

15<sup>th</sup> January 2025

To,  
Department of Corporate Affairs  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No:- C/1, G Block  
Bandra Kurla Complex,  
Mumbai- 400 051

**BSE Scrip Code:- 531892**

**NSE Symbol:- KHANDSE**

**Sub: Intimation of Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith a copy of the Postal Ballot Notice dated 20<sup>th</sup> December 2024 along with the explanatory statement, for seeking consent of the Members of Khandwala Securities Limited, on the following items of special business:

Sr. No	Particulars	Type of Resolution
1	Re-appointment of Mr. Pranav Khandwala (DIN:00519113) as a Whole-time Director of the Company	Ordinary Resolution

In compliance with relevant circulars issued by the Ministry of Corporate Affairs ('MCA'), from time to time, this notice is being sent today only through electronic mode to those members whose names appear in the Register of Members/List of Beneficial owners and whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agent/ Depositories as on the "Cut-off Date" i.e. **Friday, January 10, 2025**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing remote e-voting facility to the Members. The instructions and detailed procedure for remote e-Voting is provided in the 'Notes' section to the Notice.

**The Remote E-voting period shall commence from Friday, 17<sup>th</sup> January 2025 at 9.00 a.m. (IST) and ends on Saturday, 15<sup>th</sup> February, 2025 at 5.00 p.m. (IST).** The results of e-voting on Postal Ballot will be announced within 48 hours from the conclusion of the e-voting.



This copy of the said Postal Ballot Notice is also available on the website of the Company i.e. [www.kslindia.com](http://www.kslindia.com) and on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). It is also being available on the website of National Securities Depository Limited (NSDL) i.e. at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same in your records.

Thanking you.

For Khandwala Securities Limited



**Abhishek Joshi**  
Company Secretary and Compliance Officer



Encl:- Postal Ballot Notice



## KHANDWALA SECURITIES LIMITED

Registered Office : G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400021.

Tel: 91-22-40767373; Fax: 91-22-40767377; Email: kslsupport@kslindia.com; Website: www.kslindia.com

CIN: L67120MH1993PLC070709

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023 and 9/2024 dated 19<sup>th</sup> September 2024 (**"MCA Circulars"**) and any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice to transact the special business as set out hereunder are proposed to be passed by the Members of **Khandwala Securities Limited ("the Company")** by way of Postal Ballot only through e-voting i.e. voting through electronic means (**"Remote E-voting"**).

In compliance with the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The Communication of assent or dissent of the Members would take place only through the remote e-voting system. The

detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

Pursuant to Section 102 and 110 and other applicable provisions of the Act, an explanatory statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof (**"Statement"**) is annexed to this Postal Ballot Notice (**"Notice"**) for your consideration and forms an integral part of this Notice. Further, the Board of Directors of your Company has appointed Mr. Bhuvnesh Bansal, Proprietor of M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP No. 9089), as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process and for scrutinizing the votes cast therein in a fair and transparent manner.

**The Remote E-voting period shall commence at 9.00 a.m. (IST) on Friday, 17<sup>th</sup> January 2025 and ends at 5.00 p.m. (IST) on Saturday, 15<sup>th</sup> February 2025.** The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting and the results of the voting on Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://www.kslindia.com> and on the website of National Securities Depository Limited (**"NSDL"**) at <https://www.evoting.nsdl.com>.

#### **SPECIAL BUSINESS**

1. **Re-appointment of Mr. Pranav Khandwala (DIN:00519113) as a Whole-time Director of the Company**

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 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Pranav Khandwala (DIN: 00519113) as Whole-time Director (designated as Whole-time Director and Chief Financial Officer) of the Company for a period of five (5) years with effect from February 11, 2025 to February 10, 2030 (both days inclusive), not liable to retire by rotation, on the following terms and conditions, as set out below:

a) **Remuneration:**

Salary: Rs. 1,50,000/- per month.

b) **Perquisites, allowances and other benefits**

- Reimbursement of medical expenses, leave travel allowance, contribution to Provident Fund, Super Annuation Fund or Annuity fund, Gratuity etc. – as per the rules and policies of the Company;
- Other benefits, perquisites and allowances will be determined by the Nomination and Remuneration Committee and/ or the Board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to revise, amend, alter or vary the terms and conditions of appointment and/or remuneration of Mr. Pranav Khandwala, in such a manner as may be permissible in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as may be agreed to by and between the Board of Directors and Mr. Pranav Khandwala.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Pranav Khandwala as Whole-time Director of the Company, the payment of remuneration, perquisites and other allowances as specified above, shall be payable to Mr. Pranav

Khandwala, subject to the same not exceeding the limits specified under section 196, 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors of  
Khandwala Securities Limited**

**Abhishek Joshi**  
**Company Secretary**  
Membership No. ACS - 28915

Date : December 20, 2024

Place : Mumbai

**NOTES:**

1. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed special business mentioned above, forming part of this Notice, is annexed herewith.
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, 10<sup>th</sup> January 2025 (“cut-off date”)** received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provision of section 108, 110 and other applicable provisions, if any, of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.

