

Date:- May 27, 2022

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

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

BSE Scrip Code:- 531892

NSE Symbol:- KHANDSE

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the Year ended 31st March 2022

Ref:- SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February 2019

In terms of Clause 3(b)(iii) of the above referred circular and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2022 issued by Mr. Bhunesh Bansal, Proprietor of M/s. Bhunesh Bansal & Associates, Practicing Company Secretary.

Kindly take the same in your records and acknowledge the receipt.

Thanking you.

For Khandwala Securities Limited



Abhishek Joshi
Company Secretary & Compliance Officer

**Secretarial Compliance Report of Khandwala Securities Limited for the year
ended 31st March, 2022**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

To,
The Board of Directors,
Khandwala Securities Limited
Vikas Building, Ground Floor,
Green Street, Fort,
Mumbai – 400 023

We, Bhuvnesh Bansal & Associates, Practicing Company Secretary firm have examined:

- (a) all the documents and records made available to us and explanation provided by **Khandwala Securities Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary, if any.
1.	<i>Disclosure of encumbered shares under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</i>	<i>Disclosure of encumbered shares on a yearly basis under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was not submitted with BSE Ltd & NSE Ltd. on due date.</i>	<i>The Company had submitted the Disclosure of encumbered shares on a yearly basis under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with BSE Ltd. & NSE Ltd. on 2nd May, 2022, which was delayed by 21 days.</i>
2.	<i>Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015</i>	<i>Contra Trade executed by Mr Pratik Khandwala, Promoter of the company.</i>	<i>Mr Pratik Khandwala, Promoter of the Company sold 2311 shares on 22/03/2022 and brought 2311 shares on 24/03/2022, hence it was a Contra Trade and violation of Code of Conduct under</i>

			SEBI (Prohibition of Insider Trading) Regulations, 2015
--	--	--	--

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Nil	Nil	Nil	Nil

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	N.A	N.A	N.A	N.A

Place: Mumbai
Date: 10th May, 2022

For Bhuwnesb Bansal & Associates

BHUWNESH BANSAL
H BANSAL

Bhuwnesh Bansal
Proprietor

FCS No. – 6526

CP No. – 9089

UDIN - F006526D000298147

Peer Review Certificate No.: 1708/2022