

KEYNOTE

25
YEARS
OF CREATING
VALUE
THROUGH
RELATIONSHIPS
AND
TRUST

Ref # Key19/Stock Exchange Let/Sm(46)

16th July, 2019

The Manager
BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

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

Scrip Code / Name of Scrip: 512597/KEYFINSER

Name of Scrip: KEYFINSERV

Dear Sir,

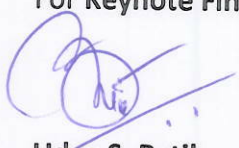
Reg.: Notice of 26th Annual General Meeting of the Company to be held on
13th August, 2019

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, please find attached herewith the Notice of 26th Annual General Meeting of the Company to be held on Tuesday, 13th August, 2019 for your record.

Please acknowledge the receipt.

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

Yours sincerely,
For Keynote Financial Services Limited


Uday S. Patil
Director
(DIN: 00003978)



Encl: as above

Keynote Financial Services Limited

(formerly known as Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028

Tel.: 91 22 6826 6000 • Fax: 91 22 6826 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net

CIN-L67120MH1993PLC072407

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KEYNOTE FINANCIAL SERVICES LIMITED WILL BE HELD ON TUESDAY, 13TH DAY OF AUGUST, 2019 AT HOMI J. H. TALEYARKHAN MEMORIAL HALL, INDIAN RED CROSS SOCIETY, 141, SHAHID BHAGAT SINGH ROAD (TOWN HALL COMPOUND) FORT, MUMBAI – 400 001 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditor's thereon.
2. To declare dividend for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Shri. Vineet Suchanti, (DIN - 00004031), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

4. **To Re-appoint Shri. Manish Desai (DIN: 02925757), as an Independent Director of the Company for a second term.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being force) and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, if any, Shri. Manish Desai (DIN: 02925757), who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (Five) years with effect from 9th September, 2019 up to 8th September, 2024, as per recommendation of Nomination and Remuneration Committee.”

5. **To Re-appoint Shri. Anish Malhotra (DIN: 02034366), as an Independent Director of the Company for a second term.**

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being force) and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, if any, Shri. Anish Malhotra (DIN: 02034366), who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5(Five) years with effect from 9th September, 2019 up to 8th September, 2024, as per recommendation of Nomination and Remuneration Committee.

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

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

**Date: 15th May, 2019
Place: Mumbai**

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 [FORTY-EIGHT] HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 [ten] percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
- 4) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 5) The Register of Members and share transfer books of the Company will remain closed from Wednesday, 7th August, 2019 to Tuesday, 13th August, 2019 (both days inclusive).
- 6) The dividend for the financial year 31st March, 2019, as recommended by the Board of Directors, if approved by the Members, will be paid after Annual General Meeting to those Members holding shares in physical form whose names shall appear on the Company's Register of Members on closure of business hours i.e. Tuesday, 6th August, 2019; in respect of the shares held in dematerialized form the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Tuesday, 6th August, 2019.
- 7) The Dividend is proposed to be disbursed by way of National Electronic Clearing Service (NECS). For this purpose, the details such as, name of the Bank, name of the branch, 9-digit code number appearing on the MICR band of the cheque supplied by the Bank, account type, account number etc. are to be furnished to your DP if the shares are in electronic form or to the Registrars & Transfer Agents if they are held in physical mode.
- 8) The practice of distributing copies of Annual Reports at the Annual General Meeting has been discontinued as a measure of economy.
- 9) Members wishing to claim dividends, which have remained unclaimed, are requested to correspond with Registrar & Share Transfer Agent and Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection fund constituted by the Central Government.

