

## **BOARD OF DIRECTORS**

Mr. Homiar N. Vakil	- Independent Director (Chairman)
Mr. Paresh J. Khandwala	- Managing Director
Mr. Pranav Khandwala	- Whole-time Director / CFO
Mr. Kalpen Shukla	- Independent Director
Mrs. Bhagyashree Khandwala	- Non - Executive Director
Mr. Pratik Khandwala	- Non - Executive Director

## **COMPANY SECRETARY**

Mr. Abhishek Joshi

## **REGISTERED OFFICE**

G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400021  
Tel:- 91-22-40767373/74  
Fax:- 91-22-40767377  
Website: www.kslindia.com  
E-mail: kslsupport@kslindia.com

## **BRANCH OFFICE**

C-8/9, Dr. Herekar Park, Next to Kamala Nehru Park, Off. Bhandarkar Road, Pune - 411004  
Tel:- 91-20-66220300/01/02

## **CORPORATE OFFICE**

201, Second Floor, Jeejeebhoy Tower, Bombay Stock Exchange, Dalal Street, Fort, Mumbai - 400001

## **STATUTORY AUDITORS**

Pravesh Agarwal & Associates  
Chartered Accountants  
8<sup>th</sup> Floor, A Wing 801, Pinnacolo CHS LTD, RBK School Lane, Near Gaurav Residency Phase II, Mira Road East, Mira Bhayandar, Thane - 401107



## **BANKERS**

Canara Bank  
Union Bank of India

## **REGISTRAR & SHARE TRANSFER AGENT**

KFin Technologies Limited  
Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana  
Tel :- 91-40-67162222  
Website: www.kfintech.com

## **LEGAL ADVISORS**

Mulla & Mulla & Cragie Blunt & Caroe  
(Advocates, Solicitors & Notaries)  
Mulla House, 51, M.G.Road, Mumbai – 400 001

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### Dear Shareholders,

FY25 was a year of both challenge and opportunity for the global economy. Persistent geopolitical tensions, shifting trade patterns, and uneven growth across developed markets underscored a fragile recovery. Global growth moderated to 3.3%, reflecting volatility in commodities, selective tightening in capital flows, and uncertain demand across sectors. Despite these external headwinds, India once again demonstrated resilience and dynamism, standing out as the world's fastest-growing major economy.

With GDP growth of 6.5% in FY25, India's structural story remains intact. Rising domestic consumption, expanding digital infrastructure, a favourable demographic dividend, and prudent fiscal and monetary policies continue to drive long-term momentum. Importantly, Indian corporates today enjoy stronger balance sheets, lower leverage, and ample liquidity, setting the stage for a new cycle of private investment and capital formation.

At Khandwala Securities, we view this as a generational opportunity. India has the fundamentals to shift from a steady 6-7% trajectory toward a more ambitious 9-10% growth path, provided capital is deployed purposefully into future capacity. This conviction guides our strategy - one rooted in prudence, resilience, and client-first innovation.

### KSL in FY25: Reset, Resilience and Progress

For KSL, FY25 was a year of strengthening foundations and recalibrating our priorities. We focused on refining our business model, investing in technology, expanding product capabilities, and deepening client engagement. Our strategy has been to align intent with execution - optimising resources, managing risk responsibly, and positioning ourselves for scale in the years ahead.

Highlights of our year include:

- **Client Engagement & Growth:** Strong momentum in client additions, with digital platforms enabling us to reach beyond metros into Tier 2 and Tier 3 cities. The deepening financialisation of household savings has created a fertile ground for our growth.
- **Diversified Solutions:** While broking remains our core strength, we have strategically laid the groundwork for scaling adjacent businesses - Corporate advisory, and distribution of financial products. Each of these complements our long-term vision of becoming a holistic financial services partner.
- **Technology Transformation:** We advanced our digital journey by integrating AI-driven tools, enhancing platform reliability, and streamlining client onboarding. Efficiency, transparency, and speed remain the pillars of our digital-first approach.
- **Talent and Culture:** Our greatest strength continues to be our people. FY25 was marked by focused investments in leadership development, capability-building, and creating a culture anchored in collaboration, meritocracy, and innovation.

### Anchored in Purpose, Powered by Innovation

The DNA of KSL has always been one of transformation and resilience. Over three decades, we have successfully navigated multiple market cycles, regulatory transitions, and industry disruptions, emerging stronger each time. Our philosophy is simple - to anticipate change, adapt with agility, and build solutions that create lasting value for our clients.

Technology is at the heart of this philosophy. From digital trading to AI-powered advisory and research, we are reimagining how investors engage with capital markets. We believe that the convergence of data, analytics, and digital platforms will redefine client journeys, enabling personalised, efficient, and seamless access to financial opportunities. This is not just about efficiency - it is about inclusivity and scale.

### The Road Ahead

Looking ahead to FY26 and beyond, we remain optimistic yet pragmatic. The macroeconomic environment will continue to present volatility, but India's long-term growth trajectory offers a solid foundation for financial services. At KSL, our priorities are clear:

- **Strengthen Core Businesses:** Broking and capital markets will remain a key growth driver.
- **Expand Wealth & Asset Management:** Build a diversified suite of offerings to capture the growing demand for holistic financial solutions.
- **Leverage Technology:** Continue to invest in AI, automation, and digital-first platforms to deliver frictionless client experiences.
- **Prudent Growth:** Scale responsibly, with a sharp eye on risk-adjusted returns, governance, and sustainability.
- **Empower People & Communities:** Build leadership, nurture talent, and deepen our contribution to inclusive financial empowerment.

### Gratitude

FY25 was a year of resilience, recalibration, and renewed purpose. As we look forward, we do so with confidence in our strategy, strength in our foundations, and conviction in our people. On behalf of the Board and management, I extend my sincere gratitude to our clients, regulators, partners, employees, and shareholders. Your trust and support remain the bedrock of our journey. Together, we will continue to strengthen KSL's legacy, capture emerging opportunities, and create enduring value for all stakeholders.

Warm regards,

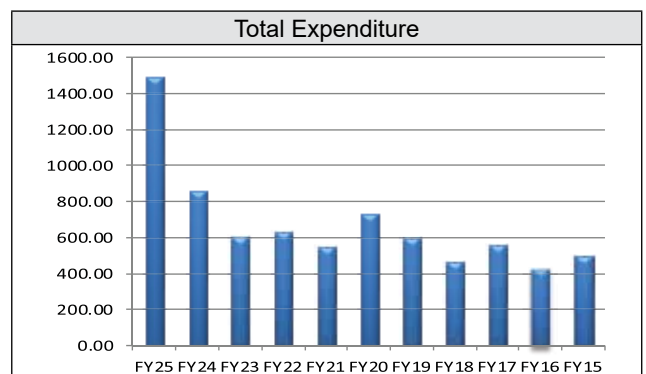
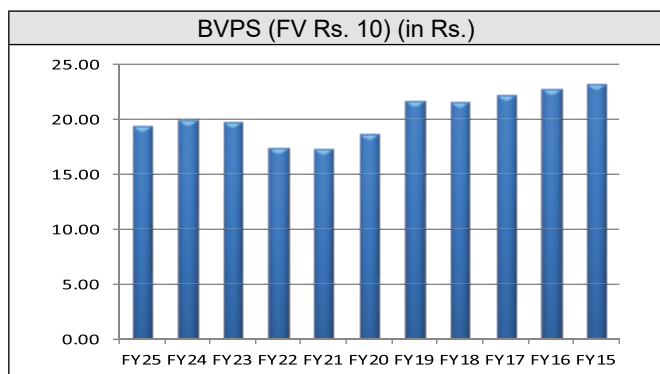
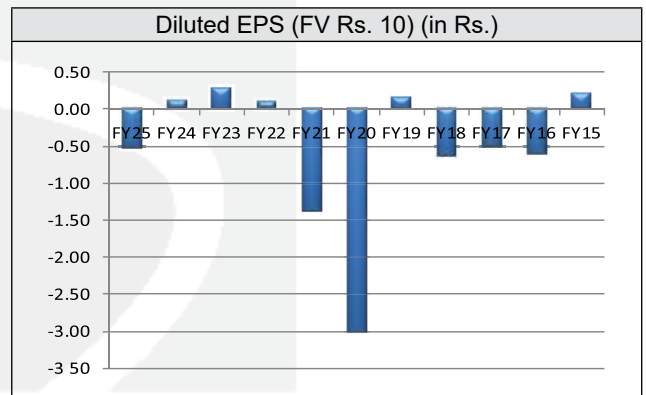
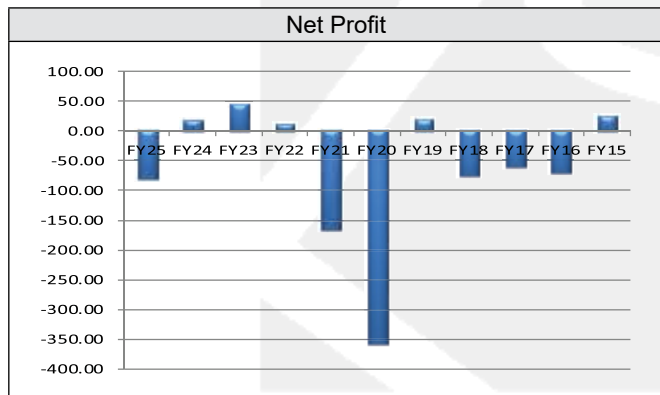
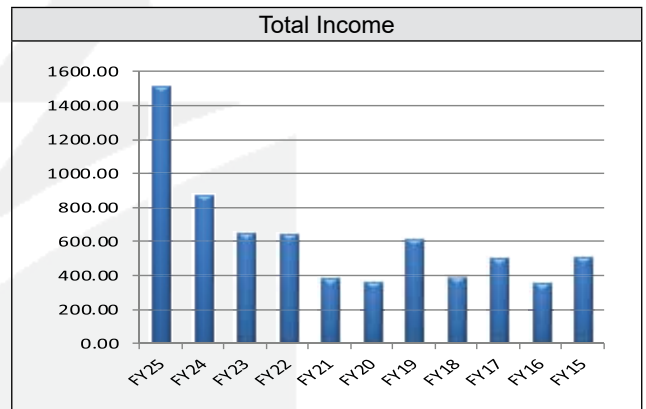
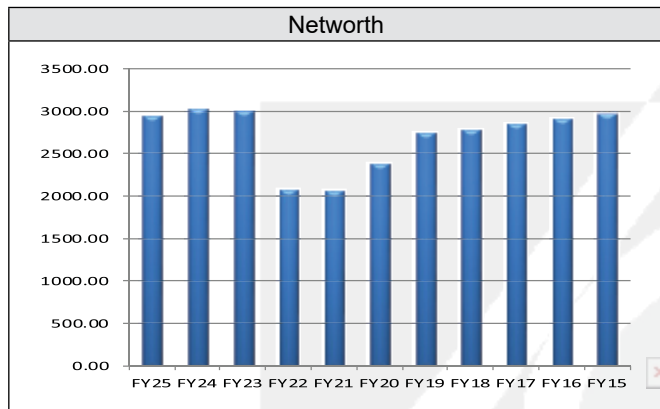
**Pranav Khandwala**  
Whole-time Director  
Khandwala Securities Limited

Performance Highlights

Standalone Financial Performance of Khandwala Securities Limited.

(in Rs. Lacs except per share data)

	FY25	FY24	FY23	FY22	FY21	FY20	FY19	FY18	FY17	FY16	FY15
Total Income	1512.96	870.09	648.63	635.14	377.35	362.00	609.83	383.68	495.36	348.72	506.85
Total Expenditure	1490.38	853.70	598.86	628.78	547.03	724.52	594.30	460.08	555.30	420.25	489.21
Profit Before Tax	22.58	16.40	49.77	6.36	-169.68	-362.52	15.53	-76.40	-59.94	-71.53	17.64
Tax Expenses	102.50	-1.01	5.36	5.69	4.68	3.82	3.58	1.30	1.02	-1.42	-7.46
Net Profit	-79.92	17.41	44.42	12.05	-165.00	-358.70	19.11	-75.10	-60.95	-70.11	25.10
Paid up Equity Capital	1525.38	1525.38	1525.38	1193.90	1193.90	1193.90	1193.90	1193.90	1193.90	1193.90	1193.90
Network	2951.74	3030.80	3011.90	2072.74	2057.49	2374.96	2734.25	2772.32	2846.52	2907.48	2977.58
Diluted EPS (FV Rs. 10) (in Rs.)	-0.52	0.11	0.29	0.10	-1.38	-3.00	0.16	-0.63	-0.51	-0.59	0.21
BVPS (FV Rs. 10) (in Rs.)	19.35	19.87	19.75	17.36	17.23	18.64	21.65	21.55	22.17	22.68	23.26



**NOTICE**

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of **Khandwala Securities Limited** will be held on **Saturday, September 27, 2025 at 12.00 noon** IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Pratik Khandwala (DIN:00519147), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Pratik Khandwala (DIN:00519147), who retires by rotation, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. **Appointment of M/s. Pravesh Agarwal & Associates, Chartered Accountants as the Statutory Auditors of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Audit Committee and the Board of Directors of the Company, M/s. Pravesh Agarwal & Associates, Chartered Accountants (Firm Registration No: 163221W) be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a term of 5 (five) consecutive years commencing from the conclusion of the Thirty Second Annual General Meeting till the conclusion of Thirty Seventh Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee / Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

**SPECIAL BUSINESS:**

5. **Appointment of M/s. Bhunesh Bansal & Associates, Company Secretaries as Secretarial Auditors of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and are hereby accorded to appoint M/s. Bhunesh Bansal & Associates, Company Secretaries (CP No. 9089/Peer Review Certificate No.: 1708/2022) as Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from the Financial Year 2025-2026 to Financial Year 2029-2030, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

**For and on behalf of the Board of Directors of  
Khandwala Securities Limited**

**Abhishek Joshi  
Company Secretary & Compliance Officer  
Membership No:- ACS 28915**

**Date :** August 12, 2025

**Place:** Mumbai

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, has provided relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and have permitted the holding of AGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies

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- Act, 2013 ('the Act'), SEBI Listing Regulations and the MCA Circulars, the Thirty Second AGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to section 102(1) of the Act setting out material facts concerning the business with respect to item no. 4 and 5 are annexed and forms part of this Notice. Further, relevant information's, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this AGM are also annexed and forms part of this notice.
  3. The deemed venue for Thirty Second AGM of the Company shall be the Registered office of the Company.
  4. **Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM facility, the requirements of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map are not annexed to this notice.**
  5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf./jpg format) of its board or governing body's resolution / authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent electronically through registered email address to the scrutinizer at [csbbansal@gmail.com](mailto:csbbansal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
  6. The Company has enabled the Members to participate at this AGM through VC/OAVM facility. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  7. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  8. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at this AGM being held through VC/OAVM.
  9. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
  10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. Members can contact the Company or Company's Registrars and Share Transfer Agents, KFin Technologies Limited for assistance in this regard.
  11. In accordance with the MCA circulars and the SEBI circulars, the Annual Report for FY 2024-25 including Notice of Thirty Second AGM are being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at <http://www.kslindia.com/Static/InvestorRelations.aspx> website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  12. 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 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.
  13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
  14. Pursuant to the provisions of section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with KFin Technologies Limited. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
  15. Members holding the equity shares under multiple folios in the identical order of names are requested to write to the KFin Technologies Limited, to consolidate their holdings in one folio.
  16. Members are informed that in the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:- a) the change in the residential status on return to India for permanent settlement, and b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
18. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 days in advance so that information required may be complied and made available at the Meeting.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to KFin Technologies Limited in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
20. Pursuant to the provisions of Section 124 of the Act, there are no dividends or interest which remains unpaid /unclaimed for a period of 7 years which should be transferred by the Company to the Investor Education Protection Fund (IEPF). Members are requested to note that no claims shall lie against the Company or IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM.
22. The Register of Members and Share Transfer Books of the Company will remain closed from **September 20, 2025 to September 26, 2025** (both days inclusive).
23. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, as amended and MCA circulars, the Company is providing facility of Remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, necessary arrangements have been made with National Securities Depository Limited (NSDL) for facilitating remote e-voting and e-voting during AGM. The instructions for the process to be followed for Remote e-Voting and e-Voting during AGM is forming part of this Notice.
24. Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date i.e. Friday, September 19, 2025** may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. A person who is not a member of the Company as on the **cut-off date i.e. Friday, September 19, 2025** should treat this Notice for information purpose only.
25. The Company has appointed Mr. Bhuvnesh Bansal, Proprietor of M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP No. 9089) as the Scrutinizer for scrutinizing the e-voting process (remote e-voting and e-voting during AGM) in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. The result declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website at [www.kslindia.com](http://www.kslindia.com).
26. The Results on above resolutions shall be declared within 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The Remote E-voting period begins on Wednesday, September 24, 2025 at 09:00 a.m. (IST) and ends on Friday, September 26, 2025 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.**

**How to 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 and joining virtual meeting 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.

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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.	<p>A. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>B. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>C. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdasDirectReg.jsp</a></p> <p>D. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
	<p>E. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
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 above mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**A) Login Method for e-Voting and joining virtual meeting 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:**

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](http://www.evoting.nsdl.com).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**KHANDWALA SECURITIES LIMITED**

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 and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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](mailto:csbbansal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto: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 [kslsupport@kslindia.com](mailto:kslsupport@kslindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [kslsupport@kslindia.com](mailto:kslsupport@kslindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned or Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will

be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [kslsupport@kslindia.com](mailto:kslsupport@kslindia.com). The same will be replied by the company suitably.
6. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that the required information can be made available. The same will be replied by/on behalf of the Company suitably.
7. In order to enable smooth conduct of AGM, the Members who would like to express their views during the AGM may register themselves as a Speaker by sending an email to [kslsupport@kslindia.com](mailto:kslsupport@kslindia.com), alongwith your name and DP ID/CLIENT ID on or before Friday, September 19, 2025. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 4**

The Members of the Company at the Twenty Seventh Annual General Meeting held on November 23, 2020 had approved the re-appointment of M/s. Aniket Kulkarni & Associates, Chartered Accountants (Firm Registration No.: 130521W) as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of the Twenty Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2025. Accordingly, M/s. Aniket Kulkarni & Associates, Chartered Accountants would be completing their second term as the Statutory Auditors of the Company on the conclusion of this Annual General Meeting.

Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on August 12, 2025 have recommended the appointment of M/s. Pravesh Agarwal & Associates, Chartered Accountants (Firm Registration No: 163221W), as the Statutory Auditors of the Company. M/s. Pravesh Agarwal & Associates, Chartered Accountants have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s. Pravesh Agarwal & Associates,

Chartered Accountants will hold office for a period of 5 (five) consecutive years from the conclusion of the ensuing Thirty Second Annual General Meeting of the Company till the conclusion of the Thirty Seventh Annual General Meeting, subject to the approval of the Members at the ensuing Annual General Meeting.

M/s. Pravesh Agarwal & Associates, Chartered Accountants is a proprietorship firm having its registered office at 8<sup>th</sup> Floor, A Wing 801, Pinnacolo CHS LTD, RBK School Lane, Near Gaurav Residency Phase II, Mira Road East, Mira Bhayandar, Thane - 401107. The firm is registered with the Institute of Chartered Accountants of India (ICAI). The firm is led by Mr. Pravesh Agarwal, a qualified Chartered Accountant and the Proprietor who have more than 10 years of experiences in the field of statutory audits, internal audits, tax audits, accounting, direct and indirect taxation compliances and advisory services, etc.

The remuneration/fees to be paid to M/s. Pravesh Agarwal & Associates, Chartered Accountants for carrying out the statutory audit for financial year 2025-26 and for subsequent years of their term, shall be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

##### **Item No. 5**

Pursuant to section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Board's report made in terms of subsection (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.

In compliance with the applicable laws and based on the recommendations of the Audit Committee, the Board of Directors, at their meeting held on May 16, 2025, approved the appointment of M/s. Bhuwneesh Bansal & Associates, Company Secretaries (FCS No. 6526/COP No. 9089/Peer Review Certificate No.: 1708/2022) as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, to

**KHANDWALA SECURITIES LIMITED**

conduct the secretarial audit of the Company as prescribed under the Act and the rules made thereunder, subject to the approval of the Members at the forthcoming Annual General Meeting.

M/s. Bhunesh Bansal & Associates, Company Secretaries, is a proprietorship firm registered with the Institute of Company Secretaries of India (ICSI). The firm is led by Mr. Bhunesh Bansal, a qualified Company Secretary and the Proprietor who have more than 21 years of post-qualification experience of the listed companies as a Company Secretary and Compliance Officer. Further, the firm provides all sorts of professional services under corporate laws, SEBI laws, listing of securities in both SME's and main board, other corporate advisory services, etc. M/s. Bhunesh Bansal & Associates is recognized for its commitment to professional integrity, timely execution, and value-driven services to corporates across various sectors.

M/s. Bhunesh Bansal & Associates, Company Secretaries has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

The remuneration/fees to be paid to M/s. Bhunesh Bansal & Associates, Company Secretaries for carrying out the secretarial audit for financial year 2025-26 and for subsequent years of their term, shall be as mutually agreed between the Board of the Directors, based on the recommendation of the Audit Committee and the Secretarial Auditors. Besides the secretarial audit services, the Company may also obtain certifications from M/s. Bhunesh Bansal & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

**ANNEXURE TO THE NOTICE**

**Information of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):**

<b>Name of the Director</b>	Mr. Pratik Khandwala
<b>DIN</b>	00519147
<b>Date of Birth</b>	30/12/1980
<b>Qualification</b>	MBA (Finance), MSC (Investment Management)
<b>Date of Appointment</b>	14/08/2020
<b>Expertise in Functional area</b>	He has great knowledge and experience of in financial services sector.
<b>Remuneration last drawn (including sitting fee), if any</b>	As mentioned in Corporate Governance Report
<b>Directorship held in other Companies in India</b>	<ul style="list-style-type: none"> <li>• Khandwala Commodity and Derivatives Private Limited</li> <li>• Bentley Investments Private Limited</li> </ul>
<b>Memberships / Chairmanship of Committees in other Companies</b>	Nil
<b>No. of Equity shares held in the Company</b>	7,96,730
<b>Relationship with Directors / Key Managerial Personnel, if any</b>	Mr. Pratik Khandwala and Mr. Pranav Khandwala are brothers. Mr. Pratik Khandwala is the son of Mr. Paresh Khandwala, Managing Director.

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

**Abhishek Joshi  
Company Secretary & Compliance Officer  
Membership No. ACS - 28915**

Date : August 12, 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

**DIRECTORS' REPORT**

To

The Members,

Your Directors hereby present the Thirty Second Annual Report on the business, operations and state of affairs of the Company together with the audited financial statements for the year ended 31<sup>st</sup> March 2025.

**FINANCIAL RESULTS**

The summary of the Company's financial performance for the financial year 2024-25 as compared to the previous financial year 2023-24 is given below:

**(I) Standalone Financial Performance :**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Total Income	1512.96	870.09
Financial Cost	10.85	27.16
Depreciation and Amortization Expenses	34.33	31.34
Profit / (Loss) before Exceptional Items & Tax	22.58	16.40
Exceptional Items	-	-
Profit / (Loss) before Tax	22.58	16.40
Provision for Tax	102.50	(1.01)
Profit / (Loss) after Tax	(79.92)	17.41
Other Comprehensive Income	0.86	(0.18)
Total Comprehensive Income for the Year	(79.06)	17.23

**(II) Consolidated Financial Performance :**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Total Income	1512.97	870.10
Financial Cost	10.85	27.16
Depreciation and Amortization Expenses	34.33	31.34
Profit / (Loss) before Exceptional Items & Tax	22.46	16.38
Exceptional Items	-	-
Profit / (Loss) before Tax	22.46	16.38
Provision for Tax	102.50	(1.01)
Profit / (Loss) after Tax	(80.04)	17.39
Other Comprehensive Income	0.86	(0.18)
Total Comprehensive Income for the Year	(79.18)	17.21

**FINANCIAL PERFORMANCE**

**Standalone**

During the year under review, the standalone total income for the financial year was Rs. 1512.96 lakhs as compared to Rs. 870.09 lakhs for the previous year. The total expenses incurred during the financial year was Rs. 1490.38 lakhs as compared to Rs. 853.70 lakhs in the previous year. The net loss after tax was Rs. 79.92 lakhs in the financial year as compared to net profit of Rs. 17.41 lakhs in the previous year.

**Consolidated**

During the year under review, the consolidated total income for the financial year was Rs. 1512.97 lakhs as compared to Rs. 870.10 lakhs for the previous year. The total expenses incurred during the financial year was Rs. 1490.51 lakhs as compared to Rs. 853.72 lakhs in the previous year. The net loss after tax was Rs. 80.04 lakhs in the financial year as compared to net profit of Rs. 17.39 lakhs in the previous year.

**DIVIDEND**

During the year under review, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2025.

**INFORMATION ON THE STATE OF AFFAIRS OF THE COMPANY**

The information on operational and financial performance of the Company is given in the Management Discussion & Analysis Report, forming part of this Annual Report.

**LISTING WITH STOCK EXCHANGES**

The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

**SUBSIDIARIES AND JOINT VENTURES**

Your company does not have any subsidiary company or joint venture.

