote e-voting and e-voting at the AGM are under my safe custody until the Chairman approves and signs the Minutes of the 27<sup>th</sup> AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you,  
Yours faithfully,

**For Uma Lodha & Co.**  
**Practicing Company Secretaries**

**Uma Lodha**  
**Proprietor**  
**(COP NO. 2593)**  
**UDIN No.: F005363B000833773**  
**Place: Mumbai**  
**Date: 01-10-2020**

**Counter Signed**  
**For Keynote Financial Services Limited**



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**Shri Sujeet Krishna More**  
Company Secretary