



KHANDWALA SECURITIES LIMITED

Registered Office : G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400021.

Tel: 91-22-40767373; Fax: 91-22-40767377; Email: kslsupport@kslindia.com; Website: www.kslindia.com

CIN: L67120MH1993PLC070709

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Members,

NOTICE is hereby given pursuant to the provisions of section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with 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 (**"SS-2"**), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"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, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 9/2024 dated 19th September 2024 (**"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 resolution as set out hereunder is proposed to be passed by the Members of **Khandwala Securities Limited** (**"the Company"**) by way of Postal Ballot only through e-voting i.e. voting through electronic means (**"Remote E-voting"**).

In compliance with the aforesaid MCA Circular, this Postal Ballot Notice is being sent only through electronic mode, to those Members whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent of the Company ('RTA')/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 e-voting system. The instruction and detailed procedure for remote e-Voting are appended to this Notice.

Pursuant to Section 102, 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof (**"Statement"**) is annexed to this Postal Ballot Notice (**"Notice"**) for your consideration and forms an integral part of this Notice. Further, the Board of Directors of your Company has appointed Mr. Bhuwnesh Bansal, Proprietor of M/s. Bhuwnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP No. 9089), as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process and for scrutinizing the votes cast therein in a fair and transparent manner.

The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, 9th November 2025 and ends at 5.00 p.m. (IST) on Monday, 8th December 2025. The Scrutinizer will submit his 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 and the results of the e-voting on Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting i.e. **on or before 10th December 2025.**

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

SPECIAL BUSINESS

1. **Appointment of Mrs. Suzan Vakil (DIN:11289012) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the Companies

(Appointment and Qualifications of Directors) Rules, 2014 ('Rules') as amended and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Suzan Vakil (DIN:11289012), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from September 11, 2025 in terms of the provisions of section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of a Director and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 11, 2025 to September 10, 2030 (both days inclusive), and that she shall not be liable to retire by rotation.

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

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

Abhishek Joshi
Company Secretary
Membership No. ACS - 28915

Date : September 11, 2025

Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provision of section 102 and 110 of the Act read with Rule 22 of the Rules made thereunder and Secretarial Standards on General Meetings (SS-2) stating material facts and the reasons thereof for the proposed resolution is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all those members whose names appear on the Register of

Members/List of Beneficial Owners as received from the Depositories/RTA as on **Friday, 31st October 2025 ("Cut-off date")** and whose e-mail addresses are registered with the Company/RTA/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 and 110 of the Act, Rules 20 and 22 of the Rules, MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is pleased to provide Remote E-voting facility to its Members to enable them to cast their votes electronically for the postal ballot. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide Remote e-voting facility to its Members. The instructions for e-voting are provided as part of this Notice.
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 concerned Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Limited, Selenium Building, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032. Members are requested to register their email id and support the green initiative efforts of the Company.
6. Members whose names will appear in the Register of Members/List of Beneficial Owners as on **Friday, 31st October 2025** being the **Cut-off date** will be entitled to vote on the Resolution 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.
7. **The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, 9th November 2025 and ends at 5.00 p.m. (IST) on Monday, 8th December 2025.** 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. 31st October 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5:00 PM (IST) on **8th December 2025**. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

8. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. 8th December 2025.
9. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny of the e-voting, and the result of the e-voting by postal ballot will be announced within 2 (two) working days from the conclusion of the e-voting i.e. **on or before 10th December 2025**.
10. 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, 9th November 2025 and ends at 5.00 p.m. (IST) on Monday, 8th December 2025. The remote e-voting module shall be disabled by NSDL for e-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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on   
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or call at 022 - 48867000
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 toll free no. 1800-21-09911

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.com** 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 **csbbansal@gmail.com** with a copy marked to **evoting@nsdl.com**.
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.: 022-48867000 or send a request to Mr. Sagar S. Gudhate at **evoting@nsdl.com**

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.com** 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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on September 11, 2025 appointed Mrs. Suzan Vakil (DIN:11289012) as an Additional Director (Non-Executive, Independent) of the Company with effect from September 11, 2025 for a term of 5 (five) consecutive years commencing from September 11, 2025 to September 10, 2030 (both days inclusive), not liable to retire by rotation and subject to the approval of the Members of the Company by way of a special resolution.