**ASSOCIATE COMPANIES**

During the year ended March 31, 2025, your Company had one associate Company i.e. Trumonee Financial Limited, within the meaning of Section 2(6) of the Companies Act, 2013.

**CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of the Company has been prepared in accordance with the applicable Indian Accounting Standards. The audited consolidated financial statements together with auditor's report forms part of this Annual Report. A statement containing the salient features of the financial statement of associate Company as required under Sec. 129(3) of the Companies Act, 2013 in the prescribed form i.e. "Form AOC-1" is annexed as "Annexure - 1" to this report.

Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statement of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of associate company are also available on the website of the Company. The Company will also make available copy of audited accounts of the associate Company upon request by any member of the Company interested in obtaining the same. All these documents will also be available for inspection at the Registered Office of the Company till the date of ensuing Annual General Meeting of the Company.

**EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 and 134 of the Companies Act, 2013 and the rules made thereunder, the extract of annual return in the prescribed format is available on the website of the Company at [www.kslindia.com](http://www.kslindia.com).

**MANAGEMENT DISCUSSION AND ANALYSIS**

A detailed analysis of the Company's performance is explained in the Management Discussion & Analysis Report, forming part of this Annual Report.

**KHANDWALA SECURITIES LIMITED**

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**a) Retirement by Rotation of the Directors**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Pratik Khandwala retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.

**b) Changes in Directors and Key Managerial Personnel**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on December 20, 2024, approved the re-appointment of Mr. Pranav Khandwala (DIN:00519113) as the Whole-time Director of the Company, for a period of 5 (five) consecutive years commencing from February 11, 2025 to February 10, 2030, subject to the approval of the Members of the Company. Subsequently, the Members of the Company approved the said re-appointment through a postal ballot resolution on February 15, 2025.

Further, pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Paresh Khandwala, Managing Director, Mr. Pranav Khandwala, Whole-time Director/Chief Financial Officer (CFO) and Mr. Abhishek Joshi, Company Secretary are the Key Managerial Personnel of the Company as on March 31, 2025.

**DECLARATION OF INDEPENDENCE**

The Board has received declarations from all the Independent Directors confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are not disqualified from continuing as Independent Directors of the Company.

**MEETINGS OF THE BOARD OF DIRECTORS**

During the financial year, the Board met 6 (six) times i.e. 18<sup>th</sup> May 2024, 01<sup>st</sup> July 2024, 12<sup>th</sup> August 2024, 30<sup>th</sup> October 2024, 20<sup>th</sup> December 2024 and 10<sup>th</sup> February 2025. The intervening period between two Board meetings was well within the maximum gap of 120 days as prescribed under the provisions of the Companies Act, 2013. The details of attendance of directors at the board meetings are provided in the Corporate Governance Report, forming part of this Annual Report.

**COMMITTEES OF THE BOARD**

The Board of Directors of the Company has constituted various Committees in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The details of the Committees along with their composition, terms of reference, no. of meeting held during the year and attendance at these meetings, are provided in the Corporate Governance Report, forming part of this Annual Report.

**BOARD EVALUATION**

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors. The performance of the board and its committees was evaluated after seeking inputs from all the directors on the basis of criteria such as board effectiveness, quality of discussion, contribution at the meeting, corporate governance practices, strategic thinking, time commitment, review of the terms of reference of the committees, etc. The above criteria are based on the guidance note on Board Evaluation issued by the Securities and Exchange Board of India.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors of the Company on the basis of their criteria such as effectiveness, performance, transparency, strategic thinking, quality of discussions at the meetings, etc. The performance evaluation of independent directors was done by the entire board. The Directors expressed their satisfaction with the evaluation process.

**NOMINATION AND REMUNERATION POLICY**

The Board has, on recommendation of Nomination and Remuneration Committee, framed a Nomination and Remuneration policy on appointment of Directors, key managerial personnel, senior management personnel and their remuneration including the criteria for determining qualifications, independence of directors, positive attributes, etc. The said policy is annexed to this report as "Annexure - 2".

**DIRECTOR'S RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations, obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of Companies Act, 2013 that:

- (i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2025, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- (ii) such accounting policies as mentioned in the notes to accounts have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year ended 31<sup>st</sup> March, 2025;
- (iii) proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Annual accounts are prepared on a going concern basis.
- (v) proper internal financial controls have been laid down and the same are adequate and were operating effectively ; and
- (vi) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial control with reference to the financial statements. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. During the year under review, the Internal Financial Controls were operating effectively and no material or serious observation has been received from the Auditors of the Company for inefficiency or inadequacy of such controls.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The details in respect of internal control system and their adequacy are included in the Management's Discussion and Analysis, which forms part of this annual report.

**RISK MANAGEMENT**

The Company has a risk management framework which not only ensures timely identification of risks, analysis of the reasons for such risk, assessment of its materiality, assessment of its impact but also adequate risk mitigation processes. The Risk management framework encompasses all areas of the Company's business. The details of risk management including identification of elements of risk and their mitigation are provided in Management's Discussion and Analysis, which forms part of this annual report. The Audit Committee monitors the risk management plan and ensures its effectiveness.

**RELATED PARTY TRANSACTIONS**

All the Related Party Transactions that were entered during the financial year 2024-25 were on arm's length basis and in the ordinary course of business of the Company. Thus disclosure in form AOC-2 is not required.

Further, there were no materially significant related party transactions entered by the Company during the year which may have a potential conflict with the interest of the Company. The disclosure with related parties is set out in the notes to accounts forming part of the Annual Report. The Company has also adopted a related party transactions policy which is available on the website of the Company.

**DEPOSITS**

During the year under review, the Company has neither accepted nor renewed any deposits from the public under the provision of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder.

**LOAN, GUARANTEES AND INVESTMENTS BY COMPANY**

The details of loans, guarantees and investments made by the Company under the provision of Section 186 of the Companies Act, 2013, during the financial year, have been disclosed in the notes of the financial statements.

**EMPLOYEES**

Your Company is consciously aware that its well being largely depends upon the quality and strength of human resource. Your Company recognizes that human capital is its most valuable asset and thus endeavors to attract and retain the best available talent. Towards the end of FY 2025 your Company undertook an exercise to shrink the payroll head count to make it lean and more competitive. The Company through constant monitoring of its milestones and goals ensures that its operations are adequately staffed and in sync with requirements. Your Company's human resource policies are designed and implemented to achieve these objectives.

The Board wishes to place on record its appreciation for sincere and dedicated efforts put in by all the employees. Employee-Management relations continued to remain cordial throughout the year under review.

**PARTICULARS OF EMPLOYEES**

Pursuant to the provisions of Section 197(12) of Companies Act, 2013, the ratio of the remuneration of each Director to the median employee's remuneration and other details in term of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Director's report as "Annexure - 3".

During the year under review, there was no employee was in receipt of remuneration exceeding the limits as prescribed under the provision of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**POLICY FOR PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has in place a policy on prevention of sexual harassment of women at workplace under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of complaints of any such harassment.

During the year under review, no complaints of sexual harassment was received by the Company.

**VIGIL MECHANISM/ WHISTER BLOWER POLICY**

The Company has adopted a Vigil Mechanism/Whistle Blower Policy for the employees for reporting genuine concerns/grievances and reporting any unethical behavior or wrong practices such as fraud, violation of code of conduct, inappropriate behavior, etc. in the organization. This Policy provides the adequate safeguards against the victimization of the employees who use the vigil mechanism. The Vigil Mechanism/Whistle Blower Policy has been uploaded on the website of the Company at <http://www.kslindia.com/Static/KSLPolicies.aspx>. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information for prevention of Insider Trading. The said code is in line with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same has been uploaded on the website of the Company at <http://www.kslindia.com/Static/KSLPolicies.aspx>. All the Directors and the designated employees have complied with the Code.

**SECRETARIAL STANDARDS**

The Company has complied with all the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India relating to meetings of the Board of Directors and General Meetings.

**SHARE CAPITAL**

During the year under review, there was no change in the equity share capital of the Company as on March 31, 2025.

The Authorised Share Capital of the Company as on March 31, 2025 stood at Rs. 28,00,00,000/- (Rupees Twenty Eight Crores only) divided into 1,70,00,000 (One Crore Seventy Lakhs only) Equity shares of Rs. 10/- (Rupees Ten Only) each and 5,00,000 (Five Lakhs only) Cumulative Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred Only) and 4,00,000 (Four Lakhs only) Cumulative Convertible Preference Shares of Rs. 100/- each (Rupees Hundred only) and 2,00,000 (Two Lakhs only) Optionally Convertible Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred Only).

The paid-up share capital of the Company as at March 31, 2025 stood at Rs. 15,25,38,050/- comprising of 1,52,53,805 equity shares of Rs. 10/- each.

**STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the Members of the Company at their Twenty Seventh Annual General Meeting held on November 23, 2020, approved the appointment of M/s. Aniket Kulkarni & Associates, Chartered Accountants (Firm Registration No. 130521W), as the Statutory Auditors of the Company for a term of five consecutive years, i.e. from the conclusion of Twenty Seventh AGM till the conclusion of the Thirty Second AGM to be held in the year 2025.

**KHANDWALA SECURITIES LIMITED**

Accordingly, M/s. Aniket Kulkarni & Associates, Chartered Accountants will complete their second term as the Statutory Auditors on conclusion of this Thirty Second Annual General Meeting of the Company.

The Reports issued by M/s. Aniket Kulkarni & Associates as Statutory Auditors on the Audited Financial Statements of the Company for FY 2024-25 forms part of this Annual Report.

The Statutory Auditor's has given the qualified opinion in their audit reports and the Board has furnished required details/explanation in its note nos. 28 and 29 of notes of accounts to the Standalone Financial Statements and note nos. 30 and 31 of notes of accounts to the Consolidated Financial Statements respectively.

**SECRETARIAL AUDITORS**

In terms of the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Board appointed M/s. Bhwnesh Bansal & Associates, Company Secretary, as Secretarial Auditors of the Company for the financial year 2024-25.

The Secretarial Audit Report for the financial year 2024-25 issued by the Secretarial Auditor has been annexed as "Annexure-4" to this Director's report and there are no adverse remark, qualifications or reservation in the Secretarial Audit Report of the Company.

Further, pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 16, 2025, approved the appointment of M/s. Bhwnesh Bansal & Associates, Company Secretaries (COP No. 9089/Peer Review Certificate No.: 1708/2022) as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years from FY 2025-26 till FY 2029-30, subject to the approval of the Members of the Company at the forthcoming Annual General Meeting.

M/s. Bhwnesh Bansal & Associates, Company Secretaries have given their written consent and confirmed their eligibility and qualification required under the Companies Act, 2013 and the SEBI Listing Regulations for holding the office as Secretarial Auditors of the Company.

**INTERNAL AUDITORS**

Pursuant to the provisions of section 138 of the Companies Act, 2013 and the rules made thereunder, M/s. Savina & Pooja, Chartered Accountants (Firm Registration No 159362W) was appointed as Internal Auditors of the Company for the financial year 2024-2025. The periodic reports of the said Internal Auditors were regularly placed before the Audit Committee.

**CORPORATE GOVERNANCE**

A report on Corporate Governance along with a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been provided in this Annual Report.

**CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, the requirements of mandatory implementation of Corporate Social Responsibility activities is presently not applicable to the Company.

**SHIFTING OF REGISTERED OFFICE**

During the year under review, the Registered office of the Company has been shifted from "G7, Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023" to "G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400021" with effect from September 1, 2024.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT**

There was no material significant material orders passed by the Regulators or Court or Tribunals which can have an impact on the going concern status and its future operations.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In view of the nature of activities which are being carried on by the Company, Rule 8(3) of the Company (Accounts), Rules, 2014 concerning conservation of energy and technology absorption respectively are not applicable to the Company.

Foreign Exchange Earnings and Outgo:

During the year under review, the foreign exchange earnings was Rs. 126.40 Lakhs (Previous Year was Rs. 130.26 lakhs). The foreign exchange outgo was Rs. 7.94 lakhs (Previous Year was Rs. 5.33 lakhs).

**OTHER DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the financial year ended March 31, 2025:

- There has been no change in the nature of business of the Company;
- There are no material changes and commitments affecting the financial position of the Company that occurred between the end of financial year and the date of this Report;
- There was no application made or proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one time settlement with any Bank/ Financial Institution in respect of loan taken by the Company;
- No fraud has been reported by the Auditors to the Audit Committee and the Board;
- Maintenance of cost records and requirements of cost audit, as prescribed under the provision of section 148(1) of the Companies Act, 2013 are not applicable to the Company;
- The Company has not issued equity shares with differential voting rights as to dividend, voting or otherwise.

**ACKNOWLEDGMENTS**

The Board expresses its sincere gratitude for the continued support and guidance received by the Company from the Securities and Exchange Board of India, the Stock Exchanges and other government and regulatory agencies. The Board would like to acknowledge the continued support of its bankers, registrars, vendors, clients and investors. The Directors also wish to place on record their gratitude and appreciation of the employees' hard work, dedication, teamwork and professionalism which has made the phenomenal growth possible year after year.

**For and on behalf of the Board of Directors of  
Khandwala Securities Limited**

Date : May 16, 2025  
Place : Mumbai

**Homiar N. Vakil  
Chairman**

**Annexure – 1 to Director’s Report**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures**

**Part A: Subsidiaries**

Not Applicable

**Part B: Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

<b>Name of the Associate Company</b>	<b>Trumonee Financial Limited</b>
Latest Audited Balance Sheet Date	31 <sup>st</sup> March, 2025
No. of Shares of Associate held by the company on the year end	33,75,000
Amount of Investment in Associates (In Rupees)	3,37,50,000
Extend of Holding %	43.41%
Description of how there is significant influence	Significant influence due to percentage of share capital
Reason why the associate/joint venture is not consolidated	-
Net worth attributable to shareholding as per latest audited Balance Sheet (in Rupees)	14,93,508/-
Profit / Loss for the year Considered in Consolidation (In Rupees)	(12,187)
Profit / Loss for the year not Considered in Consolidation	-

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
(FRN No:- 130521W)

**Aniket Kulkarni**  
Partner  
Mem. No: 127246

Place:- Mumbai  
Date :- May 16, 2025

**For and on behalf of the Board of Directors**  
Khandwala Securities Limited

**Homiari N. Vakil**  
Chairman  
DIN: 05210178

**Pranav Khandwala**  
Whole-time Director / CFO  
DIN: 02335473

**Paresh J. Khandwala**  
Managing Director  
DIN: 00112678

**Abhishek Joshi**  
Company Secretary

**Annexure – 2 to Director’s Report**  
**NOMINATION AND REMUNERATION POLICY**

**1. Preamble**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 (herein after called as 'the Act') read along with the applicable rules thereto and the Listing Agreement, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors.

**2. Definitions**

- “**Company**” means Khandwala Securities Limited.
- “**Board of Directors**” or “**Board**” means the Board of Directors of Khandwala Securities Limited as constituted/re-constituted from time to time.
- “**Nomination and Remuneration Committee**” or “**Committee**” means the Committee of the Board constituted/re-constituted under the provisions of Clause 49 of the Listing Agreement read with Section 178 of the Companies Act, 2013 as in force from time to time.
- “**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- “**Key Managerial Personnel**” means:
  - Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
  - Chief Financial Officer;
  - Company Secretary; and
  - Such other officer as may be prescribed.
- “**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team, excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

**3. Objective**

The objective of the policy is to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**4. Role of the Committee**

The role of the Committee will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To carry out evaluation of Director's performance.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**5. Appointment and Removal of Directors, Key Managerial Personnel and Senior Management****Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/ her appointment to the Board, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who :
  - (i) is below the age of twenty-one years or has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Shareholders by passing a Special Resolution based on the explanatory statement annexed to the Notice for such motion indicating the justification for extension of appointment beyond seventy years. Provided further that where no such special resolution is passed but votes cast in favour of the motion exceed the votes, if any, cast against the motion and the Central Government is satisfied, on an application made by the Board, that such appointment is most beneficial to the Company, the appointment of the person who has attained the age of seventy years may be made.

- (ii) is an undischarged insolvent or has at any time been adjudged as an insolvent;
  - (iii) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
  - (iv) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.
- d) The Company shall not appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such a person. Provided that the Company shall ensure compliance with this clause at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy-five years.

**6. Term / Tenure****a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to the term fixed by the Board of Directors as prescribed under the Act, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**7. Evaluation**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**8. Removal**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**9. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**10. Provision relating to Remuneration of Directors/KMP/ Senior Management Personnel****1. Remuneration to Managing Director / Whole-time Directors:**

- i. The Remuneration, Commission etc. to be paid to Managing Director, Whole-time Directors, etc. will be determined by the Nomination and Remuneration Committee and recommended to the Board for approval and shall be subject to the prior approval of the Shareholders of the Company and such other approval, wherever required.

- ii. The Remuneration, Commission etc. to be paid to Managing Director, Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- iii. Increments to the existing remuneration, commission structure, etc., may be recommended by the Nomination and Remuneration Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.

### **2. Remuneration to Non- Executive / Independent Directors:**

- iv. The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- v. All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case maybe.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (III) above if the following conditions are satisfied:

- The Services are rendered by such Director in his capacity as the professional; and
- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### **3. Remuneration to Key Managerial Personnel and Senior Management:**

- vi. The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- vii. The Committee shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- viii. The Fixed pay may include monthly remuneration, employer's contribution to Provident Fund contribution to pension fund, pension schemes, etc. as decided from to time.
- ix. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **11. Amendments:**

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Annexure – 3 to Director’s Report**

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No	Requirements	Disclosure		
		Name of Director / KMP & Designation	Ratio of the remuneration to the median remuneration of all employees	% increase In remuneration
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year and the percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary in the Financial Year	<b>Executive Directors / KMP</b>		
		Mr. Paresh Khandwala (Managing Director)	6.68	Nil
		Mr. Pranav Khandwala (Whole-time Director/ CFO)	3.85	Nil
		Mr. Abhishek Joshi (Company Secretary)	1.40	Nil
		<b>Non -Executive Directors</b>		
		Mr. Kalpen Shukla	-	N.A
		Mr. Homiar N. Vakil	-	N.A
		Mrs. Bhagyashree Khandwala	-	N.A
		Mr. Pratik Khandwala	-	N.A
		2	The percentage decrease in the median remuneration of employees in the financial year	0.87%
3	The number of employees as on 31 <sup>st</sup> March, 2025 on the rolls of Company	44 employees as on 31 <sup>st</sup> March 2025		
4	The explanation on the relationship between average increase in remuneration and company performance	The average increase in remuneration of all employees was 45.43%. The increase in remuneration was in line with the Company’s market competitiveness.		
5	Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there any exceptional circumstances for increase in the managerial remuneration.	The average increase in salaries of employees was 45.43% and there was no changes in managerial remuneration during the year.		
6	Affirmation that the remuneration is as per the remuneration policy of the Company	It is affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.		

**Note:-**

The Non-Executive Directors of the Company has received remuneration by way of sitting fees only and the same is not been included in the aforesaid calculation of remuneration.

**For and on behalf of the Board of Directors  
Khandwala Securities Limited**

**Paresh Khandwala  
Managing Director**

Date : May 16, 2025  
Place: Mumbai

Annexure – 4

SECRETARIAL AUDIT REPORT

FORM NO. MR – 3

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration personnel Rule, 2014)]

To  
The Members,  
Khandwala Securities Limited  
G II, Ground Floor,  
Dalamal House, Nariman Point,  
Mumbai - 400 021

I have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **Khandwala Securities Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/Statutory compliances and expressing my opinion thereon.

**Auditor's Responsibility**

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my verification of Khandwala Securities Limited's books, papers, minute books, form and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, I hereby report that in my opinion, the Company has, during the audit period from April 01, 2024 to March 31, 2025 ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner reporting made hereinafter:

I have examined the books, papers, minute books, form and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of :

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) Foreign Exchange Management Act 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**.
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993, regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit period)**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
  - j. The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

I have also examined Compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to listing agreement entered into by the Company with BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**, having regard to compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

1. The Securities and Exchange Board of India (Merchant Bankers) Regulation, 1992;
2. The Securities and Exchange Board of India (Portfolio Managers) Regulation, 2020;
3. Employees Provident Fund and Miscellaneous provision Act, 1952;
4. Employees State Insurance Act, 1948;
5. Payment of Gratuity Act, 1972;
6. Act as prescribed under Shop and Establishment Act of various local authorities.

**I further report that** the Board of Directors of the Company is duly constituted with Proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company has passed following Special Resolutions by Postal ballot Notice dated 22.02.2024, and 18.05.2024 respectively: -

- i. Appointment of Mr. Kalpen Shukla (DIN:00117482) as an Independent Director of the Company;
- ii. Approval for the Sale/Disposal of the Immovable Property of the Company located at C-8/9, Dr. Herekar Park, Next to Kamala Nehru Park, off. Bhandarkar Road, Pune - 411004;
- iii. Approval of Sale/ Disposal of the Immovable Property of the Company located at G7, Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023.

**I further report that** during the audit period; there were no instances of:

- (i) Public/Right/ debentures/ sweat equity.
- (ii) Redemption /Buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

**For Bhwnesh Bansal & Associates**

**Bhwnesh Bansal**  
Proprietor  
FCS No. – 6526  
CP No. - 9089

**UDIN: F006526G000362112**

**Peer Review Certificate No.: 1708/2022**

**Place:** Mumbai  
**Date:** 16.05.2025

This Report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**KHANDWALA SECURITIES LIMITED**

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'Annexure A'

To,  
**The Members**  
**Khandwala Securities Limited**  
G II, Ground Floor,  
Dalamal House, Nariman Point,  
Mumbai - 400 021

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Bhunesh Bansal & Associates**

**Place:** Mumbai  
**Date:** 16.05.2025

**Bhunesh Bansal**  
**Proprietor**  
**FCS No. – 6526**  
**CP No. – 9089**  
**UDIN: F006526G000362112**  
**Peer Review Certificate No.: 1708/2022**

## MANAGEMENT DISCUSSION AND ANALYSIS

### GLOBAL ECONOMIC REVIEW

The beginning of FY25 was marked by persistent global uncertainties stemming from unresolved geopolitical conflicts - notably the Russia-Ukraine war and rising hostilities between Israel and Iran. Despite these headwinds, the United States economy stood out with strong performance. Robust labour market conditions, alongside a moderation in inflation, underpinned resilient consumption, which remained the key driver of growth. This divergence gave rise to the narrative of "US exceptionalism," while most other major economies continued to struggle with subdued momentum.

The global economic landscape underwent a sharp shift following the emphatic victory of Republican candidate Donald Trump in the U.S. Presidential elections of January 2025, against the incumbent Democrat Joe Biden. The incoming administration signalled a decisive departure from conventional diplomatic and trade policies. Proposals to eliminate income tax and transform the U.S. into a manufacturing hub, coupled with aggressive tariff measures against trading partners with significant surpluses, altered market sentiment dramatically. The imposition of steep tariffs invited retaliatory measures from major economies, including China, Canada, Mexico, and the European Union. The subsequent move to enforce reciprocal tariffs across all trade partners marked a clear deviation from long-standing WTO norms, reinforcing a more fragmented, multipolar trade environment.

Financial markets reacted swiftly to this uncertainty. Risk-off behaviour dominated, with gold significantly outperforming as investors sought safety. Interestingly, even the U.S. dollar lost strength, reversing traditional safe-haven flows, as the implications of protectionist trade measures were viewed as potentially inflationary and detrimental to U.S. consumption demand. This sparked louder concerns around a possible recession.

In anticipation of evolving risks, the U.S. Federal Reserve reduced policy rates by 100 bps between September and December 2024, bringing them down to 4.5%. Chair Jerome Powell acknowledged that while the precise impact of tariffs on inflation remained uncertain, he expected any price pressures to be temporary.

### INDIAN ECONOMIC REVIEW

FY25 was a year of transition for the Indian economy, marked by both political and economic developments. The general elections delivered a mandate weaker than anticipated for the incumbent BJP, creating temporary uncertainty in financial markets. Equity indices declined on results day but quickly recovered once the formation of the NDA government was confirmed. However, in the months leading up to the elections, the Model Code of Conduct restricted government decision-making and slowed public capital expenditure, weighing on overall economic activity. Although capex momentum picked up in the second half of the year, it fell short of expectations, closing the fiscal year at ₹10.2 trillion, below earlier projections.

Economic growth moderated during this period, with GDP slipping to 5.4% in Q2 FY25 (later revised to 5.6%), among the lowest in recent years. Indian equities peaked in September 2024 but ended the year 10.3% lower, reflecting subdued investor sentiment. Persistent foreign institutional investor (FII) outflows of USD 15.6 billion pressured markets, though strong domestic participation through systematic investment plans (SIPs) averaging ₹241 billion per month provided a stabilising cushion.

Monetary policy remained tight through most of the year, as the RBI maintained its focus on inflation management. A significant shift occurred following the appointment of Mr. Sanjay Malhotra as RBI Governor in December 2024, with policy emphasis rebalanced towards supporting growth while viewing inflation primarily as a supply-driven challenge. After holding the repo rate steady at 6.5% for five consecutive years, the RBI initiated its first 25 bps rate cut in February 2025.

