

May 10, 2022

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: Disclosure of Postal Ballot Voting Results Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Pursuant to the provision of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company had conducted the process of Postal Ballot for seeking the consent of the Members by means of passing Special Resolutions for :-

- (a) Appointment of Mr. Shyam Muralidhardas Seshadri (DIN: 05242397) as an Independent Director of the Company; and
- (b) Appointment of Mr. Subramanian Murlidhardas (DIN: 00268983) as an Independent Director of the Company

Pursuant to Regulation 44(3) of the Listing Regulations, we are pleased to inform you that the above-mentioned Special Resolutions has been passed by the Members with the requisite majority. The said Resolutions are deemed to have been passed effectively on the last date specified for e-voting i.e., May 9, 2022. We are enclosing herewith the details of voting results of the Postal Ballot along with Scrutinizer's Report for your information and records.

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

We request you to kindly take the same in your records.

Thanking you,

Yours Faithfully,
For Khandwala Securities Limited



Abhishek Joshi
Company Secretary & Compliance Officer



Encl: as above

KHANDWALA SECURITIES LIMITED

Details of Voting Result in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice	April 08, 2022
Total Number of Shareholders as on cut-off date (i.e. April 1, 2022)	3426
Date of Declaration of Result of Postal Ballot	May 10, 2022
No. of shareholders present in the Meeting either in person or through proxy: <ul style="list-style-type: none">• Promoter and Promoter Group• Public	Not Applicable
No. of shareholders present in the Meeting through video conferencing : <ul style="list-style-type: none">• Promoter and Promoter Group• Public	Not Applicable



KHANDWALA SECURITIES LIMITED

Resolution Required : Special			(1) Appointment of Mr. Shyam Muralidhardas Seshadri (DIN: 05242397) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	7270977	6663598	91.6465	6663598	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		6663598	91.6465	6663598	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4668023	727795	15.5910	727784	11	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		727795	15.5910	727784	11	99.9985	0.0015
Total		11939000	7391393	61.9096	7391382	11	99.9999	0.0001

Details of Invalid votes

Particulars	Total number of Invalid votes of Members
E-voting	Nil
Poll	NA
Total	Nil



KHANDWALA SECURITIES LIMITED

Resolution Required : Special			(2) Appointment of Mr. Subramanian Murlidhardas (DIN: 00268983) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7270977	6663598	91.6465	6663598	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		6663598	91.6465	6663598	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4668023	727795	15.5910	727784	11	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		727795	15.5910	727784	11	99.9985	0.0015
Total		11939000	7391393	61.9096	7391382	11	99.9999	0.0001

Details of Invalid votes

Particulars	Total number of Invalid votes of Members
E-voting	Nil
Poll	NA
Total	Nil



CONSOLIDATED SCRUTINIZER REPORT
FOR REMOTE E-VOTING AND ELECTRONIC VOTING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

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

Dear Sir,

I, Bhuwadesh Bansal, Practicing Company Secretary, was appointed by the Board of Directors of your Company at its meeting held on 12th February, 2022 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“The Listing Regulations”), to scrutinize the remote electronic voting process of Postal Ballot of Khandwala Securities Limited, held between **Sunday 10th April, 2022 09:00 A.M. and Monday 09th May, 2022 5:00 P.M.** for the purpose of passing a Resolutions under Companies Act, 2013 as contained in Notice of Postal Ballot dated 8th April, 2022.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot process is restricted to make a Scrutinizer’s report of the votes cast “in favour” or “against” the resolutions stated below.

