

# KEYNOTE

Ref # Key24/Stock Exchange Let/SK(09)

3<sup>rd</sup> April, 2024

The Manager  
**BSE Limited,**  
Listing Department,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

The Manager  
**National Stock Exchange of India Ltd.**  
Listing Department,  
Exchange Plaza, C-1, Block - G,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Scrip Code: 512597**

**Symbol: KEYFINSERV**

Dear Sir/Madam,

**Sub: Notice of Postal Ballot dated 28<sup>th</sup> March 2024**

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of Postal Ballot dated 28<sup>th</sup> March 2024, seeking approval of Members of the Company for the following resolution:

<b>Sr No.</b>	<b>Description of Resolution</b>	<b>Type of Resolution</b>
1.	Reappointment of Mr. Vineet Suchanti (DIN- 00004031) as the Managing Director of the Company.	Ordinary Resolution
2.	To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (Din-00004031) Executive Director Who is Member of Promoter Group.	Special Resolution
3.	Appointment of Mr. C.P. Ravindranath Menon (DIN- 01771043) as an Independent Director of the Company.	Special Resolution
4.	Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent Director of the Company.	Special Resolution

## **Keynote Financial Services Limited**

The Ruby, 9<sup>th</sup> Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028  
Tel : 91 22 6826 6000 Fax : 91 22 6826 6088 Email : [info@keynoteindia.net](mailto:info@keynoteindia.net) Website [www.keynoteindia.net](http://www.keynoteindia.net)  
CIN - L67120MH1993PLC072407

# KEYNOTE

## 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, 29 <sup>th</sup> March, 2024	Wednesday, 3 <sup>rd</sup> April, 2024
2.	Date of Commencement of e-Voting	Friday, 5 <sup>th</sup> April, 2024
3.	Date of Ending of e-Voting ("Last Date")	Saturday, 4 <sup>th</sup> May, 2024
4.	Results of Postal Ballot	On or before Monday, 6 <sup>th</sup> May, 2024

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.keynoteindia.net](http://www.keynoteindia.net) and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.nsdl.com](http://www.evotingindia.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: 2024.04.03  
16:37:20 +05'30'

**Simran Kashela**  
**Company Secretary & Compliance Officer**

Encl : as above

## **Keynote Financial Services Limited**

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## 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 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant Circulars, including General Circular No. 20/2021 dated 8<sup>th</sup> 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 **Saturday, 4<sup>th</sup> May 2024** (the last day to cast vote electronically) to be eligible for being considered.

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

### **Keynote Financial Services Limited**

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## RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT :

### SPECIAL BUSINESS

1. Reappointment of Mr. Vineet Suchanti (DIN- 00004031) as the Managing Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“ Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Vineet Suchanti (DIN: 00004031), as the Managing Director of the Company and to be designated as the Managing Director of the Company, for a period of three (3) years with effect from April 1, 2024 up to March 31, 2027, liable to retire by rotation, on the terms and conditions of re-appointment including remuneration as set-out in the Explanatory Statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Vineet Suchanti, subject to the provisions of the Act and applicable laws.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Vineet Suchanti, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**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”.

### **Keynote Financial Services Limited**

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2. **To Ratify the Remuneration Paid to Mr. Vineet Suchanti, (Din- 00004031) Executive Director Who Is Member of Promoter Group**

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

**"RESOLVED THAT** pursuant to Regulation 17(6) (e) (ii) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, the consent of the company be and is hereby accorded to ratify the payment of remuneration paid to Executive Directors as per existing terms and conditions as approved by the shareholders to Mr. Vineet Suchanti, Executive Director (DIN: 00004031) as per existing terms and conditions as approved by the shareholders at the earlier Annual General Meetings till the expiry of their current term that is 31<sup>st</sup> March, 2027."

**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".

3. **Appointment of Mr. C.P. Ravindranath Menon (DIN- 01771043) as Independent 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. C.P. Ravindranath Menon (DIN- 01771043 ), 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 28<sup>th</sup> March, 2024, 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 28<sup>th</sup> March, 2024 to 27<sup>th</sup> March, 2029

**Keynote Financial Services Limited**

# KEYNOTE

**RESOLVED FURTHER THAT** Mr. C.P. Ravindranath Menon 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.”

**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”.

4. **Appointment of Mr. Riaz Thingna (DIN-00168391) as an Independent 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. Riaz Thingna (DIN- 00168391), 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 28<sup>th</sup> March, 2024, 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 28<sup>th</sup> March, 2024 to 27<sup>th</sup> March, 2029