Currency movements reflected these macro shifts. The rupee traded within a narrow band of 83-84 per USD until October 2024, before weakening sharply to 87.5 per USD in November. Markets interpreted this as a softer RBI stance on FX intervention. By March 2025, however, the rupee had regained strength, ending the year at 85.5 per USD.

On the fiscal side, the Union Budget for FY26 underscored the government's twin priorities of infrastructure creation and consumption support. Capital expenditure was budgeted at ₹11.2 trillion, representing 3.1% of GDP and a 10% increase over the FY25 revised estimate. At the same time, personal tax exemptions of ₹1 trillion were introduced to stimulate household demand. Importantly, these measures were framed within the government's fiscal consolidation roadmap, with a deficit target of 4.4% of GDP for FY26.

Despite election-related disruptions, the domestic economy demonstrated resilience across several macro indicators. Forex reserves remained healthy at USD 676 billion, inflation cooled to 3.3% in March 2025, and manufacturing PMI stayed strong at 58.1, outperforming regional peers. GDP growth for FY25 is expected at 6.5%, supported by strong services exports, which helped offset a merchandise trade deficit of USD 282 billion. Services surplus stood at USD 188 billion, providing a vital cushion in a year of global trade tensions. However, merchandise exports were flat (0.1% YoY) while imports rose by 6.2%. Looking ahead, the risk of rising protectionism and potential redirection of Chinese exports into Asian markets pose fresh challenges for India's external trade balance.

### CAPITAL MARKETS: DRIVING FINANCIAL INCLUSION

Over the past five years, India's capital markets have undergone a remarkable transformation, reshaping the way households engage with financial assets. This shift has been fuelled by the steady rise of retail participation, supported by greater financial literacy, rapid digitisation, innovative FinTech solutions, and proactive regulatory safeguards. The structural deepening of markets is evident in the exponential growth of retail access: demat accounts expanded from 40.9 million in FY20 to 192.4 million by FY25 - a nearly fivefold increase. Similarly, active client participation on the NSE rose 4.6x to 49.2 million, while the number of unique mutual fund investors climbed 2.6x to 54.2 million. These milestones highlight the growing confidence of domestic investors and the strengthening foundation of India's financial ecosystem.

### Market Performance in FY25

The year under review proved both challenging and eventful for Indian equities. The early part of FY25 was dominated by caution ahead of the national elections. Markets corrected by about 2% until the results were declared in June 2024. The return of the NDA government provided clarity, triggering a strong rally through September 2024, during which multiple new highs were recorded. This rally reflected optimism around policy continuity, economic stability, and India's long-term growth prospects.

**KHANDWALA SECURITIES LIMITED**

From October 2024 onwards, however, equities entered a prolonged correction phase, lasting five months until February 2025. The downturn was influenced by global volatility, profit-taking at elevated valuations, regulatory changes, and subdued corporate earnings. The external environment also turned challenging, with China's fiscal stimulus and political shifts in the U.S. prompting risk reallocation and accelerating FII outflows from emerging markets. India saw foreign portfolio outflows of USD 36 billion during this period - the second largest withdrawal since the October 2021-June 2022 episode.

Despite these headwinds, domestic resilience stood out. Indian equities rebounded sharply in March 2025, closing the year with gains: the BSE Sensex rose 3,763.57 points (+5.1%) and the NSE Nifty advanced 1,192.45 points (+5.3%). Market capitalisation of NSE-listed companies expanded by ₹26.7 trillion during FY25, ending the year at ₹410.9 trillion - a testimony to sustained investor faith in India's long-term fundamentals.

**Retail Investors: The Anchor of Market Stability**

A defining feature of FY25 was the unwavering support from retail investors. Systematic Investment Plans (SIPs) registered record inflows, with monthly contributions averaging ₹241.1 billion - up 45.2% year-on-year. March 2025 alone witnessed ₹259.3 billion in SIP flows, compared with ₹192.7 billion in March 2024. For the full fiscal, SIP collections touched ₹2.9 trillion versus ₹2.0 trillion in FY24. In addition, direct retail participation in the cash market added another ₹1.3 trillion of net investments. This steady flow of long-term retail capital has played a crucial role in cushioning volatility and reflects a maturing investor base increasingly committed to wealth creation through financial markets.

**IPO Market: Scaling New Highs**

India's primary markets also scaled historic milestones in FY25, positioning the country as Asia's most active IPO destination, surpassing China. According to NSE Market Pulse, IPO fundraising more than doubled to ₹1.7 trillion from ₹0.7 trillion in FY24. This surge was supported by sound corporate fundamentals, regulatory clarity, favourable macro conditions, and rising retail enthusiasm. The trend underscores a clear reallocation of household savings from traditional avenues toward market-linked opportunities. Digital platforms have been instrumental in enabling this shift by simplifying access and broadening investor reach.

**Outlook**

With India's economy formalising at scale, rising per capita incomes, and an expanding investor base, the capital markets are poised to play an even greater role in mobilising domestic savings for productive use. While global uncertainties and policy shifts may periodically trigger volatility, the structural drivers of financial democratisation, retail participation, and regulatory robustness position India's markets firmly on a long-term growth trajectory.

**Key Shifts Shaping Indian Equities**

**From Saving to Investing**

Indian households are undergoing a profound behavioural shift - from a preference for traditional savings to active participation in capital markets. Over the last five years, net inflows by individual investors into the cash segment have crossed ₹4.5 trillion, with FY25 alone contributing nearly 27.5% of that figure. This transition has been instrumental in wealth creation, with household financial wealth expanding by over ₹40 trillion (US\$459 billion) during the same period (Economic Survey 2025).

As a result, the equity market has become more broad-based and inclusive. By December 2024, individual investors - directly and through mutual funds - held 18.2% ownership in NSE-listed companies, surpassing Foreign Portfolio Investors (FPIs) for the first time (SEBI, 2024). This marks a turning point in the Indian capital markets, underscoring the growing power of domestic capital.

**India's IPO Leadership**

FY25 also stood out as a record year for capital mobilisation, with ₹4.3 trillion raised through equities. Of this, the primary markets accounted for ₹4.0 trillion, while secondary offerings added ₹291 billion. A historic 242 companies listed on the NSE - 79 on the mainboard and 163 on the SME platform - raising ₹1.7 trillion through IPOs, the highest ever in a single year.

The buoyancy of the IPO market was evident in both volumes and deal sizes, which expanded significantly (32.1% growth in listings and 150% rise in average deal size; NSE, 2025). On the global stage too, India strengthened its position, accounting for 30% of all IPOs in 2024, up from 17% in 2023 (EY Global IPO Trends). This stellar performance reaffirmed India's capital markets as a preferred platform for both domestic and international capital raising.

**Reinforcing Stability Through Regulation**

The democratisation of markets, powered by technology and younger investors, has created a deeper and more vibrant ecosystem. At the same time, it has introduced new challenges in investor behaviour and risk management. In response, the Securities and Exchange Board of India (SEBI) continued to strengthen its regulatory framework in FY25, with an emphasis on investor protection, market discipline, and financial literacy. These measures are critical to building a stable, transparent, and resilient marketplace as India's investor base expands.

**Investor Base Expands at Record Pace**

FY25 witnessed an extraordinary surge in new investors. A record 41.1 million demat accounts were opened during the year - representing 27% of the March 2024 base. The number of unique investors on the NSE (linked to PAN) reached 112.8 million by March 2025, with 21.2 million new entrants in a single year, the highest ever. Active client participation also rose strongly, with 8.4 million net additions, taking the total to 49.2 million.

Technology adoption, user-friendly digital platforms, and widespread internet penetration have enabled millions of first-time investors to access equities. What was once the preserve of a select few is now a mainstream path to wealth creation across urban, semi-urban, and rural India.

**Market Capitalisation and Wealth Creation**

India's market capitalisation has seen a multi-fold rise over the past decade, increasing from ₹99.3 trillion in 2015 to more than ₹410.9 trillion in 2025. This fourfold increase reflects not just corporate expansion but also the deepening role of equity ownership in household wealth creation. Retail participation through SIPs, growing interest in IPOs, and easier digital access have expanded the equity culture to smaller towns and cities. The shift of household savings into financial assets is positioning equities as a central pillar of long-term financial security for India's growing middle class.

**Domestic Capital Takes Centre Stage**

By December 2024, the collective share of Indian households in listed companies had caught up with, and in some cases exceeded, FPI holdings. This transition underscores a structural resilience in Indian equities: even as global investors reassess allocations,

steady domestic inflows provide stability and reduce vulnerability to external shocks.

**Looking Ahead: The Future of Investing**

The surge in participation during FY25 is not a short-term trend but part of a structural evolution. Rising per capita income, higher financial literacy, and technology-led innovation are expanding access to markets. FinTech platforms are reshaping the investing experience, making equity markets accessible to millions of first-time investors.

This shift is positioning India uniquely in the global financial system. With a broad and resilient investor base, strong regulatory guardrails, and an expanding economy, India's capital markets are well placed to drive inclusive wealth creation and strengthen the country's financial leadership in the years ahead.

**ASSET MANAGEMENT & WEALTH MANAGEMENT INDUSTRY**

**Strong Industry Momentum**

FY25 was a defining year for India's asset and wealth management industry, supported by favourable macroeconomic conditions, rising financialization of household savings, and rapid digital adoption. As investors increasingly shift from physical assets like real estate and gold towards financial instruments, the demand for professional wealth and asset management solutions is growing at an unprecedented pace.

The expansion of India's economy has catalysed wealth creation across multiple strata of society. New segments of affluent millennials, first-generation entrepreneurs, and rising professionals are actively engaging with modern investment products, reshaping the traditional investment landscape. Wealth transfer between generations, greater risk appetite, and a preference for diversified portfolios are driving adoption of equities, mutual funds, portfolio management services, and alternative investment avenues.

At the same time, regulatory initiatives such as the accredited investor framework are enabling broader participation and fostering innovation, creating a more inclusive and resilient financial ecosystem.

**Wealth Management: Scale, Strategy and Digital Reach**

According to Deloitte India, the organised wealth management industry managed ~US\$0.7 trillion in assets as of FY25, while nearly US\$0.4 trillion continued to remain self-directed, highlighting significant scope for formal players to scale. The overall wealth management industry in India is projected to more than double, reaching US\$2.3 trillion by FY29 from US\$1.1 trillion in FY24.

This growth is underpinned by three powerful forces:

- **Rising Affluence** - The HNI and UHNI population is growing at a 12% CAGR, driven by equity market buoyancy and income growth.
- **Household Financialisation** - Household financial assets are expected to touch US\$6 trillion by 2028, with managed investments projected to form nearly three-quarters of GDP by FY27.
- **Technology Integration** - WealthTech platforms, AI-driven advisory tools, and robo-advisors are expanding access beyond metros into underpenetrated regions.

Multi-product wealth managers continue to cater to the sophisticated needs of HNIs and UHNIs with PMS, AIFs, succession planning, and global investment opportunities. Meanwhile, digital platforms

are enabling retail and mass-affluent investors in Tier 2 and Tier 3 cities to access world-class advisory and investment products. Firms that combine product depth with seamless digital experiences are likely to emerge as long-term market leaders.

**Asset Management: Mutual Funds as a Growth Engine**

The Indian mutual fund industry has emerged as a key pillar of wealth creation. Industry AAUM grew from ₹22.3 trillion in March 2020 to ₹66.7 trillion by March 2025, recording a robust CAGR of 24.5%. Systematic Investment Plans (SIPs) have become the preferred channel for retail investors, with monthly inflows rising to ₹259.3 billion in March 2025, up from ₹91.8 billion in March 2021.

Despite this rapid expansion, penetration remains low — with only ~54 million unique mutual fund investors, covering less than 4% of the population, compared to more than 50% participation in developed markets such as the US. This underlines the significant untapped potential for future growth.

Key trends shaping the asset management industry include:

- **Shift towards passive investing** – Share of passive funds rose from 9.6% of industry AAUM in 2021 to 16.3% in 2025.
- **Rising adoption of direct plans** - Direct plans accounted for 47% of AAUM in March 2025, up from 45.4% in 2021, reflecting investor focus on cost efficiency.
- **Geographic diversification** - Increased inflows from B30 (beyond top 30) cities, signalling a deeper penetration of financial products in smaller towns.
- **Digital transformation** - Nearly 60% of mutual fund transactions are now executed digitally, compared to 45% in FY13, highlighting the structural shift in investor behaviour.

The industry's future growth will be shaped by its ability to deliver frictionless onboarding, hyperlocal investor engagement, and tailored products across segments. Affordable, transparent, and technology-enabled solutions will be pivotal in expanding financial inclusion and empowering investors.

**The New Drivers of India's Wealth Landscape**

**Rise of HNIs and UHNIs**

A growing pool of high-net-worth and ultra-high-net-worth individuals is reshaping investment strategies. Increasingly, these investors are moving away from traditional asset classes and demanding sophisticated, global, and diversified portfolio management services. Their growing influence is catalysing the evolution of India's wealth management sector into one that is more customised, globalised, and innovation-led.

**Tier 2 & Tier 3 Cities as New Wealth Hubs**

Beyond metros, smaller cities are rapidly emerging as vibrant centres of wealth creation. The growth of MSMEs, robust entrepreneurial ecosystems, improving infrastructure, and rising disposable incomes are creating new pockets of affluence. These regions are not only contributing to consumption growth but also becoming critical markets for financial services penetration.

**Technology as a Catalyst**

Digital platforms, AI-driven advisory tools, and robo-investing solutions are revolutionising the way Indians access and manage wealth. These platforms are breaking down traditional entry barriers, enabling participation from investors across geographies, while offering hyper-personalised solutions and real-time portfolio tracking.

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**Outlook**

India's wealth and asset management industry is entering a transformative era. Rising affluence, expanding financial literacy, deeper penetration in smaller cities, and technology-driven democratisation of access are expected to drive the next wave of growth. As India transitions from financial inclusion to financial empowerment, the industry will play a central role in shaping long-term wealth creation, inclusive growth, and global competitiveness.

**AN OVERVIEW OF KHANDWALA SECURITIES LIMITED**

Khandwala Securities Limited's equity shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The way to understand the activities of the Company is to analyse the business it carries out. It may be noted that the Company is focused on financial services as its core business area. Various businesses in the Company are divided in four segments. These are: Investment banking business comprising Capital Raising, M&A Advisory, Domestic IPOs, Private Equity placements, Corporate finance advisory, Restructuring, FCCBs and GDRs; Institutional Equities business comprising institutional equity sales, execution, research; Broking and Distribution business comprising non-institutional equity sales, trading, research, broking and distribution, depository participant ship; Investment Advisory business comprising private and corporate wealth management, portfolio management.

Various operating businesses are carried out by having independent teams and regulatory licenses. Our Company wide clients include public and private sector corporations, multinational corporations, financial institutions, institutional investors -both domestic and global, high net-worth individuals and retail investors as well as market intermediaries.

**Financial Highlights:**

The salient features of the Company's performance:-

Total Revenues of Rs.1,512.96 Lakhs

Net Loss of Rs 79.92 Lakhs

Earnings Per Share (EPS) of Rs. (0.52)

**Segment Highlights – FY25 over FY24 & FY23:**

(INR In Lakhs)

Segment	FY25	FY24	FY23
Brokerage	435.52	465.11	304.47
Corporate Advisory Services	486.18	352.06	317.92
Income from Capital Market Operations	32.23	34.53	4.06
Others	559.03	18.39	22.19
<b>Total Income</b>	<b>1,512.96</b>	<b>870.09</b>	<b>648.63</b>

**Broking Business:**

The Brokerage services of your Company include equity and debt broking and are supported by a strong research platform.

Income received for brokerage services had accounted for approximately 28.79% of our total revenues at Rs.1,512.96 Lakhs for the year ended March 31, 2025.

**Private Client Broking business:**

Our private client broking services are targeted at High Net worth Individuals (HNIs) who actively invest and trade in equity markets and seek priority service with Bloomberg research and advisory

support. Our approach is to provide advisory-based brokerage services with a strong emphasis on research, and to offer our clients value-added services usually reserved for institutional clients.

KSL with its concentrated efforts in equity broking business, and as future strategy to build high volumes and revenues could successfully add a good number of Trading Accounts for various segments (Cash, Whole-sale Debt Market, Future & Option) during 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025.

**Institutional Equities business:**

Equity and derivatives brokerage business of the Company contributed 28.79% of the consolidated revenue during this financial year. The Company's revenue of Rs. 1,512.96 lakhs for the year showed a increase of 73.89% over the previous year corresponding to a comparable increase in volume. However it is encouraging to note that we marginally increased our market share. The number of clients who traded and the number of transactions were also good.

The institutional equities business comprises institutional equity sales, sales- trading and research. We differentiate ourselves based on our cutting-edge research focus, which aids our execution capabilities across our sales and trading platforms. We provide equity and derivatives sales and trading services to a large and diversified base of institutional investors, including FIIs and domestic institutional investors. At present, we have more than over 10 institutional investors actively transacting with us on a continuous basis.

The category wise contribution from the Institutional Dealing Desk to our revenues has been mentioned in the table below which shows a decrease of 30.48% during the FY 2025 over previous FY 2024.

Category	Brokerage Revenue during FY 24-25	Brokerage Revenue during FY 23-24	Brokerage Revenue during FY 22-23
MF	-	-	-
INS	-	-	2,33,765.02
BANKS	3,16,340.00	3,06,248.62	1,75,185.15
CORP (Including FPI)	11,29,426.00	1,07,71,790.03	30,61,492.68
<b>Total</b>	<b>14,45,766.00</b>	<b>1,10,78,038.65</b>	<b>34,70,442.85</b>

**Investment banking business:**

The equity capital markets team focuses on structuring and executing diverse equity capital raising transactions in the public and private markets for our clients. Products in this segment include IPOs, follow-on offerings, rights offerings, private placement, ADR offerings, GDR offerings, QIP transactions and convertible offerings, etc. for both listed and unlisted entities.

As an Investment Banking firm, it has always been our endeavor to structure and put together transaction structures that build long term, sustainable value for both the borrower and lender of funds in the equity markets. This approach, though having proved its importance during the stages of market tightness, has been somewhat considered as a weakness by industry participants, resulting in us not being able to successfully convince Bloomberg on its benefits. This has led to situations wherein KSL has had to either withdraw from certain mandates or had to face resistance from Indian Corporates in awarding their fund raising mandates to us from the secondary markets. This is despite the management of these corporate houses acknowledging the deep knowledge and

understanding of the micro and macro economy factors including the future growth prospects in specific industry, and the sustainable long term valuation parameters.

We always believe that in order for market to value and reward its participants, it is important for both the Promoter Groups and the Merchant Bankers to design appropriate and sustainable valuation models such that it remains consistent with the overall corporate performance and at the same point in time is able to ride both the good and the bad times.

Investment Banking and Advisory Group is putting their best endeavors on reviving some of the lost or delayed transactions, and are confident that in improved market sentiment same can be executed efficiently.

**Portfolio Management Services:**

The Portfolio Management Segment is bound to grow and offer immense business potential for financial advisory services. The NRI community is the key market segment. Successful NRI business owners and professionals are of great interest to Portfolio management institutions. KSL has identified this rapidly growing segments' need for specific products and services and has created practice models and advisory teams that specialize in servicing NRIs. Our service offerings include providing HNIs with investment advisory, planning and asset deployment advice, asset allocation and the distribution of a wide range of products. Our primary focus is on understanding each client's financial profile, including tolerance for risk, capital growth expectations, and current financial position and income requirements in order to create comprehensive and tailored investment strategies. Our Portfolio Management services have increased our clients' access to and use of our financial products and services

Your Company is confident of garnering much larger assets under management through the PMS division compared to last year and would be able to clearly demonstrate its core expertise to maximize the value under PMS, even during adverse market situation.

**Market Research:**

Our institutional equities business is supported by an experienced and dedicated team of analysts in fundamental, technical and alternative investment research. Our research initiatives are driven by committed professionals, management graduates, Chartered Accountants and Engineers having combined experience of several decades.

Besides conventional tools, including quantitative analytical techniques and models to identify short and medium-term investment opportunities; Our research team maintains an updated database on, and tracks regularly, various factors impacting economy, industry and companies. The trends are analyzed using data both on macro and micro level.

Various research products such as Market Today, Market Weekly, Market Technicals, India Strategy, Model Portfolio, Eco Update, In Sight, Company/Sector reports/updates and others are sent to esteemed clients on a regular basis. These reports are supplemented by day-to-day market information by way of market alerts and impact analysis. Strength of our research capability lies in our ability to identify emerging investment themes and spot winners ahead of time.

Our research reports, widely acknowledged by domestic and international print and electronic media, are rated among the leading domestic brokerage houses and have earned royalties from international data services providers in foreign exchange.

Our Intelligent Research Reports are accessible on globally acknowledged and marquee websites such as Bloomberg. net, thomsonreuters.com, 1call.com, moneycontrol.com, securities.com, valuenotes.com, capitaliq.com

Our research reports are highly recognized by international investor's community including leading Foreign Institutional Investors, global central banks, multi-lateral development agencies and independent multi-strategy funds. Some of the research reports, apart from being widely acclaimed, have been ranked among the best by international financial information providers such as Thomson- Reuters and Bloomberg.

**OPPORTUNITIES AND THREATS**

The following factors present specific opportunities across our businesses:

- Expected GDP growth coupled with reforms push by the government relating to project approvals, land acquisition, mining, and infrastructure will lead to huge investments by both the public and private sector companies. There will be large capital requirement to fund these investments which will present opportunities for investment banking and advisory business;
- Fall in global commodity prices will reinvigorate private consumption demand and lead to capacity expansion by the industry;
- Corporates are looking at expanding in domestic as well as overseas markets through mergers & acquisitions which offer opportunities for the corporate advisory business.
- Growing mid-size segment of corporates where the need for customized solutions is particularly high will present opportunities for our advisory businesses;
- With increase in the income levels, change in attitude from wealth protection to wealth creation and risk taking abilities of the youth, there is also a huge market opportunity for wealth management service providers.
- Improved sentiments in the secondary markets will also enhance the participation of investors across segments thereby helping the prospects of equity brokerage business. We expect economic activity to pick up from grass root levels presenting opportunities in both lending and asset reconstruction business.

Despite the above opportunities, our performance could be affected by following perceived threats to our businesses:

- Impact of abnormal monsoon, rising fiscal deficit, sustained high interest rates and high inflation;
- Geopolitical tensions across the globe;
- Regulatory changes impacting the landscape of business;
- Increased intensity of competition from players across the segment/ industry;
- Attrition of employees caused by strong demand from ever increasing number of market participants;
- Continuous downward pressure on the fees, commissions and brokerages caused by heightened competition and willingness of most players to deliver services at very low fees;

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- Entry of corporate heavy weights and global players in the lending business. Given their capital strength as well as access to cheaper source of capital will increase pressure on us to remain competitive and impact margins.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Our research reports are highly recognized by international investor’s community including leading foreign institutional investors, global central banks, multi-lateral development agencies and independent multi-strategy funds. Some of the research reports, apart from being widely acclaimed, have been ranked among the best by international financial information providers such as Thomson- Reuters and Bloomberg.

We maintain adequate internal control systems commensurate with the nature of business, size and complexity of its operations. We have well-established processes, guidelines and procedures to augment the internal controls. This, coupled with adequate internal information systems ensures proper information flow for the decision-making process. Adherence to these processes is ensured through frequent internal audits. The internal control system is designed to ensure maintenance of proper accounting controls, monitoring of operations, protection and conservation of assets and compliances with applicable laws and regulations.

These controls ensure that financial and other records are reliable for preparing financial statements and other information. An extensive programme of internal audit is conducted by an independent firm and reviewed by the Audit Committee. Internal audit also evaluates and suggests improvement in effectiveness of risk management, control and governance process. All our operating subsidiaries are subject to internal audits to assess and improve the effectiveness of risk management, control and governance process. These procedures ensure that all transactions are properly reported and classified in the financial records.

The Audit Committee of Board provides necessary oversight and directions to the internal audit function and periodically review the findings and ensures corrective measures are taken keeping in mind the organization’s requirements, growth prospects and ever evolving business environment. This system enables us to capture a precise reflection of the organization’s position at all times and also facilitates timely detection and plugging of anomalies by various business groups. We also address any issues identified by regulatory inspection teams very diligently and report the same to the Board of Directors and the regulators.

**RISK CONCERNS AND RISK MANAGEMENT**

The Risk Management Function is overseen by the Audit Committee. Risk Management Policies are designed after discussion with various constituents and experts. In a business where prices and realities change every instant, it is imperative for KSL to operate within a broadly de-risked business model that protects stakeholder interests on the one hand and facilitates growth on the other.

Therefore, the concept of real-time risk mitigation management is integrated within the Company’s existing business strategy. It is integrated into the Company’s strategic and operational decision making process; it is ingrained in the organizational mindset; it pervades all organizational tiers, roles and functions.

KSL’s effective risk management is guided by an understanding of the various parameters that can have a bearing on its business and profitability:

- External: These comprise risks that the Company faces but cannot control – industry slowdown, competition, regulatory changes, brand perception etc.
- Internal: These comprise risks that the Company can directly control through prudent strategy – costs, liquidity, technology, operations, people etc.