4. This Postal Ballot Notice will also be available on the Company's website at [www.kslindia.com](http://www.kslindia.com), website 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 on the website of NSDL at [www.nsdl.com](http://www.nsdl.com).
5. 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 their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Building, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032. Members are requested to register their email id and support the green initiative efforts of the Company.
6. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to [kslsupport@kslindia.com](mailto:kslsupport@kslindia.com) by mentioning the Members Name, Folio No. / DP ID and Client ID.
7. Members whose names will appear in the Register of Members/List of Beneficial Owners as on **Friday, 10<sup>th</sup> January 2025** being the **cut-off date** will be entitled to vote on the Resolutions set forth in this Notice and voting rights shall be reckoned on the paid-up value of shares registered in their name on that date. A person who is not a Member on the cut-off date should treat this Notice for information purposes. 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.
8. **The e-voting period commences from Friday, 17<sup>th</sup> January 2025 (From 9:00 AM IST) and ends on Saturday, 15<sup>th</sup> February 2025 (at 5:00 PM IST).** During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 10<sup>th</sup> January 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5:00 PM (IST) on 15<sup>th</sup> February 2025. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
9. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. 15<sup>th</sup> February, 2025.
10. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny of the e-voting, and the result of the e-voting by postal ballot will be announced not later than 48 hours from the conclusion of the e-voting.
9. The result would be displayed at the Registered Office of the Company, intimated to the NSDL and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website [www.kslindia.com](http://www.kslindia.com) along with the Scrutinizer's report.
10. All the material documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Members seeking to inspect such documents can send an email to [kslsupport@kslindia.com](mailto:kslsupport@kslindia.com) mentioning their names, folio numbers, DP ID, and Client ID.

## GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period shall commence at 9.00 a.m. (IST) on Friday, 17<sup>th</sup> January 2025 and ends at 5.00 p.m. (IST) on Saturday, 15<sup>th</sup> February, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### 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 "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown 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.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing 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>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>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.</li> <li>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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting &amp; voting during the meeting.</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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can 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:
 

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).

**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
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

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 [csbbansal@gmail.com](mailto:csbbansal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

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.

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 toll free no.: 022-48867000 or send a request to Mr. Sagar S. Gudhate 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 [klsupport@kslindia.com](mailto:klsupport@kslindia.com).
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 [klsupport@kslindia.com](mailto:klsupport@kslindia.com). 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.
3. 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 document
4. 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.



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

### Item No. 1

The Members of the Company at their Twenty Seventh Annual General Meeting (AGM) held on November 23, 2020 had approved appointment of Mr. Pranav Khandwala as a Whole-time Director of the Company with effect from February 11, 2020 for a period of 5 years, not liable to be retired by rotation.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on December 20, 2024, approved re-appointment of Mr. Pranav Khandwala as Whole-time Director (designated as Whole-time Director and Chief Financial Officer) of the Company for a period of 5 (five) years w.e.f February 11, 2025 to February 10, 2030 (both days inclusive), not liable to be retired by rotation, subject to the approval of the Members of the Company.

Mr. Pranav Khandwala has completed his graduation from Mumbai University and has done two year global Masters Programme from renowned universities in UK. He has around more than 20 years of experience in financial services entailing investor relations and investment advisory services along with creating and managing strategic business initiatives, resulting in enhanced business opportunities and value creation. He has significant experiences in raising capital and built strong relationships with internal and external stakeholders including domestic and foreign financial institutions, investors and research analysts. He has been on board of the Company since November 14, 2011.

Mr. Pranav Khandwala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to continue to act as Whole-time Director of the Company. He is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority. The Company has received a notice proposing the candidature of Mr. Pranav Khandwala for the office of Director under Section 160 of the Act.

The remuneration proposed to be payable to Mr. Pranav Khandwala by way of salary, perquisites and other allowances has been approved by the Nomination and Remuneration Committee and shall be within the limit prescribed under Section 197, 198 read with Schedule V of the Companies Act, 2013.

Except Mr. Pranav Khandwala and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in item no. 1 of the Notice.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the Members.

**By Order of the Board of Directors of  
Khandwala Securities Limited**

**Abhishek Joshi**  
**Company Secretary**  
Membership No. ACS - 28915

Date : December 20, 2024

Place : Mumbai

**Registered Office:**

G-II, Ground Floor, Dalamal House,

Nariman Point, Mumbai - 400021

CIN: L67120MH1993PLC070709

Tel No:- 91-22-40767373

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## ANNEXURE TO THE NOTICE

Information of Directors seeking re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	Mr. Pranav Khandwala
DIN	00519113
Date of Birth	30/12/1980
Qualification	B.Com, MBA (Finance)
Date of First Appointment on Board	14/11/2011
Terms and conditions of re-appointment	Re-appointment as the Whole-time Director of the Company for a period of 5 (five) years with effect from February 11, 2025 to February 10, 2030 (both days inclusive) subject to the approval of the shareholders of the Company.
Resume and Nature of Expertise in Functional area	Mr. Pranav Khandwala is a Whole-time Director of the Company. He has completed his graduation from Mumbai University and has done two year global Masters Programme from renowned universities in UK. He has around more than 20 years of experience in financial services entailing investor relations and investment advisory services along with creating and managing strategic business initiatives, resulting in enhanced business opportunities and value creation. He have significant experiences in raising capital and built strong relationships with internal and external stakeholders including domestic and foreign financial institutions, investors and research analysts.
Remuneration last drawn	Rs. 1,50,000/- p.m.
Remuneration proposed to be paid	As mentioned above in the Resolution
No. of Board Meeting attended during the year (2024-25)	5
Directorship held in other companies	<ul style="list-style-type: none"> <li>• Trumonee Financial Limited</li> <li>• Khandwala Commodity and Derivatives Private Limited</li> <li>• Piggero Investments Private Limited</li> </ul>
Memberships / Chairmanship of Committees of other companies	None
No. of equity shares held in the Company	7,08,617
Resignation from the listed entities in the past three years	None
Relationship with other directors / key managerial personnel, if any	Mrs. Bhagyashree Khandwala is the spouse of Mr. Pranav Khandwala, Director and Mr. Pranav Khandwala is the son of Mr. Paresh Khandwala, Managing Director. Mr. Pratik Khandwala and Mr. Pranav Khandwala are brothers.