**RESOLVED FURTHER THAT** Mr. Riaz Thingna 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.”

## **Keynote Financial Services Limited**

# KEYNOTE

**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: 28<sup>th</sup> March, 2024**

**Place: Mumbai**

## NOTES:

1. The Board of Directors of the Company at its Meeting held on Thursday, 28<sup>th</sup> March, 2024, 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, 29<sup>th</sup> March, 2024 ("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](http://www.keynoteindia.net) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.nsdl.com](http://www.evotingindia.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 - M/s. Link Intime India Pvt. Ltd. at [rnt.helpdesk@linkintime.co.in](mailto: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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## **Keynote Financial Services Limited**

The Ruby, 9<sup>th</sup> Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028

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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 9<sup>th</sup> 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, 5<sup>th</sup> April, 2024** and ends at **5:00 P.M. (IST) on Saturday, 4<sup>th</sup> May, 2024**. 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, 4<sup>th</sup> May, 2024**. 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 **Ms. Uma Lodha (Certificate of Practice No. 2593)**, Proprietor of firm M/s Uma Lodha & Co. 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 Monday, 6<sup>th</sup> May, 2024** and will be displayed on the Company's website [www.keynoteindia.net](http://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.

## Keynote Financial Services Limited



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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](mailto:investors@keynoteindia.net).

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

- 1) The voting period begins on **Friday, 5<sup>th</sup> April, 2024** at **10:00 A.M. (IST)** and ends on **Saturday, 4<sup>th</sup> May, 2024** 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, 29<sup>th</sup> March, 2024** 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 **9<sup>th</sup> 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.

**Keynote Financial Services Limited**

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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.	<ol style="list-style-type: none"><li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is</li></ol>

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	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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</li></ol>

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	<p>user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>

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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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

## **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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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

### **Keynote Financial Services Limited**

The Ruby, 9<sup>th</sup> Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028

Tel : 91 22 6826 6000 Fax : 91 22 6826 6088 Email : [info@keynoteindia.net](mailto:info@keynoteindia.net) Website [www.keynoteindia.net](http://www.keynoteindia.net)

CIN - L67120MH1993PLC072407

# KEYNOTE

	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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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# KEYNOTE

## **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 [uma@umalodha.com](mailto:uma@umalodha.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.

### **Keynote Financial Services Limited**

# KEYNOTE

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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Prajakta Pawle at [evoting@nsdl.com](mailto: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](mailto:simran@keynoteindia.net) or [investors@keynoteindia.net](mailto: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](mailto:simran@keynoteindia.net) or [investors@keynoteindia.net](mailto: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](mailto: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.

**Keynote Financial Services Limited**

# KEYNOTE

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

### Explanation relating to Resolution No. 1

The previous terms of appointment of Mr. Vineet Suchanti as a Managing Director of the Company expired on March 31, 2024. On the recommendations of the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") has approved, at its meeting held on March, 28, 2024, the reappointment of Mr. Vineet Suchanti as the Managing Director for a further period of three (3) years with effect from April 1, 2024 to March 31, 2027, subject to the approval of the members, on the terms of remuneration given below and designated as Managing Director of the Company.

The re-appointment of Mr. Vineet Suchanti has been recommended by the Company's NRC after a thorough evaluation of his performance and contribution to the Company. The Board believes that Mr. Vineet Suchanti has a deep understanding of Merchant Banking and Finance industry, and his experience and expertise have been invaluable in navigating the Company through several challenges and opportunities over the years. The Board believes that the re-appointment of Mr. Vineet Suchanti as the Managing Director is in the best interest of the Company.

In terms of Section 196(3) of Companies Act, 2013, the approval of members by way of ordinary resolution is sought for re-appointment of Mr. Vineet Suchanti, as a Managing Director for a period of three (3) years.

Additional information in respect of Mr. Vineet Suchanti, pursuant to Regulation 36 of SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is given at Annexure A to this Notice.

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

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

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

### Keynote Financial Services Limited

# KEYNOTE

## Benefits and Amenities:

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

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

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

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

### I. General Information:

#### 1. Nature of Industry

Merchant Baking/Corporate Advisory Services

#### 2. Date or expected date of commencement of commercial production

Not Applicable

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

Not Applicable

#### 4. Financial performance based on given indicators during financial year ended 31<sup>st</sup> March 2023

(Rs. In Lakhs)

Total Income	:	707.19
Expenses	:	631.90
Profit	:	75.29
EPS (Rs.)	:	0.73
Total Assets	:	6583.98

#### 5. Foreign investment or collaborators, if any

As on 31st March 2023, the foreign shareholding in the company is 5,15,684 Equity Shares representing 7.3477% of the total capital.

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CIN - L67120MH1993PLC072407

# KEYNOTE

## II. Information about Mr. Vineet Suchanti, Managing Director

### 1. Background Details:

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

### 2. Past remuneration:

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

### 3. Recognition or awards:

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

### 4. Job profile and her suitability:

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

### 5. Remuneration proposed:

The remuneration of Mr. Vineet Suchanti is set out above.

