

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF KHANDWALA SECURITIES LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC/OAVM") ON THURSDAY, THE 2ND DAY OF JUNE, 2022 AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To approve increase in the Authorised Equity Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provision of section 13, 61(1a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Authorised Equity Share Capital of the Company be and is hereby increased from Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs only) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each in the Authorised Equity Share Capital of the Company.

RESOLVED FURTHER THAT pursuant to section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:

- V. The Authorised Share Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty Eight Crores only) divided into 1,70,00,000 (One Crore Seventy Lakhs only) Equity shares of Rs. 10/- (Rupees Ten Only) each and 5,00,000 (Five Lakhs only) Cumulative Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred Only) and 4,00,000 (Four Lakhs only) Cumulative Convertible Preference Shares of Rs. 100/- each (Rupees Hundred only) and 2,00,000 (Two Lakhs only) Optionally Convertible Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred Only) within the rights, privileges and conditions, attaching thereto as are provided by the Articles of Association of the Company for the time being, with the power to divide the share in the capital of the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or statutory modification thereof or provided by the Articles of Association of the Company for the time being.



RESOLVED FURTHER THAT Mr. Pranav Khandwala, Whole-time Director and/or Mr. Paresh Khandwala, Managing Director and/or Mr. Abhishek Joshi, Company Secretary of the Company, be and are hereby severally authorised to intimate the Registrar of Companies, Mumbai about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to give effect to the aforementioned Resolution, including to enable the Company and the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company as specified in the above Resolution.”

2. To consider and approve Issuance of Equity shares on Preferential Basis

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”) and any other rules/regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Ministry of Corporate Affairs, Stock Exchanges, where the equity shares of the Company are listed (“Stock Exchanges”) and/or any other statutory/regulatory authority and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”) and the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 44,00,000 equity shares of the Company of the face value of Rs. 10/- each (Rupees Ten only) (“Equity Shares”) at a issue price of Rs. 25/- (Rupees Twenty Five Only) per share, which includes a premium of Rs. 15/- (Rupees Fifteen only) per share, aggregating up to maximum of Rs. 11,00,00,000/- (Rupees Eleven Crores only) for consideration in cash to the identified investors (hereinafter referred to as the “Proposed allottee(s)/Equity holder/Investor), who does not belong to the promoter and promoter group and as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable rules, laws and on such terms and conditions as mentioned hereunder.



RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is May 2, 2022 being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottees
- (iii) Allotment of shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the equity shares is pending on account of pendency of any approval for the preferential issue/for such allotment by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the equity shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

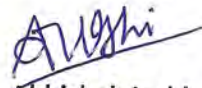
RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements

for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

By Order of the Board
For Khandwala Securities Limited



Abhishek Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date: 03rd May, 2022

Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circular dated April 8, 2020, April 13, 2020 and May 5, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their Extra-Ordinary General Meetings (EGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical presence of the members at the common venue. In compliance with amended provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the EGM of the Company is being held through VC/OVAM on Thursday, June 2, 2022 at 12 noon. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose.
3. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e. Ground Floor, Vikas Building, Green Street, Fort, Mumbai - 400023 which shall be deemed to be venue of the meeting.



4. In accordance with the said requirement of the above MCA Circular and the SEBI Circular the Notice will be sent only through e-mail to those Shareholders whose e-mail ids are registered with the Company or the Registrar & Share Transfer Agent, M/s. Kfin Technologies Limited; or the Depository participants through electronic means only. The Notice of the Extra Ordinary General Meeting of the Company shall be available on the Company's website www.kslindia.com and on the website of the Stock Exchanges where the equity shares of the Company are listed. The Notice shall also be available on the e-Voting website of NSDL viz., www.evoting.nsdl.com.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the EGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the purpose of participation and voting during the EOGM. In this regard, the corporate members are requested to send a certified true copy of the board resolution pursuant to Section 113 of the Act, authorizing their representatives. The same can be sent through email to kslsupport@kslindia.com with a copy marked to evoting@nsdl.co.in.
7. Since the EGM will be held through VC/OAVM, Route map is not provided with the notice.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of EGM. Members desirous of inspecting the same may send their requests at kslsupport@kslindia.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.
10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/RTA.
11. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
13. Non-resident Indian shareholders are requested to inform about the following immediately to the concerned Depository Participant, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.



- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members will be able to attend the EGM through VC or OAVM or view the live webcast of the EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the EGM.
15. E-voting: In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Companies Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (as amended) and the Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 June 15, 2020, September 28, 2020, December 31, 2020 and 08th December, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the EOGM will be provided by NSDL.
16. Voting rights of the Members for voting through remote e-voting shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 26th May, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date 26th May, 2022 shall only be entitled to avail the facility of remote e-voting.
17. The login-id and password for participation and voting at the meeting has been separately provided along with this notice. Any Member as on the cut-off date who has not received the login id and password may obtain the same by sending a request at einward.ris@karvy.com
18. The Board of Director has appointed Mr. Amit Dadheech, Company Secretary in whole-time practice, Mumbai (Membership No. ACS 22889/CP No. 8952) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
19. The results of remote e-voting and e-voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard.
20. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.kslindia.com and on the website of NSDL immediately after the result is declared by the Chairman/Authorized Person and simultaneously communicated to the Stock Exchanges.
21. Only those Members, who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the EGM.



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

The Remote E-voting period commences from 9.00 a.m. (IST) on Monday, May 30, 2022 and ends at 5.00 p.m. (IST) on Wednesday, June 1, 2022. 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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),

	<p>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 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.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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:
- a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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

1. 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 amitrdadheech@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. 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 or call on toll free no.: 1800-222-990 or send a request to Mr. Sagar S. Gudhate at evoting@nsdl.co.in

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 kslsupport@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 kslsupport@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.co.in 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 SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The present Authorised Equity Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crore) divided into 1,40,00,000 (One Crore Forty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each. In terms of the ongoing business plan for bringing in additional funds in the Company, the Company needs to allot equity Shares to the pre-determined allottee(s)/investors. Hence, it is necessary to have an adequate Authorised Equity Share Capital for issuance of fresh equity shares.

Accordingly, any increase in the Authorised Share Capital and the consequent amendment in the Capital Clause of the Memorandum of Association as per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013 read with the applicable Rules thereunder requires the consent of the shareholders at a general meeting by way of an Ordinary Resolution

The Board of Directors recommend passing of the Ordinary Resolution to approve increase in the Authorised Equity Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company, as set out at item no. 1 of this notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 2:

In accordance with provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement given below sets out the material facts relating to the special business mentioned at the said Item of the accompanying Notice dated May 2, 2022 and necessary information or details in respect of the proposed preferential allotment of equity Shares in terms of Section 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations.

Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to support the expansion of businesses, general corporate purpose and working capital requirements. In view of the same, it is proposed to raise funds by way of issuing equity shares of the company under preferential allotment route.

Accordingly, the Board at its meeting held on May 2, 2022 reviewed and discussed to meet the fund requirement and approved issuance upto maximum of fully 44,00,000 equity shares of face value of Rs. 10/- each at a issue price of Rs. 25/- per share, aggregating to Rs. 11,00,00,000/- to the proposed allottee(s)/investors, belonging to non-promoter category of the Company, by way of preferential allotment as contained in the resolution.



In accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue upto 44,00,000 equity shares ("Equity Shares") to the identified investors under Non-Promoter category, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

1. The allotment of the Equity Shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during 90 trading days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations and Companies Act, 2013 read with the rules as issued thereunder, are set forth below:

a. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on May 2, 2022, had approved the issuance of equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 44,00,000 equity shares at a issue price of Rs. 25/- (Rupees Twenty Five Only) each including premium of Rs 15/- (Rupees Fifteen Only) per equity share to the entities/individuals belonging to Non-Promoter Category, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

b. Objects of the Preferential Issue:

The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the requirements of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend and for general corporate purposes.

c. Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue up to 44,00,000 number of equity shares at a price of Rs. 25/- per share including premium of Rs. 15/- per share (Detail of proposed investors stated under Annexure -1).

d. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe to the preferential issue.

None of the Promoters, Directors or Key Managerial Personnel intend to subscribe to the preferential issue as proposed.

e. Pre and Post-Issue Shareholding Pattern

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided is as below.