KSL controls client risk through a prudent categorization of clients as per their financial depth. This helps circumscribe their trading limits, leading to effective risk management. KSL monitors a client’s trading pattern in addition to keeping a continuous vigil on positions, balances and margins. This provides an understanding of a client’s trading pattern in terms of nature of transactions, trading, investments, F&O types of scrips, etc. to detect any undesirable or prohibited practices. Based on this, remedial actions are initiated whenever required. This ensures strict regulatory compliance.

**Industry Risk**

KSL is primarily engaged in the business of financial services. Any slowdown in the country’s economy or financial sector as well as any changes in interest rates, political climate or regulatory changes could affect the Company’s prospects. Further the capital market is always exposed to the cyclical risk of upswing and downturns, which in turn depend on the overall economical growth of the country.

**Management Perception**

KSL’s presence in multiple product segments also serves as a natural hedge against a downturn in any particular sector. For instance, the Company’s presence in the relatively volatile equity segment is balanced by its presence in the relatively stable insurance, mutual funds and fixed interest-bearing debt instruments. Your Company has broadly three major revenue generation department viz. Broking division, Corporate Advisory Division and Capital Market Operation. The total revenue generated by the company during the year shows the overall performance of all the departments jointly and doesn’t depend on any single segment of revenue.

**Liquidity Risk**

In the event of clients not honoring their financial commitments following an unexpected market movement, the Company’s cash flow could be significantly affected.

KSL has exercised prudence in client selection and credit extension. For instance, the Company’s internal audit team ascertains client credentials before they are permitted to trade.

**Management Perception**

As a corporate policy, it is endeavor to constantly monitor the margin payments and settlements of our customers on a continuous basis. Our ability to understand the financial track record of each of our customers provides us with a judgment and direction on the margin calls to be issued as also calling for pre- payments if need be in cases of exigencies. This approach we believe gives the Company the required flexibility in managing the liquidity risk across multiple categories and types of customer profiles. This assumes that at KSL we follow an independent and customer centric risk management exercise thereby ensuring timely interventions to significantly reduce potential liquidity risks.

**Economic Risk**

A slowdown in economic growth in India could cause the business of the Company to suffer. While the Indian economy has shown sustained growth over the last several years, the growth in industrial production has been variable. Any slowdown in the Indian economy, and in particular in the demand for housing and infrastructure, could adversely affect the Company's business. Similarly, any sustained volatility in global commodity prices, including a significant increase in the prices of oil and petroleum products, could once again spark off a new inflationary cycle, thereby curtailing the purchasing power of the consumers.

**Management Perception**

The Company manages these risks by maintaining a conservative financial profile and following prudent business and risk management practices.

**Human Resource Risk**

Human Resources represent the company's principal asset in a knowledge-led business, where any attrition or skill obsolescence could lead to a weaker industry position.

**Management Perception**

Your Company has consciously made the transition from a family based organization into a professionally managed one, accompanied by delegation of responsibilities for intellectual growth. Over the years, your company has invested in the human resource by providing timely training, various seminars on personal development etc. The free work environment provided by the Company has also resulted in to low attrition of manpower.

**Client Risk**

In the financial industry the company depends on a few bigger corporate and institutional clients from where majority of the revenue is generated.

**Regulatory Risk**

The Company's presence in a variety of financial segments warrants an ongoing compliance with the evolving requirements of their various regulators. Any violation or transgression could invite censure, affecting the Company's brand.

**Management Perception**

Your Company enjoys strong long term relationship with its clients. However, as a good Risk Management practice, the company has never relied upon particular client base and hence not exposed to such risk. During the year under review company has added new institutional client from where regular business is generated. It is your company's constant endeavor to search for new area of business and clients.

KSL takes its compliance commitment seriously, recognizing that the business must not only serve the interest of the customer but also function well within the established guidelines of the various regulatory authorities for responsible and profitable growth. At KSL, the compliance discipline extends across the entire transaction cycle, client identification, KYC process transaction execution, transaction settlement involving securities and funds transfer. The compliance requirements across the various service points have been communicated comprehensively to branch through compliance manuals, leading to uniformity, quality, priority and discipline

**Human Resources**

Your company considers its human resource as the most valuable asset and, recognizing this, devotes a considerable development of its employees in various traits, apart from job related skills:

- Employee satisfaction survey was carried out along with various seminars by the HR department of the Company to understand the employees and help them to perform in the most efficient manner. Feedbacks were received during such sessions and corrective actions have been initiated;
- Communication meeting is being organized once in a quarter to apprise all the employees on the major development on various fronts such as market, deals stroked etc;
- Your company had recruited Management Trainees during the year and they were given specific job assignments in the research department. This has helped your company to establish goodwill with local management schools and prepare future prospects for employment.

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**CORPORATE GOVERNANCE REPORT**

Corporate Governance provides the structure through which corporations set and pursue their objectives, while reflecting the context of the social, regulatory and market environment. Corporate Governance is a mechanism for monitoring the actions, policies and decisions of corporations. It involves the alignment of interests among the stakeholders.

The Board of Directors of your company takes the responsibility for maintaining sound principle of Corporate Governance. As a part of it, we have laid a foundation for good corporate governance that helps to maintain transparency and encourage timely disclosures, encompassing good corporate practices, procedures, standards and implicit rules in the working of the Company. It has always been an integral part of your Company's philosophy.

The Company has complied with all the regulations in relation to corporate governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency and accountability in all aspects of its operations, interactions with shareholders, employees, government departments, SEBI, Stock Exchanges and other regulatory authorities.

**2. BOARD OF DIRECTORS**

**(i) Composition and Category of the Board**

The Composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Company has an optimum combination of Executive and Non-Executive Directors. As on 31<sup>st</sup> March, 2025, the Board comprises of six Directors out of which four are non-executive Directors and two are executive directors. Out of the four non-executive Directors, two are Independent Directors. The Chairman of the Board is a Non-Executive & Independent Director. The Management of the Company is headed by Mr. Paresh Khandwala, Managing Director and Mr. Pranav Khandwala, Whole-time Director, who operates under the supervision and control of the Board.

All the Independent Directors have confirmed to the Board that they meet the criteria for Independence in terms of the definition of 'Independent Director' stipulated under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013. These confirmations have been placed before the Board. In the opinion of the Board, the Independent Director fulfills the conditions specified in the Listing Regulations and Companies Act, 2013 and are independent of the Management.

The following table gives details for the financial year 2024-25 of directorships, category and number of memberships of board / committees of various other public companies:

Name & DIN No. of the Directors	Category of Directorship	No. of Directorships in other Companies (excl. Khandwala Securities Limited)*	No. of Committee Positions held in other Companies (excl. Khandwala Securities Limited)**	
			Member	Chairman
Mr. Homiar N. Vakil (DIN: 05210178)	Chairman, Non-Executive, Independent Director	-	-	-
Mr. Paresh J. Khandwala (DIN: 00112678)	Managing Director, Promoter	1	-	-
Mr. Pranav Khandwala (DIN: 00519113)	Whole-time Director & Chief Financial Officer (CFO)	1	-	-
Mrs. Bhagyashree Khandwala (DIN: 02335473)	Non-Executive Director	1	-	-
Mr. Pratik Khandwala (DIN: 00519147)	Non-Executive Director	-	-	-
Mr. Kalpen Shukla (DIN: 00117482)	Non-Executive, Independent Director	-	-	-

\* Only directorship in public limited companies incorporated in India have been considered.

\*\*Only audit committee and stakeholders' relationship committee in other public limited companies have been considered for the committee positions.

None of the Directors on the Board is a members of more than 10 Committees and Chairman of more than 5 Committees, across all the public limited companies in which they hold the Directorship. All the Directors have made necessary disclosures regarding other directorship and committee positions held by them in other Companies. Further, none of the Directors hold Directorship in more than 10 Public Limited Companies and none of the Independent Directors served as Independent Director in more than 7 Listed Companies.

**(ii) Board Meetings and Attendance**

- (a) The Board meets at regular intervals of time to discuss and decide business strategies, company's policies, future goals and review financial results, business operations and overall performance of the Company. The Board also, inter alia, considers and reviews annual operating and capital expenditure budgets, investments and exposure limits, minutes of the meeting of audit committee and other committees of the board, periodically compliance reports of all laws applicable to the Company, etc. The notice and agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents are sent well in advance separately to each director. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted by law, which is noted in the subsequent Board Meeting. There were no material, financial and commercial transactions entered into between the senior management and the Company which could have potential conflict of interests with the Company at large.
- (b) During the financial year 2024-25, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

- (c) Except for Mrs. Bhagyashree Khandwala, Mr. Pranav Khandwala, Mr. Pratik Khandwala and Mr. Paresh Khandwala, none of the other directors are related to each other.
- (d) During the financial year 2024-2025, 6 (six) Board Meetings were held on 18<sup>th</sup> May 2024, 01<sup>st</sup> July 2024, 12<sup>th</sup> August 2024, 30<sup>th</sup> October 2024, 20<sup>th</sup> December 2024 and 10<sup>th</sup> February 2025. The gap between two meetings did not exceed four months. The details of attendance of directors in the Board meetings held during the financial year 2024-25 and at the last Annual General meeting are given below:

Name of the Directors	No. of Board Meetings during the financial year 2024-2025		Attendance at the last Annual General Meeting held on September 27, 2024
	Held	attended	
Mr. Paresh J. Khandwala	6	6	Present
Mr. Pranav Khandwala	6	6	Present
Mr. Homiar N. Vakil	6	6	Present
Mr. Kalpen Shukla	6	5	Present
Mrs. Bhagyashree Khandwala	6	6	Present
Mr. Pratik Khandwala	6	5	Present

**(iii) Shares held by Non-Executive Directors**

Sr. No	Name of the Directors	No. of equity shares held as on March 31, 2025
1	Mrs. Bhagyashree Khandwala	50,180
2	Mr. Kalpen Shukla	Nil
3	Mr. Homiar N. Vakil	Nil
4	Mr. Pratik Khandwala	7,96,730

**(iv) Board Skills/expertise/competence matrix**

The Directors of the Company possesses the following skills / expertise / competences:-

- Legal, Accounting, Finance, Compliance, Market Research, Consultancy, Marketing, Human Resources, Expertise in various businesses like Broking & Distribution, Wealth Management, Private Equity, Institutional Equities, Investment Banking, Asset Management.

**(v) Familiarization Programme for Independent Directors**

The Company has conducted the familiarisation programmes for Independent Directors during the Financial Year 2024-25. The Programmes aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to familiarise them with the functioning, operations and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the familiarisation programmes along with the details of the programmes imparted to the Independent Directors has been disclosed on the website of the Company at <http://www.kslindia.com/Static/KSLPolicies.aspx>.

**(vi) Independent Directors Meeting**

Pursuant to the provision of Section 149(8) of the Companies Act, 2013 read with Schedule IV and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the Independent Directors of the Company was held on March 24, 2025.

**3. COMMITTEES OF THE BOARD**

With a view to have more focused attention on the business and for better corporate governance and accountability and to ensure effective compliances of all the statutory requirements, the Board has constituted various committees. The details of composition, role, functions and responsibility of each Committee are as follows:

**I. AUDIT COMMITTEE**

**a) Composition:**

The composition of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. During the year under review, there was no change in the members of the Committee. As on 31<sup>st</sup> March, 2025, the Audit Committee comprises of following 3 (three) Directors as Members:

Sr. No	Name of Members	Designation	Category
1	Mr. Homiar N. Vakil	Chairman	Non-Executive, Independent Director
2	Mr. Kalpen Shukla	Member	Non-Executive, Independent Director
3	Mrs. Bhagyashree Khandwala	Member	Non-Executive Director

The Members of the Audit Committee are financially literate and have requisite experience in financial management. The terms of reference of Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations.

**b) Terms of Reference:**

The brief terms of reference of Audit Committee are as follows:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;

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- f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  - (7) reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
  - (8) approval or any subsequent modification of transactions of the listed entity with related parties;
  - (9) scrutiny of inter-corporate loans and investments;
  - (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - (11) evaluation of internal financial controls and risk management systems;
  - (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - (14) discussion with internal auditors of any significant findings and follow up there on;
  - (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (18) to review the functioning of the whistle blower mechanism;
  - (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

**c) Meetings and Attendance:**

During the financial year 2024-25, 4 (four) meetings of the Committee were held on 18<sup>th</sup> May 2024, 12<sup>th</sup> August 2024, 30<sup>th</sup> October 2024 and 10<sup>th</sup> February 2025. The gap between two meetings did not exceed four months. The details of attendance of members in the Audit Committee Meeting held during the financial year 2024-25 are given below:

Name of Members	No. of Meetings	
	Held	Attended
Mr. Homiar N. Vakil	4	4
Mr. Kalpen Shukla	4	4
Mrs. Bhagyashree Khandwala	4	4

The Managing Director, Auditors, Internal Auditors and Chief Financial Officer are invited to attend the meeting of the Committee. The internal auditor reports directly to the Audit Committee. The Company Secretary acts as the Secretary to the Committee.

Mr. Homiar N. Vakil, the chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 27, 2024.

**II. NOMINATION AND REMUNERATION COMMITTEE**

**a) Composition:**

The composition of Nomination and Remuneration Committee of the Company is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations. During the year under review, there was no change in the members of the Committee. As on 31<sup>st</sup> March, 2025, the Nomination and Remuneration Committee comprises of following 3 (three) Directors as Members:

Sr. No	Name of Members	Designation	Category
1	Mr. Kalpen Shukla	Chairman	Non-Executive, Independent Director
2	Mr. Homiar N. Vakil	Member	Non-Executive, Independent Director
3	Mrs. Bhagyashree Khandwala	Member	Non-Executive Director

**b) Terms of Reference:**

The brief terms of reference of Nomination and Remuneration Committee are as follows:

- (1) To form criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) To form criteria for evaluation of performance of independent directors and the board;
- (3) To devise policy on diversity of board of directors;
- (4) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- (5) To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) To carry out performance evaluation of all directors.

**c) Meeting and Attendance:**

During the financial year 2024-25, 2 (two) meetings of the Committee were held on 18<sup>th</sup> May, 2024 and 20<sup>th</sup> December 2024. The details of attendance of members in the Nomination and Remuneration Committee Meeting held during the financial year 2024-2025 are given below:

Name of Members	No. of Meetings	
	Held	Attended
Mr. Homiar N. Vakil	2	2
Mrs. Bhagyashree Khandwala	2	2
Mr. Kalpen Shukla	2	2

**Nomination and Remuneration Policy**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, the Company has framed a Nomination and Remuneration Policy of the Company and it has been uploaded on the website of the Company at www.kslindia.com.

**BOARD EVALUATION**

In terms of the provisions of the Companies Act, 2013 read with rules issued there under and the Listing Regulations, the Board of Directors on recommendation of the Nomination and Remuneration Committee have evaluated the effectiveness of the Board. The Board had also carried out an annual performance evaluation of its own performance, the directors individually as well as the working of its various committees for the financial year ended March 31, 2025. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

**III. STAKEHOLDERS RELATIONSHIP COMMITTEE**

**a) Composition**

The composition of Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations. As on March 31, 2025, the Stakeholders Relationship Committee comprised of the following 3 (three) Directors as members:

Sr. No	Name of Members	Designation	Category
1	Mr. Homiar N. Vakil	Chairman	Non-Executive, Independent Director
2	Mr. Kalpen Shukla	Member	Non-Executive, Independent Director
3	Mr. Paresh Khandwala	Member	Managing Director

**b) Terms of Reference:**

The terms of reference of the Committee are to deal with matters relating to transfer/transmission of shares and monitors redressal of complaints from shareholders relating to transfers, non-receipt of balance sheet, non-receipt of dividend, etc. with a view to expediting the process of share transfers, the Chairman of the Audit Committee and Secretary is authorized to approve transfers/transmission of shares.

**c) Meeting and Attendance:**

During the financial year 2024-25, 2 (two) meeting of the Committee was held on May 18, 2024 and 30<sup>th</sup> October 2024. The details of attendance of members in the Stakeholders Relationship Committee Meeting held during the financial year 2024-2025 are given below:

Name of Members	No. of Meetings	
	Held	Attended
Mr. Paresh Khandwala	2	2
Mr. Homiar N. Vakil	2	2
Mr. Kalpen Shukla	2	2

The Company Secretary of the Company is the Compliance Officer.

The details of the complaints received and resolved during the financial year 2024-2025 are as follows:-

Opening as on April 1, 2024	Nil
Received during the year	Nil
Resolved during the year	Nil
Closing as on March 31, 2025	Nil

**Policy on Prevention of Sexual Harassment of Women at Workplace**

The Company has adopted a 'Policy against Sexual Harassment' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act") and an Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. As per the policy, any women employee may report her complaint to the Committee. We affirm that adequate access was provided to any complainant who wish to register a complaint under the policy.

During the financial year 2024-25, there was no complaint received by the Company.

**4. REMUNERATION OF DIRECTORS**

**a) Remuneration to Executive Directors**

The details of remuneration paid to the Managing Director and Whole-time Director during the financial year ended March 31, 2025 are as under:

Name & Designation of Directors	Salary (In Rs.)	Commission (In Rs.)	Perquisites and Allowance (In Rs.)	Total (In Rs.)	Tenure of Appointment
Mr. Paresh J. Khandwala (Managing Director)	27,90,000	Nil	3,35,000	31,25,000	January 1, 2023 to December 31, 2027
Mr. Pranav Khandwala (Whole-time Director & CFO)	16,15,000	Nil	1,85,000	18,00,000	February 11, 2025 to February 10, 2030

**Note:** There is no Scheme of "Employee Stock Options" during the financial year 2024-25.

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**b) Remuneration to Non-Executive / Independent Directors**

The Non-Executive / Independent Directors are paid remuneration by way of sitting fees only for attending the Board Meeting and they are within the limits prescribed under the Companies Act, 2013. The non-executive directors have no material pecuniary relationships or transactions with the Company in their personal capacity.

The details of remuneration paid to non-executive directors during the financial year 2024-2025 are as under:

Names of Directors	Sitting Fees (in Rs.)
Mr. Homiar N. Vakil	25,000
Mr. Pratik Khandwala	25,000
Mrs. Bhagyashree Khandwala	30,000
Mr. Kalpen Shukla	25,000
<b>Total</b>	<b>1,05,000</b>

**5. GENERAL BODY MEETINGS:**

**Annual General Meetings**

Details of last three Annual General Meetings of the Company are given below:

Financial Year & Name of Meeting	Day, Date and Time	Venue	Special Resolutions passed and approved
2023-24 31 <sup>st</sup> Annual General Meeting	Friday, September 27, 2024 at 12.00 noon	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') at G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400021 (deemed venue)	None
2022-23 30 <sup>th</sup> Annual General Meeting	Friday, September 29, 2023 at 12.00 noon	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') at Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023 (deemed venue)	<ul style="list-style-type: none"> <li>➤ Alteration of the Object Clause of the Memorandum of Association of the Company;</li> <li>➤ Increase in Borrowings Limits under Section 180(1) (c) of the Companies Act, 2013;</li> <li>➤ Creation of Charges, Mortgages, Hypothecation on the Assets/Properties of the Company under Section 180(1)(a) of the Companies Act, 2013;</li> <li>➤ Authorization for giving loan(s), providing Guarantee(s), securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013</li> </ul>
2021-22 29 <sup>th</sup> Annual General Meeting	Wednesday, September 28, 2022 at 12.00 noon	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') at Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023 (deemed venue)	<ul style="list-style-type: none"> <li>➤ Re-appointment of Mr. Paresh Khandwala as Managing Director of the Company</li> </ul>

**6. POSTAL BALLOT**

Following resolutions were passed through postal ballot during FY 2024-2025:

- (a) The Company sought the approval of its shareholders on following matter through a Special Resolution by postal ballot by utilizing a remote e-voting process only. The notice of this postal ballot dated May 18, 2024 was circulated on May 25, 2024. The Remote e-voting process began on Tuesday, May 28, 2024 and concluded on Wednesday, June 26, 2024. On the final day of remote e-voting, i.e. June 26 2024, the resolution was passed with the necessary majority and the e-voting results was declared on June 26, 2024. Please see the information below for a description of the resolution and details on the voting pattern.

Description of Resolution and Type of resolution	Number of Votes			
	For	%	Against	%
<b>Special Resolution</b> Approval for the Sale/ Disposal of the Immovable Property of the Company located at G7, Vikas Building, Ground Floor, Green Street, Fort, Mumbai - 400023	10498250	78.86	2814839	21.14

- (b) The Company sought the approval of its shareholders on following matter through an Ordinary Resolution by postal ballot by utilizing a remote e-voting process only. The notice of this postal ballot dated December 20, 2024 was circulated on January 15, 2025. The Remote e-voting process began on Friday, January 17, 2025 and concluded on Saturday, February 15, 2025. On the final day of remote e-voting, i.e. February 15, 2025, the resolution was passed with the necessary majority and the e-voting results was declared on February 17, 2025. Please see the information below for a description of the resolution and details on the voting pattern.

Description of Resolution and Type of resolution	Number of Votes			
	For	%	Against	%
<b>Ordinary Resolution</b> Re-appointment of Mr. Pranav Khandwala (DIN: 00519113) as a Whole-time Director of the Company	8592152	99.96	3941	0.04

**Procedure for the postal ballot:**

The aforementioned Postal Ballots was conducted solely through the remote e-voting process in accordance with provisions of Sections 108 and 110, as well as other applicable provisions of the Act and its corresponding Rules. Mr. Bhuvnesh Bansal, Proprietor of M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP No. 9089), was appointed as Scrutinizer, for conducting the above Postal Ballots through the Remote E-Voting process fairly and transparently and following the provisions of the Act and the rules made thereunder.

**7. OTHER DISCLOSURES:**

**(a) Related Party Transaction**

The Company did not have any material significant related party transactions having a potential conflict with the interest of the Company at large. All the transactions entered into with related parties were in the ordinary course of business and on arms length basis. The transactions entered with the related parties are disclosed in the notes to accounts.

**(b) Compliance Status**

There has neither been any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchanges or SEBI or any other statutory authorities, on any matter related to capital market during the last three years.

**(c) Vigil Mechanism / Whistle Blower Policy**

The Company has established a Vigil Mechanism/Whistle Blower Policy for employees and directors to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said policy has been post on the website of the Company at [www.kslindia.com](http://www.kslindia.com). None of the directors/employee has been denied access to the audit committee.

**(d) Mandatory Requirements**

The Company has complied with all the mandatory requirements of Listing Regulations.

**(e) Discretionary Requirements**

The Company has fulfilled following discretionary requirements as prescribed in Regulation 27(1) read with Part E of Schedule II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- The Company has separate persons to the post of Chairman and Managing Director.
- For the Financial Year 2024-25, the Statutory Auditor has issued qualified opinion in his Independent Auditors' Report. In regard to the qualified opinion, the Board has furnished required details/explanation in its Note Nos. 28 and 29 of Notes to the Standalone Financial Statements and Note Nos. 30 and 31 of Notes to the Consolidated Financial Statements respectively.
- The Internal auditor of the Company report directly to the Audit Committee of the Board.

**(f) Policy for determining 'material' subsidiaries**

The policy for determining 'material subsidiaries' is not applicable as the Company do not have any subsidiary.

**(g) Policy on dealing with related party transactions**

The policy on dealing with related party transactions is disclosed on the website of the Company at [www.kslindia.com](http://www.kslindia.com).

**(h) CEO / CFO Certification**

As required under Regulation 17 of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements of the Company for the financial year ended March 31, 2025.

**(i) Disclosure of Accounting treatment in preparation of Financial Statements**

The financial statements have been prepared in accordance with the Indian Accounting Standards (IND AS) prescribed under Section 133 of the Companies Act, 2013 as applicable and other accounting principle generally accepted in India.

**(j) Code of Conduct**

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of the company at [www.kslindia.com](http://www.kslindia.com). The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down code of conduct for the financial year ended March 31, 2025 is annexed to this Report.

**(k) Code for Prevention of Insider Trading Practices**

The Company has adopted a code of practice and procedure for fair disclosure of Unpublished Price Sensitive Information for prevention of Insider Trading for its directors and designated employees in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The said code is also disclosed on the website of the Company at [www.kslindia.com](http://www.kslindia.com)

**(l) Compliance Certificate on Corporate Governance**

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.



As per Regulation 34 of the Listing Regulations, the certificate issued by M/s. Aniket Kulkarni & Associates, Chartered Accountants, regarding compliance of conditions of Corporate Governance is annexed to this Report.

**(m) Certificate from Practicing Company Secretary**

A certificate has been received from Bhunesh Bansal & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**(n) Payment to Statutory Auditor**

The total fees paid to M/s. Aniket Kulkarni & Associates, Chartered Accountants, Statutory Auditors by the Company on consolidated basis is Rs. 2,50,000/- for the F.Y. 2024-25.

**(o) Management Discussion and Analysis**

The Management Discussion and Analysis forms a part of this Annual Report.

**8. MEANS OF COMMUNICATION**

In compliance with the requirements of the Listing Regulations, the Company regularly intimates quarterly, half yearly and annual financial results of the Company to the stock exchanges immediately after they are taken on record by the Board. These financial results are normally published in Free Press Journal (English) and Navshakti (Marathi) newspapers. The quarterly, half yearly and annual financial results and other official news are displayed on the website of the Company at [www.kslindia.com](http://www.kslindia.com). During the year, the Company has not made any presentations to the Institutional Investors or analysts.

