

KEYNOTE

25
YEARS
OF CREATING
VALUE
THROUGH
RELATIONSHIPS
AND
TRUST

Ref # Key21/Stock Exchange Let/Ru(30)

2nd September, 2021

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,

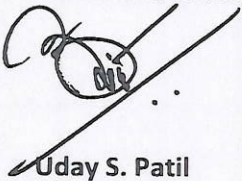
Reg.: **Notice of 28th Annual General Meeting of the Company to be held on 29th September, 2021**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, please find attached herewith the Notice of 28th Annual General Meeting of the Company to be held on Wednesday, 29th September, 2021 for your record.

Kindly acknowledge the receipt.

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

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



Uday S. Patil
Director
(DIN: 00003978)
Contact No. 022-6826 6071



Encl : as above

Keynote Financial Services Limited

(Formerly known as Keynote Corporate 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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KEYNOTE FINANCIAL SERVICES LIMITED WILL BE HELD ON WEDNESDAY, 29TH SEPTEMBER, 2021 AT 11.00 A.M. INDIAN STANDARD TIME (“IST”). THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) ON ACCOUNT OF OUTBREAK OF COVID-19 (CORONAVIRUS) PANDEMIC AND IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditor’s thereon.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2021, together with the Reports of the Board of Directors and Auditor’s thereon for the Financial Year ended 31st March, 2021, placed before the 28th Annual General Meeting be and are hereby received, considered and adopted.”

- 2. To declare dividend for the financial year ended 31st March, 2021.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend of 10% on 7018339 Equity Shares of ₹ 10/- each fully paid up for the year ended 31st March, 2021.”

- 3. To appoint a Director in place of Smt. Rinku Suchanti, (DIN: 00012903), who retires by rotation and being eligible offers herself for reappointment.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Rinku Suchanti, (DIN – 00012903), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

- 4. To re-appoint Auditors and fix their remuneration.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s. S M S R & CO LLP Chartered Accountants, Mumbai (Firm Registration No. 110592W/W100094), be and is hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company (including any committee thereof) be and is hereby authorized to fix the remuneration payable to the statutory auditors of the company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.”

SPECIAL BUSINESS:

5. To appoint Shri. Vineet Suchanti (DIN: 00004031), as a Executive Director of the Company.

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (**“the 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), read with Schedule V to the Companies Act, 2013, the Company hereby accords its approval for appointment of Shri. Vineet Suchanti (DIN: 00004031) as Executive Director of the Company for a period of 3 (three) years with effect from 1st April, 2021 on the terms and conditions of appointment and remuneration which are set out in the explanatory statement annexed to the Notice convening this meeting and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Shri. Vineet Suchanti.

RESOLVED FURTHER THAT the Company hereby accords its approval for the revision of remuneration, if any payable to Shri. Vineet Suchanti (DIN: 00004031) during the period of his tenure with the liberty to the Board of Directors to alter and vary the terms of appointment so as to not exceed the limits set out in Schedule V to the Companies Act, 2013 including statutory modifications or re-enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as maybe agreed between the Board and Shri. Vineet Suchanti.

RESOLVED FURTHER THAT the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/Officer(s) of the Company, to give effect to this Resolution.”

6. To Re-appoint Shri Uday S. Patil (DIN: 00003978), as a Whole-time Director of the Company.

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (**“the 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), read with Schedule V to the Companies Act, 2013, the Company hereby accords its approval for re-appointment of Shri Uday S. Patil (DIN: 00003978) as Whole-Time Director of the Company for a period of 2 (two) years with effect from 13th November, 2021 on the terms and conditions of appointment and Professional fees which are set out in the explanatory statement annexed to the Notice convening this meeting and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and Professional fees payable to him so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Shri Uday S. Patil.

RESOLVED FURTHER THAT the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/Officer(s) of the Company, to give effect to this Resolution.”

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 2021-22.

