



KHANDWALA SECURITIES LIMITED

Registered Office : Ground Floor, Vikas Building, Green Street, Fort, Mumbai - 400 023.
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CIN: L67120MH1993PLC070709

NOTICE OF POSTAL BALLOT

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

Dear Members,

NOTICE is hereby given pursuant to the provision of section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of 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 (the "SS-2"), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (the "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 Resolutions as set out in this Notice are proposed for the approval of the Members of **Khandwala Securities Limited** (the "Company") through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the 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 voting system. Those Members who have not registered their e-mail address with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended along with the Notice. Further, the Board of Directors of your Company has appointed Mr. Bhunesh Bansal, Proprietor of M/s. Bhunesh Bansal & Associates,

Practicing Company Secretary (Membership No. FCS 6526 & COP No. 9089), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, June 18, 2023 and ends at 5.00 p.m. (IST) on Monday, July 17, 2023. 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. **The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Wednesday, July 19, 2023.**

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 <https://www.kslindia.com> and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

SPECIAL BUSINESS

1. Alteration of the Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration and amendment in the existing Clause III(A) of the main objects of the Memorandum of Association of the Company by altering the existing sub clause III(A)1 and III(A)2 and by inserting a new sub clause III(A)4 after sub clause III(A)3 of the Memorandum of Association, as per the following:

1. To carry on the business of an investment and broking (including subbroking) Company and without prejudice to the generality of any other object to buy, underwrite, invest in, acquire, hold, lease, sell and/

or otherwise deal in shares, stocks, debentures, bonds, obligations, securities issued by any government, state, dominion, commissioner, public body or authority, municipal, local or otherwise, firm, company, association or person in India or elsewhere and any other financial instrument with obtaining membership of any one or more Stock Exchange in India and/or abroad, to act as traders, sellers, dealers, broker, stock-broker, sub-broker, market makers, underwriters, agents, sub-agents for subscribing to or procuring subscription to and for sale, purchase of otherwise trading in securities, stocks, shares, debentures, debentures stock, bonds units or certificates of mutual funds, savings of deposit, government securities or other financial instruments or obligations of anybody corporate or authority whether central, sales or local undertaking, whether public or private and provisional documents relating to all these or otherwise deal in all kinds of securities, in spot, futures and derivatives as permitted or to trade or deal or act as broker in or to buy and sell in its own capacity as principal, any currency of any country, commodities, foreign currency, denominated instruments in debt and in equity and in all securities financial instruments and derivatives thereof and to act as manager or advisers to issues of any of the aforesaid and to promote the financial and investment services and facilities of every description capable of being provided by investment fund managers and to arrange and sponsor public and private issues or issue on private placement basis of shares, or debt instruments and to undertake activities relating to margin funding, mutual fund distribution, distribution of third party securities and other financial products and act as research analyst, investment advisors and to do such other activities which are incidental or ancillary to the same.

2. To carry and undertake on the business as merchant banker and underwriters, sub-underwriters, managers, co-managers, lead manager, depository participants, portfolio manager, trustees, custodian, stock brokers, sub-brokers, registrars to the issue, advisors, management consultants and/or consultants to private and/or public issue of securities of every description whether issued by any Company, Corporation, firm or person whether incorporated or established in India and otherwise including any Indian or foreign Government, State Dominion, Sovereign, Municipality or public Authority and to become a member of commodity exchanges and/or to carry on business as commodity brokers and to provide services of every kind in connection with trading and dealing in commodities.
3. To undertake and carry on the business and activities as an Asset Management Company and/or to sponsor the setup of an mutual fund, asset management company and trustee company.

FURTHER RESOLVED THAT the Board of Directors of the Company (the "Board" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and in supersession of earlier resolutions passed by the Members of the Company in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee thereof) to borrow, from time to time, such sum or sums of money as they may deem necessary, for the purpose of the business of the Company, from any banks, financial institutions, firms, bodies corporate, companies, any one or more persons and/or any other entity, with or without security, and on such terms and conditions, as the Board at its sole discretion may deem fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount up to which monies may be borrowed by the Board shall not exceed the sum of Rs. 250 crores (Rupees Two Fifty Crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things

and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall include any Committee thereof) to mortgage, hypothecate, pledge, encumber and/or charge, including to sell, lease or otherwise dispose of on such terms and conditions as the Board may deem fit, all or any part of movable and/or immovable properties, tangible and/or intangible properties/assets of the Company, wherever situate, both present and future and/or the whole or part of any of the undertaking(s) of the Company, in favour of any persons(s) including but not limited to banks, financial institutions, corporate bodies, lenders, agents and/or any other investing agencies, to secure the loans, financial assistance and/or other credit facilities (hereinafter referred to as “loans”), availed/to be availed by the Company, in Indian rupees or in foreign currency, from time to time, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the such loans for which the charge is to be created, shall not at any time exceed Rs. 250 Crores (Rupees Two Fifty crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge/pledge/hypothecation as mentioned aforesaid.”

