

KEYNOTE

Ref # Key23/Stock Exchange Let/Sk(48)

8th December, 2023

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: Intimation of the outcome of the meeting of the Board of Directors of Keynote Financial Services Limited ("Company") held on 8th December, 2023 and disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/120 dated July 11, 2023

The Board of Directors of the Company ("Board") at their meeting held today approved the "Scheme of Selective Capital Reduction" of the Issued, Subscribed and Paid-up share capital between the Company, its Shareholders and Creditors under Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Act") ("The Scheme") which provides for reduction and reorganization of capital of the Company.

In terms of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/120 dated July 11, 2023 we are furnishing herewith the requisite details in **Annexure A** hereto.

The Scheme as approved by the Board would be available on the website of the Company post filing of the same with BSE Limited and National Stock Exchange of India Limited (**Stock Exchanges**). The Board has nominated BSE Limited as the 'Designated Stock Exchange' for the purpose of the Scheme. The Board's approval of the Scheme as aforesaid is subject to necessary approval by the Stock Exchange, SEBI, Shareholders of the Company, Mumbai Bench of National Company Law Tribunal (NCLT) and such other statutory and regulatory approvals as may be required.

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

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The Meeting of the Board of Directors of the Company commenced at 5:15 pm and concluded at 5:50 pm.

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

Yours faithfully,
For Keynote Financial Services Limited

Simran Kashela
Company Secretary & Compliance Officer

Keynote Financial Services Limited

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Annexure - A

Details as specified in Section V-A of Chapter V of SEBI master circular SEBI/HO/CFD/POD-2/P/CIR/2023/120 of SEBI master circular July 11, 2023

Particulars	Details
Details and reasons for reduction of Share Capital	: Proposed scheme of selective capital reduction of the issued, subscribed and paid up capital of the company envisages cancellation & extinguishment of 14,51,702 equity shares of Rs.10/- each of the Company held by Keynote Trust. In terms of Scheme of Amalgamation in the year 2006/2007, Keynote Trust held these shares for the benefit of the Company. In order to better represent equity capital structure of the Company, it is necessary to re-align & reorganise the share capital by selective cancellation of shares held by Keynote Trust through the process of capital reduction.
Quantitative and/ or Qualitative effect of reduction of share capital	: Selective capital reduction of the shares held by Keynote Trust leads to reduction of share capital of the Company from present 70,18,339 equity shares of Rs.10/- each to 55,66,637 equity shares of Rs.10/- each. Upon the scheme becoming effective, the Company would be able to better represent its shareholding pattern and will result in making Company's Balance Sheet leaner & rationalised. The scheme would be value accretive to the shareholders as their holding would yield better results. The proposed selective reduction of equity share capital will be for benefit of the Company, its shareholders, creditors & all other concerned stakeholders as a whole.
Details of benefit, if any, to the promoter/ promoter group/ group companies from reduction of share capital	: No benefit will accrue to the promoter/Promoter group/group companies from the proposed scheme of selective capital reduction.

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Brief details of change in shareholding pattern (if any) of all entities	:	After this proposed selective reduction of the capital, the paid-up equity share capital of the company will be reduced from Rs.7,01,83,390/- to Rs.5,56,66,370/-. The details of pre and post scheme equity share capital of the Company will be as mentioned below.
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Pre and Post Capital Structure and Shareholding details of the Company.

Particulars	Capital Structure before the reduction of Share Capital		Capital Structure after the reduction of Share Capital	
	Number of Equity Shares	Amount (INR)	Number of Equity Shares	Amount (INR)
Authorised Equity Share Capital	1,50,00,000	15,00,00,000	1,50,00,000	15,00,00,000
Paid-up Equity Share Capital	70,18,339	7,01,83,390	55,66,637	5,56,66,370

Entity	Pre - Capital Reduction			Post - Capital Reduction		
	No. of shares	Share holding %	Voting %	No. of shares	Share holding %	Voting %
Promoter	39,60,368	56.43	72.53	39,60,368	71.14	72.53
Public other than Keynote Trust/ IEPF	14,99,696	21.37	27.47	14,99,696	26.94	27.47
Keynote Trust *	14,51,702	20.68	0	NA	NA	NA
Investor Education & Protection Fund **	1,06,573	1.52	0	1,06,573	1.92	0
TOTAL	70,18,339	100.00	100.00	55,66,637	100.00	100.00

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Notes:

- * *1. An appropriate disclosure of the above is provided to the Exchanges in the quarterly filings of Keynote shareholding. Keynote Trust do not have any voting rights as per Trust Deed and in terms of Hon'ble High Court Order dated 4th May 2007.*
- ** *Equity shares held by IEPF do not carry any voting rights as per IEPF rules. Representation has been made accordingly.*

Yours faithfully,
For Keynote Financial Services Limited

Simran Kashela
Company Secretary & Compliance Officer

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