The Resolutions as proposed are reproduced hereunder: -

1. Approval for Appointment of Mr. Shyam Muralidhardas Seshadri (DIN: 05242397) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shyam Muralidhardas Seshadri (DIN: 05242397), who was appointed as Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom

the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term up to 5 consecutive years commencing from February 12, 2022 to February 11, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Approval for Appointment of Mr. Subramanian Murlidhardas (DIN: 00268983) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Subramanian Murlidhardas (DIN: 00268983), who was appointed as Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term up to 5 consecutive years commencing from February 12, 2022 to February 11, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

1. I submit my report as under: -

1.1 The compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting in view of COVID-19 pandemic vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15,2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020(hereinafter referred to as the 'MCA Circulars'), relating to postal ballot voting by electronic means by the shareholders of **Khandwala Securities Limited** (here in after referred to as 'the Company') on the resolutions proposed in the captioned notice of the postal ballot is the responsibility of the management. Our responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.

- 1.2 On 8th April, 2022 the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e. April 01, 2022 and whose e-mail addresses were available with the Company or with the Depositories/ Depository Participant or the Registrar and Share Transfer Agent of the Company ("RTA"). Pursuant to the MCA Circulars, the Company had sent the notices only through e-mails. The Company had not sent the Postal Ballot Notice to those members whose e-mail address were not available with the Company or Depositories/ Depository Participant or RTA.
- 1.3 In accordance with the captioned notice of the postal ballot which was sent to the shareholders by email on Friday, April 8th, 2022 on and the Advertisement published on Saturday, April 9th, 2022 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Sunday, April 10th, 2022 (9.00 A.M. IST) and ended on Monday, May 9th, 2022 (5.00 P.M. 1ST) for ballots through electronic mode being the electronic voting (e-voting) facility that was provided by National Securities Depository Limited (NSDL).
- 1.4 The Company has made necessary arrangement for conducting e-voting process in a fair and transparent manner. The Company has engaged National Securities Depository Limited (NSDL), to provide e-voting facility to the Equity Shareholders of the Company.
- 1.5 The votes were unblocked at around at 5.10 P.M. on Monday, May 9th, 2022. Report on the results of the voting is based on the data downloaded from the e-voting website of National Securities Depository Limited (NSDL) in respect of the resolutions contained in the captioned notice of the postal ballot. The report on the voting process is as under:

2. The results of the E-Voting conducted are as under: -

Resolution 1: - Special Resolution

Approval for Appointment of Mr. Shyam Muralidhardas Seshadri (DIN: 05242397) as an Independent Director of the Company.

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	48	7391393
II.	Number of votes rejected /not voted/less voted*	-	-
III.	Total No. of valid votes cast	48	7391393
	Number of valid votes in favour	46	7391382
	Number of valid votes against	2	11
	Votes in favour of the resolution as a percentage of valid votes exercised	99.99%	

Resolution 2: - Special Resolution

Approval for Appointment of Mr. Subramanian Murlidhardas (DIN: 00268983) as an Independent Director of the Company

Particulars		E-voting	
		Number of Shareholders	Number of Votes Cast
I.	Total votes cast	48	7391393
II.	Number of votes rejected /not voted/less voted*	-	-
III.	Total No. of valid votes cast	48	7391393
	Number of valid votes in favour	46	7391382
	Number of valid votes against	2	11
	Votes in favour of the resolution as a percentage of valid votes exercised	99.99%	

3. Based on the above facts, the Special Resolutions for the following purposes:
- I. Approval for Appointment of Mr. Shyam Muralidhardas Seshadri (DIN: 05242397) as an Independent Director of the Company.
 - II. Approval for Appointment of Mr. Subramanian Murlidhardas (DIN: 00268983) as an Independent Director of the Company

Contained in the Notice dated 8th April, 2022 may be considered as passed with requisite majority by the Shareholders of the Company by way of Postal Ballot.

4. I have handed over the all related papers / registers and records for safe custody to the Director authorized by the Board to supervise the Postal Ballot process.

Place: Mumbai
Date: 09/05/2022

For Bhuwadesh Bansal & Associates

Bhuwadesh Bansal
Proprietor
FCS No. – 6526
CP No. – 9089
UDIN F006526D000292451
Peer Review Certificate No.: 1708/2022