Sr. No	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	% of shares	No. of Shares held	% of shares
A.	Promoter & Promoter Group				
(1)	Indian				
(a)	Individual / HUF	3800827	31.84	3800827	23.26
(b)	Central Govt / State Govt(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Banks / FI	-	-	-	-
(e)	Any Others	-	-	-	-
(2)	Foreign				
(a)	NRI - Individuals	-	-	-	-
(b)	Other - Individuals	-	-	-	-
(c)	Bodies Corporate	3470150	29.06	3470150	21.24
(d)	Banks / FI	-	-	-	-
(e)	Any Others	-	-	-	-
	Total shareholding of Promoter & Promoter Group (A)	7270977	60.90	7270977	44.50
B.	Public Shareholding				
(1)	Institutions				
(2)	Non-Institutions				
(a)	Bodies Corporate	1371861	11.49	1871861	11.46
(b)	Individuals				
(i)	Individuals shareholders holding nominal share capital upto Rs. 2 lakh	1142949	9.57	2228663	13.64
(ii)	Individuals shareholders holding nominal share capital in excess of Rs.2 lakh	1543283	12.93	4157569	25.45
(c)	Qualified Foreign Investor	-	-	-	-
(d)	Others (specify)	-	-	-	-
(i)	Clearing Members	31799	0.27	31799	0.19
(ii)	Non Resident Indians	578131	4.84	778131	4.76
(iii)	Trusts	-	-	-	-
(v)	NBFC	-	-	-	-
	Total Public Shareholding (B)	4668023	39.10	9068023	55.50
	Grand Total (A+B)	11939000	100.00	16339000	100.00

f. Proposed time for completion of Preferential Allotment

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the shares is pending on account of pendency of any approval for the preferential issue/ for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

g. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any.

The names of the Investor together with their post issue capital held with them will be as set out below.(refer Annexure- 1).

h. Principal terms of Asset charged as securities

Not applicable

i. Change in control if any, in the Company that would occur consequent to the preferential issue

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in according with the change in shareholding pattern.

j. Re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares in accordance with ICDR Regulations.

k. Kinds of Securities offered - Equity Shares

l. Basis on which the price has been arrived and justification for the price (including premium if any)

Since the equity shares of the Company are listed and are frequently traded shares on BSE Limited and National Stock Exchange of India Limited, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. Report from registered valuer is not applicable. We also confirm that the Articles of Association do not contain any restrictive provision.

m. Relevant date with reference to which the price has been arrived at:

The relevant date as per the relevant provisions of Chapter V of the ICDR Regulations, for the determination of the said issue price for the Shares is May 2, 2022 being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting ("EGM").

n. The class or classes of persons to whom the allotment is proposed to be made:

The Shares pursuant to the preferential issue shall be allotted to Non-Promoter Category (refer Annexure-1) in the manner as specified here.

o. Practicing Company Certificate:

The certificate has issued from Mr. Amit R. Dadheech, Practicing Company Secretary certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, as required under the SEBI (ICDR) Regulations, 2018 as amended from time to time, and the same shall be available for inspection at the Registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM.

The Certificate will also available on the Company's website i.e. www.kslindia.com

p. Lock-in requirements

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a 90 Trading days from the date of trading approval granted by the Stock Exchange(s).

q. Contribution being made by the promoters or directors either as part of the Preferential issue or separately in furtherance of objects:

No contribution is being made by promoter or Director of the Company, as part of the Preferential Issue

r. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

s. The Current and proposed Category/Status of the allottee(s) post the preferential issues are as under:

The current and proposed Category/Status of the proposed allottee(s) specified under Annexure -1



t. Other disclosures

- During the period, commencing from April 01, 2022 till the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- None of the proposed allottees have sold or transferred any Equity Shares during 90 Trading days preceding the Relevant Date.
- Since the preferential issue is not more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees in concert. Hence, report of the registered valuer is not required under applicable provisions of SEBI ICDR Regulations.

u. Undertakings

- None of the Company, its Promoters and Directors is declared as wilful defaulter by Reserve Bank of India and also none of the company, its promoters and directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.
- The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.
- The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The proposed allottee(s)/investors shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public.

Further, in accordance with the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing and non-members in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Regulations for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the Non-promoter(s) category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity share capital to the Non-Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 2 of the Notice.

