

KEYNOTE



KEYNOTE FINANCIAL SERVICES LIMITED

**KEYNOTE FINANCIAL SERVICES LIMITED
ANNUAL REPORT 2021 - 2022**

CONTENTS	PAGE NO.
• Board of Directors	03
• Notice.....	04
• Explanatory Statement	16
• Directors Report.....	20
• Management Discussion and Analysis	42
• Report on Corporate Governance	45
• Auditors' Report to the Shareholders.....	74
• Balance Sheet	85
• Profit and Loss Account.....	87
• Cash Flow Statement	89
• Notes to the Accounts.....	92
 CONSOLIDATED ACCOUNTS	
• Auditor's Report	129
• Balance Sheet	136
• Profit and Loss Account.....	137
• Cash Flow Statement	138
• Notes to the Accounts.....	141
• Statement pursuant to first proviso to sub-section 219 of the Companies Act, 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 Relating to Subsidiary Companies.....	183

BOARD OF DIRECTORS

Shri. Vineet Suchanti
Managing Director (w.e.f 12th August, 2022)

Shri. Uday S. Patil
Director & CFO

Smt. Rinku Suchanti
Director

Shri. Shishir Dalal
Independent Director

Shri. Manish Desai
Independent Director

Shri. Anish Malhotra
Independent Director

BOARD COMMITTEES

Audit Committee	Nomination and Remuneration Committee
Shri. Shishir Dalal – Chairman	Shri. Manish Desai – Chairman
Shri. Manish Desai – Member	Shri. Anish Malhotra – Member
Shri. Uday S. Patil – Member	Shri. Shishir Dalal – Member
Management Committee	Stakeholders Relationship Committee
Shri. Vineet Suchanti – Chairman	Shri. Manish Desai – Chairman
Shri. Uday S. Patil – Member	Shri. Vineet Suchanti – Member
	Shri. Uday S. Patil – Member

COMPANY SECRETARY

Ms. Renita Crasto (w.e.f. 7th September, 2021)

REGISTERED OFFICE

Keynote Financial Services Limited
The Ruby, 9th floor, Senapati Bapat Marg,
Dadar (West), Mumbai – 400 028
CIN - L67120MH1993PLC072407
Email: investors@keynoteindia.net
Website: www.keynoteindia.net

SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.,
C 101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083
Tel : (022) 49186000, Fax No. (022) 49186060
Website: www.linkintime.co.in

BANKERS

Indian Bank
State Bank of India
ICICI Bank Limited
Punjab National Bank
Kotak Mahindra Bank Limited

AUDITORS

S M S R & CO LLP
Chartered Accountants,
A-005, Gr. Floor, Western Edge-II,
Off Western Express Highway,
Borivali (East), Mumbai – 400 066

Twenty-Ninth Annual General Meeting
On Wednesday, 28th September, 2022 at 2:00 p.m.
Through Video Conference or Other Audio-Visuals Means ("VC/OAVM")

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KEYNOTE FINANCIAL SERVICES LIMITED WILL BE HELD ON **WEDNESDAY, 28TH SEPTEMBER, 2022 AT 2:00 P.M. INDIAN STANDARD TIME (“IST”)**. THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, 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, 2022 together with the Reports of the Board of Directors and Auditor’s thereon.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditor’s thereon for the Financial Year ended 31st March, 2022, placed before the 29th Annual General Meeting be and are hereby received, considered and adopted.”

2. **To declare dividend for the Financial Year ended 31st March, 2022.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the company a dividend at the rate of 10% (i.e. ₹1/- per share) for the year ended 31st March, 2022, on the fully paid Equity Shares of the Company be paid to those Shareholders of the Company whose names appear in the Company’s Register of Members on 21st September, 2022.

3. **To appoint a Director in place of Shri. Vineet Suchanti (DIN: 00004031), who retires by rotation and being eligible offers himself for reappointment.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri. Vineet Suchanti (DIN: 00004031), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

SPECIAL BUSINESS:

4. **Approval for change in designation of Shri. Vineet Suchanti (DIN: 00004031), Whole Time Director to “Managing Director”.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2 (54), 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 (the “Act”), as amended from time to time and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and pursuant to provisions of the Articles of Association of the Company and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings, and subject to such other approvals, consents, sanctions and permissions, as may be

necessary, the consent of the shareholders be and is hereby accorded to designate Shri. Vineet Suchanti (DIN: 00004031), Whole Time Director of the Company as the "Managing Director" of the Company w.e.f 12th August, 2022, liable to retire by rotation with the existing terms and conditions of his appointment.

RESOLVED FURTHER THAT the Company hereby accords its approval for the revision of remuneration, if any payable to Shri. Vineet Suchanti (DIN: 00004031) during the period of his tenure with the liberty to the Board of Directors to alter and vary the terms of appointment so as to not exceed the limits set out in Schedule V to the Companies Act, 2013 including statutory modifications or re-enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed between the Board and Shri. Vineet Suchanti.

RESOLVED FURTHER THAT the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/Officer(s) of the Company, to give effect to this Resolution."

5. To approve the related party transactions which may exceed 10% of the annual consolidated turnover of the Company as per the Company's last Audited Financial Statements within the financial year 2022-23.