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of

the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereto for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in terms of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’) which term shall be deemed to include, unless the context otherwise requires, any committee of the Board to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they it may be deemed beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 250 crores (Rupees Two Fifty crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any point of time, as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

5. **Approval for the Sale/Disposal of the Immovable Property of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force), and according to the provisions of Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and subject to such other approvals, consents and permissions, being obtained from the appropriate authorities to the extent applicable and necessary, consent of the Members of the Company be and is hereby accorded to 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 from time to time to exercise its powers including the power conferred by this resolution) to sell/transfer/dispose of the immovable property of the Company located at G7, Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023, as a going concern or in any other manner as the Board may deem fit in the interest of the Company, for such consideration and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance, undertaking and other ancillary documents, with effect from such date and in such manner as may be decided by the Board and to do all such acts, deeds, matters and things, as they may deem necessary and/or expedient to give effect to the above resolution including without limitation to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the said immovable property as they may in their absolute discretion deem fit."

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to 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 for revision in remuneration payable to Mr. Pranav Khandwala (DIN: 00519113) as Whole-time Director (designated as Whole-time Director and Chief Financial Officer) of the Company with effect from April 1, 2023 for the remaining period of his tenure ending on February 10, 2025 on the terms and conditions, as set out below:

a) Remuneration:

Salary: Rs. 2,00,000/- 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 be and is hereby authorised to alter or vary the terms and conditions of the said remuneration, as it may deemed fit and as may be accepted to Mr. Pranav Khandwala, subject to the same not exceeding the limits specified under section 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 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 salary, perquisites and other allowances as specified above, shall be payable to Mr. Pranav Khandwala as minimum remuneration.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or officer(s) of the Company to give effect to this resolution."

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

Sd/-

Date : May 30, 2023
Place : Mumbai

**Paresh Khandwala
Managing Director**

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, June 9, 2023** ("**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, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at 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 Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. 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 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, June 9, 2023**, 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 on **Sunday, 18th June 2023 (From 9:00 AM IST) and ends on Monday, 17th July 2023 (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. June 9, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after June 9, 2023 (5:00 PM IST). 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. 17th July 2023.
10. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before **Wednesday, July 19, 2023** at the Registered Office of the Company. 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 along with the Scrutinizer's report.
11. 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. 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 commences from 9.00 a.m. (IST) on Sunday, June 18, 2023 and ends at 5.00 p.m. (IST) on Monday, July 17, 2023. 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), 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>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </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***
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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

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 with a copy marked to evoting@nsdl.co.in.

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.

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 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. 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 THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company is engaged in the business of stock broking, depository participant and investment advisory services. Further, the Company is also registered as a Category I Merchant Banker and Portfolio Manager with Securities and Exchange Board of India.

The Company is pursuing growth opportunities in various other fields of business which are incidental and ancillary to the existing business activity and intends to expand its present scope of business and considers new business proposals which have good future prospects and potentials to increase the shareholders' return. To facilitate such initiatives, alteration is proposed by way of additions and alteration to the objects clause in the Memorandum of Association as set out in the resolution at Item No. 1 of the Notice. These additional objects may conveniently and advantageously be combined with the existing businesses of the Company.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association ("MoA"). The Board of Directors had, in its meeting held on May 30, 2023 approved the aforesaid alteration and amendments in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors therefore recommends the resolution as set out in Item Nos. 1 of the Notice for approval of members of the Company by way of Special Resolution.

Item No. 2 & 3

At the Twenty Fifth Annual General Meeting ("AGM") of the Company held on September 21, 2018, the members of the Company had accorded their consent to the Board of Directors of the Company ("Board") for borrowing monies (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto Rs. 175 Crores under Section 180(1)(c) of the Companies Act, 2013. The members of the Company at the said AGM had also accorded their consent to the Board to create charge on properties or assets of the Company to secure borrowings upto Rs. 175 crores under Section 180(1)(a) of the Companies Act, 2013.

Further, in view of the increase in business activities, keeping in view Company's requirements to meet the increased requirements of funds in future and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on May 30, 2023 proposed and approved increase in the borrowing limit from Rs. 175 Crores to Rs. 250 Crores (Rupees Two Fifty Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 250 Crores (Rupees Two Fifty Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Members of the Company by way of Special Resolution. Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Members of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the Members of the Company for increasing the existing limits to Rs. 250 Crores. Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such

borrowings by the creation of charge on assets/properties of the Company upto Rs. 250 Crores as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 2 and 3 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

Item No. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 250 crores (Rupees Two Fifty Crores), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board of Directors therefore recommends the resolution as set out in Item No. 4 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company, requires the approval of the Members of the company by way of a Special Resolution.

