K E Y N O T E

Ref # Key26/Stock Exchange Let/SK(40) November 19, 2026

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 November 13, 2026

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Notice of Postal Ballot dated November 13, 2026, seeking approval of Members of the Company for the following resolution:

Sr No.	Description of Resolution	Type of Resolution
1.	To approve material related party transactions between the Subsidiaries of the Company.	Ordinary Resolution
2.	To approve material related party transactions between the Subsidiaries and an entity having common related parties	Ordinary 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, 13th November, 2026.	Thursday, 19th November 2026
2.	Date of Commencement of e-Voting	Friday, 20th November 2026
3.	Date of Ending of e-Voting ("Last Date")	Saturday, 19th December 2026
4.	Results of Postal Ballot	On or before Tuesday, 22nd December 2026

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: 2026.11.19 14:23:04 +05'30'

Simran Kashela
Company Secretary & Compliance Officer

Encl : as above

NOTICE OF POSTAL BALLOT

Dear Member(s)

NOTICE is hereby given that the resolutions 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 Limited (**"NSDL"**) as the agency to provide Remote e-Voting facility. Members are requested to read the instructions in the Notes to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on **Saturday, 19th December, 2026** (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:

1. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE SUBSIDIARIES OF THE COMPANY.**

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

" **RESOLVED THAT** in supersession of the resolution passed earlier in this regard, pursuant to Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with the applicable circulars issued thereunder from time to time, applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification (s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, rules, regulations, circulars and guideline, the Company's policy on Related Party Transaction(s), based on the recommendation of the Audit Committee and approval by the Board of Directors of the Company given at their respective meetings and subject to such approvals, consents, permission and session as may be required, the consent of the Members of the Company be and is hereby accorded to the granting and/or availing of loan facilities, / any other type of financial assistance, granting and/or accepting inter-corporate deposits and/or entering into other borrowing arrangements, and /or giving/accepting Corporate Guarantee in one or more tranches, between Keynote Capitals Limited (Wholly Owned Subsidiary of the Company) and Keynote Fincorp Limited (a Subsidiary Company)-- a related party under Regulation 2(1)(zb) of the ("SEBI LODR Regulations") for an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores only),provided that the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only), on such terms and conditions, including tenure, rate of interest, security, repayment schedule and other terms, as may be mutually agreed upon between the parties, subject to applicable laws and regulatory requirements.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and is authorized to sign, modify and execute any papers, agreements, documents, deeds or writings including deeds of assignment/transfer/ conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in order to give effect to this resolution, to make applications and filings to competent authorities as required, for the purpose of obtaining all approvals and sanctions as may be required to be obtained by the Company in this regard and settling all such issues, questions, difficulties or doubts

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whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE SUBSIDIARIES AND AN ENTITY HAVING COMMON RELATED PARTIES

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

" **RESOLVED THAT** in supersession of the resolution passed earlier in this regard, pursuant to Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with the applicable circulars issued thereunder from time to time, applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification (s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, rules, regulations, circulars and guideline, the Company's policy on Related Party Transaction(s), based on the recommendation of the Audit Committee and approval by the Board of Directors of the Company given at their respective meetings and subject to such approvals, consents, permission and session as may be required, the consent of the Members of the Company be and is hereby accorded to the granting and/or availing of loan facilities, / any other type of financial assistance, granting and/or accepting inter-corporate deposits and/or entering into other borrowing arrangements, and /or giving /accepting Corporate Guarantee in one or more tranches, between Keynote Fincorp Limited (Subsidiary Company), with Maple Leaf Trading and Services Private Limited, both having common related parties under Regulation 2(1)(zb) of the ("SEBI LODR Regulations") for an aggregate amount not exceeding ₹100 Crores (Rupees Hundred Crores only),provided that the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only), on such terms and conditions, including tenure, rate of interest, security, repayment schedule and other terms, as may be mutually agreed upon between the parties, subject to applicable laws and regulatory requirements.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and is authorized to sign, modify and execute any papers, agreements, documents, deeds or writings including deeds of assignment/transfer/ conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in order to give effect to this resolution, to make

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applications and filings to competent authorities as required, for the purpose of obtaining all approvals and sanctions as may be required to be obtained by the Company in this regard and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
Keynote Financial Services Limited

Sd/-
Simran Kashela
Company Secretary and Compliance Officer

Date: 13th November 2026
Place: Mumbai

NOTES:

1. The Board of Directors of the Company at its Meeting held on Friday, 13th November 2026, 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, 13th November 2026 ("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@in.mpms.mufg.com 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).

