

KEYNOTE

Ref # Key22/Stock Exchange Let/Rc (50)

29th September, 2022

The Manager
BSE Limited,
Listing Department,
Phiroze Jeejeebhoy 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,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: KEYFINSERV

Dear Sir/Madam,

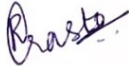
Sub: Scrutinizers Report and Disclosure of Voting Results under Regulation 44 of SEBI (LODR) Regulations, 2015.

Please find attached the Scrutinizer's report on consolidated results of Remote e-voting & e-voting at the AGM and Disclosure of Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the businesses transacted at the 29th Annual General Meeting of the Company held on Wednesday, 28th September, 2022 at 2:00 p.m. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM").

You are requested to take the same on record.

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

For **Keynote Financial Services Limited**



Renita Crasto
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 • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

Voting Results	
Keynote Financial Services Limited	
Disclosure as per Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the Annual General Meeting (AGM)	28th September, 2022
Total number of shareholders on record date	3779
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Details are given below
Promoters and Promoter Group:	10
Public:	33

Shareholders	Present in through VC	Present through proxy	Shares	% to Capital
Promoters and Promoter Group	10	NIL	39,60,368	56.43
Public	33	NIL	1,48,981	2.12
Total	43		41,09,349	58.55



Resolution 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditor's thereon.

Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3955539	99.8781	3955539	0	100.0000	0.0000
Public - Institutions	E-voting	515684	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	2542287	191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	4147204	59.0910	4147203	1	100.0000	0.0000



Resolution 2. To declare dividend for the financial year ended 31st March, 2022.								
Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3955539	99.8781	3955539	0	100.0000	0.0000
Public - Institutions	E-voting	515684	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	2542287	191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	4147204	59.0910	4147203	1	100.0000	0.0000



Resolution 3. To appoint a Director in place of Shri. Vineet Suchanti, (DIN: 00004031), who retires by rotation and being eligible offers himself for reappointment.								
Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3960368	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	515684	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	2542287	191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	191665	2.7309	191664	1	99.9995	0.0005



Resolution 4. Approval for change in designation of Shri. Vineet Suchanti (DIN: 00004031), Whole Time Director to "Managing Director".								
Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-voting	3960368	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	515684	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	2542287	191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	191665	2.7309	191664	1	99.9995	0.0005



Resolution 5. To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Company's last Audited Financial Statements within the financial year 2022-23.

Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3960368	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	515684	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	2542287	189065	7.4368	189064	1	99.9995	0.0005
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		189065	7.4368	189064	1	99.9995	0.0005
Total		7018339	189065	2.6939	189064	1	99.9995	0.0005



Resolution 6. To ratify the remuneration paid to Executive Directors who are members of Promoter Group.								
Resolution required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	3960368	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	515684	0	0.0000	0	0	0.0000	0.0000
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-voting	2542287	191665	7.5391	191664	1	99.9995	0.0005
	Poll (E-voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		191665	7.5391	191664	1	99.9995	0.0005
Total		7018339	191665	2.7309	191664	1	99.9995	0.0005



**COMBINED SCRUTINIZER'S REPORT FOR REMOTE-VOTING & E-VOTING AT THE 29thAGM
CARRIED OUT FOR M/S KEYNOTE FINANCIAL SERVICES LIMITED**

To,

The Chairman of 29th Annual General Meeting
of the Equity Shareholders of
Keynote Financial Services Limited

29thAnnual 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, September 28, 2022 at 02.00 P.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 Limited for the purpose of scrutinizing the Remote e-voting and e-voting at the 29thAnnual 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 in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020 , Circular No. 19/2021 dated 08/12/2021 , Circular dated 21/2021 dated 14/12/2021 and Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular SEBI/l-10/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 on the resolutions contained in the Notice of the 29thAnnual General Meeting of the Members of the Company held on Wednesday, 28th September, 2022 at 02.00 P.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 29th 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 29thAGM 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 29th AGM and Annual Report for FY 2021-22 only by electronic mode on Saturday, 3rd September 2022 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" Newspaper and in Regional Language (Marathi) in "Navshakti" Newspapers containing all required information:
 - a. In compliance with MCA Circulars on Tuesday, 23rd August 2022;
 - b. in terms of applicable provisions of Rule 20 of Companies Act, 2013 on Sunday, 4th September 2022
- 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 29th AGM.

Cut-off date for e-voting	Wednesday, September 21, 2022
Commencement of Remote e-voting	Sunday, September 25, 2022 (10.00 a.m. IST.)
Conclusion of Remote e-voting	Tuesday, September 27, 2022 (5.00 p.m. IST.)
e-voting at the AGM	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 29th 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. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditor's 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	43	4147462	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	47	4147203	100%

(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	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total(b)	01	01	0%

(iii) Abstained/Invalid 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	--	--
Total	--	--

Total number of Valid votes cast (i+ii) = 4147204

2. To Declare Dividend for the financial year ended 31st March, 2022.- 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	43	4147162	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	47	4147203	100%



UMA LODHA & CO.
COMPANY SECRETARIES

(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	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total (b)	01	01	0%

(iii) Abstained/Invalid 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	--	--
Total	--	--

Total number of Valid votes cast (i+ii)= 4147204

3. To appoint a Director in place of Shri. Vineet Suchanti, (DIN: 00004031), 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	34	191623	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	38	191664	100%

(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	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total(b)	01	01	0%

(iii) Abstained/Invalid 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	--	--
Total	--	--

Total number of Valid votes cast (i+ii)= 191665



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COMPANY SECRETARIES

4. Approval for change in designation of Shri. Vineet Suchanti (DIN: 00004031), Whole Time Director to "Managing Director". - 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	34	191623	100%
Voted through e-voting at the AGM	04	41	0%
Total (a)	38	191664	100%

(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	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total(b)	01	01	0%

(iii) Abstained/Invalid 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	--	--
Total	--	--

Total number of Valid votes cast (i+ii)= 191665

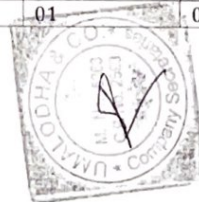
5. To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Company's last Audited Financial Statements within the financial year 2022-23- Ordinary Resolution.

(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	32	189023	100%
Voted through e-voting at the AGM	04	41	0%
Total(a)	36	189064	100%

(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	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total (b)	01	01	0%



(iii) Abstained/Invalid 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	--	--
Total	--	--

Total number of Valid votes cast (i+ii)= 189065

6. To ratify the remuneration paid to Executive Directors who are members of Promoter Group-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	34	191623	100%
Voted through e-voting at the AGM	04	41	0%
Total(a)	38	191664	100%

(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	01	01	0%
Voted through e-voting at the AGM	0	0	0%
Total (b)	01	01	0%

(iii) Abstained/Invalid 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	--	--
Total	--	--

Total number of Valid votes cast (i+ii)= 191665



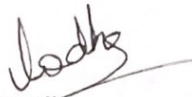
UMA LODHA & CO.
COMPANY SECRETARIES

All the Resolution stands passed under Remote-voting and E-voting 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 29th 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
Membership No. F5363
(COP NO. 2593)
UDIN No.: F005363D001067446
Place: Mumbai
Date: 28-09-2022

Counter Signed
For Keynote Financial Services Limited



Ms. Renita Crasto
Company Secretary & Compliance Officer