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the applicable provisions of the Companies Act, 2013 and any other applicable provisions of law, including any amendments, modifications, variations or re-enactments thereof, the members of the Company do hereby accord its approval to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted/ empowered by the Board from time to time to exercise its powers conferred by this resolution) for entering into transaction(s) and /or continuing with arrangements (whether individual transactions or transactions taken together or series of transactions or otherwise) with the related parties as defined under the provisions of the SEBI (LODR) Regulations, 2015 and which are identified by the Company as related parties, including transactions of giving Inter Corporate Loans for an amount not exceeding ₹ 15 Crores (Rupees Fifteen Crores only) during the Financial Year 2021-22 on such terms and conditions, against such consideration as agreed upon or as may be mutually agreed upon from time to time between the Company and Related Parties, notwithstanding the fact that all these transactions within the Financial Year 2021-22 in aggregate may exceed 10% of the annual consolidated turnover of the Company as per the Companies last audited financial statements, and the Company may take approval of the Audit Committee as and when required.”

RESOLVED FURTHER THAT the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/ Officer(s) of the Company, to give effect to this Resolution.”

**For and on behalf of the Board
Keynote Financial Services Limited**

**Sd/-
Uday S. Patil
Director
(DIN - 00003978)**

Date: 13th August, 2021

Place: Mumbai

NOTES:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 and January 15, 2021 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members (also referred as “Shareholders”) at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular (amended from time to time), the AGM of the Company is being held through VC / OAVM and Members can attend and participate in the ensuing AGM through VC / OAVM.

For this purpose, necessary arrangements have been made by the Company with **Central Depository Services (India) Limited (“CDSL”)** and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/OAVM is forming part of this Notice.

- 2) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses set out at Item Nos. 5 to 7 of this Notice to be transacted at the Annual General Meeting (AGM) is annexed hereto. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of the directors seeking appointment/re – appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re–appointment as required under the Companies Act, 2013 and the Rules there under.
- 3) The Register of Members and share transfer books of the Company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).
- 4) The dividend for the financial year 31st March, 2021, as recommended by the Board of Directors, if approved by the Members, will be paid after Annual General Meeting to those Members holding shares in physical form whose names shall appear on the Company's Register of Members on closure of business hours i.e. Wednesday, 22nd September, 2021; in respect of the shares held in dematerialized form the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Wednesday, 22nd September, 2021.
- 5) The Dividend is proposed to be disbursed by way of National Electronic Clearing Service (NECS). For this purpose, the details such as, name of the Bank, name of the branch, 9-digit code number appearing on the MICR band of the cheque supplied by the Bank, account type, account number etc. are to be furnished to your DP if the shares are in electronic form or to the Registrars & Transfer Agents if they are held in physical mode.
- 6) Members wishing to claim dividends, which have remained unclaimed, are requested to correspond with Registrar & Share Transfer Agent and Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection fund constituted by the Central Government.

The details of Dividends paid by the Company and the proposed dates of transfer of unclaimed/un-encashed dividends to the designated fund of the Central Government are as under:

Date of Declaration of Dividend	Dividend for the year	Proposed date for transfer to Investor Education and Protection Fund (IEPF)
9 th September, 2014	2013 - 2014	17 th October, 2021
29 th September, 2015	2014 - 2015	6 th November, 2022
29 th July, 2016	2015 - 2016	5 th September, 2023
23 rd August, 2017	2016 - 2017	30 th September, 2024
9 th August, 2018	2017 - 2018	16 th September, 2025
13 th August, 2019	2018 - 2019	20 th September, 2026
30 th September, 2020	2019 - 2020	7 th November, 2027

All the members are requested to note that as per the notification of Ministry of Corporate Affairs (MCA) dated 10th May, 2012, full details of shareholders and dividend amount pending encashment have been uploaded on website of MCA (i.e. www.mca.gov.in) and Company (i.e. www.keynoteindia.net). Said information for the period up to 31st March, 2020 has been made available and will be updated as per the requirements. The members may check the details for unclaimed dividend if any and approach the Company and Registrar for getting the same paid. During Financial Year 2020-2021 Company has transferred a sum of ₹ 2,04,143/- (Rupees Two Lakhs Four Thousand One Hundred and Forty Three only) Unclaimed Dividend of Financial Year 2012-2013 to Investor Education and Protection Fund (IEPF) on 26th November, 2020.