**KHANDWALA SECURITIES LIMITED**

**9. GENERAL SHAREHOLDER INFORMATION**

**a) Date and Venue of the 32<sup>nd</sup> Annual General Meeting**

The 32<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held through Video-Conference (VC)/Other Audio-Visuals Means (OAVM) at the Registered Office of the Company on **Saturday, September 27, 2025 at 12.00 noon IST.**

**b) Financial Year of the Company**

The financial year covers the period from April 1, 2024 to March 31, 2025.

**c) Dates of Book Closure**

September 20, 2025 to September 26, 2025 (both days inclusive)

**d) Dividend**

The Board of Director do not recommend equity dividend for the financial year under review.

**e) Listing of Equity Shares**

The Company's equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

**Stock Code**

BSE Limited (BSE) : 531892  
National Stock Exchange of India Limited (NSE) : KHANDSE  
ISIN No for NSDL/CDSL : INE060B01014

The Annual Listing Fees for financial year 2025-2026 has been paid by the Company to BSE and NSE.

**f) Custodial Fees to Depositories**

The Annual Custody/Issuer fee for the financial year 2025-2026 has been paid by the Company to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

**g) Stock performance**

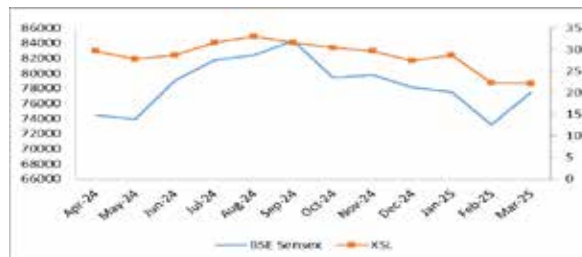
**Market Price Data**

Monthly High, Low and Close Price of Equity Shares of the Company during the financial year 2024-25 at BSE Limited and National Stock Exchange of India Limited:-

Month	BSE			NSE		
	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	High (In Rs.)	Low (In Rs.)	Close (In Rs.)
April 2024	32.70	28.60	29.55	31.95	27.50	29.90
May 2024	30.64	25.10	27.75	30.80	36.10	27.62
June 2024	31.70	26.66	28.67	34.00	26.50	28.17
July 2024	36.50	26.50	31.64	36.78	26.80	31.60
August 2024	36.25	28.10	33.01	35.70	28.01	32.93
September 2024	34.56	30.00	31.58	34.95	30.02	31.22
October 2024	31.47	25.30	30.34	32.80	26.10	30.40
November 2024	37.28	27.00	29.60	31.90	26.51	29.52
December 2024	31.50	25.99	27.40	30.78	26.30	27.32
January 2025	31.80	24.00	28.68	32.50	24.05	28.09
February 2025	29.97	20.30	22.25	31.10	22.11	22.89
March 2025	29.48	18.82	22.17	27.69	19.23	20.96

Source:- BSE and NSE website

**Performance of the KSL Share Price in comparison with BSE Sensex and NSE Nifty**



**h) Registrar and Share Transfer Agents**

KFin Technologies Limited  
(Formerly known as Karvy Fintech Private Limited)  
Selenium, Tower B, Plot No. 31 & 32, Financial District,  
Nanakramguda, Gachibowli,  
Hyderabad - 500 032, Telangana  
Tel :- 91-40-6716 2222  
Email: einward.ris@kfintech.com  
Website: www.kfintech.com

**i) Share Transfer System**

Trading in equity shares of the Company is permitted only in dematerialized form. Shares sent for transfer in physical form are registered and returned within a period of one month from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expediting the process of share transfers, the Chairman and Secretary are authorised to approve transfers/transmission of shares below 5000 in numbers. The Stakeholders Relationship Committee meets as and when required to consider the other transfer proposals and attend to shareholder grievances.

**j) Distribution of Shareholding as on March 31, 2025**

Number of Shares		Number of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
From	To				
1	1000	4159	89.46	691945	4.54
1001	2000	199	4.28	314360	2.06
2001	3000	70	1.51	182910	1.20
3001	4000	42	0.90	148379	0.97
4001	5000	35	0.75	164571	1.08
5001	10000	53	1.14	407136	2.67
10001	20000	31	0.67	442212	2.90
20001	Above	60	1.29	12902292	84.58
<b>Total</b>		<b>4649</b>	<b>100.00</b>	<b>15253805</b>	<b>100.00</b>

Shareholding Pattern as on March 31, 2025

Sr. No.	Category	No. of Shares held	% of Issued Share Capital
A	Promoter & Promoters Group	7360026	48.25
B	Mutual Funds/Banks / FIs / FII's / Insurance Companies / FPIs	0	0.00
C	Bodies Corporate	849816	5.57
D	NRI's and OCB's	274277	1.80
E	HUF	210417	1.38
F	Public and Others	6559269	43.00
	<b>Total</b>	<b>15253805</b>	<b>100.00</b>

**i) Dematerialization of Shares**

As on March 31, 2025, 99.23% of total equity share capital of the Company was held in a dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited. At the end of each quarter, reconciliation of share capital audit is conducted by a Practicing Company Secretary to reconcile the total issued capital, listed capital and capital held by the Depositories in dematerialised form.

The Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail benefits of dealing in securities in electronic / dematerialized form. For any clarification, assistance or information, please contact the Registrar and Share Transfer Agent of the Company.

m) **Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity**

Not Applicable

n) **Details of shares lying in the suspense account [Pursuant to SEBI (Listing Obligations & Disclosure Requirements)]**

Nil

o) **Plant Location**

The Company does not have any plant at any locations.

p) **Address for Correspondence**

Shareholders may correspond with the Registrar and Transfer agents viz M/s. KFin Technologies Limited at the address mentioned herein above on all matters relating to transfer or transmission of shares, dematerialization of shares and any other query relating to shares of the Company. Shareholders would have to correspond with the respective Depository Participants for shares held in demat mode.

For all investor related matters and investor grievances, shareholders may correspond at the below mentioned address:

Company Secretary / Compliance Officer

**Khandwala Securities Limited**

Registered office:  
G-II, Ground Floor, Dalamal House,  
Nariman Point, Mumbai - 400021  
Website: www.kslindia.com  
Tel no.: +91-22-40767373  
Fax no.: +91-22-40767377  
Email: kslsupport@kslindia.com

**DECLARATION BY MANAGING DIRECTOR**

To,  
The Members of,  
**Khandwala Securities Limited**

I, Paresh Khandwala, Managing Director of Khandwala Securities Limited, hereby declare that all the members of the Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended March 31, 2025.

**For Khandwala Securities Limited**

**Paresh Khandwala**  
**Managing Director**

Date: May 16, 2025  
Place: Mumbai

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**Managing Director and Chief Financial Officer Certification**

To,  
**The Board of Directors**  
**Khandwala Securities Limited**

We, Paresh Khandwala, Managing Director and Pranav Khandwala (Whole-time Director & CFO) of Khandwala Securities Limited, to the best of our knowledge and belief, certify that:

- a) we have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2025 and to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- d) we have indicated to the Auditors and the Audit Committee that:
  - (i) there are no significant changes in internal controls over financial reporting during the year ;
  - (ii) there are significant changes in accounting policies during the year; and that the same has been disclosed in the notes to the financial statements.
  - (iii) there are no instances of significant fraud of which we have become aware and there has been no involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By order of the Board**  
**For Khandwala Securities Limited**

**Paresh Khandwala**  
**Managing Director**

**Pranav Khandwala**  
**Whole-time Director / CFO**

Date: May 16, 2025  
Place: Mumbai

**CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members of  
**Khandwala Securities Limited**

We have examined the compliance of conditions of Corporate Governance by Khandwala Securities Limited ('the Company') for the financial year ended 31<sup>st</sup> March 2025, as stipulated in the Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that the compliance of conditions of Corporate Governance is the responsibility of the Management, and our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
Firm Registration No. 130521W

**Aniket Kulkarni**  
Partner  
Membership No: 127246

Date: - 16<sup>th</sup> May 2025  
Place: - Mumbai  
UDIN: 25127246BMIBUW1796



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Members of  
Khandwala Securities Limited**  
G II, Ground Floor,  
Dalamal House, Nariman Point,  
Mumbai - 400 021

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Khandwala Securities Limited having CIN - L67120MH1993PLC070709 and having registered office at G II, Ground Floor, Dalamal House, Nariman Point, Mumbai -400 021 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Maharashtra, Mumbai or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Paresh Jayantilal Khandwala	00112678	09/02/1993
2.	Mr. Pranav Paresh Khandwala	00519113	11/02/2020
3.	Mrs. Bhagyashree Pranav Khandwala	02335473	30/05/2014
4.	Mr. Homiar Nariman Vakil	05210178	19/09/2015
5.	Mr. Pratik Paresh Khandwala	00519147	14/08/2020
6.	Mr. Kalpen Shukla	00117482	31/01/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Bhunesh Bansal & Associates**

**Place:** Mumbai  
**Date:** 16.05.2025

**Bhunesh Bansal**  
**Proprietor**  
**FCS No. – 6526**  
**CP No. – 9089**  
**UDIN: F006526G000362145**  
**Peer Review Certificate No.: 1708/2022**

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KHANDWALA SECURITIES LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of "Khandwala Securities Limited", which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view **except for the effects of the matters described in the Basis for qualified opinion section of our report** in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit/loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements. However we draw your kind attention to the following **qualifications** to the audit opinion of the financial statements produced as under:-

1. The Company had advanced application money towards purchase of shares of Rs 216.69 lakhs which is outstanding for a period of 276 months as at the end of the year. In the absence of information regarding the status of the allotment or the net worth of the entities in which the company made applications, we are unable to ascertain the extent to which an amount of Rs 216.69 lakhs is recoverable and accordingly, the effect thereof on the financial statements cannot be ascertained. However, it has been noted and confirmed after looking at relevant documents that at present the said matter is under litigation and pending for hearing before the Hon'ble High Court of Mumbai.
2. Long-Term deposits of Rs 350.00 lakhs are subject to subsequent adjustments. We are unable to ascertain the recoverability of this amount, as the Company has not made any provisions for the same in the standalone financial statements.

Information other than the Standalone Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate,

**KHANDWALA SECURITIES LIMITED**

they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

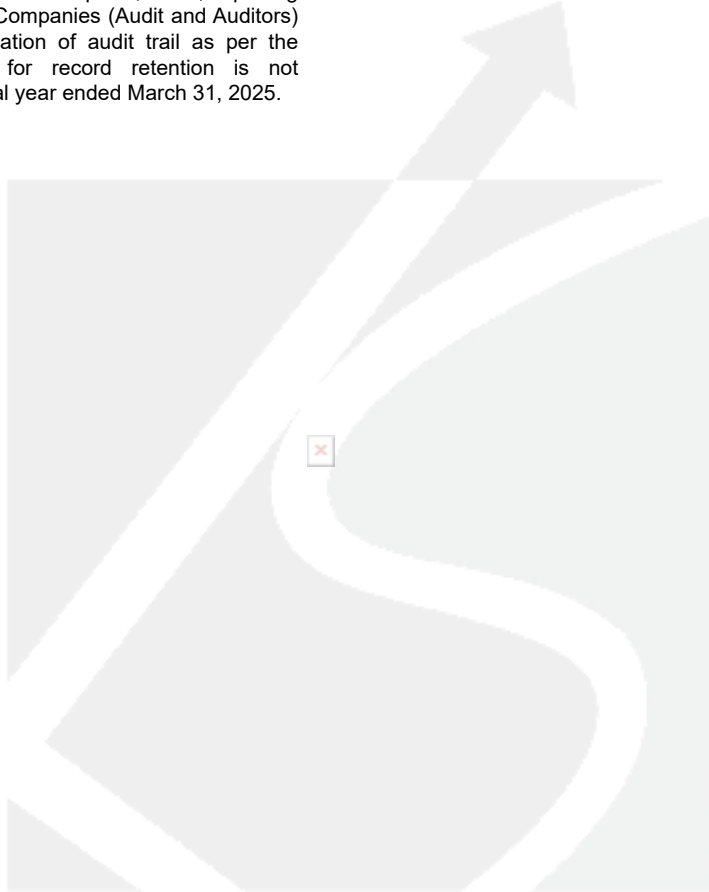
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

- 2 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Aniket Kulkarni & Associates  
**Chartered Accountants**  
Registration No. 130521W

**Place: Mumbai**  
**Date: 16<sup>th</sup> May 2025**  
**UDIN: 25127246BMIBUU4428**

**Aniket Kulkarni**  
**Partner**  
**Membership No. 127246**



**“Annexure-A” to the Independent Auditors’ Report – 31<sup>st</sup> March 2025****Report on the Internal Financial Controls under clause (i) of sub – section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the Internal Financial Control over financial reporting of **Khandwala Securities Limited** (“the Company”) as of 31<sup>st</sup> March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the standards on auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company’s Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of internal Financial Controls over Financial Reporting**

Because of inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were effectively as at 31<sup>st</sup> March, 2025, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accounts of India.

**For Aniket Kulkarni & Associates**  
**Chartered Accountants**  
**ICAI Registration No. 130521W**

**Aniket Kulkarni**  
**Partner**  
**Membership No: - 127246**  
**Place: Mumbai**  
**Date: 16<sup>th</sup> May 2025**  
**UDIN: 25127246BMIBUU4428**

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT**

(As referred to in Paragraph 2 of Report on Legal and Regulatory Requirements of our report Companies (Auditors Report) Order’ 2020 (the order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act for the year ended on **31<sup>st</sup> March 2025**).

To the best of our information and according to the explanations provided to us by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:-

**Property, Plant and Equipment:**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment’s (including Right of Use assets) or Intangible Assets or both during the year end.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year end.

**(ii) Inventories:**

The company does not have any inventory and hence reporting under clause (ii) of the CARO 2020 is not applicable.

**Loans and Advances to Related Parties:**

- (iii) (a) According to the information and explanations given to us, the company has not made any investments, provided any guarantee or security or granted any loans or advances, in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties.

- (b) According to the information and explanations given to us, the company has not made any investments, provided any guarantee or security or granted any loans or advances. Accordingly, paragraph 3(iii) (b) of the Order is not applicable.
- (c) The company has not provided any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (c) of the Order is not applicable.
- (d) The company has not provided any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (d) of the Order is not applicable.
- (e) The company has not granted any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (e) of the Order is not applicable.
- (f) The company has not granted any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (f) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

**Acceptance of Deposits:**

- (v) According to the information and explanations given to us, the company has not accepted deposits under the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

**Maintenance of Cost Records:-**

- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.

**Payment of Statutory Dues:-**

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has generally been regular in depositing with appropriate authorities the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it during the year.
- (b) According to the information and explanations given to us, there were no amounts of Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues have not been deposited by the Company on account of any dispute except TDS default showing on TDS Traces website amounting to Rs. 63,095/- as on 31st March 2025 and except as reported below:-

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where Dispute is pending	Under Section
Income Tax Act 1961	Income Tax	4.96	A.Y. 2007-08	Mumbai High Court	143(3)

**Unrecorded Income:**

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed as income in the tax assessment under the Income Tax Act, 1961 (43 of 1961) in respect of any transaction nor recorded in the books of accounts during the year.

**Repayment of Borrowings:**

- (ix) (a) The company has not defaulted in repayment of loans and other borrowings or in the payment of interest thereon to banks or financial institution.
- (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans are applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, funds raised on short term basis have not been utilized for long term purposes during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**Initial Public Offer:**

- (x) (a) According to the information and explanations provided to us and as per the records of the company examined by us, company has not raised funds by way of public issue/ follow-on offer (including debt instruments) and term loans. Therefore paragraph 3(x) of the Order is not applicable to the company.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

**Frauds:**

- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) No material fraud by the Company or on the Company has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (b) of the Order is not applicable.
- (c) No material fraud by the Company or on the Company has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (c) of the Order is not applicable.

**Nidhi Company:**

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

**Transactions with related parties:-**

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

**Internal Audit:**

- (xiv) (a) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have taken into consideration, the internal audit reports for the period under audit issued to the company till the date while determining the nature, timing and extent of audit procedures.

**Non-Cash Transactions with Directors:-**

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**Registration with RBI:-**

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**Cash Losses:-**

(xvii) The company has profit for the year ended 31<sup>st</sup> March 2025, therefore the paragraph 3(xvii) is not applicable to the company.

**Resignation of Statutory Auditors:-**

(xviii) There has not been any resignation of the statutory auditors during the year.

**Material Uncertainty:-**

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, in our opinion no material uncertainty exists as on the date of the audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

**Corporate Social Responsibility:**

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, section 135 of the Companies Act 2013 is not applicable to the company. Accordingly, paragraph 3 (xx) of the Order is not applicable.

**Consolidated Financial Statements:-**

(xxi) With respect to the matters specified in paragraphs 3(xx) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its Associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For Aniket Kulkarni & Associates  
Chartered Accountants  
Firm Registration No: 130521W**

**Aniket Kulkarni  
Partner  
Membership No: - 127246**

**Place: Mumbai  
Date: 16<sup>th</sup> May 2025  
UDIN: 25127246BMIBUU4428**



**BALANCE SHEET AS AT MARCH 31, 2025**

(Rupees in Thousands)

Particulars	Note No.	As At March 31, 2025	As At March 31, 2024
<b>A ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Property, Plant and Equipment	2	14,846.31	53,134.56
(b) Intangible assets		1,664.80	2,245.72
(c) Financial Assets			
(i) Investments	3	39,274.31	35,719.24
(ii) Loans and Advances	4	164,984.84	202,093.51
(iii) Others	5	21,668.64	21,668.64
(d) Deferred tax assets (net)		3,765.54	3,427.27
(e) Other non-current assets	6	5,793.85	1,010.00
		<b>251,998.28</b>	<b>319,298.94</b>
<b>(2) Current Assets</b>			
<b>(a) Financial Assets</b>			
(i) Investments	7	110,653.12	28,729.40
(ii) Trade receivables	8	38,738.98	66,472.94
(iii) Cash and cash equivalents	9	60.48	556.01
(iv) Bank balances other than (iii) above	10	5,826.52	6,037.13
(v) Loans and Advances	11	24,876.33	51,441.05
(vi) Other current assets	12	7,191.46	9,775.32
		<b>187,346.89</b>	<b>163,011.85</b>
		<b>439,345.17</b>	<b>482,310.79</b>
<b>Total Assets</b>			
<b>B EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	13	152,538.05	152,538.05
(b) Other Equity	14	142,636.35	150,542.57
<b>Total Equity</b>		<b>295,174.40</b>	<b>303,080.62</b>
<b>(2) Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	14,165.11	14,679.78
(b) Provisions	16	1,897.14	1,569.10
(c) Other non-current liabilities	17	455.73	455.73
<b>Total Non Current Liabilities</b>		<b>16,517.97</b>	<b>16,704.60</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	18	113,892.75	156,559.34
(b) Other current liabilities	19	13,760.05	5,966.23
<b>Total Current Liabilities</b>		<b>127,652.80</b>	<b>162,525.57</b>
<b>Total Equity and Liabilities</b>		<b>439,345.17</b>	<b>482,310.79</b>

See accompanying notes ( 1 to 45 ) to the Financial Statements.  
As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Aniket Kulkarni**  
Partner  
Mem. No: 127246

**Homiar N. Vakil**  
Chairman  
DIN: 05210178

**Paresh J. Khandwala**  
Managing Director  
DIN: 00112678

**Pranav Khandwala**  
Whole-Time Director/ CFO  
DIN: 00519113

**Abhishek Joshi**  
Company Secretary

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Rupees in Thousands)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from Operations	20	95,392.92	85,169.93
II Other Income	21	55,903.06	1,839.47
III <b>Total Income</b>		<b>151,295.99</b>	<b>87,009.40</b>
IV <b>Expenses</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods	22	1,385.03	332.82
Stock-in -Trade and work-in-progress		-	-
Employee benefits expense	23	29,763.22	25,607.55
Finance costs	24	1,084.67	2,715.70
Depreciation and amortization expense		3,432.61	3,133.90
Other expenses	25	113,372.20	53,579.90
<b>Total Expenses</b>		<b>149,037.73</b>	<b>85,369.86</b>
V <b>Profit/(Loss) before Tax and prior period items</b>		<b>2,258.26</b>	<b>1,639.54</b>
VI Exceptional Items		-	-
VII <b>Profit/(Loss) before Extraordinary items and tax ( V - VI )</b>		<b>2,258.26</b>	<b>1,639.54</b>
VIII Extraordinary items		-	-
IX <b>Porfit/(Loss) before Tax ( VII - VIII )</b>		<b>2,258.26</b>	<b>1,639.54</b>
X <b>Tax Expense</b>			
(1) Current Tax		10,588.48	-
(2) MAT Tax		-	255.77
(3) Deferred Tax (Credited)/ Charged		(338.27)	(356.87)
XI <b>Profit / (Loss) for the period from Continuing Operations</b>		<b>(7,991.95)</b>	<b>1,740.64</b>
XII <b>Profit / (Loss) from Discontinuing Operations</b>		-	-
XIII <b>Tax Expense of Discountinuing Operations</b>		-	-
XIV <b>Profit / (Loss) from Discontinuing Operations (after tax ) ( XII -XIII )</b>		-	-
XV <b>Profit (Loss) for the period (XI +XIV )</b>		<b>(7,991.95)</b>	<b>1,740.64</b>
XVI <b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		85.73	(17.78)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVII <b>Total Comprehensive Income for the period (XIII+XIV)</b> <b>(Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>(7,906.22)</b>	<b>1,722.86</b>
XVIII Earnings Per Share of - Basic (Rs.)			
- Basic (Rs.)		(0.52)	0.11
- Diluted (Rs.)		(0.52)	0.11

See accompanying notes ( 1 to 45 ) to the Financial Statements.

As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Aniket Kulkarni**  
Partner  
Mem. No: 127246

**Homiar N. Vakil**  
Chairman  
DIN: 05210178

**Paresh J. Khandwala**  
Managing Director  
DIN: 00112678

**Pranav Khandwala**  
Whole-Time Director/ CFO  
DIN: 00519113

**Abhishek Joshi**  
Company Secretary

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

*(Rupees in Thousands)*

Particulars	For the Year ended March 31, 2025		For the Year ended March 31, 2024	
<b>A. Cash flow from operational activities</b>				
Net (Loss)/Profit before tax adjusted for prior period items and excess provisions for tax written back		2,258.26		1,639.54
Adjustments for:				
Depreciation	3,432.61		3,133.90	
Interest Income	(7,213.52)		(1,632.67)	
Finance Cost	1,084.67		2,715.70	
Provision for Diminution in Investments/ Stock	1,385.03		332.82	
Other Comprehensive Expenses	85.73		(17.78)	
Interest on Income Tax Refund	(67.84)		(87.57)	
Provision for Tax	(10,588.48)		(87.71)	
Sundry Debit Balance written off	40,773.45		9,617.58	
Dividend Income	(178.05)		(100.55)	
		28,713.60		13,873.70
		<b>30,971.86</b>		<b>15,513.24</b>
Operating profit before working capital changes				
Adjustments for:				
Inventories	(4,608.75)		(679.97)	
Trade Receivables & Other Receivables	48,433.92		(82,127.83)	
Current Liabilities & Provision	(34,544.73)	9,280.43	49,834.41	(32,973.39)
Cash generated from operations		40,252.29		(17,460.15)
Direct taxes Refunded / (paid)		-		-
Net cash (used in) / generated from operating activities		40,252.29		(17,460.15)
<b>B. Cash flow from investing activities</b>				
Sale / (Purchase) of fixed assets (Net)	35,436.57		(3,592.56)	
Sale/ (Purchase) of Investments (Net of purchase)	(3,555.07)		3,254.71	
Investment in Fixed Deposit	(78,700.00)		(13,200.00)	
Interest received	7,281.36		1,720.24	
Dividend received	178.05		100.55	
Net cash (used in) / generated from investing activities		(39,359.09)		(11,717.07)
<b>C. Cash flow from financing activities</b>				
(Repayment)/Proceeds from long term borrowings(Net)	3,937.72		1,801.62	
(Repayment)/Proceeds from Preference shares	-		-	
(Repayment)/Proceeds from short term borrowings(Net)	-		-	
Interest and other Finance charges	(1,084.67)		(2,715.70)	
Net cash (used in) / generated from financing activities		2,853.05		(914.08)
<b>Net increase/(decrease) in cash and cash equivalents</b>		3,746.25		(30,091.29)
Cash and Cash equivalents (opening balance)	(3,532.66)		26,558.63	
Cash and Cash equivalents (closing balance)	213.59		(3,532.66)	
		<b>3,746.25</b>		<b>(30,091.29)</b>

See accompanying notes ( 1 to 45 ) to the Financial Statements.  
As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Aniket Kulkarni**  
Partner  
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**Homiar N. Vakil**  
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**Pranav Khandwala**  
Whole-Time Director/ CFO  
DIN: 00519113

**Abhishek Joshi**  
Company Secretary

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE NO.1

A. CORPORATE INFORMATION

Khandwala Securities Limited (“the Company”) is a Public Limited Company incorporated under the provisions of the Companies Act 1956. The Company is domiciled in India and addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. Its shares are listed on BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

The Company engaged in the business of providing Stock Broking Services, Investment Banking, Portfolio Management Service, Research Analysts and Investment Advisory Services.