Pursuant to the provisions of Section 161 of the Act, Mrs. Suzan Vakil will hold office up to the date of the forthcoming Annual General Meeting. However, in terms of Regulation 17(IC) of the SEBI LODR Regulations, the Company is required to obtain approval of Members for the appointment of an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board decided to seek approval of the same from the Members through Postal Ballot under Section 110 of the Companies Act, 2013 (the "Act").

In the opinion of the Board, Mrs. Suzan Vakil fulfills the conditions for her appointment as an Independent Director as specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended thereto and the SEBI LODR Regulations. She is a person of integrity and her vast knowledge and varied experiences in the areas of litigation, arbitration, legal advisory, contract structuring, etc. would be in the best interest of the Company. Mrs. Suzan Vakil is independent of the management. She possesses the appropriate skills, experience, and knowledge as required for the discharge of her duties as an Independent Director. Mrs. Suzan Vakil is not related to any Director or KMP of the Company.

The Company has received a declaration from Mrs. Suzan Vakil confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Suzan Vakil consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received notice under Section 160 of the Act from a Member proposing the candidature of Mrs. Suzan Vakil for the office of Independent Director of the Company. Mrs. Suzan Vakil has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank

of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Profile of Mrs. Suzan Vakil: Mrs. Suzan Vakil holds degrees of Bachelor's in Legislative Law (LLB) and Bachelor of Commerce (B.com). She became a solicitor from the Bombay Incorporated Law Society in the year 2016. As a legal professional, she have more than 15 years of experiences as an Advocate and more than 9 years of experiences as a Solicitor, specializing in power, renewable energy, infrastructures and high-value commercial disputes. She has extensive knowledge and experiences in contract structuring, litigation, arbitration, innovative asset recovery solutions and legal advisory work. She is also recognized for delivering results-oriented, strategic advices and representing clients effectively in complex and technically demanding legal matters.

Mrs. Suzan Vakil shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings.

A copy of letter of appointment of Mrs. Suzan Vakil setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Members seeking to inspect the same are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

In compliance with the provisions of Section 149, 152 and other applicable provisions read with Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the appointment of Mrs. Suzan Vakil as an Independent Director is now placed for the approval of the Members as a Special Resolution. The Board recommends passing of the Special Resolution, as set out at Item No. 1 of this Notice, for the approval of the members.

Except Mrs. Suzan Vakil, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at item no. 1 of the accompanying notice.

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

Abhishek Joshi
Company Secretary
Membership No. ACS - 28915

Date : September 11, 2025
Place : Mumbai

Registered Office

G-II, Ground Floor, Dalamal House,
Nariman Point, Mumbai - 400021
CIN: L67120MH1993PLC070709
Tel No:- 91-22-40767373
Fax No:- 91-22-40767377
E-mail: kslsupport@kslindia.com
Website : www.kslindia.com

ANNEXURE TO THE NOTICE

Information of Directors seeking appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	Mrs. Suzan Vakil
DIN	11289012
Date of Birth (Age)	13/05/1985 (40 yrs)
Qualification	Bachelor's in Legislative Law (LLB) and Bachelor of Commerce (B.com).
Date of First Appointment	11 th September 2025
Terms and conditions of appointment	Appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 11 th September 2025 to 10 th September 2030 and shall not be liable to retire by rotation.
Resume and Nature of Expertise in Functional area	Mrs. Suzan Vakil have more than 15 years of experiences as an Advocate and more than 9 years of experiences as a Solicitor, specializing in power, renewable energy, infrastructures and high-value commercial disputes.
Skills and capabilities of Independent Director and its fulfillment	Kindly refer the explanatory statement annexed to the Notice
Remuneration last drawn (including sitting fee), if any	Not Applicable
Remuneration proposed to be paid	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
No. of Board Meeting attended during the financial year 2025-26	1
Directorship held in other companies (public limited companies)	Nil
Memberships / Chairmanship of Committees of other companies	None
No. of equity shares held in the Company	Nil
Resignation from the listed entities in the past three years	Nil
Relationship with other directors / key managerial personnel, if any	None