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

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

## Keynote Financial Services Limited

# KEYNOTE

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

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

Except Mr. Vineet Suchanti and Ms. Rinku Suchanti and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

The Board recommends the resolution as set out in the Item No. 1 of accompanying notice for the approval of members of the Company as Ordinary Resolution.

**Explanation relating to Resolution No. 2**

As members are aware, Mr. Vineet Suchanti, is a Member of the Promoter Group was appointed as an Executive Director of the Company with effect from 1<sup>st</sup> April, 2021 for a period of three years (3) up to 31<sup>st</sup> March, 2024. The Members have approved her appointment in the AGM held on 29<sup>th</sup> September, 2021. As per Regulation No. 17(6) (e) (ii) of SEBI (LODR) (Amendment) Regulations, 2018, prescribes that where there is more than one (1) Executive Director who is member of the Promoter Group and if the aggregate annual remuneration payable to such Directors exceeds 5% of the net profits of the listed Company, same is subject to the approval of the shareholders by “special resolution” in general meeting whereas the resolution for appointment of these Directors was passed as “ordinary resolution.” Passing of resolution as ‘special’ resolution is as prescribed under the aforesaid LODR regulation. Since the aggregate annual remuneration is more than the limit as prescribed under the aforesaid Regulation, the ratification resolution at Item No. 2 is recommended for the approval of the members as special resolution. The approval of the shareholders’ under this provision will be valid till the expiry of the term of such Director 31<sup>st</sup> March, 2027. The Board of Directors in its meeting held on 28<sup>th</sup> March, 2024 ratified the payment of remuneration of Mr. Vineet Suchanti on recommendation of Nomination & Remuneration Committee of the Company. The Managerial Remuneration approved by the Board of Directors is within the limits specified under section 197 of the Companies Act 2013. However, as required in terms of Regulation No. 17(6) (e) (ii) of SEBI (LODR) (Amendment) Regulations, 2018, the payment of remuneration to these Directors requires ratification by the members & hence the said resolution is recommended.

Except Mr. Vineet Suchanti and Ms. Rinku Suchanti and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

The Board recommends the resolution as set out in the Item No. 2 of accompanying notice for the approval of members of the Company as Special Resolution.

**Keynote Financial Services Limited**



# KEYNOTE

## **Explanation relating to Resolution No. 3**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("The Act") .The Board of Directors at their meeting held on 28<sup>th</sup> March, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. C.P Ravindranath Menon (DIN:01771043), as an Additional Director (in the capacity of Independent Director of the Company), with effect from 28<sup>th</sup> March, 2024 for a term of five consecutive years i.e up to 27<sup>th</sup> March, 2029,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. C.P Ravindranath Menon Shall hold office until the date of next General Meeting or three months from the date of appointment, whichever is earlier. Mr. Menon 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. Menon 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. C.P. Ravindranath Menon 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.3 of the Notice seeks the approval of the Members for the appointment of Mr. Menon 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.3 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.C. P Ravindranath Menon and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 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**

# KEYNOTE

## **Brief Profile of Mr. C.P Ravindranath Menon is as follows**

Mr.C. P. Ravindranath Menon after graduation from law school law enrolled as an advocate with the Bar Council of Kerala and practiced law before the High Court of Kerala from 1981 to 1993. He has done his masters in law (LL.M) from Amity University, Mumbai,

In 1993 Mr.C. P. Ravindranath Menon, joined Bank of India as Chief Officer (Law) at its Head Office in Mumbai as a direct recruit. He was thereafter promoted as Chief Manager (Scale IV) and while working as Chief Manager, Mr.C. P. Ravindranath Menon, was selected as Assistant General Manager (Scale V) by BSRB in Bank of India and posted to head its Northern Zone Legal Department. He was with Bank of India until February 2002 when he was directly recruited in Exim Bank as Deputy General Manager in the Legal Group.

He headed the Legal group since 2005 as General Manager and later on as Chief General Manager till June 2019 and was then retained as Legal Advisor till December 2019.

While working with Exim Bank, Mr.C. P. Ravindranath Menon, was selected for secondment to the New Development Bank, Shanghai (NDB) set up by the BRICS member countries in February 2016. In NDB, Mr.C. P. Ravindranath Menon, reported directly to the President Mr. K.V. Kamath and he set up NDB's Legal Department. His initial secondment period was 6 months, however, at the request of NDB, his secondment period was extended twice till end December 2016.

Mr.C. P. Ravindranath Menon, left Exim Bank on 31-12-2019 and has now set up his independent practice in Mumbai since 01-01-2020 appearing mainly before the High Court, NCLT & the DRT and DRAT.

Mr.C. P. Ravindranath Menon, is the author of the study material on *Legal & Regulatory Aspects of Banking* prepared for the Indian Institute of Bankers for JAIIB course.