The Company is registered with Securities and Exchange Board of India (“SEBI”) under the Stock brokers and sub-brokers Regulations, 1992 and is as a Member of BSE and NSE. It is also registered as a Depository Participant with Central Depository Services (India) Limited.

B. Significant Accounting Policies

Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Historical Cost

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities (including derivative instruments),
- ii) Defined benefit plans - plan assets and
- iii) Equity settled share based payments

Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenues can be reliably measured. Income from capital market operations (non-delivery based transactions) is accounted for on sale of securities. Income from Merchant Banking services, Brokerage and income from corporate advisory services are accounted for as and when the relevant services are rendered except where the recovery is uncertain in which case it is accounted for on receipt. Interest income is accounted for on accrual basis except where the recovery is uncertain, in which case it is accounted for on receipt. Dividend income is accounted for when the unconditional right to receive dividend is established.

Property, Plant and Equipment and Depreciation

The company has used the following rates to provide depreciation on its non-current assets.

Class of asset	Estimated useful Life (In Years)
<b>Tangible Fixed Assets :</b>	
Building	60
Office equipment's	5
Computers	3
Furniture and fixtures	10
Vehicles	8
Plant and Machinery	15
<b>Intangible Fixed Assets :</b>	
Computer Software	6

Investments

Investments are classified into current investments and non-current investments. Investments, which are intended to be held for one year or more, are classified as non-current investments and investments, which are intended to be held for less than one year, are classified as current investments.

Non-current investments are carried at cost less provision for diminution, other than temporary.

Current investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each investment.

Inventories

Stock-in-trade is valued at lower of cost and market value. While determining market value, due consideration has been given to shares which have become ex-rights/ex-bonus at the year- end for which rights/bonus shares have been received subsequent to year end.

Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognized in the statement of profit and loss of the year.

Employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

NOTES FORMING PART OF FINANCIAL STATEMENTS

**Defined Benefit Plans**

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

**Employee Separation Costs**

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Company payable in the year of exercise of option by the employee. The Company recognizes the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

**Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

**Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

**Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end each reporting period.

**Derivative Instruments**

Initial / additional margin paid for futures / options is included under the head current assets. Contracts are marked to market in accordance with the prevalent regulations and the amount receivable or payable is disclosed under the head current assets or current liabilities, as the case may be. The profit or loss on settlement of derivative contracts is recognized in the Profit and Loss account. As on the balance sheet date, provision for loss on futures contracts is made to the extent of mark to market margins paid, while for open options, to the extent premium paid exceeds premium prevailing on that date.

**Provisions:**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**Cash & Cash Equivalents:**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and fixed deposits.

**Current / Non Current Classification**

An asset shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 2- Property, Plant and Equipment

(Rupees in Thousands)

Particulars	Gross Block				Depreciation				Net Block		
	As At 01-Apr-24	Additions during the period	Deductions during the period	As At 31-Mar-25	As At 01-Apr-24	For the period	On deletion for	Dep. Prov. On	As At 31-Mar-25	As At 31-Mar-25	As At 31-Mar-24
<b>Property, Plant and Equipment</b>											
Office Buildings *	81,905.67	-	76,708.55	5,197.13	35,444.38	542.94	133.40	33,773.62	2,080.30	3,116.82	46,461.29
Computers	3,868.98	545.18	-	4,414.17	2,647.11	682.24			3,329.34	1,084.82	1,221.88
Office Equipments	2,615.40	654.28	-	3,269.68	2,112.66	309.24			2,421.90	847.78	502.75
Furniture and Fixtures	513.23	26.50	-	539.73	503.48	8.38			511.86	27.87	9.75
Vehicles	9,379.92	6,090.00	4,347.53	11,122.38	4,496.49	1,259.89		4,347.53	1,408.85	9,713.54	4,883.42
Plant & Machinery (Computer)	1,109.58	-	-	1,109.58	1,054.10	-			1,054.10	55.48	55.48
	<b>99,392.78</b>	<b>7,315.96</b>	<b>81,056.08</b>	<b>25,652.66</b>	<b>46,258.22</b>	<b>2,802.68</b>	<b>133.40</b>	<b>38,121.15</b>	<b>10,806.35</b>	<b>14,846.31</b>	<b>53,134.56</b>
<b>INTANGIBLE ASSETS</b>											
Computer Software	4,162.62	49.00	-	4,211.62	1,916.90	629.92	-	-	2,546.82	1,664.80	2,245.72
<b>Total</b>	<b>103,555.40</b>	<b>7,364.96</b>	<b>81,056.08</b>	<b>29,864.27</b>	<b>48,175.11</b>	<b>3,432.61</b>	<b>133.40</b>	<b>38,121.15</b>	<b>13,353.17</b>	<b>16,511.11</b>	<b>55,380.29</b>
Previous Year	99,962.84	3,592.56	-	103,555.40	45,041.21	3,133.90	-	-	48,175.11	55,380.29	

(Rupees in Thousands)

Particulars	Face Value	As at March 31, 2025		As at March 31, 2024	
		Number	Amount	Number	Amount
<b>NOTE 3 - INVESTMENTS</b>					
<b>NON CURRENT INVESTMENTS</b>					
<b>Investments measured at Cost</b>					
<b>Quoted, fully paid up</b>					
Bajaj Auto Ltd	10	300	3,212.99	-	-
Hindustan Cons. Co.	1	37,500	1,508.82	-	-
Rattan Enterprises	2	10,000	797.50	-	-
Vodafone Idea Ltd	10	-	-	112,910	1,964.24
			<b>5,519.31</b>		<b>1,964.24</b>
<b>In Equity Shares of Associate Companies</b>					
<b>Unquoted, fully paid up</b>					
Trumonee Financial Limited	10	3,375,000	33,750.00	3,375,000	33,750.00
<b>In Equity Shares</b>					
<b>Unquoted, fully paid up</b>					
Kowa Spinning Limited	10	1,008,000	21,358.20	1,008,000	21,358.20
Vadodara Stock Exchange Limited	10	500	5.00	500	5.00
			<b>21,363.20</b>		<b>21,363.20</b>
			<b>60,632.51</b>		<b>57,077.44</b>
Less : Provision for diminution			<b>21,358.20</b>		<b>21,358.20</b>
<b>TOTAL</b>			<b>39,274.31</b>		<b>35,719.24</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

*(Rupees in Thousands)*

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE - 4 LOANS AND ADVANCES</b>		
Deposits with exchange & other	1,29,984.84	1,49,093.51
Deposit with Companies	35,000.00	53,000.00
<b>TOTAL</b>	<b>1,64,984.84</b>	<b>2,02,093.51</b>
<b>NOTE - 5 OTHERS</b>		
Share Application	21,668.64	21,668.64
<b>TOTAL</b>	<b>21,668.64</b>	<b>21,668.64</b>
<b>NOTE - 6 OTHER NON - CURRENT ASSETS</b>		
Advance Payment of Tax	5,793.85	1,010.00
<b>TOTAL</b>	<b>5,793.85</b>	<b>1,010.00</b>
<b>NOTE 7 - CURRENT INVESTMENT</b>		
<b>Investment In Equity</b>		
Equity Shares -(Refer Appendix 7-A)	7,703.12	4,479.40
Investment In Fixed Deposit	1,02,950.00	24,250.00
<b>TOTAL</b>	<b>1,10,653.12</b>	<b>28,729.40</b>

**Appendix 7-A**

*(Rupees in Thousands)*

NAME OF THE SCRIP	As at March 31, 2025		As at March 31, 2024	
	Number	Rs.	Number	Rs.
Stock-in-Hand-Options	-	122.78	-	-
<b>Equity Shares :</b>				
ABB India Ltd	20	101.24	-	-
Aditya Birla Capital Ltd	650	104.20	-	-
Aditya Birla Sun Life Ltd MF	5,000	142.85	-	-
Ambuja Cement Ltd	200	98.19	-	-
Apar Industries Ltd	15	83.10	-	-
Bajaj Finance Ltd	32	244.12	-	-
Bajaj Finserv Ltd	50	90.97	-	-
Best Agrolife Limited	10	2.58	-	-
Bharat Electronics Ltd	500	134.45	-	-
Bharti Hexacom Ltd	100	129.15	-	-
Capital India Finance Ltd	26,000	792.74	-	-
Cera Sanitaryware Ltd	20	108.46	-	-
Creative Casting Ltd	1,053	549.09	1,500	1,016.55
Cummins India Ltd	40	111.62	-	-
Dabur India Ltd	-	-	1,500	784.73
Deccan Granite Ltd	20,300	37.56	20,300	37.56
Five Star Business Fin Ltd	150	95.70	-	-
Ge Vemova	45	68.28	-	-
G R Magnets Ltd	7,100	-	7,100	-
HDFC Bank Ltd	80	146.26	-	-
Healthcare Global Enterprise	200	102.64	-	-
ICIC Bank Ltd	120	150.35	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

NAME OF THE SCRIP	As at March 31, 2025		As at March 31, 2024	
	Number	Rs.	Number	Rs.
ICSA (India) Ltd	3,000	0.60	3,000	0.60
Jio Financial Service Ltd	350	79.63	-	-
Kalyani Steel Ltd	150	114.70	-	-
Kaushalya Logistics Ltd	1,600	113.36	-	-
Kaynes Technology India Ltd	13	51.89	-	-
Kotak Mahindra Bank Ltd	75	151.36	-	-
IIFL Fin Ltd	-	-	1,000	340.10
LIC MF Liquid Plus Fund	18,132	202.52	17,287	188.34
Mahindra & Mahindra Ltd	90	239.92	-	-
Mastek Ltd	50	109.06	-	-
Mefcom Capital Markets Ltd	10,000	149.60	-	-
National Fertilizers Limited	800	140.42	10,000	876.00
NRB Bearing Ltd	164	22.35	164	22.35
NRB Industrial Bearing Ltd	49	1.06	49	1.06
Omax Auto Ltd	5,000	427.75	10	0.73
Praj Industries Ltd	200	101.98	-	-
Purple Entertainment Limited	10,000	41.60	-	-
Rattan India Power Ltd	25,000	244.75	-	-
Rattan India Enterprises Ltd	-	-	5,000	346.00
Saraswat Co-Op Bank	2,550	25.50	2,550	25.50
Setech Electronics Ltd	2,70,000	0.00	2,70,000	0.00
Sharp Industries Ltd	2,210	10.48	2,210	10.48
Shriram Finance Ltd	180	100.86	-	-
Supreme Facility Mgmt Ltd	19,200	526.08	-	-
Steel City Securities Ltd	-	-	3,500	258.89
The Indian Hotels Co Ltd	300	228.24	-	-
Trent Ltd	20	106.50	-	-
United Breweries Ltd	-	-	300	519.65
UTI Top 100 Funds	1,000	6.21	1,000	6.21
Vedanta Ltd	-	-	5,000	44.65
Ventura Textiles Ltd	36,781	495.44	-	-
Vodafone Idea Ltd	75,000	510.00	-	-
Yatharth Hospital & Trauma Car	200	84.94	-	-
		7,703.12		4,479.40

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

*(Rupees in Thousands)*

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 8 - Trade Receivables</b> <b>(Unsecured &amp; Considered Good)</b>		
<b>Outstanding for more than six months</b>		
Considered good	37,296.87	66,445.33
Less :- Provision for Doubtful Debtors	-	4,601.13
	<b>37,296.87</b>	61,844.20
<b>Outstanding for Less than Six Months</b>		
Considered good	1,442.11	4,628.74
Less :- Provision for Doubtful Debtors	-	-
	<b>1,442.11</b>	4,628.74
<b>TOTAL</b>	<b>38,738.98</b>	66,472.94
<b>NOTE 9 - Cash and cash equivalents</b>		
Cash on hand	60.48	556.01
<b>TOTAL</b>	<b>60.48</b>	<b>556.01</b>
<b>NOTE 10 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
Balance with Scheduled Banks:		
In Current Accounts	5,826.52	6,037.13
<b>TOTAL</b>	<b>5,826.52</b>	<b>6,037.13</b>
<b>NOTE 11 - LOANS AND ADVANCES</b> <b>(Unsecured and Considered Good)</b>		
Employees	1,678.17	1,411.68
Prepaid Expenses	1,988.50	2,629.89
ICD -Short Term Loan	11,081.00	27,707.00
Advance to Sundry Creditors	8,788.19	18,106.24
Exchanges Fines	1,340.48	1,340.48
Exchange Obligation -Receivable	-	245.75
<b>TOTAL</b>	<b>24,876.33</b>	<b>51,441.05</b>
<b>NOTE 12 - OTHER CURRENTS ASSETS</b>		
Interest Accrued on Fixed Deposit	591.20	209.70
Advance for Expenses	192.18	292.14
Income Tax	6,338.43	2,636.38
Unbilled Revenue A/c	-	6,000.00
Balance with GST Authorities	69.65	637.10
<b>TOTAL</b>	<b>7,191.46</b>	<b>9,775.32</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Nos	Amount	Nos	Amount
<b>NOTE 13 - SHARE CAPITAL</b>				
<b>Authorised</b>				
1,70,00,000 (P.Y. 14,000,000) Equity Shares of Rs. 10/- each	1,70,00,000	1,70,000.00	1,70,00,000	1,70,000.00
500,000 (P.Y. 500,000) Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,000	50,000.00	5,00,000	50,000.00
400,000 (P.Y.400,000) Cumulative Convertible Preference Shares of Rs. 100/- each	4,00,000	40,000.00	4,00,000	40,000.00
2,00,000 (P.Y. 2,00,000) Optionally Convertible Redeemable Preference Shares of Rs. 100/- each	2,00,000	20,000.00	2,00,000	20,000.00
<b>TOTAL</b>	<b>1,81,00,000</b>	<b>2,80,000.00</b>	<b>1,81,00,000</b>	<b>2,80,000.00</b>
<b>Issued, Subscribed and Paid-up</b>				
Equity Share Capital				
1,52,53,805 (P. Y. 1,52,53,805) Shares of Rs. 10/- each fully paid-up	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
<b>TOTAL</b>	<b>1,52,53,805</b>	<b>1,52,538.05</b>	<b>1,52,53,805</b>	<b>1,52,538.05</b>
<b>Reconciliation Of Shares</b>				
<b>Equity shares with voting rights</b>				
Balance as at the beginning of the year	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
Add: Issue of fresh shares during the year	-	-	-	-
Balance as at the end of the year	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
<b>b) List of Share Holders Holding More than 5% of the total number of shares issued by the Company</b>				
<b>Name of Equity Share Holder</b>	<b>Number of Shares</b>	<b>Percentage Shareholding</b>	<b>Number of Shares</b>	<b>Percentage Shareholding</b>
Jayantilal Khandwala & Sons Pvt. Ltd.	17,33,321	11.36%	17,33,321	11.36%
Bentley Investments Pvt Ltd	14,40,968	9.45%	14,40,968	9.45%
Daxa Paresh Khandwala	13,08,836	8.58%	13,02,058	8.54%
Pratik Paresh Khandwala	7,96,730	5.22%	7,96,555	5.22%
Poonam Balram Bharwani	7,75,500	5.08%	-	-

Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of the equity shares held by the shareholders. The Company declares and pay dividend in Indian Rupees.

Shares held by Promotes/ Promoters Group at the end of the Year

Particulars	As at March 31, 2025		As at March 31, 2024		% Change in Share holding during the year
	Nos	%	Nos	%	
Paresh Jayantilal Khandwala (HUF)	2,65,103	1.74%	2,65,103	1.74%	0.00%
Pratik Paresh Khandwala	7,96,730	5.22%	7,96,555	5.22%	0.00%
Tulsi Paresh Khandwala	3,07,625	2.02%	3,03,958	1.99%	0.03%
Pranav Paresh Khandwala	7,08,617	4.65%	7,08,617	4.65%	0.00%
Mayank Ashok Khandwala	14,453	0.09%	14,453	0.09%	0.00%
Jatin Ashok Khandwala	16,953	0.11%	16,953	0.11%	0.00%
Leena Mayank Khandwala	54,740	0.36%	54,740	0.36%	0.00%
Daxa Paresh Khandwala	13,08,836	8.58%	13,02,058	8.54%	0.04%
Ramila Ashok Khandwala	2,127	0.01%	2,127	0.01%	0.00%
Sonal Jatin Khandwala	126	0.00%	126	0.00%	0.00%
Paresh Jayantilal Khandwala	2,56,936	1.69%	2,12,733	1.40%	0.29%
Bhagyashree Pranav Khandwala	50,180	0.33%	50,180	0.33%	0.00%
Bentley Investments Pvt Ltd	14,40,968	9.45%	14,40,968	9.45%	0.00%
Jayantilal Khandwala & Sons Pvt. Ltd.	17,33,321	11.36%	17,33,321	11.36%	0.00%
Piggero Investments Private Limited	2,98,686	1.96%	2,98,486	1.96%	0.00%
Khandwala Commodity And Derivatives Pvt. Ltd.	1,04,625	0.69%	84,676	0.56%	0.13%

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in Thousands

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 14 - Other Equity</b>		
Share Premium	1,04,624.69	1,04,624.69
Capital Redemption Reserve	34,000.00	34,000.00
<b>Profit &amp; Loss Account</b>		
As per last Balance Sheet	11,917.88	10,026.97
Add: Transferred from Profit & Loss Account	(7,906.22)	1,722.86
Provision for MAT	-	168.06
	<b>4,011.67</b>	<b>11,917.88</b>
<b>TOTAL</b>	<b>1,42,636.35</b>	<b>1,50,542.57</b>

Statement of Changes in Equity for the period ended 31.03.2025

A. Equity Share Capital

Rupees in Thousands

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
15,253.81	-	15,253.81

B. Other Equity

Rupees in Thousands

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Capital Redemption Reserve	Share Premium	Other Reserves (specify nature)	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	34,000.00	1,04,624.69	-	11,917.88	-	-	-	-	-	-	-	1,50,542.57
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	-	-	-	-	(7,906.22)	-	-	-	-	-	-	(7,906.22)	
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Balance at the end of the reporting period	-	-	-	34,000.00	1,04,624.69	-	4,011.67	-	-	-	-	-	-	1,42,636.35	

NOTES FORMING PART OF FINANCIAL STATEMENTS

*Rupees in Thousands*

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 15 - BORROWINGS</b>		
<b>Secured</b>		
Canara Bank Overdraft Account	5,673.41	10,125.80
Vehicle Loan (Secured by hypothecation of vehicle) (Terms of payment 60 Months EMI Rs.39,144/- P.M. Interest Rate @8.70%, 60 Months EMI Rs.54,482/- P.M. Interest Rate @ 8.90% and 60 Months EMI Rs.1,06,260/- P.M. Interest Rate @ 10.01%)	7,232.66	3,294.94
	<b>12,906.07</b>	13,420.74
<b>Unsecured</b>		
Yukti Securities Ltd.	1,259.04	1,259.04
	<b>1,259.04</b>	1,259.04
<b>TOTAL</b>	<b>14,165.11</b>	14,679.78
<b>NOTE 16 - PROVISIONS</b>		
Provision for Gratuity	1,897.14	1,569.10
<b>TOTAL</b>	<b>1,897.14</b>	<b>1,569.10</b>
<b>NOTE 17 - OTHER NON CURRENTS LIABILITIES</b>		
Security Deposits	455.73	455.73
<b>TOTAL</b>	<b>455.73</b>	<b>455.73</b>

*(Rupees in Thousands)*

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 18 - TRADE PAYABLE</b>		
<b>Dues of Creditors Other Than Micro &amp; Small Enterprises</b>		
Undisputed. Considered Good, Unsecured (Less than 180 Days)	1,07,118.69	1,49,397.61
Considered Doubtful	-	-
Less :- Provision for Doubtful Debtors	-	-
	<b>1,07,118.69</b>	<b>1,49,397.61</b>
<b>Dues of Creditors Other Than Micro &amp; Small Enterprises</b>		
Undisputed, Considered Good, Unsecured (More than 180 Days)	6,774.06	7,161.73
Considered Doubtful	-	-
Less :- Provision for Doubtful Debtors	-	-
	<b>67,74,055</b>	<b>71,61,727</b>
<b>Total Trade Payables</b>	<b>1,13,892.75</b>	<b>1,56,559.34</b>

- Confirmation of Balances from parties under Trade Payables has not been received by the company. These balances have therefore been taken as per the Books of Accounts of the company which is subject to confirmation, reconciliation & adjustments if any.
- The SSI status of the creditors is not known to the company, hence the entire trade payable is shown as "Trade Payable-due to other micro and small enterprises"

*(Rupees in Thousands)*

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 19 - OTHER CURRENTS LIABILITIES</b>		
Payable to Employees	1,479.54	1,521.87
Statutory Dues	98.32	2,939.63
Provision MAT Tax	-	255.77
Provision Tax	10,588.48	-
Other Expenses Liabilities	726.70	452.49
Current Maturities of Long Term Debt	867.00	796.47
<b>TOTAL</b>	<b>13,760.05</b>	5,966.23

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>NOTE 20 - REVENUE FROM OPERATIONS</b>		
<b>Sale of Services</b>		
Brokerage	43,551.71	46,511.04
Corporate Advisory Services	48,618.48	35,205.51
Income from Capital Market Operations	3,222.74	3,453.38
<b>TOTAL</b>	<b>95,392.92</b>	<b>85,169.93</b>
<b>NOTE 21 - OTHER INCOME</b>		
Interest on Fixed deposits with Banks	4,828.30	1,492.00
<i>[Tax deducted at source Rs.4,90,153/- P.Y.Rs. 1,49,200/-]</i>		
Other Interest	2,385.21	140.67
Dividend :- On stock in trade	178.05	100.55
Interest on Income Tax Refund	67.84	87.57
Other Income	312.98	18.68
Profit on Sale of Assets	48,130.67	-
<b>TOTAL</b>	<b>55,903.06</b>	<b>1,839.47</b>
<b>NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS</b>		
Loss on Stock Valuation	1,385.03	332.82
<b>TOTAL</b>	<b>1,385.03</b>	<b>332.82</b>
<b>NOTE 23 - EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Bonus	22,358.70	19,153.03
Managing Director's Remuneration	4,925.00	4,925.00
Contribution to Provident and other Funds	625.75	648.74
Staff Welfare Expenses	1,406.78	514.05
Gratuity	446.99	366.73
<b>TOTAL</b>	<b>29,763.22</b>	<b>25,607.55</b>

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>NOTE - 24 FINANCE COST</b>		
Interest Expense	825.45	2,141.55
Bank Guarantee Commission and Other Charges	259.22	574.14
<b>TOTAL</b>	<b>1,084.67</b>	<b>2,715.70</b>
<b>NOTE 25 - OTHER EXPENSES</b>		
Financial Advisory charges	222.01	181.55
Computer Expenses	939.06	973.02
Demat charges	162.33	145.10
Rates and Taxes	3,997.09	3,647.10
Consultancy Charges	126.69	375.91
Commission Brokerage	10,014.08	11,017.84
Commission Paid	1,445.85	1,290.00
Insurance	792.23	624.01
Internet Expenses	478.59	318.73
Advertisement Expenses	221.08	147.97
Business Promotion Expenses	1,615.54	762.76
Legal & Professional Fees	34,994.89	14,327.54

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Telephone/Postage and Courier Charges	483.43	357.27
Electricity Charges	694.76	668.13
Registration Fees	1,388.32	1,401.64
Repairs and Maintenance	3,552.94	3,494.22
Rent	4,182.00	26.00
Security Charges	314.45	168.14
Printing and Stationery	357.45	329.91
Subscription Expenses	1,438.43	496.92
Travelling and Conveyance	3,437.05	1,696.62
Auditor's Remuneration		
For Statutory Audit	225.00	225.00
For Certification	25.00	25.00
Directors sitting fees	105.00	95.00
Donation	196.21	14.10
Miscellaneous Expenses	717.91	577.63
Sundry Balance Written off	40,773.45	9,617.58
Loss on Market Operation	471.34	575.20
<b>TOTAL</b>	<b>1,13,372.20</b>	<b>53,579.90</b>

**26. Financial Ratios :**

The ratios for the years ended 31st March 2025 and 31st March 2024 are as follows :

Particulars	Numerator	Denominator	As at 31.03.2025	As at 31.03.2024	Variance
Current Ratio	Current Assets	Current Liabilities	1.47	1.00	-0.46
Debt - Equity Ratio	Total Debt	Shareholder's Equity	0.05	0.05	0.00
Debt Service Coverage Ratio	* Earnings Available for Debt Service	Debt Service	0.48	0.51	0.03
Return on Equity	Net Profit after taxes	Average Shareholder's Equity	(0.03)	0.01	0.03
Trade Receivables Turnovers Ratio	Trade Receivable	Turnover	0.41	0.78	0.37
Trade Payables Turnovers Ratio	Trade Payable	Turnover	1.19	1.84	0.64
Net Capital Turnover Ratio	Share Capital	Turnover	1.60	1.79	0.19
Net Profit Ratio	Net Profit before Tax	Revenue	0.02	0.02	-0.00
Return on Capital Employed	Earning before Interest and Taxes	# Capital Employed	0.01	0.01	0.00

\* Net profit after taxes + Non-cash operating expenses + Interest

# Tangible Net Worth + Deferred Tax Liabilities + Lease Liabilities

NOTES FORMING PART OF FINANCIAL STATEMENTS

27. The Company provides Portfolio Management Services (PMS) to its clients. Transactions on account of PMS activities are carried out exclusively on behalf of PMS clients. Therefore, assets and liabilities arising out of the above effectively belong to the PMS clients and hence are not reflected in the Company's accounts. Management fees earned/expenditure incurred by the Company from this activity is accounted for on an accrual basis.
28. The Share Application Money for an amount of Rs. 216.69 Lakhs (Previous Year Rs. 216.69 Lakhs) is outstanding for a period of 276 months as at date of Balance Sheet date, for which the financial statements are in the process of being obtained. The Company has already initiated legal proceedings against the other party for recovery of the said application money along with interest thereon, under Section 138 of the Negotiable Instruments Act, 1881. At present, the matter is pending for hearing before the Hon'ble High Court at Mumbai.
29. Long-term Deposits which were given to M/s. Vimpsan Investments Private Ltd, upto total aggregate amount of Rs. 350.00 lakhs are still outstanding as at March 31, 2025. Since the Company is not in the receipt of any interest on the said deposits since long period, the Company has not accounted any interest income on such deposits in the financial statement. The Company is in the process to initiate legal proceedings against them for recovery of the said deposits.
30. In the matter of M/s. Shree Rama Multitech Limited (SRML) in relation to recovery of outstanding rental income/license fee from SRML, the Hon'ble High Court, Mumbai had passed the order/decreed in favor of the company during the period October 2019. Although the company is yet to receive the rental Income from SRML. Later, the Company has filed the execution application in the Small Cause Court during the period April 2022 in Mumbai for recovering the pending rental income/license fee amount from SRML. The Hon'ble Small Cause Court, Mumbai vide its order/decreed dated December 7, 2022 shifted the said matter to the Hon'ble Additional Senior Civil Judge Court at Kalol, Gandhinagar for execution to recover the outstanding rental income/license fee. At present, the matter is pending for hearing before the Hon'ble Additional Senior Civil Judge Court at Kalol, Gandhinagar.
- Subsequently, SRML has also filed a civil suit against the Company for recovery of interest on deposits before the Hon'ble Civil Court, Gandhinagar during the period January 2023. At present, the matter is pending for hearing before the Hon'ble Civil Court, Gandhinagar
31. In the matter of Mr. Hiten Parmar regarding receivable of the outstanding amount, the Company had filed the case in the month of October 2015 before the panel of arbitrators of National Stock Exchange of India Limited (NSE). The panel of arbitrators of NSE has considered the matter and passed the arbitral in favour of the Company on April 12, 2016. The panel of arbitrators directed Mr. Hiten Parmar to pay to the Company Rs. 55,85,544.87/- within 30 days from the date of receipt of award. However, the Company has not received any such amount till date from Mr. Hiten Parmar. The Company has initiated legal action and filed the suit against Mr. Hiten Parmar

in the Hon'ble District Court, Surat ('the Court') for recovery of the arbitral award amount. At present, the matter is pending for hearing before the Court. Further, the Company are in process of simultaneously filing a complaint with Economic Offence Wing (EOW) Mumbai in the aforesaid matter.

