K E Y N O T E

Ref # Key25/Stock Exchange Let/SK(85) April 7, 2025

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,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Symbol: KEYFINSERV

Dear Sir/Madam,

Sub: Notice of Postal Ballot dated February 14, 2025

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Notice of Postal Ballot dated February 14, 2025, seeking approval of Members of the Company for the following resolution:

Sr No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Pankaj Joshi (DIN-00937043) as an Independent Director of the Company.	Special Resolution

Dates of relevant events as to Postal Ballot are as below

Sr No.	Particulars	Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, 4th April, 2025.	Monday, 7th April 2025
2.	Date of Commencement of e-Voting	Wednesday, 9th April 2025
3.	Date of Ending of e-Voting ("Last Date")	Thursday, 8th May 2025

4.	Results of Postal Ballot	On or before Saturday, 10th May 2025

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at www.keynoteindia.net and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/ .

You are requested to take the same on record.

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

Yours sincerely,
For **Keynote Financial Services Limited**

SIMRAN PRAKASH KASHELA
Digitally signed by SIMRAN PRAKASH KASHELA
Date: 2025.04.07 14:48:53 +05'30'

Simran Kashela
Company Secretary & Compliance Officer

Encl : as above

NOTICE OF POSTAL BALLOT

Dear Member(s)

NOTICE is hereby given that the resolution set out below are proposed to be passed by the **Members of Keynote Financial Services Limited** ("**the Company**") by means of Postal Ballot, only by way of Remote e-Voting process ("**e-Voting**"), pursuant to Sections 108, 110 of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant Circulars, including General Circular No. 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other laws, Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force and as amended from time to time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto for your consideration.

In accordance with the MCA Circulars, members can vote only through the Remote e-Voting process. Accordingly, the Company is pleased to provide Remote e-Voting facility to all its members to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Services (India) Limited (**"NSDL"**) as the agency to provide Remote e-Voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on **Thursday, 8th May 2025** (the last day to cast vote electronically) to be eligible for being considered.

The physical Postal Ballot Notice, along with Postal Ballot Forms and a pre-paid business envelope, will therefore **not** be sent to the Members for this Postal Ballot.

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

RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

SPECIAL BUSINESS:

1. **Appointment of Mr. Pankaj Joshi (DIN-00937043) as an Independent Non - Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 (**"Listing Regulations"**) (including any Statutory modification or reenactment thereof for the time being in my force), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Pankaj Joshi (DIN- 00937043), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company and the Board of Directors with effect from 31st March, 2025 and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director, not liable to retire by rotation, to hold a office for a term of five consecutive years that from 31st March, 2025 to 30th April, 2030.

RESOLVED FURTHER THAT Mr. Pankaj Joshi, shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under section 197(1) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under."

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RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company".

By Order of the Board of Directors
Keynote Financial Services Limited

Sd/-
Simran Kashela
Company Secretary and Compliance Officer

Date: 14th February 2025
Place: Mumbai

NOTES:

1. The Board of Directors of the Company at its Meeting held on Friday, 14th February 2025, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102(1) of the Act read with Rules in respect of item of Special Business as set out in the Postal Ballot Notice is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 4th April, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company/Registrar and Share Transfer Agents (**"RTA"**) of the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are **not** being sent to members for this Postal Ballot.

3. This Postal Ballot Notice will also be available on the Company's website at www.keynoteindia.net and 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 and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/

4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail addresses with the Registrar and Share Transfer Agents of the Company – MUFG Intime India Private Limited. at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self attested scanned copy).

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5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of Remote e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. **Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. The voting rights for equity shares are one vote per equity share registered in the name of the Members.**

7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated 9th December, 2020 of SEBI on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. The Remote e-Voting period commences at **10:00 A.M. (IST)** on **Wednesday, 9th April 2025** and ends at **5:00 P.M. (IST)** on **Thursday, 8th May 2025**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

9. The resolution(s), if approved by the members with requisite majority, shall be deemed to have been passed on the last date of Remote e-Voting i.e. **Thursday, 8th May 2025.** The resolution(s) passed by the Members through this Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of Members of the Company.

10. The Board of Directors has appointed Mukesh Saraswat & Associates, **(Certificate of Practice No. 10856)**, Proprietor of firm M. K. Saraswat & Associates. in whole time practice for conducting the Postal Ballot through the Remote Evoting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizers' decision on the validity of the Postal Ballot shall be final.