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

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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 **Friday, 20th November 2026** and ends at **5:00 P.M. (IST)** on **Saturday, 19th December 2026**. 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. **Saturday, 19th December 2026.** 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, **(Certificate of Practice No. 10856)**, Proprietor of firm M. K. Saraswat & Associates LLP. 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, 21st December 2026** 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 **Friday, 20th November 2026** at **10:00 A.M. (IST)** and ends on **Saturday, 19th December 2026** 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, 13th November 2026** 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.

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

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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 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

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	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. 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

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	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.

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

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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**********
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.

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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.

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.

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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

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.

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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 & 2

The Members of the Company, at their Annual General Meeting held on 28th September 2026, had accorded approval for undertaking material related party transactions proposed to be entered into between the Subsidiaries of the Company, namely, Keynote Capitals Limited (Wholly Owned Subsidiary) and Keynote Fincorp Limited (Subsidiary), and between Keynote Fincorp Limited- a Subsidiary of the Company and Maple Trading and Services Private Limited having common related parties for the financial year 2026-2027, up to an aggregate limit of ₹35 Crores (Rupees Thirty-Five Crores only).

Based on the transactions undertaken till date, it is anticipated that the existing approved limits may not be sufficient to undertake further transactions during the financial year 2026-2027. Considering the structure of the Group and the business requirements of the respective entities, it is proposed to enhance the existing limits to ₹ 100 Crores (Rupees One Hundred Crores only) for each of the respective entities, with the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only).

The proposed transactions may include granting and/or availing of loans or other financial assistance, granting and/or accepting inter-corporate deposits, entering into other borrowing arrangements and/or providing or accepting corporate guarantees, in one or more tranches, on such terms and conditions, including tenure, rate of interest, security, repayment schedule and other terms, as may be mutually agreed upon between the parties, subject to applicable laws and regulatory requirements.

The proposed enhancement of limits is intended to provide greater financial flexibility to the respective entities to meet their business requirements and facilitate efficient utilisation of financial resources within the Group.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, material related party transactions require prior approval of the Audit Committee and approval of the Members of the Company, as applicable. Accordingly, the approval of the Members of the Company is being sought by way of an Ordinary Resolution as applicable, for the proposed enhancement of the limits for undertaking the aforesaid material related party transactions.

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Disclosures as required under Industry Standards Note ("ISN") on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions".

A(1): Basic details of the related party and transactions with the related party

S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
1.	Name of the related party	Keynote Capitals Limited ("KCL"), a wholly owned subsidiary ("wos") of the Company and Keynote Fincorp Limited ("KFL") is a subsidiary of the Company.	Keynote Fincorp Limited ("KFL"), a subsidiary of the Company, and Maple Leaf Trading and Services Private Limited ("Maple") (Formerly known as "Bela Properties Private Limited"), having common related parties.
2.	Country of Incorporation	India	India
3.	Nature of business of the related party	KCL-Broking, Advisory and Proprietary Trading Activities. KFL- NBFC/Financing activities	KFL- NBFC/Financing activities. Maple-- Trading and Services related activities.

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A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Transaction between "wos" and a subsidiary.	Transaction between the Subsidiary and an entity having common related parties
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.	KCL holds 42.86% of the Paid up Share Capital of KFL.	NIL
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary)		

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	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Not Applicable	Not Applicable

A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>In Financial Year - 2025-26 (Rupees in Lakhs)</th></tr><tr><td>1.</td><td>Loan given</td><td>₹ 4,291.18</td></tr><tr><td>2.</td><td>Repayment of loan given</td><td>₹ 1,719.16</td></tr></table>	Not Applicable
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable	Not Applicable

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3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	Not Applicable

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders	an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores only), provided that the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only)	an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores only), provided that the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes

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S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Approximately 375.74%	Approximately 375.74%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	472.80% of the standalone turnover of KCL (the wholly owned subsidiary)	5565.75% of the standalone turnover of KFL (the subsidiary)
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Approximately 375.74%	Approximately 375.74%
6.	Financial performance of the related party for the immediately preceding financial year (31.03.2026):	Turnover: ₹ 179.67 (in lacs) Net Profit: ₹ 24.82(in lacs) Net worth: ₹ 1,533.12 (in lacs)	Turnover: ₹ 0 Net Profit: ₹ 0.31 in lacs) Net worth: ₹ 18.47(in lacs)

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A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	It will be in the form of either giving/availing loan facility(ies), financial assistance, inter-corporate deposits and/or other borrowing arrangements, giving or accepting corporate guarantees.	It will be in the form of either giving/availing loan facility(ies), financial assistance, inter-corporate deposits and/or other borrowing arrangements, giving or accepting corporate guarantees.
2.	Details of each type of the proposed transaction	All the transactions entered between KCL and KFL are on a continuous basis.	All the transactions entered between KCL and Maple are on a continuous basis
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Not exceeding 1 year	Not exceeding 1 year
4.	Whether omnibus approval is being sought?	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores only), provided that the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only)	an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores only), provided that the maximum amount of each individual transaction, shall not exceed ₹ 35 Crores (Rupees Thirty-Five Crores only)

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S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transaction is commercially beneficial to the Company and its subsidiaries.	The transaction is commercially beneficial to the Company, its subsidiaries and the related parties.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Vineet Suchanti and Mr. Rakesh Choudhari both are the common Directors in the KCL and KFL.	Mr. Vineet Suchanti, and Mr. Rakesh Choudhari are the common Directors in the KFL and Maple and Mrs Rinku Vineet Suchanti is a Director in Maple.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable
9.	Other information relevant for decision making	Not Applicable	Not Applicable

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B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary

S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
1.	Sources of funds in connection with the proposed transaction	Through surplus funds/ operational income of the Wos or borrowings.	Through surplus funds/ operational income/borrowings of the subsidiary
2.	Whether any financial indebtedness is incurred to give loan, Inter-corporate deposit or advance. a. Nature of borrowing b. Total cost of borrowing c. Tenure d. Other details	While predominantly, both the companies will endeavour to use their respective surplus funds, borrowings will be resorted to only when needed and the same will be as per the market rates	While predominantly, both the companies will endeavour to use their respective surplus funds, borrowings will be resorted only when needed and the same will be as per the market rates
3.	Material covenants of the proposed transaction	NIL	NIL
4.	Interest rates charged on loans/ intercorporate deposits/advances by the listed entity (or its subsidiary in case of transaction involving in the subsidiary) in the last financial year	At market rates	At market rates

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S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
5.	Rate of Interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not Applicable	Not Applicable
6.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	Not Applicable	Not Applicable
7.	Maturity/due date	The transaction will be on a continuous basis	The transaction will be on a continuous basis.
8.	Repayment schedule & terms	On a continuous basis	on continuous basis
9.	Whether secured/ unsecured?	Unsecured	Unsecured
10.	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable

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S. No.	Particulars of the information	Between Subsidiaries of the Company (Item No. 1 of the Notice)	Subsidiary and an entity having common related parties (Item No. 2 of the Notice)
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	For their business activities	For their business activities
12.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Not Applicable	Not Applicable
13.	Amount of total borrowings of the related party during the last financial year	₹ 25.96 (lacs)	Not Applicable
14.	Interest rate paid on the borrowings by the related party in the last financial year	8% - 8.25% p. a.	8% - 8.25% p. a.
15.	Default in relation to borrowings, if any, made during the last financial year, by the related party from the Listed entity or any other person	Not Applicable	Not Applicable
16.	Advances provided, their break-up and duration.	Not Applicable	Not Applicable
17.	Advance as % of the total loan given during the preceding 12 months	Not Applicable	Not Applicable

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The Directors, Key Managerial Personnel or their relatives holding shares of the company may be deemed to be concerned or otherwise interested in the said Resolutions to the extent of their shareholding in the respective companies.

The Board recommends the Ordinary Resolutions as set out under Item No. 1 and 2 of this Postal Ballot Notice for approval by the Members.

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