KHANDWALA SECURITIES LIMITED

Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400 023.
Tel. : (B) 91-22-4076 7373 • Fax: 91-22-4076 7377/78
Website: www.kslindia.com • CIN No. : L67120MH1993PLC070709

July 16, 2018

To,

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

BSE Scrip Code:- 531892

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

NSE Symbol:- KHANDSE

Dear Sir,

Sub: Result of Postal Ballot and Disclosure in terms of Regulation 44(3) of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015

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

a) Sale / Disposal of the Immovable Property of the Company; and

b) Re-appointment of Mr. Paresh Khandwala as Managing Director of the Company.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the details of voting results for the Postal Ballot. We are also enclosing the Scrutinizer's Report dated July 16, 2018 for your kind reference.

Further, the aforesaid resolutions have been passed by the Members of the Company with the requisite majority. The voting results along with the Scrutinizer's Report will be displayed on the website of the Company.

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

Thanking you,

Yours Faithfully,
For Khandwala Securities Limited

KHANDWALA SECURITIES LTD. MUMBAI

Abhishek Joshi
Company Secretary & Compliance Officer

Encl: as above

KHANDWALA SECURITIES LIMITED

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

Date of Postal Ballot Notice	26th May, 2018
Total Number of Shareholders as on cut-off date (i.e. 8th June, 2018)	2512
Date of Declaration of Result of Postal Ballot	16th July, 2018
No. of shareholders present in the Meeting either in person or through proxy: • **Promoter and Promoter Group** • **Public**	Not Applicable
No. of shareholders present in the Meeting through video conferencing : • **Promoter and Promoter Group** • **Public**	Not Applicable

KHANDWALA SECURITIES LTD. MUMBAI

KHANDWALA SECURITIES LIMITED								
Resolution Required : Special			1. Sale / Disposal of the Immovable Property of the Company					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	7150690	7150690	100.0000	7150690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**7150690**	**100.0000**	**7150690**	**0**	**100.0000**	**0.0000**
Public- Institutions	**E-Voting**	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Non Institutions	**E-Voting**	4788310	1280405	26.7402	1279405	1000	99.9218	0.0782
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		152	0.0032	142	10	93.4210	6.5790
	Total		**1280557**	**26.7434**	**1279547**	**1010**	**99.9211**	**0.0789**
Total		**11939000**	**8431247**	**70.6194**	**8430237**	**1010**	**99.9880**	**0.0120**



KHANDWALA SECURITIES LIMITED								
Resolution Required : Special			2. Re-appointment of Mr. Paresh Khandwala as the Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda / resolution ?			Yes					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	7150690	7150690	100.0000	7150690	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		**7150690**	**100.0000**	**7150690**	**0**	**100.0000**	**0.0000**
Public- Institutions	**E-Voting**	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Non Institutions	**E-Voting**	4788310	1268106	26.4834	1267106	1000	99.9211	0.0788
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		152	0.0032	152	0	100.0000	0.0000
	Total		**1268258**	**26.4865**	**1267258**	**1000**	**99.9211**	**0.0788**
Total		**11939000**	**8418948**	**70.5164**	**8417948**	**1000**	**99.9881**	**0.0119**



BHUWNESH BANSAL & ASSOCIATES
Company Secretaries

002, Dreamland Park C Wing CHS Ltd.
Gokuldham Road, Near Vijay Park,
Mira Road (E), Thane – 401 107
Mobile – 7738181976
Email- csbbansal@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

I, Bhuwnesh Bansal, Practicing Company Secretary, was appointed by the Board of Directors of your Company at its meeting held on 26th May, 2018 as the Scrutinizer for the Postal Ballot & E-Voting held pursuant to provisions of Section 110 & Section 108 of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014, for the purpose of passing a Special Resolutions under Section 180(1)(a), 196 and 197 of the Companies Act, 2013 as contained in Notice of Postal Ballot dated 26th May, 2018.

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

The Resolutions as proposed are reproduced hereunder:-

1. Sale/Disposal of the Immovable Property of the Company

To consider and, if thought fit, to pass 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 the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of Memorandum and Articles of Association of the Company, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities and subject to such terms and conditions as may be imposed by any of them, 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-off its immovable property of the Company located at 152 A, 15th Floor, Mittal Court, A wing, 224, Block No. III, Backbay Reclamation Scheme, Nariman Point, Mumbai - 400021, as a going concern or in any other manner as the Board may deem fit in the interest of the Company, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board of Directors 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

Bhuwnesh Bansal & Associates ★ Company Secretaries ★ CP.NO. 9089

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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."