11. The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman of the Company or a person authorized by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith. **The result of Remote e-Voting will be announced on or before Saturday, 10th May 2025** and will be displayed on the Company's website www.keynoteindia.net and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"). The Company will also display the result of the Postal Ballot at its Registered Office.

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12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an e-mail to investors@keynoteindia.net .

13. **INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:**

1) The voting period begins on **Wednesday, 9th April 2025** at **10:00 A.M. (IST)** and ends on **Thursday, 8th May 2025** at **5:00 P.M. (IST).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 4th April 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

2) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 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' resolution. 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.

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14. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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

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	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 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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	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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********

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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.mukeshsaraswat@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Prajakta Pawle at evoting@nsdl.com

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 simran@keynoteindia.net or investors@keynoteindia.net.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to simran@keynoteindia.net or investors@keynoteindia.net.

3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

5. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Explanation relating to Resolution No. 1

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 **("The Act")** .The Board of Directors at their meeting held on 14th February 2025, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Pankaj Joshi (DIN: 00937043), as an Additional Director (in the capacity of Independent Director of the Company), with effect from 31st March 2025 for a term of five consecutive years i.e up to 30th April 2030, not liable to retire by rotation and subject to the approval of the shareholders through special resolution.

Pursuant to Regulation 17(1)(c) of Listing Regulations, Mr. Pankaj Joshi Shall hold office until the date of next General Meeting or three months from the date of appointment, whichever is earlier. Mr. Joshi is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has also received a declaration of independence from Mr. Joshi in terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is not debarred from holding the office of a director by virtue of SEBI order or any other such authority and has successfully registered himself in the Independent Directors Bank maintained by the Indian Institute of Corporate Affairs.

Mr. Pankaj Joshi shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under, Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the resolution proposed at Item No.1 of the Notice seeks the approval of the Members for the appointment of Mr. Pankaj Joshi as a Non-Executive Independent Director of the Company not liable to retire by rotation.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No.1 of this Notice for the approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Pankaj Joshi and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the accompanying Notice of Postal Ballot. This statement may also be regarded as an appropriate disclosure under the Act and SEBI LODR Regulations.

Keynote Financial Services Limited
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CIN – L67120MH1993PLC072407

Brief Profile of Mr. Pankaj Joshi is as follows

In the opinion of the Board, Mr. Pankaj Joshi fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

Mr. Pankaj Joshi, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Joshi began his career in engineering consulting in the chemical/petrochemical sector in 1992. After completing his MBA in Finance, he joined Exim Bank of India, where he later served as the Resident Representative at the bank's Johannesburg, South Africa office. In this role, he facilitated India's international trade with African countries and worked closely with multilateral funding agencies.

In 2003, Mr. Joshi started his own venture in the field of debt servicing and NPA (Non-Performing Asset) management, which he ran for 17 years. In 2017, he shifted his focus to pursue professional ambitions as an Insolvency Professional, registered with the IBBI (Insolvency and Bankruptcy Board of India). He has managed over a dozen corporate insolvency assignments, including liquidations.

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Details of Directors Seeking Appointment
(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings)

Name of the Director	Pankaj Joshi
DIN	00937043
Date of Birth	12/04/1971
Age	53
Date of first appointment on the Board	31st March, 2025
Qualifications	Mr. Joshi began his career in engineering consulting in 1992 before transitioning to finance after earning his MBA. He worked at the Exim Bank of India, serving as Resident Representative in Johannesburg, facilitating India-Africa trade. In 2003, he founded a debt servicing and NPA management firm, which he ran for 17 years. Since 2017, he has been a registered Insolvency Professional with IBBI, handling corporate insolvency and liquidation cases.
Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as an Independent Director for 5 consecutive years effective from with effect from 31st March 2025 to 30th April 2030 (for further details refer to the Notice and Explanatory Statement)
Details of remuneration last drawn (FY 2024-2025)	Not Applicable

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Details of remuneration sought to be paid	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and committees thereof, for participation
Directorships in other listed companies (excluding foreign companies)	NIL
Membership/Chairmanship of committees in other listed companies (excluding foreign companies)	NIL
Listed entities from which directors has resigned from Directorship in last 3 (three) years	NIL
No. of Board Meetings attended during FY 2024-2025	NIL
Interse relationship with other Directors and Key Managerial Personnel of the Company. **No of Shares held** **(a) Own** **(b) For other person on a beneficial basis**	NIL

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