32. During the year under review, the Company has sold one of its fixed assets i.e. immovable property situated at G7, Vikas building, Ground Floor, Green Street, Fort, Mumbai on such consideration as deemed fit by the Board of Directors of the Company. The carrying amount of these assets at the time of sale was Rs.4.28 crores. The sale consideration received amounted to Rs.9.00 crores, resulting in a profit of Rs. 4.72 crores, which has been recognized in the statement of profit and loss under 'Other Income'. Further, Depreciation was charged up to the date of sale amounting to Rs.3.39 crores, which has been considered in deriving the carrying amount of the assets disposed.
33. During the year under review, there was certain sundry debtors and advances to the extent of Rs. 407.53 lakhs which are unlikely to be recoverable due to various factors and despites a regular follow up by the Company. The Board of Directors of the Company, after considering all the factors and lack of scope for recovery, had written-off the above mentioned sundry debtors and advances of Rs. 407.53 lakhs as bad and doubtful debts in the current financial year.
34. The net deferred tax assets are calculated as follows:

(Rs. In Thousand)

Particulars	Accumulated As at 31 <sup>st</sup> March 2024	Charge/ Credit during the year	As at 31 <sup>st</sup> March 2025
<b>Deferred tax asset:</b>			
Provision for doubtful debtors/ advances that are deducted for tax purposes when written off	19,945.79	-	19,945.79
Deferred Tax Asset on account of Unabsorbed Depreciation	21,650.36	-	21,650.36
<b>Deferred tax liability:</b>			
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates	(38,047.01)	338.27	(37,708.74)
Expenses carried forward as per books but claimed for tax purposes as incurred	(121.87)	-	(121.87)
<b>Net Deferred tax Assets/ (Liability)</b>	<b>3,427.27</b>	<b>338.27</b>	<b>3,765.54</b>

35. Segment Information

For management purposes, the Company is organized into two segments - Fee based and Investment/Trading In Stock. The Company has considered these two divisions as its business segments.

The Fee based division provides financial advisory services relating to mergers and acquisitions, equity and debt issue management, portfolio management and broking.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Investment and Stock division carries out trading, investing and speculation activities in capital markets (debt and equity) for the Company.

Fixed assets used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments and hence the fixed assets and depreciation are not allocated to any of the reportable segments.

As the entire business operations of the Company are conducted only in India, the Company has not reported any secondary segment information.

Information about Primary Business Segments

(Rs. In Thousand)

Sr. No.	Particulars	Year Ended 31 <sup>st</sup> March 2025	Year Ended 31 <sup>st</sup> March 2024
<b>1</b>	<b>Segment Revenue-external</b>		
a)	Investment / Stock Operations	3,222.74	3453.38
b)	Fee-based Operations	92,170.19	81,716.55
c)	Other Unallocated Revenue	55,903.06	1,839.47
	<b>Total revenue</b>	<b>1,51,295.99</b>	<b>87,009.40</b>
<b>2</b>	<b>Segment Result</b>		
a)	Investment / Stock Operations	463.77	1,670.23
b)	Fee-based Operations	(26,252.97)	16,005.60
	<b>Total</b>	<b>(25,789.20)</b>	<b>17,675.83</b>
	Less: Interest	1,084.67	2,715.70
	Unallocated Expenses less unallocated income	29,132.14	(13,320.59)
	Net (Loss) / Profit before Tax & prior Period Items	2,258.26	1,639.54
	Provision for tax (including deferred tax)	10,250.21	(101.10)
	Net (Loss)/Profit after tax for the year	<b>(7,991.95)</b>	<b>1,740.64</b>
	Other Comprehensive Income	85.73	(17.78)
	<b>Total Comprehensive Income</b>	<b>(7,906.22)</b>	<b>1,722.86</b>
	<b>Other Items</b>		
<b>3</b>	<b>Segment Assets</b>		
a)	Investment / Stock Operations	46,981.43	40,202.63
b)	Fee-based Operations	2,70,936.60	2,38,559.96
c)	Unallocated Corporate Assets	1,21,427.14	2,03,548.21
		<b>4,39,345.17</b>	<b>4,82,310.79</b>
<b>4</b>	<b>Segment Liabilities</b>		
a)	Investment / Stock Operations	2.15	2.44
b)	Fee-based Operations	1,07,457.61	1,56,185.31
c)	Unallocated Corporate Liabilities	22,545.91	8,362.65
		<b>1,30,005.66</b>	<b>1,64,550.40</b>
<b>5</b>	<b>Depreciation</b>	3,432.61	3,133.90
<b>6</b>	<b>Non cash items other than depreciation</b>		
a)	Investment / Stock operations	1,385.03	332.82
b)	Fee based operations	-	-

36. Earnings per share:

The Company reports basic and diluted earnings per share in accordance with Ind AS -33 - Earnings Per Share.

Basic earnings per share are computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding at year-end.

(Rs. In Thousand)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Basic</b>		
Numerator used for calculating basic earnings per share – Profit after taxation	<b>(7,991.95)</b>	<b>1,740.64</b>
Less: Dividend on Cumulative Preference share dividend (including dividend tax thereon)	-	-
Profit / (Loss) attributable to equity shareholders	<b>(7,991.95)</b>	<b>1,740.64</b>
Weighted average number of shares used as Denominator for calculating basic earnings per share	<b>15,253.81</b>	<b>15,253.81</b>
Nominal value per equity share (Rs.)	<b>10.00</b>	<b>10.00</b>
Basic earnings per share – (Rs.)	<b>(0.52)</b>	<b>0.11</b>
<b>Diluted</b>		
Numerator used for calculating Diluted earning per Share-Profit /(Loss) after taxation	<b>(7,991.95)</b>	<b>1,740.64</b>
Weighted Average Number of Shares used as Denominator for calculating Diluted Earning per Share	<b>15,253.81</b>	<b>15,253.81</b>
Diluted earnings per Share- (Rs.)	<b>(0.52)</b>	<b>0.11</b>

37. Related Party Disclosures

Names of Related Parties:

- A) Enterprises where control exists
  - Associate Companies:
    1. Trumonee Financial Ltd.
- B) Enterprises controlled by the relatives of the Key Managerial Personnel:
  1. Piggero Investments Pvt. Ltd.
  2. Bentley Investments Pvt. Ltd.
  3. Khandwala Commodity & Derivatives Pvt. Ltd.

NOTES FORMING PART OF FINANCIAL STATEMENTS

- C) Key Management Personnel:
1. Mr. Paresh J. Khandwala - Managing Director
  2. Mr. Pranav P. Khandwala - Whole-Time Director/CFO
  3. Mrs. Bhagyashree P. Khandwala - Non-Executive Director
  4. Mr. Homiar Vakil - Non-Executive Independent Director
  5. Mr. Pratik Khandwala - Non-Executive Director
  6. Mr. Kalpen Shukla - Non-Executive Independent Director

D) Relatives of Key Management Personnel:

1. Mrs. Daxa P. Khandwala
2. Mrs. Tulsi Khandwala
3. Mrs. Brinda P. Khandwala
4. Mr. Mayank Khandwala

Transactions with related parties for the year ended 31<sup>st</sup> March 2025

(Rs. In Thousand)

Transaction	2024-25	2023-24
Brokerage received	130.75	138.10
Remuneration Paid	4,925.00	4,925.00
Advisory fees paid	222.01	181.55
<b>Outstanding Balance</b>		
Loans and Advance	-	-
Sundry Debtors	6,255.87	7,630.87
Sundry Creditors	922.96	176.56
Investment Associate Companies	33,750.00	33,750.00

38. As per information and explanation received there are no dues payable to Small Scale Industrial Undertakings as at March 31, 2025.
39. Transaction in foreign currency: (In Thousand)
- Foreign Travel Expenses – Rs. 793.53 (Previous year Rs. 532.89)
- Foreign Currency Income – Rs. 12,639.75 (Previous year Rs. 13,025.76)
40. Debtors include: (In Thousand)
- (i) Due from a firm in which a director is interested as partner - Rs. Nil (Previous year Rs. Nil)
  - (ii) Due from relatives and Enterprises controlled by the relatives of the Key Management Personnel Rs. 6,255.87.
  - (iii) The above dues have arisen in the normal course of business.
41. The creditors are largely from receipt of margin money from the clients while the debtors reflect the pattern of settlement period, wherein year-end date falls within to be settled period.
42. Managerial Remuneration:
- (i) Remuneration to Managing Director (In Thousands)
 

Salary and Other	: Rs. 4,925.00
Allowances	(P.Y. Rs. 4,925.00)
  - (ii) Sitting fees to other Directors : Rs. 105.00 (P.Y. Rs. 95.00)

43. Liability for Employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 ( Ind AS 19) the details of which are as hereunder.

(Rupees In Thousand)

Change in Benefit Obligation:	Current Period	Previous Period
Present Value of Benefit Obligation at the beginning of the Period	5,357.30	4,894.05
Interest Cost	385.19	364.12
Current Service Cost	300.95	266.12
Past Service Cost (Non Vested Benefit)	-	-
Past Service Cost (Vested Benefit)	-	-
Settlement	-	-
Liability Transfer in	-	-
Liability Transfer out	-	-
(Benefit Paid from the Fund)	(87.19)	(177.57)
Actuarial (Gain) / Loss on Obligations-Due to change in Demographic Assumptions	-	-
Actuarial (Gain) / Loss on Obligations-Due to change in Financial Assumptions	113.27	58.22
Actuarial (Gain) / Loss on Obligations-Due to Experience	(117.47)	(47.65)
Present Value of Benefit Obligation at the End of the Period	5,892.05	5,357.30

Fair value of Plan Assets:	Current Period	Previous Period
Fair Value of Plan Assets at the Beginning of the Period	3,788.20	3,691.89
Interest Income	272.37	274.68
Contributions by the Employer	-	6.41
Expected Contribution by the employees	-	-
Expected Contributions by the Employees	-	-
(Benefit Paid from the Fund)	(87.19)	(177.57)
Return on Plan Assets, Excluding Interest Income	21.53	(7.21)
Fair Value of Plan Assets at the End of the Period	3,994.92	3,788.20

Amount Recognized in the Balance Sheet:	Current Period	Previous Period
(Present Value of Benefit Obligation at the end of the Period)	(5,892.05)	(5,357.30)
Fair Value of Plan Assets at the End of the Period	3,994.92	3,788.20
Funded Status (Surplus/ (Deficit))	(1,897.14)	(1,569.10)
Net (Liability) /Asset Recognized in the Balance Sheet	(1,897.14)	(1,569.10)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Net Interest Cost for Current Period	Current Period	Previous Period
Present Value of Benefit Obligation at the Beginning of the Period	5,357.30	4,894.05
(Fair Value of Plan Assets at the Beginning of the Period)	(3,788.20)	(3,691.89)
Net (Liability) /Asset at the Beginning	1,569.10	1,202.16
Interest Cost	385.19	364.12
(Interest Income)	(272.37)	(274.77)
Net Interest Cost for Current Period	112.82	89.44

Expenses Recognized in the Income Statement:	Current Period	Previous Period
Current Service Cost	300.95	266.12
Net Interest Cost	112.82	89.44
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/ Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expense Recognized	413.77	355.56

Balance Sheet Reconciliation	Current Period	Previous Period
Opening Net Liability	1,569.10	1,202.16
Expense Recognized in Statement of Profit or Loss	413.77	355.56
Expense Recognized in OCI	(85.73)	17.78
Net Liability/ (Asset) Transfer in	-	-
Net Liability/ (Asset) Transfer out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	-	(6.41)
Net Liability /(Asset) Recognized in Balance Sheet	1,897.14	1569.10

Category of Assets	Current Period	Previous Period
Government of India Assets	-	-
State Government Securities	-	-
Special Deposits Scheme	-	-
Debts Instruments	-	-
Corporate Bonds	-	-
Cash And Cash Equivalents	-	-
Insurance Fund	3,994.92	3,788.20
Other	-	-
Total	3,994.92	3,788.20

Expenses Recognized in the Other Comprehensive Income OCI for Current Period	Current Period	Previous Period
Actuarial (Gains)/ Losses on Obligation for the Period	(64.20)	10.57
Return on Plan Assets, Excluding Interest Income	(21.53)	7.21
Change in Asset Ceiling	-	-
Net (Income)/ Expense for the Period Recongnized in OCI	(85.73)	17.78

Assumptions	Current Period	Previous Period
Expected Return on Plan Assets	6.73%	7.19%
Rate of Discounting	6.73%	7.19%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	5.00%	5.00%

Other Details	Current Period	Previous Period
No. Of Active Members	44	35
Per Month Salary For Active Member	1,127.21	811.80
Weighted Average Duration of the Projected Benefit Obligation	-	-
Average Expected Future Service	-	-
Projected Benefit Obligation	5,892.05	5,357.30
Prescribed Contribution for next year (12 Months)	1,127.21	811.80

**Note:-**

Gratuity is payable as per company's scheme as detailed in the report.

Actuarial Gain/ Loss are recognized in the period of occurrence under other Comprehensive Income (OCI)

All above reported figures of OCI are gross of taxation.

Salary escalation & attrition rate are considered as advised by the company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.

Maturity Analysis of Benefit payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.

Average Expected Future Service represents Estimated Term of Post- Employment Benefit Obligation.

Value of asset provided by the client is considered as fair value of plan asset for the period of reporting as same is not evaluated by us.

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**44. Contingent Liabilities: -**

- i) Contingent Liabilities on account of disputed cases pending before various authorities of Income Tax Act is annexed below. No provision has been made in the books of accounts as the outcome is still awaited:

*(Rs. In Thousand)*

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where Dispute is pending	Under Section
Income Tax Act 1961	Income Tax	496.27	A.Y. 2007-08	Mumbai High Court	143(3)

- ii) Preference dividends are in arrears from F.Y. 2008-09 to F.Y.2020-21 as aggregating to Rs. 2.49 Crores.
- iii) TDS defaults showing on TDS traces website for the various Financial Years as on 31<sup>st</sup> March 2025 has been reviewed and there is no possible demand arising due to that. The Company is under process of rectifying the defaults by revising the TDS returns.

45. The figures for the previous period have been regrouped, rearranged or reclassified wherever necessary to conform to the current period's presentation.

See accompanying notes ( 1 to 45 ) to the Financial Statements.

As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

**Aniket Kulkarni**  
**Partner**  
Mem. No: 127246

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Homiar N. Vakil**  
**Chairman**  
DIN: 05210178

**Pranav Khandwala**  
**Whole-Time Director/ CFO**  
DIN: 00519113

Place :- Mumbai  
Date :- 16<sup>th</sup> May, 2025

**Paresh J. Khandwala**  
**Managing Director**  
DIN: 00112678

**Abhishek Joshi**  
**Company Secretary**

## INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF KHANDWALA SECURITIES LIMITED

## Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

## Qualified Opinion

We have audited the accompanying consolidated financial statements of "Khandwala Securities Limited", (the Company) and its associates (the Company and its associates together referred to as the group) which comprise the consolidated Balance Sheet as at March 31, 2025, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view **except for the effects of the matters described in the Basis for qualified opinion section of our report**, in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

## Basis for Qualified Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements. However we draw your kind attention to the following *qualifications* to the audit opinion of the consolidated financial statements produced as under:-

1. The Company had advanced application money towards purchase of shares of Rs 216.69 lakhs which is outstanding for a period of 276 months as at the end of the year. In the absence of information regarding the status of the allotment or the net worth of the entities in which the company made applications, we are unable to ascertain the extent to which an amount of Rs 216.69 lakhs is recoverable and accordingly, the effect thereof on the financial statements cannot be ascertained. However, it has been noted and confirmed after looking at relevant documents that at present the said matter is under litigation and pending for hearing before the Hon'ble High Court of Mumbai.

2. Long-Term deposits of Rs 350.00 lakhs are subject to subsequent adjustments. We are unable to ascertain the recoverability of this amount, as the Company has not made any provisions for the same in the consolidated financial statements.

## Information other than the Consolidated Financial Statements and Auditor's Report Thereon.

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

**KHANDWALA SECURITIES LIMITED**

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work;

and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the

Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

- 2 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Aniket Kulkarni & Associates  
**Chartered Accountants**  
Registration No. 130521W

**Aniket Kulkarni**  
(Proprietor)  
Membership No. 127246

**Place: Mumbai**  
**Date: - May 16<sup>th</sup> 2025**  
**UDIN: 25127246BMIBUV1108**



**Annexure-A” to the Independent Auditors’ Report – 31<sup>st</sup> March 2025**

**Report on the Internal Financial Control s under clause (i) of sub – section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the Internal Financial Control over financial reporting of **Khandwala Securities Limited** (“the Company”) as of 31<sup>st</sup> March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the standards on auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company’s Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of internal Financial Controls over Financial Reporting**

Because of inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were effectively as at 31<sup>st</sup> March, 2025, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accounts of India.

**For Aniket Kulkarni & Associates  
Chartered Accountants  
ICAI Registration No. 130521W**

**Aniket Kulkarni  
Proprietor  
Membership No: - 127246**

**Place: Mumbai  
Date: - May 16<sup>th</sup> 2025  
UDIN: 25127246BMIBUV1108**

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT**

(As referred to in Paragraph 2 of Report on Legal and Regulatory Requirements of our report Companies (Auditors Report) Order’ 2020 (the order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act for the year ended on **31<sup>st</sup> March 2025**).

To the best of our information and according to the explanations provided to us by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:-

**Property, Plant and Equipment:**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment’s (including Right of Use assets) or Intangible Assets or both during the year end.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year end.

**(ii) Inventories:**

The company does not have any inventory and hence reporting under clause (ii) of the CARO 2020 is not applicable.

**Loans and Advances to Related Parties:**

- (iii) (a) According to the information and explanations given to us, the company has not made any investments, provided any guarantee or security or granted any loans or advances, in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties.

- (b) According to the information and explanations given to us, the company has not made any investments, provided any guarantee or security or granted any loans or advances. Accordingly, paragraph 3(iii) (b) of the Order is not applicable.
- (c) The company has not provided any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (c) of the Order is not applicable.
- (d) The company has not provided any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (d) of the Order is not applicable.
- (e) The company has not granted any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (e) of the Order is not applicable.
- (f) The company has not granted any loans and advances in the nature of loans. Accordingly, paragraph 3(iii) (f) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

**Acceptance of Deposits:**

- (v) According to the information and explanations given to us, the company has not accepted deposits under the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

**Maintenance of Cost Records:-**

- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.

**Payment of Statutory Dues:-**

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has generally been regular in depositing with appropriate authorities the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it during the year.
- (b) According to the information and explanations given to us, there were no amounts of Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues have not been deposited by the Company on account of any dispute except TDS default showing on TDS Traces website amounting to Rs. 63,095/- as on 31st March 2025 and except as reported below:-

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where Dispute is pending	Under Section
Income Tax Act 1961	Income Tax	4.96	A.Y. 2007-08	Mumbai High Court	143(3)

**Unrecorded Income:**

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed as income in the tax assessment under the Income Tax Act, 1961 (43 of 1961) in respect of any transaction nor recorded in the books of accounts during the year.

**Repayment of Borrowings:**

- (ix) (a) The company has not defaulted in repayment of loans and other borrowings or in the payment of interest thereon to banks or financial institution.
- (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans are applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, funds raised on short term basis have not been utilized for long term purposes during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**Initial Public Offer:**

- (x) (a) According to the information and explanations provided to us and as per the records of the company examined by us, company has not raised funds by way of public issue/ follow-on offer (including debt instruments) and term loans. Therefore paragraph 3(x) of the Order is not applicable to the company.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

**Frauds:**

- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) No material fraud by the Company or on the Company has been noticed or reported during the year. Accordingly, paragraph 3 (xi)(b) of the Order is not applicable.
- (c) No material fraud by the Company or on the Company has been noticed or reported during the year. Accordingly, paragraph 3 (xi)(c) of the Order is not applicable.

**Nidhi Company:**

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

**Transactions with related parties:-**

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

**Internal Audit:**

- (xiv) (a) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have taken into consideration, the internal audit reports for the period under audit issued to the company till the date while determining the nature, timing and extent of audit procedures.

**Non-Cash Transactions with Directors:-**

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**Registration with RBI:-**

- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**Cash Losses:-**

- (xvii) The company has profit for the year ended 31<sup>st</sup> March 2025, therefore the paragraph 3(xvii) is not applicable to the company.

**Resignation of Statutory Auditors:-**

- (xviii) There has not been any resignation of the statutory auditors during the year.

**Material Uncertainty:-**

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, in our opinion no material uncertainty exists as on the date of the audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

**Corporate Social Responsibility:**

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, section 135 of the Companies Act 2013 is not applicable to the company. Accordingly, paragraph 3 (xx) of the Order is not applicable.