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

Date of Declaration of Dividend	Dividend for the year	Proposed date for transfer to Investor Education and Protection Fund (IEPF)
27 th September, 2012	2011 - 2012	4 th November, 2019
25 th September, 2013	2012 - 2013	2 nd November, 2020
9 th September, 2014	2013 - 2014	17 th October, 2021
29 th September, 2015	2014 - 2015	6 th November, 2022
29 th July, 2016	2015 - 2016	5 th September, 2023
23 rd August, 2017	2016 - 2017	30 th September, 2024
9 th August, 2018	2017 - 2018	16 th September, 2025

All the members are requested to note that as per the notification of Ministry of Corporate Affairs (MCA) dated 10th May, 2012 full details of shareholders and dividend amount pending encashment have been uploaded on website of MCA (i.e. www.mca.gov.in) and Company (i.e. www.keynoteindia.net). Said information for the period up to 9th August, 2018 has been made available and will be updated as per the requirements. The members may check the details for unclaimed dividend if any and approach the Company and Registrar for getting the same paid. During Financial Year 2018-2019 Company has transferred a sum of ₹ 2,18,149/- (Rupees Two Lakh Eighteen Thousand One Hundred and Forty Nine only) Unclaimed Dividend of Financial Year 2010-2011 to Investor Education and Protection Fund (IEPF) on 27th November, 2018.

10) Equity Share due for transfer to IEPF:

Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to be transferred to Investors Education and Protection Fund (IEPF) pursuant to Section 124(6) of the Companies Act, 2013. Relevant details in this respect are posted on the Company's website www.keynoteindia.net in Compliance – Investor Relation section.

The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court/Authority restraining transfer, payment of dividend etc. During the financial year 2018-2019 Company has transferred 41011 Equity Shares to the Investor Education and Protection Fund (IEPF) authority.

11) All documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.

12) Members are requested to:

- Intimate changes, if any, in their registered address at the earliest.
- Furnish PAN with Income Tax Ward/Range/District to the Company.
- Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.
- Bring the copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
- Send the queries, if any, **at least 7 (Seven) days in advance** of the meeting so that the information can be made available at the meeting.

13) Ministry of Corporate Affairs, Government of India, vide Circular No. 17/2011 dated 21st April, 2011 and Circular No.18/2011 dated 29th April, 2011 allowed service of documents by e-mode as a Green initiative in the Corporate Governance. Members are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Limited Unit: Keynote Financial Services Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, for the purpose of service of documents under Section 20 of the Companies Act, 2013. The members are also requested to update their e-mail address in the Depository Account holding shares of the Company in dematerialized mode

enabling the Registrar to consider the same. The form for sending the response is annexed at the end of the Annual Report.

14) **Voting through electronic means**

In compliance with provisions of Section 108 of Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has entered into an arrangement with Central Depository Services (India) Limited for facilitating e-voting for AGM.

The E-voting period for all items of business contained in this Notice shall commence from Saturday, 10th August, 2019 (10.00 a.m. IST.) and will end on Monday, 12th August, 2019 (5.00 p.m. IST.) During this period Equity Shareholders of the Company holding shares either in physical form or in dematerialized form, as on Tuesday, 6th August, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through ballot.

Any person, who acquires shares of the Company, becomes a member of the company after dispatch of the Notice and holding shares as of the cut-off date may follow the same procedure as mentioned for e-Voting.

The Company has appointed an Independent Professional (Practicing Company Secretary – M/s. Uma Lodha & Co.) as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.

The results along with Scrutinizer's report shall be placed on the website (i.e. www.keynoteindia.net) of the Company and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10th August, 2019 and ends on 12th August, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 6th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

In respect of Item No. 4 – To Re-appoint Shri. Manish Desai (DIN: 02925757), as an Independent Director of the Company for a second term.

Shri. Manish Desai (DIN: 02925757) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of the Section 149 of the Companies Act, 2013 (the "**Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company up to 8th September, 2019 ("**First Term**") in line with the explanation to sections 149 (10) and 149 (11) of the Act).

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act and clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations respectively and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five (5) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two (2) consecutive terms.