2. Re-appointment of Mr. Paresh Khandwala as Managing 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 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, as may be necessary and in accordance with Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Paresh Khandwala as Managing Director of the Company, for a period of five (5) years with effect from 1st January, 2018, on the terms and conditions set out below:

a) Remuneration:
Salary: Rs. 31,25,000/- per annum.

b) Perquisites, allowances and other benefits:

- Medical reimbursement, leave travel assistance, contribution to provident fund, superannuation 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 of the Company (hereinafter referred to as 'Board') be and are hereby authorized to alter and vary the terms and conditions of re-appointment and/or remuneration, in such manner as may be agreed between the Board and Mr. Paresh Khandwala and within the limits as prescribed under Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Paresh Khandwala, the remuneration mentioned in the above shall be paid to Mr. Paresh Khandwala as Minimum Remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.

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

1. I submit my report as under:-

1.1 The Company has made necessary arrangement for conducting postal ballot and e-voting process in a fair and transparent manner. The Company has engaged Karvy Computershare Private Limited, to provide e-voting facility to the Equity Shareholders of the Company.

1.2 The shareholders of the Company had option to vote on resolutions either through the Postal Ballot forms physically or through the e-voting facility.

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1.3 The Company has completed the dispatch of Postal Ballot forms on 12th June, 2018 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on 8th June, 2018.

1.4 All Postal Ballot forms & e-votes received up to the close of working hours on 14th July, 2018, the last date and time fixed by the Company for receipt of the forms & e-votes, were considered for the scrutiny.

1.5 The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.

1.6 Particulars of all the Postal Ballot forms & e-votes received from the members have been entered in a Register separately maintained for the purpose.

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

Resolution 1

Sale/Disposal of the Immovable Property of the Company

(A) E-Voting:-

(i) Voted **in Favour** of the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
33	8430095	99.99

(ii) Voted **against** the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
1	1000	0.01

(iii) **Invalid** votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

(B) Postal Ballot

(i) Voted **in Favour** of the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
5	142	93.42

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(ii) Voted against the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
1	10	6.58

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
1	1953

(C) Combined Report

(i) Voted in Favour of the resolution:

Number of Members voted through E-Voting & Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
38	8430237	99.99

(ii) Voted against the resolution:

Number of Members voted through E-Voting &Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
2	1010	0.01

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
1	1953

Resolution 2

Re-appointment of Mr. Paresh Khandwala as Managing Director of the Company

(A) E-Voting:-

(i) Voted in Favour of the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
32	8417796	99.99

(ii) Voted against the resolution:

Number of Members voted through E-Voting system	Number of votes Cast by them	% of Total number of Valid votes cast
1	1000	0.01

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Bhuwnesh Bansal & Associates ★ Company Secretaries ★ CP.NO 9089

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(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
1	12299

(B) Postal Ballot

(i) Voted in Favour of the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
6	152	100.00

(ii) Voted against the resolution:

Number of Members voted through Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
1	1953

(C) Combined Report

(i) Voted in Favour of the resolution:

Number of Members voted through E-Voting & Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
38	8417948	99.99

(ii) Voted against the resolution:

Number of Members voted through E-Voting &Postal Ballot	Number of votes Cast by them	% of Total number of Valid votes cast
1	1000	0.01

(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
2	14252

Bhuwnesh Bansal & Associates ★ CP.NO 9089 ★ Company Secretaries

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1. Based on the above facts, the a Special Resolutions for the following purposes:

   I. Sale/Disposal of the Immovable Property of the Company
   II. Re-appointment of Mr. Paresh Khandwala as Managing Director of the Company

   Contained in the Notice dated 26th May, 2018 may be considered as passed with requisite majority by the Shareholders of the Company by way of Postal Ballot & E-Voting.

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

Place: Mumbai
Date: 16/07/2018

For Bhuwnesh Bansal & Associates

Bhuwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089

Bhuwnesh Bansal & Associates
CP NO 9089
Company Secretaries