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

September 21, 2015

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

Dear Sir/Madam,

SUB: DISCLOSURE OF VOTING RESULTS OF 22nd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 19, 2015 AS PER THE REQUIREMENT OF CLAUSE 35A OF LISTING AGREEMENT.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with prescribed rules there under and in accordance with the Listing Agreement, the Company had provided e-voting facility to its members to cast their vote electronically on all resolutions mentioned in the Notice convening the 22nd Annual General Meeting (AGM) of the Company held on September 19, 2015. The e-voting was opened from September 16, 2015 to September 18, 2015.

In line with the Provisions of the Companies Act, 2013 and in terms of clarification issued by MCA, voting by show of hands was not permitted at the Annual General Meeting where e-voting facility has been provided to Members. Therefore, at the 22nd AGM, voting was conducted by Poll.

The Board of Directors had appointed M/s. Bhuwnesh Bansal & Associates, Practicing Company Secretary as the Scrutinizer for e-voting and poll process. Mr. Bhuwnesh Bansal, the Scrutinizer have carried out the scrutiny of votes cast by e-voting and also carried out poll and submitted consolidated report which is enclosed herewith.

Accordingly all resolution were passed with requisite majority.

Kindly consider and take on your records.

Thanking you,
Yours Faithfully,

For Khandwala Securities Limited

Company Secretary & Compliance Officer

KHANDWALA SECURITIES LIMITED

DETAILS OF VOTING RESULTS PURSUANT TO CLAUSE 35A OF LISTING AGREEMENT

SLNO	DESCRIPTION					
A	DATE OF AGM				19-09-2015	
B	BOOK CLOSURE DATE				12-09-2015 TO 19-09-2015 (BOTH DAYS INCLUSIVE)	
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE				2295	
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY				115	
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	7	0	7	3231382	27.06577
	PUBLIC	52	56	108	6740	0.05645
	TOTAL	59	56		3238122	27.12222
E	No video conferencing facility was made available.					

KHANDWALA SECURITIES LTD. MUMBAI

KHANDWALA SECURITIES LIMITED

Details of Agenda

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, the Profit and Loss Account of the Company for the year ended on that date, and the Reports of the Auditors and Directors thereon.

Ordinary Resolution passed by way of E- voting and Poll

Promoter /Public	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 – in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% fo votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	6761293	6744148	99.7464	6744148	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public - Others	5177707	2231986	43.1076	2231986	0	100	0
Total	**11939000**	**8976134**	**75.1833**	**8976134**	**0**	**100**	**0**

2. To appoint a Director in place of Mrs. Bhagyashree Khandwala (DIN 02335473), who retires by rotation and being eligible, offers herself for re-appointment.

Ordinary Resolution passed by way of E- voting and Poll

Promoter /Public	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 – in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% fo votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	6761293	6744148	99.7464	6744148	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public - Others	5177707	2231986	43.1076	2231986	0	100	0
Total	**11939000**	**8976134**	**75.1833**	**8976134**	**0**	**100**	**0**

KHANDWALA SECURITIES LTD. MUMBAI

3. To appoint M/s. Udyen Jain & Associates, Chartered Accountants as Statutory Auditors and fix their remuneration.

Ordinary Resolution passed by way of E- voting and Poll

Promoter /Public	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 – in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% fo votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	6761293	6744148	99.7464	6744148	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public - Others	5177707	2231986	43.1076	2231986	0	100	0
Total	**11939000**	**8976134**	**75.1833**	**8976134**	**0**	**100**	**0**

4. To appoint Mr. Homiar Vakil (DIN: 05210178) as an Independent Director of the Company.

Ordinary Resolution passed by way of E- voting and Poll

Promoter /Public	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 – in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% fo votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	6761293	6744148	99.7464	6744148	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public - Others	5177707	2231986	43.1076	2231986	0	100	0
Total	**11939000**	**8976134**	**75.1833**	**8976134**	**0**	**100**	**0**

KHANDWALA SECURITIES LTD. MUMBAI

KHANDWALA SECURITIES LIMITED

5. To re-appoint Mr. Paresh Khandwala (DIN: 00112678) as Managing Director.

Special Resolution passed by way of E- voting and Poll

Promoter /Public	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 – in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% fo votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	6761293	6744148	99.7464	6744148	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public - Others	5177707	2231986	43.1076	2231986	0	100	0
Total	**11939000**	**8976134**	**75.1833**	**8976134**	**0**	**100**	**0**

Note: - All the resolutions were passed with requisite majority.

For Khandwala Securities Limited

Abhishek Joshi
Company Secretary & Compliance Officer

BHUWNESH BANSAL & ASSOCIATES
Company Secretaries

002, Dreamland Park C Wing CHS Ltd.
Gokuldham Road, Near Vijay park,
Mira Road (E), Thane 401107
Mobile – 7738181976
Email- csbbansal@gmail.com

CONSOLIDATED SCRUTINIZER REPORT FOR E VOTING AND POLL

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

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

Dear Sir,

Passing of Resolutions through E-voting and Poll conducted at the 22nd Annual General Meeting of Khandwala Securities Limited held on 19th September, 2015.