He is a regular speaker at the Management Development Institute of Bank of India, Belapur and Institute of Company Secretaries.

## **Explanation relating to Resolution No. 4**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("The Act") .The Board of Directors at their meeting held on 28<sup>th</sup> March, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Riaz Thingna (DIN:00168391), as an Additional Director (in the capacity of Independent Director of the Company), with effect from 28<sup>th</sup> March, 2024 for a term of five consecutive years i.e up to 27<sup>th</sup> March, 2029,not liable to retire by rotation and subject to the approval of the shareholders through special resolution.

## **Keynote Financial Services Limited**

# KEYNOTE

Pursuant to Regulation 17(1)(c) of Listing Regulations, Mr. Riaz Thingna shall hold office until the date of next General Meeting or three months from the date of appointment, whichever is earlier. Mr. Riaz 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. Riaz Thingna 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. Riaz Thingna 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.4 of the Notice seeks the approval of the Members for the appointment of Mr. Riaz Thingna 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.4 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. Riaz Thingna and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the accompanying Notice of Postal Ballot. This statement may also be regarded as an appropriate disclosure under the Act and SEBI LODR Regulations.

## **BRIEF Profile of Mr. Riaz Thingna is as follows**

In opinion of the Board, Mr. Riaz Thingna 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. Riaz Thingna, 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

## **Keynote Financial Services Limited**

# KEYNOTE

and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mr. Riaz Thingna, has More than 30 years of experience in tax advisory and regulatory advisory services, both domestic and international tax. He possess expertise in the areas of areas of expertise include direct tax, inbound and outbound investment, tax advisory services, business restructuring, international tax and FEMA.

**Keynote Financial Services Limited**

# KEYNOTE

## ANNEXURE TO THE NOTICE

**Mr. Vineet Suchanti - Director [Reappointment as Managing Director of the Company.]**

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

Mr. Vineet Suchanti is a Bachelor of Commerce from University of Mumbai and MBA in Finance and Marketing from University of Rochester, New York. He adds innovations, perseverance and dynamism to the profession. He has been largely responsible for introducing state-of-the-art technology and modern methods of analysis and valuations in structuring and marketing, thereby taking Keynote close to international standards in terms of creativity and services.

Being new generation entrepreneur he is best suited for the associating with the affairs of the Company in a most profitable manner.

**B. Disclosure of relationships between directors inter-se:**

Ms. Rinku Vineet Suchanti one of the Director of the Company is the spouse of Mr. Vineet Suchanti.

None of the other directors on the Board are related to Mr. Vineet Suchanti.

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

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

**D. Shareholding in the Company:**

11,977 Equity shares as on 31st March, 2023

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# KEYNOTE

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

<b>Name of the Director</b>	C.P. Ravindranath Menon	Riaz Taher Thingna
<b>DIN</b>	01771043	00168391
<b>Date of Birth</b>	02/06/1959	04/08/1961
<b>Age</b>	64	62
<b>Date of first appointment on the Board</b>	28 <sup>th</sup> March, 2024	28 <sup>th</sup> March, 2024
<b>Qualifications</b>	Mr. C.P Ravindranath Menon, after graduation from law school law enrolled as an advocate with the Bar Council of Kerala and practiced law before the High Court of Kerala from 1981 to 1993. He has done his masters in law (LL.M) fom Amity University, Mumbai	Chartered Accountant (Institute of Chartered Accountants of India)
<b>Expertise in specific functional areas</b>	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
<b>Skills and capabilities required for the role and manner in which the Directors meet the requirements</b>	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
<b>Terms and conditions of appointment</b>	Appointment as an Independent Director for a period of 5 consecutive years effective from with effect from 28 <sup>th</sup> March, 2024 to 27 <sup>th</sup> March, 2029 (for further details refer the Notice and Explanatory Statement)	Appointment as an Independent Director for a period of 5 consecutive years effective from with effect from 28 <sup>th</sup> March, 2024 to 27 <sup>th</sup> March, 2029 (for further details refer the Notice and Explanatory Statement)
<b>Details of remuneration last drawn (FY 2022-2023)</b>	Not Applicable	Not Applicable

**Keynote Financial Services Limited**



# KEYNOTE

<b>Details of remuneration sought to be paid</b>	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	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
<b>Directorships in other listed companies (excluding foreign companies)</b>	NIL	NIL
<b>Membership/Chairmanship of committees in other listed companies (excluding foreign companies)</b>	NIL	NIL
<b>Listed entities from which directors has resigned from Directorship in last 3 (three) years</b>	NIL	NIL
<b>No. of Board Meetings attended during FY 2022-2023</b>	NIL	NIL
<b>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</b>	NIL	NIL

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## Keynote Financial Services Limited