Shri. Manish Desai is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Shri. Manish Desai that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Shri. Manish Desai fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Your Directors, therefore, recommend the appointment of Shri. Manish Desai (DIN: 02925757) as an Independent Director of the Company, for consecutive second term of five (5) years (i.e. up to September 8, 2024, completion of consecutive second term of five (5) years in the Company), subject to maximum five (5) years of second term as provided under the Act, not liable to retire by rotation, as set forth in Item No. 4 of this Notice.

Save and except Shri. Manish Desai and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

In respect of Item No. 5 – To Re-appoint Shri. Anish Malhotra (DIN: 02034366), as an Independent Director of the Company for a second term.

Shri. Anish Malhotra (DIN: 02034366) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of the Section 149 of the Companies Act, 2013 (the "**Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company up to 8th September, 2019 ("**First Term**") in line with the explanation to sections 149 (10) and 149 (11) of the Act).

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act and clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations respectively and that he is not aware

of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five (5) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two (2) consecutive terms.

Shri. Anish Malhotra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Shri. Anish Malhotra that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Shri. Anish Malhotra fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Your Directors, therefore, recommend the appointment of Shri. Anish Malhotra (DIN: 02034366) as an Independent Director of the Company, for consecutive second term of five (5) years (i.e. up to September 8, 2024 completion of consecutive second term of five (5) years in the Company), subject to maximum five (5) years of second term as provided under the Act, not liable to retire by rotation, as set forth in Item No. 5 of this Notice.

Save and except Shri. Anish Malhotra and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

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

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

**Date: 15th May, 2019
Place: Mumbai**

ANNEXURE TO THE NOTICE

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

1. Shri Vineet Suchanti – Director [Due to retire by rotation seeking re-appointment.]

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

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

B. Disclosure of relationships between directors inter-se:

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

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

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

D. Shareholding in the Company:

11,977 Equity shares as on 31st March, 2019

2. Shri Manish Desai (Re-appointment as Independent Director of the Company)

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

Shri Manish Desai, aged 44 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2011. Shri Manish Desai is a Lawyer by profession. He has more than 20 years of experience in Litigation, Arbitration, Corporate Mergers, Acquisition, Financial structuring and restructuring, advising clients on transactional matters and concluding complex transactions.

B. Disclosure of relationships between directors inter-se:

None of the other Directors of the company are related to Shri Manish Desai.

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
NIL	NIL	NIL

D. Shareholding in the Company:

Shri Manish Desai does not hold any shares in the Company as on 31st March, 2019.

3. Shri Anish Malhotra (Re-appointment as Independent Director of the Company)**A. A brief resume of the director and Nature of his expertise in specific function areas:**

Shri Anish Malhotra, aged 39 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2008. Shri Anish Malhotra is B.SC. (Hons) Economics from University of London. He has an international experience of more than a decade in Investment Banking, Merger and Amalgamation, Financial Advisory and has worked on cross border transaction.

B. Disclosure of relationships between directors inter-se:

None of the Directors of the company are related to Shri Anish Malhotra.

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
NIL	NIL	NIL

D. Shareholding in the Company:

Shri Anish Malhotra does not hold any shares in the Company as on 31st March, 2019.

KEYNOTE FINANCIAL SERVICES LIMITED

CIN: L67120MH1993PLC072407

Registered Office: The Ruby, 9th floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028

Tel : (022) 6826 6000 Fax : (022) 6826 6088

Website: www.keynoteindia.net E-mail: investors@keynoteindia.net

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

1. Name(s) of Shareholder(s)
(including joint holders, if any) : _____
2. Registered Address of the sole/
First name shareholder : _____

3. Registered folio No. DP ID No./Client ID No. : _____
[*Applicable to investor holding share in
Dematerialized form]
4. No. of Shares held : _____
5. I/We hereby exercise my/our option to receive the documents such as Notice of Annual General Meeting, Audited Financial Statement, Balance Sheet, Profit & Loss Account, Director's Report, Auditor's Report; Explanatory Statement etc. in electronic mode pursuant to the "Green Initiative" by the Ministry of Corporate Affairs vide circular dated 29th April, 2011.
6. My email ID is : _____