- 7) Equity Share due for transfer to IEPF:
Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to be transferred to Investors Education and Protection Fund (IEPF) pursuant to Section 124(6) of the Companies Act, 2013. Relevant details in this respect are posted on the Company's website www.keynoteindia.net in Compliance – Investor Relation section.
The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court/Authority restraining transfer, payment of dividend etc. During the financial year 2020-2021 Company has transferred 6425 Equity Shares to the Investor Education and Protection Fund (IEPF) authority.
- 8) All relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to investors@keynoteindia.net / info@keynoteindia.net mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. The Notice and the Annual Report are also available on the Company's website at the link - <http://www.keynoteindia.net> and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com
- 9) Members are requested to:
- Intimate changes, if any, in their registered address at the earliest.
 - Furnish PAN with Income Tax Ward/Range/District to the Company.
 - Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.
 - Send the queries, if any, **at least 7 (Seven) days in advance** of the meeting so that the information can be made available at the meeting.
- 10) Ministry of Corporate Affairs, Government of India, vide Circular No. 17/2011 dated 21st April, 2011 and Circular No.18/2011 dated 29th April, 2011 allowed service of documents by e-mode as a Green initiative in the Corporate Governance. Members are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Limited, Unit: Keynote Financial Services Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, for the purpose of service of documents under Section 20 of the Companies Act, 2013. The members are also requested to update their e-mail address in the Depository Account holding shares of the Company in dematerialized mode enabling the Registrar to consider the same. The form for sending the response is annexed at the end of the Annual Report.
- 11) In accordance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs(MCA) and in accordance with circular dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing/ other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company/ Depository Participants. For Members who have not registered their email addresses, kindly register the same with our RTA M/s Link Intime India Private Limited as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the COVID-19 (Corona virus) pandemic and the Applicable Circulars.
- 12) Members who have not updated their latest email addresses in the records of the Company/RTA/ their Depository Participants are requested to update the same at the earliest by September 22, 2021. The

notice and documents will be sent by email only to those Members who register their email addresses prior to this date.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- 13) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investors@keynoteindia.net by 6:00 p.m. IST on 24th September, 2021. Alternatively, the shareholders may make an online submission of Form 15G/15H and Form 10F, along with the requisite supporting documents (scanned copies) as applicable, on the website of the Company at www.keynoteindia.net.

The Shareholders download these forms from website and send: (a) physical copies of the duly filled forms / documents to the Registered Office of the Company at – The Ruby, 9th floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 at Maharashtra, or (b) scanned copies of the duly filled forms / documents to Company's e-mail ID investors@keynoteindia.net.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@keynoteindia.net.

It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

By submission of Form 15G/15H and Form 10F, along with the requisite supporting documents, the Shareholder is deemed to confirm to the Company that:

- a. the Shareholder satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;
- b. the Company or Registrar and Transfer Agent i.e. Link Intime India Private Limited, will not be held responsible / liable and no claims shall lie against them in this regard;
- c. the online submission of the Form 15G/Form 15H (if made) shall be deemed to have been signed by the Shareholder. The forms for download are available at Company's website at : <https://keynoteindia.net/investor-relations>.

- 14) Voting through Electronic means:

- In compliance with provisions of Section 108 of Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has entered into an arrangement with Central Depository Services (India) Limited for facilitating e-voting for AGM.
- The E-voting period for all items of business contained in this Notice shall commence from Sunday, 26th September, 2021 (10.00 a.m. IST.) and will end on Tuesday, 28th September, 2021 (5.00 p.m. IST.). During this period Equity Shareholders of the Company holding shares either in physical form

or in dematerialized form, as on Wednesday, 22nd September, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently or cast vote again.