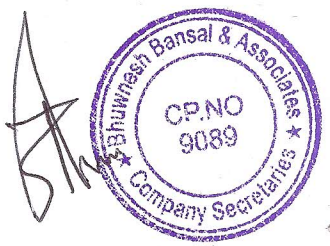
I, Bhuwnesh Bansal, Practicing Company Secretary (FCS – 6526/CP-9089) have been appointed as the Scrutinizer by the Board of Directors of **Khandwala Securities Limited** for the purpose of scrutinizing the E-voting process held between 16.09.2015 (9.00 A.M) to 18.09.2015 (5.00 P.M.) and the Chairman of 22nd Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll conducted on the resolution(s) contained in the Notice of the Annual General Meeting of the Members of the Company held on Saturday, 19th September, 2015 at C.K. Nayadu Hall, in the Cricket Club of India (CCI), Brabourne Stadium, Churchgate, Mumbai – 400 020 at 12.15 P.M.

Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirement of Companies Act, 2013 and the rules made there under in relation to exercising of voting right through electronic means and the poll on the resolutions as set out in the notice convening the 22nd Annual General Meeting dated 26th May, 2015.

Responsibility as a scrutinizer

My responsibility, as the scrutinizer for the E-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the notice convening the Annual General Meeting, based on the reports generated from the E-voting system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company for providing E-voting facilities and also at the time of poll at the 22nd Annual General Meeting.



BHUWNESH BANSAL & ASSOCIATES
Company Secretaries

002, Dreamland Park C Wing CHS Ltd.
Gokuldham Road, Near Vijay park,
Mira Road (E), Thane 401107
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Email- csbbansal@gmail.com

I submit my report as under:-

1. On completion of E-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, I have unblocked the votes on 19.09.2015, in the presence of two witness.
2. At the 22nd Annual General Meeting of the Company held on 19th September, 2015, the Company has also provided facility for voting by polling paper to the members attending the AGM, who have not cast their vote by E-voting.

The result of E-voting together with that of the Poll is under:-

<A> ORDINARY BUSINESS:

Resolution 1

Adopt Audited Financial Statement for the year ended 31st March, 2015, Reports of Board of Directors and Auditors:-

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	51	8976134	99.99
Poll	35	581	00.01
Total	**86**	**8976715**	**100.00**

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

Bhuwnesh Bansal & Associates CP.NO 9089 Company Secretaries

BHUWNESH BANSAL & ASSOCIATES
Company Secretaries

002, Dreamland Park C Wing CHS Ltd.
Gokuldham Road, Near Vijay park,
Mira Road (E), Thane 401107
Mobile – 7738181976
Email- csbbansal@gmail.com

(iii) **Invalid** votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	7
Total	**2**	**7**

Resolution 2

Re-appointment of Mrs. Bhagyashree Khandwala (DIN. 02335473) who retires by rotation:-

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	51	8976134	99.99
Poll	35	581	00.01
Total	**86**	**8976715**	**100.00**

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) **Invalid** votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	7
Total	**2**	**7**



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Resolution 3

Appointment of auditors of the Company:-

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	51	8976134	99.99
Poll	35	581	00.01
Total	**86**	**8976715**	**100.00**

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) **Invalid** votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	7
Total	**2**	**7**

<B> SPECIAL BUSINESS:

Resolution 4

Appointment of Mr. Hominar Vakil as an Independent Director of the Company:-

Type of Resolution: Ordinary Resolution

Bhuwnesh Bansal & Associates CP.NO 9089 Company Secretaries

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Company Secretaries

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Mira Road (E), Thane 401107
Mobile – 7738181976
Email- csbbansal@gmail.com

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	51	8976134	99.99
Poll	35	581	00.01
Total	**86**	**8976715**	**100.00**

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) **Invalid** votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	7
Total	**2**	**7**

Resolution 5

Re – Appoint Mr. Paresh Khandwala as Managing Director of the Company:-

Type of Resolution: Special Resolution

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	51	8976134	99.99
Poll	35	581	00.01
Total	**86**	**8976715**	**100.00**

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

BHUWNESH BANSAL & ASSOCIATES
Company Secretaries

002, Dreamland Park C Wing CHS Ltd.
Gokuldham Road, Near Vijay park,
Mira Road (E), Thane 401107
Mobile – 7738181976
Email- csbbansal@gmail.com

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

Particulars	Number of members who voted	Number of votes cast by them	% of total number of Valid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	**NIL**	**NIL**	**NIL**

(iii) **Invalid** votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NIL
Poll	2	7
Total	**2**	**7**

All the resolutions stands passed under E-voting and Poll with requisite majority.

Thanking You.
Yours faithfully,
For Bhuwnesh Bansal & Associates

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

Place: Mumbai
Date: 19/09/2015