Place:

Date:

(Name and Signature of the Member)

KEYNOTE FINANCIAL SERVICES LIMITED

CIN: L67120MH1993PLC072407

Registered Office: The Ruby, 9th floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028

PROXY FORM – MGT - 11**[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of Companies (Management and Administration) Rules, 2014]**

Name and Address of the Member(s) : _____

Registered Address : _____

I/We being the member(s) of _____ shares of Keynote Financial Services Limited, hereby appoint:

1. Name : _____
Email ID : _____
Address : _____
Signature _____

or failing her/him

2. Name : _____
Email ID : _____
Address : _____
Signature _____

or failing her/him

3. Name : _____
Email ID : _____
Address : _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Sixth Annual General Meeting of the Company, to be held on Tuesday, 13th August, 2019 at 10.00 a.m. at Homi J. H. Taleyarkhan Memorial Hall, Indian Red Cross Society, 141, Shahid Bhagat Singh Road, (Town Hall Compound), Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above proxy to vote in the manner as indicated in the below table:

	Resolution	For	Against
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial year ended 31st March, 2019 and the Reports of Directors and the Auditors thereon.		
2.	Approval for dividend of ₹ 1/- per Equity Shares of the Company for the Financial Year ended 31st March, 2019.		
3.	Re-appointment of Shri. Vineet Suchanti, (DIN - 00004031), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Re-appointment of Shri. Manish Desai (DIN: 02925757), as an Independent Director of the Company for a second term.		
5.	Re-appointment of Shri. Anish Malhotra (DIN: 02034366), as an Independent Director of the Company for a second term.		

Signed this _____ day of _____ 2019.

Signature of Shareholder_____
Signature of proxy holder(s)Affix a
Re.1/-
Revenue
Stamp**Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *(4) This is only optional. Please put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "FOR" or "Against" column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

KEYNOTE FINANCIAL SERVICES LIMITED

CIN: L67120MH1993PLC072407

Registered Office: The Ruby, 9th floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028

Tel : (022) 6826 6000 Fax : (022) 6826 6088

Website: www.keynoteindia.net E-mail: investors@keynoteindia.net**ATTENDANCE SLIP****Serial No.:**

Registered Folio/ DP ID & Client ID	:	
Name and Address of the Shareholder(s)	:	
Joint Holder 1		
Joint Holder 2		
No. of Shares held	:	

I/We hereby record my/our presence at the Twenty-Sixth Annual General Meeting of the Company being held on Tuesday, 13th August, 2019 at 10.00 a.m. at Homi J. H. Taleyarkhan Memorial Hall, Indian Red Cross Society, 141, Shahid Bhagat Singh Road, (Town Hall Compound), Fort, Mumbai – 400 001

Signature of the Shareholder/Proxy/Authorized Representative: _____

Please fill in the attendance slip and hand it over at the entrance of the meeting hall. Please bring your copy of the annual report for reference at the Meeting.

----- ✂ ----- ✂ -----

(To be retained with the members)

ELECTRONIC VOTING PARTICULARS

The Company is providing facility for remote e-voting (i.e. voting from a place other than venue of Annual General Meeting) and the business as set out in the notice of Annual General Meeting (AGM) dated 15th May, 2019 may be transacted by the members through such voting. The remote e-voting facility is provided through e-voting platform of Central Depository Services (India) Limited (CDSL).

The detailed instructions for remote e-voting are given in the AGM notice. The particulars for Remote e-voting are as under:

EVSN Electronic Voting Sequence Number	User ID	Sequence Number *
190626009		Read Note No. 2

- * To be used in the PAN field for password creation after logging on to www.evotingindia.com only by the members who are first time users and who have not updated their PAN with the Company Depository Participant.
- The members who have not earlier created their password for CDSL platform for e-voting but have furnished their PAN to the Company/ Depository Participant need to use their PAN for password creation. Existing users can login using their existing password.