- The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting.
- Any person, who acquires shares of the Company, becomes a member of the company after dispatch of the Notice and holding shares as of the cut-off date may follow the same procedure as mentioned for e-Voting.
- The Company has appointed an Independent Professional (Practicing Company Secretary – M/s. Uma Lodha & Co.) as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-voting at the Virtual General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.
- The results along with Scrutinizer's report shall be placed on the website (i.e. www.keynoteindia.net) of the Company and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 02/2021 dated January 13, 2021 in continuation of Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.keynoteindia.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 02/2021 dated January 13, 2021 in continuation with MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INTRUCTIONS FOR SHAREHOLDRES FOR E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on Sunday, 26th September, 2021 (10.00 a.m. IST.) and ends on Tuesday, 28th September, 2021 (5.00 p.m. IST.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 22nd September, 2021 i.e. the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the e-voting facility provided at the AGM through VC.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

Type of shareholders	Login Method
	account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co . in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi After entering these details appropriately, click on “SUBMIT” tab.
- vii Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix Click on the EVSN for the Keynote Financial Services Limited on which you choose to vote.
- x On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@keynoteindia.net if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM / EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@keynoteindia.net up to 22nd September, 2021 (IST 5.00 p.m.). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@keynoteindia.net up to 22nd September, 2021 (IST 5.00 p.m.). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders-, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item No. 5 – Appointment of Shri. Vineet Suchanti (DIN: 00004031), as a Executive Director of the Company.

Shri Vineet Suchanti was the Managing Director of the Company from 5th May, 2005 to 5th April, 2017.

Since 6th April, 2017 to 31st March, 2021 he was Non-Executive Director. He is associated with Company since September, 1997. Shri Vineet Suchanti is also the promoter of the Company and has provided immense contribution for development of Keynote Financial Services Limited.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vineet Suchanti as a Executive Director, the Board recommends for his reappointment for further period of 3 (three) years.

The remuneration drawn by Shri Vineet Suchanti is approved by Nomination and remuneration Committee of the Company and is within the limits prescribed by Section 197 and Schedule V of the Companies Act, 2013, the details of the same are as follows:

Salary: ₹ 4,00,000/- (Rupees Four Lakhs only) per month with increments as per the Company's Policy and as may be determined by the Board of Directors, from time to time, within the limits prescribed by Section 197 and Schedule V of the Companies Act, 2013 and subject to approval of the Central Government, if any, he will be entitled to perquisites as per Company's rules.

Performance/Bonus Benefit: The Executive Director shall be paid yearly performance benefit as decided by the Board.

Benefits and Amenities:

- a) Gratuity: Half a month's salary for each completed year of service.
- b) Earned Leave and encashment of leave: 21 days leave for every year of service out of which 15 days is encashable.

he shall not be paid any sitting fees for attending the meetings of the Board of Directors/Committees thereof.

The appointment can be terminated by either side by giving six month's notice in writing.

Disclosure Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information:

1. Nature of Industry

Merchant Baking/Corporate Advisory Services

2. Date or expected date of commencement of commercial production

Not Applicable

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators during financial year ended 31st March, 2021

(₹ In Lakhs)

Total Income	:	1,127.76
Expenses	:	449.29
Profit	:	462.23
EPS (₹)	:	6.59
Total Assets	:	6,234.49

5. Foreign investment or collaborators, if any

As on 31st March, 2021, the foreign shareholding in the company is 5,18,976 Equity Shares representing 7.39% of the total capital.

II. Information about Shri Vineet Suchanti, Executive Director

1. Background Details:

Shri Vineet Suchanti is a Bachelor of Commerce from University of Mumbai and MBA in Finance and Marketing from University of Rochester, New York.

2. Past remuneration:

NIL

3. Recognition or awards:

Shri Vineet Suchanti is a Master in Business Administration (MBA) with specialization in finance from University Rochester, New York, USA. He adds innovations, perseverance and dynamism to the profession. He has been largely responsible for introducing state-of-the-art technology and modern methods of analysis and valuations in structuring and marketing, thereby taking Keynote close to international standards in terms of creativity and services.

4. Job profile and her suitability:

Shri Vineet Suchanti has been largely responsible for introducing state-of-the-art technology and modern methods of analysis and valuations in structuring and marketing, thereby taking Keynote close to international standards in terms of creativity and services. Being new generation manager with responsibility of overall supervision he is best suited for the responsibility of managing the affairs of the Company in a most profitable manner.