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

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of the Companies Act, 2013 and any other applicable provisions of law, including any amendments, modifications, variations or re-enactments thereof, the members of the Company do hereby accord its approval to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee constituted/ empowered by the Board from time to time to exercise its powers conferred by this resolution) for entering into transaction(s) and /or continuing with arrangements (whether individual transactions or transactions taken together or series of transactions or otherwise) with the related parties as defined under the provisions of the SEBI (LODR) Regulations, 2015 and which are identified by the Company as related parties, including transactions of giving Inter Corporate Loans for an amount not exceeding ₹15 Crores (Rupees Fifteen Crores only) during the Financial Year 2022-23 on such terms and conditions, against such consideration as agreed upon or as may be mutually agreed upon from time to time between the Company and Related Parties, notwithstanding the fact that all these transactions within the Financial Year 2022-23 in aggregate may exceed 10% of the annual consolidated turnover of the Company as per the Companies last audited financial statements, and the Company may take approval of the Audit Committee as and when required."

RESOLVED FURTHER THAT the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/ Officer(s) of the Company, to give effect to this Resolution."

6. To ratify the remuneration paid to Executive Directors who are members of Promoter Group

To consider and if thought fit, to pass the following Resolution as **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, Shri. Vineet Suchanti, (DIN: 00004031) and Smt. Rinku Suchanti, (DIN: 00012903) as per existing terms and conditions as approved by the shareholders at the earlier Annual General Meetings till the expiry of their current term as such i.e. 31st March, 2024 (Shri. Vineet Suchanti) and 24th May, 2023 (Smt. Rinku Suchanti).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

**By Order of the Board of Directors
Keynote Financial Services Limited**

Date: 12th August, 2022

Place: Mumbai

**Sd/-
Renita Crasto
Company Secretary and Compliance Officer**

NOTES:

- 1) In accordance with the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020, January 13, 2021, December 08, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members (also referred as “Shareholders”) at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular (amended from time to time), the AGM of the Company is being held through VC / OAVM and Members can attend and participate in the ensuing AGM through VC / OAVM.

For this purpose, necessary arrangements have been made by the Company with **Central Depository Services (India) Limited (“CDSL”)** and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/OAVM is forming part of this Notice.

- 2) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses set out at Item Nos. 4 to 6 of this Notice to be transacted at the Annual General Meeting (AGM) is annexed hereto in Annexure-1. 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 in Item No. 3 & 4 is furnished as Annexure-2 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.
- 3) The Register of Members and share transfer books of the Company will remain closed from **Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022** (both days inclusive).
- 4) The Dividend for the financial year 31st March, 2022, 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. **Wednesday, 21st September, 2022**; 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 **Wednesday, 21st September, 2022**.

- 5) 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.
- 6) 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)
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
13 th August, 2019	2018 - 2019	20 th September, 2026
30 th September, 2020	2019 - 2020	7 th November, 2027
29 th September, 2021	2020 - 2021	6 th November, 2028

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 31st March, 2022 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 2021-2022, company has transferred a sum of ₹ 1, 40,667/- (Rupees One Lakh Forty Thousand Six hundred Sixty-seven only) Unclaimed Dividend of Financial Year 2013-2014 to Investor Education and Protection Fund (IEPF) on 3rd November, 2021.

- 7) 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 2021-2022, the Company has transferred 4,754 Equity Shares to the Investor Education and Protection Fund (IEPF) authority.

- 8) All relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to investors@keynoteindia.net / info@keynoteindia.net mentioning their name, folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. The Notice and the Annual Report are also available on the Company's website at the link - <http://www.keynoteindia.net> and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

- 9) 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.
 - 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.
- 10) 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 - 400 083, 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.
- 11) In accordance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 08, 2021 and May 05, 2022 issued by the Ministry of Corporate Affairs(MCA) and in accordance with circular dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing/other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company/ Depository Participants. For Members who have not registered their email addresses, kindly register the same with our RTA, M/s Link Intime India Private Limited as copies of this Notice as well as the other documents will **not** be sent to them in physical mode and will be sent only by email in accordance with Applicable Circulars.
- 12) Members who have not updated their latest email addresses in the records of the Company/RTA/ their Depository Participants are requested to update the same at the earliest by **21st September, 2022**. The notice and documents will be sent by email only to those Members who register their email addresses prior to this date.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- 13) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investors@keynoteindia.net by 6:00 p.m. IST on 23rd September, 2022. The requisite forms are available on the website of the Company at www.keynoteindia.net.

The Shareholders may download these forms from the company's website and send: (a) physical copies of the duly filled forms / documents to the Registered Office of the Company at – The Ruby, 9th floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 at Maharashtra, or (b) scanned copies of the duly filled forms / documents to Company's e-mail ID investors@keynteindia.net.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@keynoteindia.net.

It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

By submission of Form 15G/15H and Form 10F, along with the requisite supporting documents, the Shareholder is deemed to confirm to the Company that:

- a. the Shareholder satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;
- b. the Company or Registrar and Transfer Agent i.e. Link Intime India Private Limited will not be held responsible / liable and no claims shall lie against them in this regard;
- c. the online submission of the Form 15G/Form 15H (if made) shall be deemed to have been signed by the Shareholder. The forms for download are available at Company's website at: <https://keynoteindia.net/investor-relations>.

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 SEBI (LODR) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 29th 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 **Sunday, 25th September, 2022** (10:00 a.m. IST.) and will end on **Tuesday, 27th September, 2022** (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 **21st September, 2022** 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.
- 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 e-voting at the Virtual 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 two 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.

- 15) Since the Annual General Meeting will be held through VC/OAVM, the Route Map is not annexed to this Notice.

PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

1. The General Meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 03/2022 dated May 05, 2022 in continuation of Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 20/2021 dated December 08, 2021. The forthcoming Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.keynoteindia.net The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 03/2022 dated May 05, 2022 in continuation with MCA Circular No. 20/2021 dated December 08, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 03/2022 dated May 05, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2021, or become due in the year 2022, to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided in the above mentioned circular.