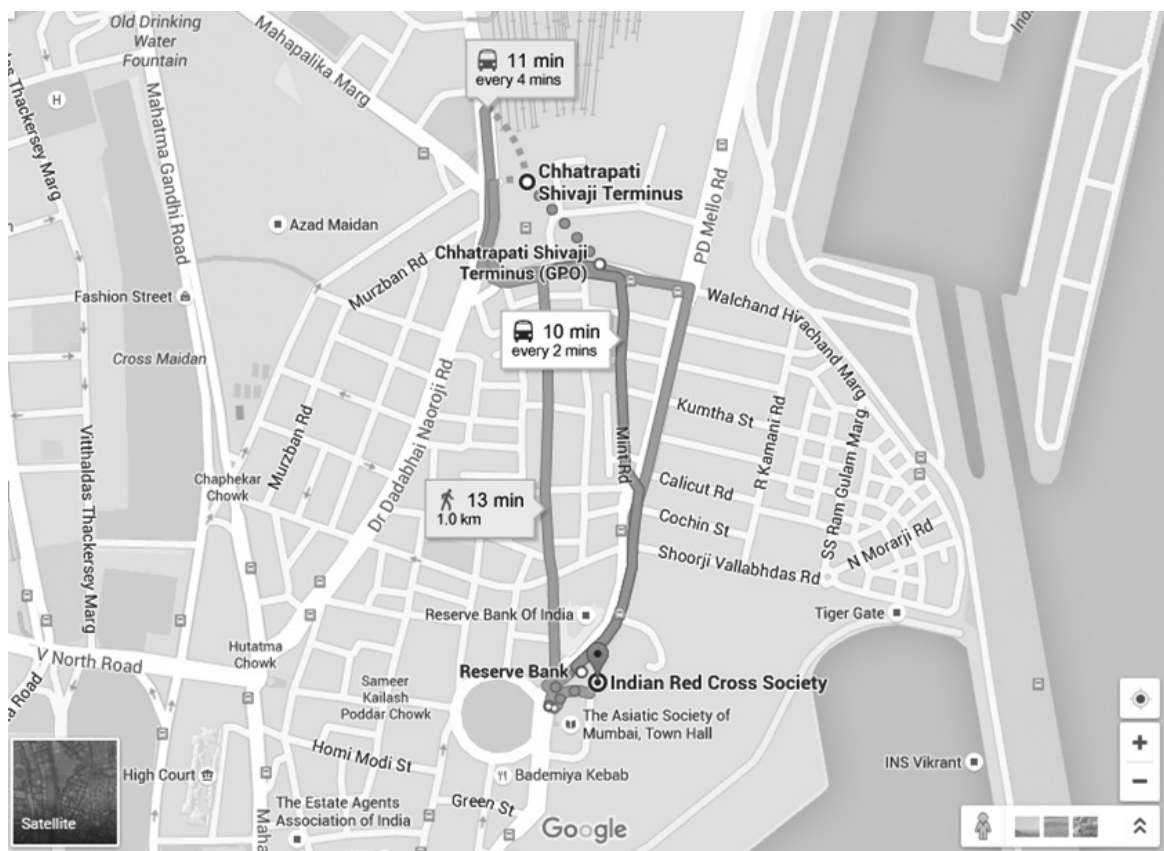
Please read the detailed instructions for remote-e-voting given in the AGM notice before voting.

The e-voting facility will be available during the following voting period.

Commencement of e-voting	End of e-voting
10 th August, 2019 at 10.00 a.m.	12 th August, 2019 at 5.00 p.m.

The above details form an integral part of the AGM notice.

ROUTE MAP FROM CHHATRAPATI SHIVAJI MAHARAJ TERMINUS TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY DATED 13TH AUGUST, 2019



**ROUTE MAP FROM CHURCHGATE STATION TO THE VENUE OF THE
ANNUAL GENERAL MEETING OF THE COMPANY DATED 13TH AUGUST, 2019**