5. Remuneration proposed:

The remuneration of Shri Vineet Suchanti is set out above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Shri Vineet Suchanti, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Shri Vineet Suchanti is one of the person forming part of Promoter Group of the Company and apart from the remuneration stated above, Shri Vineet Suchanti, has no other pecuniary relationship directly or indirectly with Company.

III. Other Information

1. Reason of loss or inadequate profits

During the year margins were under stress due to competitive conditions & lesser number of mandates. Though efforts to keep the expenses under control were initiated basic cost of human resources were more or less maintained. Capital Markets tanked substantially towards end of the financial year due to outbreak of COVID-19. This resulted in providing for notional loss due to fair value adjustments as per requirements of IND-AS. This coupled with the strain on margins resulted in reporting of a small loss at gross operating level.

2. Steps taken or proposed to be taken for improvement

The Company has well defined business strategy wherein focus on completion of various assignments is laid. The efforts to complete the transactions within the said timelines are on. The execution team has been assigned structured timelines to adhere.

3. Expected increase in productivity and profits in measurable terms.

The Company expects to increase the productivity and profit by increasing new mandates. Various mandates at various stages of execution are reviewed from time to complete. As a result company expects to improve both the top line and the bottom line growth.

IV. Disclosures

Except Shri Vineet Suchanti and Smt. Rinku Suchanti, none of the Directors and Key Managerial personnel of the company and their relative are concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

In respect of Item No. 6 – Re-appointment of Shri Uday Patil (DIN: 00003978) as Whole-time Director.

Shri Uday S. Patil had been the Whole-Time Director of the company from September, 1997 and has been with the Company Since May, 1994. His terms were approved by the members in the 25th Annual General Meeting held on 3rd August, 2018 for the period of 3 years upto 12th November, 2021.

The Board of Directors, on the recommendation of Nomination and remuneration Committee at their Meeting held on 13th August, 2021, re-appointed Shri Uday S. Patil as a Whole-time Director of the Company for a term of 2 (two) years with effect from 13th November, 2021, subject to approval of the Shareholders at the ensuing Annual General Meeting.

Mr. Uday S. Patil has expressed his desire to discontinue to draw 'managerial remuneration' as has been receivable by him till 12th November, 2021 & settle his dues on attaining superannuation. However, he would continue to provide his professional services to the company after 13th November, 2021 if approved by the members of the company. The professional fees proposed to be payable to Shri Uday S. Patil is approved by Nomination and remuneration Committee of the Company and is within the limits prescribed by Section 197 and Schedule V of the Companies Act, 2013, the details of the same are as follows:

Professional Fees : ₹ 3,20,198/- (Rupees Three Lakh Twenty Thousand One Hundred Ninety Eight only) per month with changes if any as per the Company's Policy and as may be determined by the Board of Directors, from time to time, within the limits prescribed by Section 197 and Schedule V of the Companies Act, 2013 and subject to approval of the Central Government, if any, he will be entitled to perquisites as per Company's rules.

Performance / Bonus Benefit: The Whole-time Director shall be paid yearly performance benefit as decided by the Board.

He shall not be paid any sitting fees for attending the meetings of the Board of Directors/Committees thereof.

The appointment can be terminated by either side by giving six months' notice in writing. Shri Uday S. Patil, is concerned or interested in the resolution and the terms and conditions mentioned herein.

Disclosure Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information:

1. Nature of Industry

Merchant Baking/Corporate Advisory Services

2. Date or expected date of commencement of commercial production

Not Applicable

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators during financial year ended 31st March, 2021

(₹ In Lakhs)

Total Income	:	1,127.76
Expenses	:	449.29
Profit	:	462.23
EPS ₹	:	6.59
Total Assets	:	6,234.49

5. Foreign investment or collaborators, if any

As on 31st March, 2021, the foreign shareholding in the company is 5,18,976 Equity Shares representing 7.39% of the total capital.

