

June 18, 2023

To,
The General Manager
Department of Corporate Affairs
BSE Limited
P.J. Towers, Dalal Street, Fort
Mumbai- 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

BSE Scrip Code:- 531892

NSE Symbol:- KHANDSE

Dear Sir,

Sub: Submission of Voting Results along with Consolidated Scrutinizer's Report of Postal Ballot

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, Please find enclosed the voting Results of Postal Ballot activity (by way of remote e-voting process) in respect of resolutions as set out in the Postal Ballot Notice dated May 30, 2023 along with Scrutinizer's Report.

Further, based on the report of the scrutinizer; we hereby inform that, the Members of the Company have not approved the Resolutions as set out in the Postal Ballot Notice dated May 30, 2023 with the requisite majority.

The voting results along with the Scrutinizer's Report will also be available on the website of the Company.

Thanking you,

Yours Faithfully,
For Khandwala Securities Limited



Abhishek Joshi
Company Secretary & Compliance Officer

Encl: as above

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 & Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To
The Managing Director
Khandwala Securities Limited
Ground Floor Vikas Building,
Green Street, Fort
Mumbai 400023

Dear Sir,

I, Bhuwadesh Bansal, Practicing Company Secretary, was appointed by the Board of Directors of your Company at its meeting held on 30th May, 2023 as the Scrutinizer for the Postal Ballot & E-Voting held pursuant to provisions of Section 110 & Section 108 of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014, for the purposes of scrutinizing the postal ballot through e-voting in respect of below stated resolution as proposed in the Notice of Postal Ballot dated 30th May, 2023.

1. Management Responsibility

The Management is responsible for ensuring compliance under the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act") read together with the Rule 20 and 22 Companies (Management and Administration) Rules, 2014 as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated, April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting. The Postal ballot Notice dated May 30, 2023 along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories.

2. Scrutiniser's Responsibility

My responsibility as the Scrutinizer of the Voting Process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer Report of the votes cast in favour and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-Voting System provided by the National Securities Depository Limited ("NSDL") the service provider.

The Company had availed the e-voting facility offered by NSDL for conducting e-voting by electronic means.

3. “Cut-off Date”

The shareholders of the Company holding shares as on the cut-off date of June 09, 2023, were entitled to vote on the resolution as contained in the postal ballot notice.

4. Postal Ballot Process

- i. In accordance with the Postal Ballot Notice and the ‘Advertisement’ published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, the Postal ballot through e-voting commenced at 09.00 AM IST on June 18, 2023 and ended on July 17, 2023, 05.00 PM IST, and the e-voting module was blocked by NSDL thereafter.
- ii. The Votes cast under e-voting were thereafter unblocked and downloaded on July 17, 2023 at 05.15 PM from the portal of NSDL.
- iii. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system, at <https://www.evoting.nsdl.com>.

5. Postal Ballot Result

I submit my report as under on the results of the remote e-voting in respect of the Special Resolutions:

Resolution No 1 - As a Special Resolution

Approval of alteration of the Object Clause of the Memorandum of Association of the Company.

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	120	12075504
II.	Number of votes rejected	-	-
III.	Total No. of valid votes cast	120	12075504
	Number of valid votes in favour	96	9047311
	Number of valid votes against	24	3028193
	Votes in favour of the resolution as a percentage of valid votes exercised	74.92%	

Resolution No 2 - As a Special Resolution

Approval of Increase in Borrowings Limits under Section 180(1)(c) of the Companies Act, 2013

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	120	12075504
II.	Number of votes rejected	-	-
III.	Total No. of valid votes cast	120	12075504
	Number of valid votes in favour	96	9047311
	Number of valid votes against	24	3028193
	Votes in favour of the resolution as a percentage of valid votes exercised	74.92%	

Resolution No 3 - As a Special Resolution

Approval of Creation of Charges, Mortgages, Hypothecation on the Assets/Properties of the Company under Section 180(1)(a) of the Companies Act, 2013

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	120	12075504
II.	Number of votes rejected	-	-
III.	Total No. of valid votes cast	120	12075504
	Number of valid votes in favour	95	9047291
	Number of valid votes against	25	3028213
	Votes in favour of the resolution as a percentage of valid votes exercised	74.92%	

Resolution No 4 - As a Special Resolution

Approval for Authorization for giving loan(s), providing Guarantee(s), securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	120	12075504
II.	Number of votes rejected	-	-
III.	Total No. of valid votes cast	120	12075504
	Number of valid votes in favour	96	9047311
	Number of valid votes against	24	3028193
	Votes in favour of the resolution as a percentage of valid votes exercised	74.92%	

Resolution No 5 - As a Special Resolution

Approval of the Sale/Disposal of the Immovable Property of the Company

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	120	12075504
II.	Number of votes rejected	-	-
III.	Total No. of valid votes cast	120	12075504
	Number of valid votes in favour	95	9047291
	Number of valid votes against	25	3028213
	Votes in favour of the resolution as a percentage of valid votes exercised	74.92%	

Resolution No 6 – As a Special Resolution

Approval of Revision in Remuneration of Mr. Pranav Khandwala, Whole-time Director of the Company

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	110	9058661
II.	Number of votes rejected	1	708617
III.	Total No. of valid votes cast	109	8350044
	Number of valid votes in favour	84	5321831
	Number of valid votes against	25	3028213
	Votes in favour of the resolution as a percentage of valid votes exercised	63.73%	

6. Custody of Records

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Place: Mumbai
Date: 17/07/2023

For Bhuwadesh Bansal & Associates

Bhuwadesh Bansal
Proprietor
FCS No. – 6526
CP No. – 9089
UDIN F006526E000626684
Peer Review Certificate No.: 1708/2022