The Company is in possession of an Immovable Property located at G7, Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023. In order to facilitate the Company to meet its financial obligations, to strengthen its financial stability and viability, etc., the Board has proposed to sell the aforesaid Immovable Property of the Company to any interested buyer who intends to acquire the said property on such terms and conditions as the Board may deem fit for the beneficial and interest of the Company.

Sale of the said Immovable Property as an undertaking would require an approval from the members of the Company by

way of a special resolution in terms of Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in Item Nos. 5 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Mr. Pranav Khandwala was appointed as Whole-time Director of the Company at a remuneration of Rs. 1,50,000/- p.m. with effect from February 11, 2020 for a period of 5 years at the Twenty Seventh Annual General Meeting of the Members of the Company held on November 23, 2020. He is also entitled to perquisites, allowances and other benefits including reimbursement of medical expenses, contribution to Provident Fund, Super Annuation Fund or Annuity fund, Gratuity, etc. provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Mr. Pranav Khandwala has been associated with the Company since November 14, 2011. Before the appointment as Whole-time Director of the Company, he was holding the office as Non-Executive Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors and at their meeting held on May 30, 2023, approved the revision in terms of remuneration payable to Pranav Khandwala as Whole-time Director of the Company as set out in the resolution at Item No. 6 of the Notice and shall be within the maximum limits as laid down under Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended.

Mr. Pranav Khandwala is not disqualified in terms of Section 164 of the Companies Act, 2013. Further, except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as Whole-time Director of the Company as approved by the members of the Company shall remain unchanged.

Notwithstanding anything herein, where in any financial year during the currency of tenure of Mr. Pranav Khandwala as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above, subject to requisite approval, if any, as may be required under the Act and rules made thereunder.

The information pertaining to Section II of Part II of Schedule V of the Companies Act, 2013 are as follows:-

I. General Information:

- a) **Nature of industry** :- The Company is engaged in the business of stock broking and investment banking, investment advisory, portfolio management services and depository participants.
- b) **Date or expected date of commencement of commercial production** :- Not Applicable
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** :- Not Applicable
- d) **Financial performance based on given indicators** :- The Financial Performance of the Company for the last three Financial Years are as follows:-

Particulars	FY 2022-23 (Rs. in Lakhs)	FY 2021-22 (Rs. in Lakhs)	FY 2020-21 (Rs. in Lakhs)
Total Income	648.63	635.14	377.35
Total Expenditure	598.86	628.78	547.03
Profit/(loss) before tax	49.77	6.36	(169.68)
Profit/(loss) after tax	44.42	12.05	(165.00)

- e) **Foreign investments or collaborations, if any**:- The Company has not entered into any material foreign collaboration and has not made any foreign investments.

II. Information about the appointee:

- a) **Background details**:- 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 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.
- b) **Past remuneration** :- The appointment of Mr. Pranav Khandwala as Whole-time Director was duly approved by the Members, for a period of 5 (five) years with effect from February 11, 2020 at a remuneration of Rs. 1,50,000/- per month.
- c) **Recognition or awards** :- Nil
- d) **Job profile and her suitability**:- Same as above in item no. a) herein above.
- e) **Remuneration proposed**:- As set out in the aforesaid Resolution.

- f) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :-** Taking into consideration the size of the Company, the profile of Mr. Pranav Khandwala, the responsibilities shouldered by him and industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterparts in the companies.
- g) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :-** Apart of the proposed remuneration as stated above, Mr. Pranav Khandwala has no pecuniary relationship with Company. Further, Mr. Pranav Khandwala is related to Mr. Paresh Khandwala, Mr. Pratik Khandwala and Mrs. Bhagyashree Khandwala.

III. Other information:

- a) **Reasons of loss or inadequate profits:** - Due to higher volatility in market and higher expenditure including financial charges, the Company has incurred inadequate profit.

- b) **Steps taken or proposed to be taken for improvement :-** The Company has taken various strategic measures to increase revenue and to reduce overall cost of expenditure.
- c) **Expected increase in productivity and profits in measurable terms:** - It is impractical to measure the productivity and profits due to volatility in the market.

IV. Disclosures

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. 6 of the Notice.

Accordingly, the Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

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

Sd/-

Date : May 30, 2023

Place : Mumbai

**Paresh Khandwala
Managing Director**