II. Information about Shri Uday S. Patil, Whole-Time Director

1. Background Details:

Uday S. Patil is a Science graduate with a Law Degree and also a certified Associate of Indian Institute of Bankers. An ex-banker with rich hands-on experience on various fields of Banking and Investment Banking.

2. Past remuneration:

For the financial year 2020-2021 Shri Uday S. Patil, total remuneration was ₹ 34.53 Lakhs.

3. Recognition or awards:

He has been Guest faculty at Alkesh Dinesh Mody Institute of Financial and Management Studies [ADMI], Jamanalal Bajaj Institute of Management Studies [JBIMS] of University of Mumbai, The Institute of Chartered Accountants of India [ICAI], National Institute of Securities Market [NISM] etc. His quote's on primary market related topics find place in leading newspapers & magazines such as Economic Times, Business Standard etc.

4. Job profile and his suitability:

Shri Uday S. Patil has been with the Company since 1994. He has been the member of Board of Directors since September, 1997. He is having about 3 decades of experience in various fields of Commercial Banking & Investment Banking. He is instrumental in forming various processes/procedures for the company as a whole & for Merchant Banking activities of the company which is a core business of the company. His immense contribution as Director (Investment Banking) has helped the company to execute & complete many transactions such as IPOs, Rights Issues, Buy Back, Takeovers etc. The execution capabilities & developing the team with capabilities to handle transactions of various natures has been one of the strengths of Shri Uday S. Patil. He is well suited for the job profile.

5. Professional fees proposed:

Professional fees proposed for Shri Uday S. Patil is set out above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Shri Uday S. Patil, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Other than the stated above, Shri Uday S. Patil has no other pecuniary relationship directly or indirectly with Company.

III. Other Information

1. Reason of loss or inadequate profits

During the year margins were under stress due to competitive conditions & lesser number of mandates. Though efforts to keep the expenses under control were initiated basic cost of human resources were more or less maintained. Capital Markets tanked substantially towards end of the financial year due to outbreak of COVID-19. This resulted in providing for notional loss due to fair value adjustments as per requirements of IND-AS. This coupled with the strain on margins resulted in reporting of a small loss at gross operating level.

2. Steps taken or proposed to be taken for improvement

The Company has well defined business strategy wherein focus on completion of various assignments is laid. The efforts to complete the transactions within the said timelines are on. The execution team has been assigned structured timelines to adhere.

3. Expected increase in productivity and profits in measurable terms.

The Company expects to increase the productivity and profit by increasing new mandates. Various mandates at various stages of execution are reviewed from time to complete. As a result company expects to improve both the top line and the bottom line growth.

IV. Disclosures

The remuneration details of Shri Uday S. Patil, Whole-Time Director are set out in the explanatory statement.

The Board recommends the passing of an Ordinary Resolution as set out in item No. 6 of the accompanied notice. Except Shri Uday S. Patil, none of the Directors and Key Managerial personnel of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no. 6.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

In respect of Item No. 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 2021-22.

The provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial Year 2021-22, may exceed(s) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Audit Committee of the Company has granted omnibus approval for the related party transactions proposed to be entered into by the Company with Related Parties. Accordingly, as per the Listing Regulations, approval of the Members is sought for for entering into transaction(s) and /or continuing with arrangements (whether individual transactions or transactions taken together or series of transactions or otherwise) with the related

parties as defined under the provisions of the SEBI (LODR) Regulations, 2015 and which are identified by the Company as related parties, including transactions of giving Inter Corporate Loans for an amount not exceeding ₹15 crores (Rupees Fifteen Crores only) during the Financial Year 2021-22 on such terms and conditions, against such consideration as agreed upon or as may be mutually agreed upon from time to time between the Company and Related Parties, notwithstanding the fact that all these transactions within the financial year 2021-22 in aggregate may exceed 10% of the annual consolidated turnover of the Company as per the Companies last audited financial statements, and the Company may take approval of the Audit Committee as and when required.

Accordingly, your Board of Directors recommends the passing of ordinary resolution contained in Item No. 7 of the accompanying Notice.

Shri. Vineet Suchanti, Smt. Rinku Suchanti and his relatives are interested in the above resolution.

