

KEYNOTE

Ref # Key25/Stock Exchange Let/Sk (90)

May 9, 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,
BandraKurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: KEYFINSERV

Dear Sir/Madam,

Sub: Results of the Postal Ballot

In continuation to our letter dated April 7, 2025, titled 'Postal Ballot Notice' please find enclosed.

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated May 9, 2025.
3. Minutes of Postal Ballot proceedings.

The resolutions as proposed in the postal ballot notice have been passed by the shareholders by remote e-voting process with requisite majority.

The voting results along with the scrutinizers report will also be made available on the Company's website at <https://keynoteindia.net/investor-relations>

This is for your information and records.

Thanking You

For **Keynote Financial Services Limited**

Simran Kashela
Company Secretary and Compliance Officer

Encl: a/a

| Voting results | |
|---|------------|
| Record date | 04-04-2025 |
| Total number of shareholders on record date | 5228 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 1 |

| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Mr. Pankaj Joshi (DIN-00937043) as an Independent Non-Executive Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 4001144 | 3996315 | 99.8793 | 3996315 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 4001144 | 3996315 | 99.8793 | 3996315 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 516872 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 516872 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public- Non Institutions | E-Voting | 1048621 | 147256 | 14.0428 | 147212 | 44 | 99.9701 | 0.0299 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1048621 | 147256 | 14.0428 | 147212 | 44 | 99.9701 |
| Total | | 5566637 | 4143571 | 74.4358 | 4143527 | 44 | 99.9989 | 0.0011 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

Form No. MGT-13
Scrutinizer's Report

(Consolidated Scrutinizer's Report on Remote E-voting through postal ballot)

To,

The Chairman of **KEYNOTE FINANCIAL SERVICES LIMITED**, Scrutinizer report on Remote e-Voting by way of Postal Ballot is as follows:

Dear Sir,

I, Mukesh Saraswat, Practicing Company Secretaries, Proprietor of M/s. M K Saraswat & Associates, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Keynote Financial Services Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting in a fair & transparent manner, in respect of the below mentioned resolutions proposed through e-voting by postal ballot from 10:00 AM on Wednesday, 9th April, 2025 and on or before 5:00 p.m. IST on Thursday, 8th May 2025 (the last day to cast vote electronically)

The notice dated 14th February, 2025, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed through postal Ballot through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Shareholders of the Company. The Company has completed dispatch of notices by email to the members by 7th April, 2025.

The voting period for Remote e-Voting 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.

The Members of the Company holding shares as on the "cut-off" date as set out in the Notice Friday, 4th April 2025 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) MCA Circulars.

My responsibilities as a Scrutinizer is to ensure that the voting is done in a fair and transparent manner and to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 14th February, 2025, through Remote E-Voting facility to the shareholders through Postal Ballot.

After the conclusion remote e-voting, the vote casted through remote e-Voting facility had been unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Ajeet Kumar Mishra and Ms. Roshani Maurya.

The result of the scrutiny of voting by Remote E-Voting through postal Ballot in respect of resolutions (businesses) contained in notice dated 14th February, 2025 is as under:

| | |
|-----------------------------|--|
| Item No. 1 | Appointment of Mr. Pankaj Joshi (DIN-00937043) as an Independent Non - Executive Director of the Company. |
| Resolution Required: | Special |

Voting "in favour" of resolution:

| Number of Members | Number of valid votes cast | % of total number of valid votes cast |
|-------------------|----------------------------|---------------------------------------|
| 4143527 | 44 | |

Voting "against" the resolution

| Number of Members | Number of valid votes cast | % of total number of valid votes cast |
|-------------------|----------------------------|---------------------------------------|
| 2 | 44 | |

Invalid Votes

| Number of Members | Number of valid votes cast | % of total number of valid votes cast |
|-------------------|----------------------------|---------------------------------------|
| 0 | 0 | 0 |

Based on the aforesaid votes casted, we report that the Special Resolution as set out in Item No. 1 of the Notice dated 14thFebruary 2025 has been passed with requisite majority.

Notes:

1. Vote casted by related parties in aforesaid resolutions are not considered in the above results.
2. The percentages are rounded off to the nearest decimals.
3. Number of votes cast does not include no of votes abstained & invalid votes.
4. Number of shareholders are not grouped on the basis of PAN.

The relevant records relating to Remote e-voting during the postal ballot were sealed and handed over to the Chairman of the company. The result of the voting by members may accordingly be declared by the Chairman and who has also countersigned here under in token thereof.

Thanking you,

Yours faithfully,

For: M.K. SARASWAT & ASSOCIATES
(COMPANY SECRETARIES)

MUKESH SARASWAT
Digitally signed by
MUKESH SARASWAT
Date: 2025.05.09
17:51:35 +05'30'

MUKESH SARASWAT
(Proprietor)

FCS NO.: F9992,

COP NO.: 10856

UDIN: F009992G000309808

Peer Review Certificate No.: 2172/2022

Place: Mumbai

Date: 09/05/2025

Countersigned by:

For KEYNOTE FINANCIAL SERVICES LIMITED

VINEET SUCHANTI
Digitally signed by
VINEET SUCHANTI
Date: 2025.05.09
17:55:01 +05'30'

VINEET SUCHANTI
MANAGING DIRECTOR & CFO
(DIN: 00004031)

KEYNOTE

MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E VOTING CONCLUDED ON MAY 8, 2025.

The Board of Directors vide their resolution dated February 14, 2025, approved the Postal Ballot Notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

| SR. NO. | DESCRIPTION OF RESOLUTION |
|---------|--|
| 1. | Appointment of Mr. Pankaj Joshi (DIN-00937043) as an Independent Non-Executive Director of the Company |

- a. The Company had engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b. The Board had appointed M.K Saraswat & Associates., Practicing Company Secretaries, (PCS 9992) (CP 10856) as the Scrutinizer for conducting the evoting process in a fair and transparent manner.
- c. In accordance with applicable Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) circulars, the Postal Ballot Notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or the Register of Beneficial Owners maintained by the Depositories as on the cut-off date April 4, 2025, seeking approval as set out in the postal ballot notice.
- d. The total number of shareholders as on the cut-off date was 5228.
- e. Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on April 7, 2025.
- f. A Public advertisement was published on April 8, 2025, in the free press journal in English and Navshakti in Marathi.
- g. The e-voting commenced on Wednesday, April 9, 2025 (10.00 AM IST) and closed on Thursday, May 8, 2025 (5.00 PM IST).
- h. The Scrutinizer unblocked the votes cast under e-voting and downloaded the details on May 9, 2025, from the NSDL portal in the presence of two witnesses.
- i. The Scrutinizer then rendered his report to the Chairman.
- j. The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated February 14, 2025, were passed with the requisite majority. The details of voting are as below;

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

KEYNOTE

| Resolutions | Total Shares as on the cut-off date | No of votes polled | No of votes in favor | % of votes in favor | No of votes - against | % of votes against |
|--|-------------------------------------|--------------------|----------------------|---------------------|-----------------------|--------------------|
| Appointment of Mr. Pankaj Joshi (DIN-00937043) as an Independent Non-Executive Director of the Company | 5566637 | 4143571 | 4143527 | 99.9989 | 44 | 0.0298 |

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

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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.”

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”.

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