Provided that, the aforesaid preferential issues would be within the Authorized Share Capital of the Company. The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item no. 2 except to the extent of their shareholding in the Company, if any.

By Order of the Board
For Khandwala Securities Limited



Abhishek Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date: 03rd May, 2022

Annexure – 1
Details of the Proposed Allottees

Sr. No	Names of the Proposed Allottees	Category of Investors	Ultimate Beneficial Owner	Maximum no of Equity Shares to be Offered	Pre-Preferential Holding Of Equity Shares		Post-Preferential Holding Of Equity Shares	
					No. of Shares	% Holding	No of Shares	% Holding
1	Aditya Manoj Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
2	Alkesh Sanghvi	Non-Promoter	Na	Upto 85,714	Nil	-	85,714	0.52
3	Aumit Capital Advisors Ltd	Non-Promoter	Pratik Gandhi Vipul Gandhi Bhartiben Gandhi	Upto 5,00,000	Nil	-	5,00,000	3.06
4	Bridget Ferrao	Non-Promoter	Na	Upto 2,60,000	1,788	0.01	2,61,788	1.60
5	Darwin Patel	Non-Promoter	Na	Upto 4,38,095	Nil	-	4,38,095	2.68
6	Dipak M Parmar	Non-Promoter	Na	Upto 1,00,000	Nil	-	1,00,000	0.61
7	Divyani R Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
8	Heta Patel	Non-Promoter	Na	Upto 4,38,095	Nil	-	4,38,095	2.68
9	Jagdish Chandra Ranglal Birla HUF	Non-Promoter	Jagdish Chandra Ranglal Birla	Upto 30,000	Nil	-	30,000	0.18
10	Jagdish R Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
11	Kamireddi Satya Venkata Rameshbabu	Non-Promoter	Na	Upto 1,00,000	Nil	-	1,00,000	0.61
12	Kinjal Tushar Shah	Non-Promoter	Na	Upto 50,000	Nil	-	50,000	0.31
13	Lalita R Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
14	Manoj Kumar Jagdish Chandra Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
15	Manoj Kumar Jagdish Chandra Birla HUF	Non-Promoter	Manoj Kumar Birla	Upto 30,000	Nil	-	30,000	0.18
16	Moxa Nirav Patel	Non-Promoter	Na	Upto 1,00,000	Nil	-	1,00,000	0.61
17	Narendra Kumar Maganlal Patel	Non-Promoter	Na	Upto 1,00,000	Nil	-	1,00,000	0.61

Wealth Visionaries



18	Nilesh Kumar Mistry	Non-Promoter	Na	Upto 1,00,000	Nil	-	1,00,000	0.61
19	Noel Ferrao	Non-Promoter	Na	Upto 2,60,000	944	0.01	2,60,944	1.60
20	Rahul Dsouza	Non-Promoter	Na	Upto 2,60,000	Nil	-	2,60,000	1.59
21	Ramesh Chandra J Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
22	Ramesh Chandra Jagdish Chandra Birla HUF	Non-Promoter	Ramesh Chandra Birla	Upto 30,000	Nil	-	30,000	0.18
23	Roma Dsouza	Non-Promoter	Na	Upto 2,60,000	Nil	-	2,60,000	1.59
24	Rose Dsouza	Non-Promoter	Na	Upto 2,60,000	Nil	-	2,60,000	1.59
25	Satish Kumar Arya	Non-Promoter	Na	Upto 1,00,000	5,92,500	4.96	6,92,500	4.24
26	Shaishav Mehta HUF	Non-Promoter	Shaishav Mehta	Upto 1,00,000	Nil	-	1,00,000	0.61
27	Shuchi Patel	Non-Promoter	Na	Upto 4,38,096	Nil	-	4,38,096	2.68
28	Sweta M Birla	Non-Promoter	Na	Upto 30,000	Nil	-	30,000	0.18
29	Tushar Rameshchandra Shah	Non-Promoter	Na	Upto 50,000	Nil	-	50,000	0.31
30	Vedkarta Consultant LLP	Non-Promoter	Dharit Mehta Khushboo Mehta	Upto 1,00,000	Nil	-	1,00,000	0.61
TOTAL				44,00,000				