None of the other Directors, Key Managerial Personnel or their relatives, are concerned / interested in the above resolution.

The Members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined there under (whether the member is a related party / party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 7.

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36 (3) of the Listing Regulations and applicable secretarial standards:

1. Smt. Rinku Suchanti -Whole-Time Director [Due to retire by rotation seeking re-appointment.]

A. A brief resume of the director and Nature of her expertise in specific function areas:

Smt. Rinku Suchanti, would be one of the Whole-Time Director of the Company. She is providing an administrative support to the management and has been one of the authorized signatories on behalf of the Company. She is found to be suitable for the job being of the Executive Director and Woman Director.

B. Disclosure of relationships between directors inter-se:

Smt. Rinku Vineet Suchanti, is the spouse of Shri. Vineet Suchanti. None of the other directors are related to Smt. Rinku Suchanti.

C. Name of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

Name of the Company	Directorship	Membership of Committees
NIL		

D. Shareholding in the Company:

3802 Equity shares as on 31st March, 2021.

2. Shri Vineet Suchanti – Director [Appointment as Executive Director of the Company.]

A. A brief resume of the director and Nature of his expertise in specific function areas:

Shri Vineet Suchanti is associated with the Company since September, 1997 and presently he is the Non Executive Director of the Company since 5th April, 2017. He is also the part of promoter of the Company and has provided immense contribution for development of Keynote Financial Services Limited. Shri Vineet Suchanti is a Bachelor of Commerce from University of Mumbai and MBA in Finance and Marketing from University of Rochester, New York. He added innovations, perseverance and dynamism to the profession. He has been largely responsible for introducing state-of-the-art technology and modern methods of analysis and valuations in structuring and marketing, thereby taking

Keynote close to international standards in terms of creativity and services. Being new generation entrepreneur he is best suited for the associating with the affairs of the Company in a most profitable manner.

B. Disclosure of relationships between directors inter-se:

Smt. Rinku Vineet Suchanti one of the Director of the Company is the spouse of Shri Vineet Suchanti. None of the other directors on the Board are related to Shri. Vineet Suchanti.

C. Name of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

Name of the Company	Directorship	Membership of the Committees
LKP Finance Limited	Independent Director	<ul style="list-style-type: none"> • Chairman – Audit Committee • Member – Share Transfer Committee • Member – Stakeholder Relationship Committee • Chairman – Nomination & Remuneration Committee • Member – CSR Committee

D. Shareholding in the Company:

11,977 Equity shares as on 31st March, 2021

3. Shri Uday S. Patil - Whole-Time Director [Re-appointment as Whole-Time Director of the Company.]

A. A brief resume of the director and Nature of his expertise in specific function areas:

Shri Uday S. Patil has been with the Company since 1994. He has been the member of Board of Directors since September, 1997. He is having about 3 decades of experience in various fields of Commercial Banking & Investment Banking. He is instrumental in forming various processes/ procedures for the company as a whole & for Merchant Banking activities of the company which is a core business of the company. His immense contribution as Director (Investment Banking) has helped the company to execute & complete many transactions such as IPOs, Rights Issues, Buy Back, Takeovers etc. The execution capabilities & developing the team with capabilities to handle transactions of various natures has been one of the strengths of Shri Uday S. Patil. He has been Guest faculty at Alkesh Dinesh Mody Institute of Financial and Management Studies [ADMI], Jamanalal Bajaj Institute of Management Studies [JBIMS] of University of Mumbai, The Institute of Chartered Accountants of India [ICAI], National Institute of Securities Market [NISM] etc. His quote's on primary market related topics find place in leading newspapers & magazines such as Economic Times, Business Standard etc.

B. Disclosure of relationships between directors inter-se:

None of the Directors of the Company are related to Shri. Uday S. Patil.

C. Name of listed entities in which Shri. Uday S. Patil, holds the Directorship and Membership of the Committees of Board.

Name of the Company	Directorship	Membership of Committees
NIL		

D. Shareholding in the Company:

2500 Equity shares as on 31st March, 2021.