**Consolidated Financial Statements:-**

(xxi) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its Associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For Aniket Kulkarni & Associates  
Chartered Accountants  
Firm Registration No: 130521W**

**Aniket Kulkarni  
Proprietor  
Membership No: - 127246  
Place: Mumbai  
Date: - May 16<sup>th</sup> 2025  
UDIN: 25127246BMIBUV1108**



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(Rupees in Thousands)

Particulars	Note No.	As At March 31, 2025	As At March 31, 2024
<b>A ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Property, Plant and Equipment	2	14,846.31	53,134.56
(b) Intangible assets		1,664.80	2,245.72
(c) Goodwill on Consolidation		25,976.62	25,976.62
(d) Financial Assets			
(i) Investments	3	5,524.31	1,969.24
(ii) Loans and Advances	4	1,65,073.59	2,02,182.26
(iii) Others	5	21,668.64	21,668.64
(e) Deferred tax assets (net)		3,765.54	3,427.27
(f) Other non-current assets	6	5,793.85	1,010.00
		<b>2,44,313.65</b>	<b>3,11,614.31</b>
<b>(2) Current Assets</b>			
<b>(a) Financial Assets</b>			
(i) Investments	7	1,10,661.62	28,737.25
(ii) Trade receivables	8	38,738.98	66,472.94
(iii) Cash and cash equivalents	9	147.67	643.20
(iv) Bank balances other than (iii) above	10	5,874.26	6,099.57
(v) Loans and Advances	11	24,876.33	51,441.05
(vi) Other current assets	12	8,463.86	11,047.72
		<b>1,88,762.71</b>	<b>1,64,441.73</b>
<b>Total Assets</b>		<b>4,33,076.36</b>	<b>4,76,056.04</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	13	1,52,538.05	1,52,538.05
(b) Other Equity	14	1,36,356.48	1,44,274.88
<b>Total Equity</b>		<b>2,88,894.53</b>	<b>2,96,812.93</b>
<b>(2) Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	14,165.11	14,679.78
(b) Provisions	16	1,897.14	1,569.10
(c) Other non-current liabilities	17	455.73	455.73
<b>Total Non Current Liabilities</b>		<b>16,517.97</b>	<b>16,704.60</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	18	1,13,903.82	1,56,572.27
(b) Other current liabilities	19	13,760.05	5,966.23
<b>Total Current Liabilities</b>		<b>1,27,663.87</b>	<b>1,62,538.51</b>
<b>Total Equity and Liabilities</b>		<b>4,33,076.36</b>	<b>4,76,056.04</b>

See accompanying notes ( 1 to 47 ) to the Financial Statements.  
As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Aniket Kulkarni**  
Partner  
Mem. No: 127246

**Homiar N. Vakil**  
Chairman  
DIN: 05210178

**Paresh J. Khandwala**  
Managing Director  
DIN: 00112678

**Pranav Khandwala**  
Whole-Time Director/ CFO  
DIN: 00519113

**Abhishek Joshi**  
Company Secretary

Place :- Mumbai  
Date :- 16th May, 2025

Place :- Mumbai  
Date :- 16th May, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Rupees in Thousands)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from Operations	20	95,392.92	85,169.93
II Other Income	21	55,903.70	1,839.99
III <b>Total Income</b>		<b>1,51,296.62</b>	<b>87,009.92</b>
IV <b>Expenses</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods	22	1,385.03	332.82
Stock-in-Trade and work-in-progress		-	-
Employee benefits expense	23	29,763.22	25,607.55
Finance costs	24	1,084.78	2,715.70
Depreciation and amortization expense		3,432.61	3,133.90
Other expenses	25	1,13,384.92	53,582.08
<b>Total Expenses</b>		<b>1,49,050.55</b>	<b>85,372.03</b>
V <b>Profit/(Loss) before Tax and prior period items</b>		<b>2,246.08</b>	<b>1,637.89</b>
VI Exceptional Items		-	-
VII <b>Profit/(Loss) before Extraordinary items and tax ( V - VI )</b>		<b>2,246.08</b>	<b>1,637.89</b>
VIII Extraordinary items		-	-
IX <b>Profit/(Loss) before Tax ( VII - VIII )</b>		<b>2,246.08</b>	<b>1,637.89</b>
X <b>Tax Expense</b>			
(1) Current Tax		10,588.48	-
(2) MAT Tax		-	255.77
(3) Deferred Tax (Credited)/ Charged		(338.27)	(356.87)
XI <b>Profit / (Loss) for the period from Continuing Operations</b>		<b>(8,004.13)</b>	<b>1,738.99</b>
XII <b>Profit / (Loss) from Discontinuing Operations</b>		-	-
XIII <b>Tax Expense of Discounting Operations</b>		-	-
XIV <b>Profit / (Loss) from Discontinuing Operations (after tax ) ( XII -XIII )</b>		-	-
XV <b>Profit (Loss) for the period (XI +XIV )</b>		<b>(8,004.13)</b>	<b>1,738.99</b>
XVI <b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		85.73	(17.78)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVII <b>Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>(7,918.40)</b>	<b>1,721.21</b>
XVIII Earnings Per Share of - Basic (Rs.)			
- Basic (Rs.)		(0.52)	0.11
- Diluted (Rs.)		(0.52)	0.11

See accompanying notes ( 1 to 47 ) to the Financial Statements.

As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Aniket Kulkarni**  
Partner  
Mem. No: 127246

**Homiar N. Vakil**  
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**Pranav Khandwala**  
Whole-Time Director/ CFO  
DIN: 00519113

**Abhishek Joshi**  
Company Secretary

Place :- Mumbai  
Date :- 16th May, 2025

Place :- Mumbai  
Date :- 16th May, 2025

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

*(Rupees in Thousands)*

Particulars	For the Year ended March 31, 2025		For the Year ended March 31, 2024	
<b>A. Cash flow from operational activities</b>				
Net (Loss)/Profit before tax adjusted for prior period items and excess provisions for tax written back		2,246.08		1,637.89
Adjustments for:				
Depreciation	3,432.61		3,133.90	
Interest Income	(7,213.52)		(1,632.67)	
Finance Cost	1,084.78		2,715.70	
Provision for Diminution in Investments/ Stock	1,385.03		332.82	
Other Comprehensive Expenses	85.73		(17.78)	
Interest on Income Tax Refund	(67.84)		(87.57)	
Provision for MAT	(10,588.48)		(87.71)	
Sundry Debit Balance written off	40,773.45		9,617.58	
Dividend Income	(178.69)		(101.07)	
		28,713.06		13,873.18
		<b>30,959.14</b>		<b>15,511.07</b>
Operating profit before working capital changes				
Adjustments for:				
Inventories	(46,09.39)		(680.49)	
Trade Receivables & Other Receivables	48,433.92		(82,085.29)	
Current Liabilities & Provision	(34,546.60)	9,277.93	49,832.94	(32,932.84)
Cash generated from operations		40,237.07		(17,421.77)
Direct taxes Refunded / (paid)		-		-
Net cash (used in) / generated from operating activities		40,237.07		(17,421.77)
<b>B. Cash flow from investing activities</b>				
Sale / (Purchase) of fixed assets (Net)	35,436.57		(3,592.56)	
Sale/ (Purchase) of Investments (Net of purchase)	(3,555.07)		3,254.71	
Investment in Fixed Deposit	(78,700.00)		(13,200.00)	
Interest received	7,281.36		1,720.24	
Dividend received	178.69		101.07	
Net cash (used in) / generated from investing activities		(39,358.45)		(11,716.55)
<b>C. Cash flow from financing activities</b>				
(Repayment)/Proceeds from long term borrowings(Net)	3,937.72		1,801.62	
(Repayment)/Proceeds from Preference shares	-		-	
(Repayment)/Proceeds from short term borrowings(Net)	-		-	
Interest and other Finance charges	(1,084.78)		(2,715.70)	
Net cash (used in) / generated from financing activities		2,852.95		(914.08)
<b>Net increase/(decrease) in cash and cash equivalents</b>		3,731.56		(30,052.40)
Cash and Cash equivalents (opening balance)	(3,383.04)		26,669.36	
Cash and Cash equivalents (closing balance)	348.53		(3,383.04)	
		<b>3,731.56</b>		<b>(30,052.40)</b>

See accompanying notes ( 1 to 47 ) to the Financial Statements.  
As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
Chartered Accountants  
FRN No. 130521W

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Aniket Kulkarni**  
Partner  
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**Homiar N. Vakil**  
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Whole-Time Director/ CFO  
DIN: 00519113

**Abhishek Joshi**  
Company Secretary

Place :- Mumbai  
Date :- 16th May, 2025

Place :- Mumbai  
Date :- 16th May, 2025

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE NO.1

A. CORPORATE INFORMATION

Khandwala Securities Limited (“the Company”) is a Public Limited Company incorporated under the provisions of the Companies Act, applicable in India. The Company is domiciled in India and addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. Its shares are listed on BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

The Company engaged in the business of providing Stock Broking Services, Investment Banking, Portfolio Management Service, Research Analysts and Investment Advisory Services.

The Company is registered with Securities and Exchange Board of India (“SEBI”) under the Stock brokers and sub-brokers Regulations, 1992 and is as a Member of BSE and NSE. It is also registered as a Depository Participant with Central Depository Services (India) Limited.

B. Significant Accounting Policies

Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Historical Cost

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities (including derivative instruments),
- ii) Defined benefit plans - plan assets and
- iii) Equity settled share based payments

Use of estimates

The preparation of the consolidated financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the consolidated financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenues can be reliably measured. Income from capital market operations (non-delivery based transactions) is accounted for on sale of securities. Income from Merchant Banking services, Brokerage and income from corporate advisory services are accounted for as and when the relevant services are rendered except where the recovery is uncertain in which case it is accounted for on receipt. Interest income is accounted for on accrual basis except where the recovery is uncertain, in which case it is accounted for on receipt. Dividend income is accounted for when the unconditional right to receive dividend is established.

Property, Plant and Equipment and Depreciation

The company has used the following rates to provide depreciation on its non-current assets.

Class of asset	Estimated useful Life (In Years)
<b>Tangible Fixed Assets :</b>	
Building	60
Office equipment's	5
Computers	3
Furniture and fixtures	10
Vehicles	8
Plant and Machinery	15
<b>Intangible Fixed Assets :</b>	
Computer Software	6

Investments

Investments are classified into current investments and non-current investments. Investments, which are intended to be held for one year or more, are classified as non-current investments and investments, which are intended to be held for less than one year, are classified as current investments.

Non-current investments are carried at cost less provision for diminution, other than temporary.

Current investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each investment.

Inventories

Stock-in-trade is valued at lower of cost and market value. While determining market value, due consideration has been given to shares which have become ex-rights/ex-bonus at the year- end for which rights/bonus shares have been received subsequent to year end.

Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognized in the statement of profit and loss of the year.

Employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Defined Benefit Plans**

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

**Employee Separation Costs**

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Company payable in the year of exercise of option by the employee. The Company recognizes the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

**Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

**Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

**Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

**Derivative Instruments**

Initial / additional margin paid for futures / options is included under the head current assets. Contracts are marked to market in accordance with the prevalent regulations and the amount receivable or payable is disclosed under the head current assets or current liabilities, as the case may be. The profit or loss on settlement of derivative contracts is recognized in the Profit and Loss account. As on the balance sheet date, provision for loss on futures contracts is made to the extent of mark to market margins paid, while for open options, to the extent premium paid exceeds premium prevailing on that date.

**Provisions:**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**Cash & Cash Equivalents:**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and fixed deposits.

**Current / Non Current Classification**

An asset shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2- Property, Plant and Equipment

(Rupees in Thousands)

Particulars	Gross Block				Depreciation					Net Block		
	As At 01-Apr-24	Additions during the period	Deductions during the period	As At 31-Mar-25	As At 01-Apr-24	For the period	On deletion for	Dep. Prov. On	As At 31-Mar-25	As At 31-Mar-25	As At 31-Mar-24	
<b>Property, Plant and Equipment</b>												
Office Buildings *	81,905.67	-	76,708.55	5,197.13	35,444.38	542.94	133.40	33,773.62	2,080.30	3,116.82	46,461.29	
Computers	3,868.98	545.18	-	4,414.17	2,647.11	682.24			3,329.34	1,084.82	1,221.88	
Office Equipments	2,615.40	654.28	-	3,269.68	2,112.66	309.24			2,421.90	847.78	502.75	
Furniture and Fixtures	513.23	26.50	-	539.73	503.48	8.38			511.86	27.87	9.75	
Vehicles	9,379.92	6,090.00	4,347.53	11,122.38	4,496.49	1,259.89		4,347.53	1,408.85	9,713.54	4,883.42	
Plant & Machinery (Computer)	1,109.58	-	-	1,109.58	1,054.10	-			1,054.10	55.48	55.48	
	<b>99,392.78</b>	<b>7,315.96</b>	<b>81,056.08</b>	<b>25,652.66</b>	<b>46,258.22</b>	<b>2,802.68</b>	<b>133.40</b>	<b>38,121.15</b>	<b>10,806.35</b>	<b>14,846.31</b>	<b>53,134.56</b>	
<b>INTANGIBLE ASSETS</b>												
Computer Software	4,162.62	49.00	-	4,211.62	1,916.90	629.92	-	-	2,546.82	1,664.80	2,245.72	
<b>Total</b>	<b>1,03,555.40</b>	<b>7,364.96</b>	<b>81,056.08</b>	<b>29,864.27</b>	<b>48,175.11</b>	<b>3,432.61</b>	<b>133.40</b>	<b>38,121.15</b>	<b>13,353.17</b>	<b>16,511.11</b>	<b>55,380.29</b>	
Previous Year	99,962.84	3,592.56	-	1,03,555.40	45,041.21	3,133.90	-	-	48,175.11	55,380.29		

(Rupees in Thousands)

Particulars	Face Value	As at March 31, 2025		As at March 31, 2024	
		Number	Amount	Number	Amount
<b>NOTE 3 - INVESTMENTS</b>					
<b>NON CURRENT INVESTMENTS</b>					
<b>Investments measured at Cost</b>					
<b>Quoted, fully paid up</b>					
Bajaj Auto Ltd	10	300	3,212.99	-	-
Hindustan Cons. Co.	1	37,500	1,508.82	-	-
Rattan Enterprises	2	10,000	797.50	-	-
Vodafone Idea Ltd	10	-	-	1,12,910	1,964.24
			<b>5,519.31</b>		<b>1,964.24</b>
<b>In Equity Shares</b>					
<b>Unquoted, fully paid up</b>					
Kowa Spinning Limited	10	10,08,000	21,358.20	10,08,000	21,358.20
Vadodara Stock Exchange Limited	10	500	5.00	500	5.00
			<b>21,363.20</b>		<b>21,363.20</b>
			<b>26,882.51</b>		<b>23,327.44</b>
Less : Provision for diminution			<b>21,358.20</b>		<b>21,358.20</b>
<b>TOTAL</b>			<b>5,524.31</b>		<b>1,969.24</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

*(Rupees in Thousands)*

Particulars	As At	As At
	March 31, 2025	March 31, 2024
<b>NOTE - 4 LOANS AND ADVANCES</b>		
Deposits with exchange & other	1,30,073.59	1,49,182.26
Deposit with Companies	35,000.00	53,000.00
<b>TOTAL</b>	<b>1,65,073.59</b>	<b>2,02,182.26</b>
<b>NOTE - 5 OTHERS</b>		
Share Application	21,668.64	21,668.64
<b>TOTAL</b>	<b>21,668.64</b>	<b>21,668.64</b>
<b>NOTE - 6 OTHER NON - CURRENT ASSETS</b>		
Advance Payment of Tax	5,793.85	1,010.00
<b>TOTAL</b>	<b>5,793.85</b>	<b>1,010.00</b>
<b>NOTE 7 - CURRENT INVESTMENT</b>		
<b>Investment In Equity</b>		
Equity Shares -(Refer Appendix 7-A)	7,711.62	4,487.25
Investment In Fixed Deposit	1,02,950.00	24,250.00
<b>TOTAL</b>	<b>1,10,661.62</b>	<b>28,737.25</b>

**Appendix 7-A**

*(Rupees in Thousands)*

NAME OF THE SCRIP	As at		As at	
	March 31, 2025		March 31, 2024	
	Number	Rs.	Number	Rs.
Stock-in-Hand-Options		122.78	-	-
<b>Equity Shares :</b>				
ABB India Ltd	20	101.24	-	-
Aditya Birla Capital Ltd	650	104.20	-	-
Aditya Birla Sun Life Ltd MF	5,000	142.85	-	-
Ambuja Cement Ltd	200	98.19	-	-
Apar Industries Ltd	15	83.10	-	-
Bajaj Finance Ltd	32	244.12	-	-
Bajaj Finserv Ltd	50	90.97	-	-
Best Agrolife Limited	10	2.58	-	-
Bharat Electronics Ltd	500	134.45	-	-
Bharti Hexacom Ltd	100	129.15	-	-
Capital India Finance Ltd	26,000	792.74	-	-
Cera Sanitaryware Ltd	20	108.46	-	-
Creative Casting Ltd	1,053	549.09	1,500	1,016.55
Cummins India Ltd	40	111.62	-	-
Dabur India Ltd	-	-	1,500	784.73
Deccan Granite Ltd	20,300	37.56	20,300	37.56
Five Star Business Fin Ltd	150	95.70	-	-
Ge Vemova	45	68.28	-	-
G R Magnets Ltd	7,100	-	7,100	-
HDFC Bank Ltd	80	146.26	-	-
Healthcare Global Enterprise	200	102.64	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

NAME OF THE SCRIP	As at March 31, 2025		As at March 31, 2024	
	Number	Rs.	Number	Rs.
ICIC Bank Ltd	120	150.35	-	-
ICSA (India) Ltd	3,000	0.60	3,000	0.60
Jio Financial Service Ltd	350	79.63	-	-
Kalyani Steel Ltd	150	114.70	-	-
Kaushalya Logistics Ltd	1,600	113.36	-	-
Kaynes Technology India Ltd	13	51.89	-	-
Kotak Mahindra Bank Ltd	75	151.36	-	-
IIFL Fin Ltd	-	-	1,000	340.10
LIC MF Liquid Plus Fund	18,132	211.01	17,287	196.20
Mahindra & Mahindra Ltd	90	239.92	-	-
Mastek Ltd	50	109.06	-	-
Mefcom Capital Markets Ltd	10,000	149.60	-	-
National Fertilizers Limited	800	140.42	10,000	876.00
NRB Bearing Ltd	164	22.35	164	22.35
NRB Industrial Bearing Ltd	49	1.06	49	1.06
Omax Auto Ltd	5,000	427.75	10	0.73
Praj Industries Ltd	200	101.98	-	-
Purple Entertainment Limited	10,000	41.60	-	-
Rattan India Power Ltd	25,000	244.75	-	-
Rattan India Enterprises Ltd	-	-	5,000	346.00
Saraswat Co-Op Bank	2,550	25.50	2,550	25.50
Setech Electronics Ltd	2,70,000	0.00	2,70,000	0.00
Sharp Industries Ltd	2,210	10.48	2,210	10.48
Shriram Finance Ltd	180	100.86	-	-
Supreme Facility Mgmt Ltd	19,200	526.08	-	-
Steel City Securities Ltd	-	-	3,500	258.89
The Indian Hotels Co Ltd	300	228.24	-	-
Trent Ltd	20	106.50	-	-
United Breweries Ltd	-	-	300	519.65
UTI Top 100 Funds	1,000	6.21	1,000	6.21
Vedanta Ltd	-	-	5,000	44.65
Ventura Textiles Ltd	36,781	495.44	-	-
Vodafone Idea Ltd	75,000	510.00	-	-
Yatharth Hospital & Trauma Car	200	84.94	-	-
		<b>7,711.62</b>		<b>4,487.25</b>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 8 - Trade Receivables</b>		
<b>(Unsecured &amp; Considered Good)</b>		
<b>Outstanding for more than six months</b>		
Considered good	37,296.87	66,445.33
Less :- Provision for Doubtful Debtors	-	4,601.13
	<b>37,296.87</b>	<b>61,844.20</b>
<b>Outstanding for Less than Six Months</b>		
Considered good	1,442.11	4,628.74
Less :- Provision for Doubtful Debtors	-	-
	<b>1,442.11</b>	<b>4,628.74</b>
<b>TOTAL</b>	<b>38,738.98</b>	<b>66,472.94</b>
<b>NOTE 9 - Cash and cash equivalents</b>		
Cash on hand	147.67	643.20
<b>TOTAL</b>	<b>147.67</b>	<b>643.20</b>
<b>NOTE 10 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
Balance with Scheduled Banks:		
In Current Accounts	5,874.26	6,099.57
<b>TOTAL</b>	<b>5,874.26</b>	<b>6,099.57</b>
<b>NOTE 11 - LOANS AND ADVANCES</b>		
<b>(Unsecured and Considered Good)</b>		
Employees	1,678.17	1,411.68
Prepaid Expenses	1,988.50	2,629.89
ICD -Short Term Loan	11,081.00	27,707.00
Advance to Sundry Creditors	8,788.19	18,106.24
Exchanges Fines	1,340.48	1,340.48
Exchange Obligation -Receivable	-	245.75
<b>TOTAL</b>	<b>24,876.33</b>	<b>51,441.05</b>
<b>NOTE 12 - OTHER CURRENTS ASSETS</b>		
Interest Accrued on Fixed Deposit	591.20	209.70
Advance for Expenses	192.18	292.14
Income Tax	6,338.43	2,636.38
Unbilled Revenue A/c	-	6,000.00
Balance with GST Authorities	1,342.05	1,909.50
<b>TOTAL</b>	<b>8,463.86</b>	<b>11,047.72</b>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Nos	Amount	Nos	Amount
<b>NOTE 13 - SHARE CAPITAL</b>				
<b>Authorised</b>				
1,70,00,000 (P.Y. 14,000,000) Equity Shares of Rs. 10/- each	1,70,00,000	1,70,000.00	1,70,00,000	1,70,000.00
500,000 (P.Y. 500,000) Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,000	50,000.00	5,00,000	50,000.00
400,000 (P.Y.400,000) Cumulative Convertible Preference Shares of Rs. 100/- each	4,00,000	40,000.00	4,00,000	40,000.00
2,00,000 (P.Y. 2,00,000) Optionally Convertible Redeemable Preference Shares of Rs. 100/- each	2,00,000	20,000.00	2,00,000	20,000.00
TOTAL	1,81,00,000	2,80,000.00	1,81,00,000	2,80,000.00
<b>Issued, Subscribed and Paid-up</b>				
Equity Share Capital				
1,52,53,805 (P. Y. 1,52,53,805) Shares of Rs. 10/- each fully paid-up	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
TOTAL	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
<b>Reconciliation Of Shares</b>				
<b>Equity shares with voting rights</b>				
Balance as at the beginning of the year	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
Add: Issue of fresh shares during the year	-	-	-	-
Balance as at the end of the year	1,52,53,805	1,52,538.05	1,52,53,805	1,52,538.05
<b>b) List of Share Holders Holding More than 5% of the total number of shares issued by the Company</b>				
<b>Name of Equity Share Holder</b>	<b>Number of Shares</b>	<b>Percentage Shareholding</b>	<b>Number of Shares</b>	<b>Percentage Shareholding</b>
Jayantilal Khandwala & Sons Pvt. Ltd.	17,33,321	11.36%	17,33,321	11.36%
Bentley Investments Pvt Ltd	14,40,968	9.45%	14,40,968	9.45%
Daxa Paresh Khandwala	13,08,836	8.58%	13,02,058	8.54%
Pratik Paresh Khandwala	7,96,730	5.22%	7,96,555	5.22%
Poonam Balram Bharwani	7,75,500	5.08%	-	-

**Terms / Rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of the equity shares held by the shareholders. The Company declares and pay dividend in Indian Rupees.

**Shares held by Promotes/ Promoters Group at the end of the Year**

Particulars	As at March 31, 2025		As at March 31, 2024		% Change in Share holding during the year
	Nos	%	Nos	%	
Paresh Jayantilal Khandwala (HUF)	2,65,103	1.74%	2,65,103	1.74%	0.00%
Pratik Paresh Khandwala	7,96,730	5.22%	7,96,555	5.22%	0.00%
Tulsi Paresh Khandwala	3,07,625	2.02%	3,03,958	1.99%	0.03%
Pranav Paresh Khandwala	7,08,617	4.65%	7,08,617	4.65%	0.00%
Mayank Ashok Khandwala	14,453	0.09%	14,453	0.09%	0.00%
Jatin Ashok Khandwala	16,953	0.11%	16,953	0.11%	0.00%
Leena Mayank Khandwala	54,740	0.36%	54,740	0.36%	0.00%
Daxa Paresh Khandwala	13,08,836	8.58%	13,02,058	8.54%	0.04%

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Particulars	As at March 31, 2025		As at March 31, 2024		% Change in Share holding during the year
	Nos	%	Nos	%	
Ramila Ashok Khandwala	2,127	0.01%	2,127	0.01%	0.00%
Sonal Jatin Khandwala	126	0.00%	126	0.00%	0.00%
Paresh Jayantilal Khandwala	2,56,936	1.69%	2,12,733	1.40%	0.29%
Bhagyashree Pranav Khandwala	50,180	0.33%	50,180	0.33%	0.00%
Bentley Investments Pvt Ltd	14,40,968	9.45%	14,40,968	9.45%	0.00%
Jayantilal Khandwala & Sons Pvt. Ltd.	17,33,321	11.36%	17,33,321	11.36%	0.00%
Piggero Investments Private Limited	2,98,686	1.96%	2,98,486	1.96%	0.00%
Khandwala Commodity And Derivatives Pvt. Ltd.	1,04,625	0.69%	84,676	0.56%	0.13%

Particulars	As At March 31, 2025 Rs.	As At March 31, 2024 Rs.
<b>NOTE 14 - Other Equity</b>		
<b>Share Premium</b>	<b>1,04,624.69</b>	1,04,624.69
<b>Capital Redemption Reserve</b>	<b>34,000.00</b>	34,000.00
<b>Profit &amp; Loss Account</b>		
As per last Balance Sheet	5,650.19	3,760.93
Add: Transferred from Profit & Loss Account	(7,918.40)	1,721.21
Provision for MAT	-	168.06
<b>TOTAL</b>	<b>1,36,356.48</b>	<b>1,44,274.88</b>

Statement of Changes in Equity for the period ended 31.03.2025

A. Equity Share Capital

Rupees in Thousands

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
15,253.81	-	15,253.81

B. Other Equity

Rupees in Thousands

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Capital Redemption Reserve	Share Premium	Other Reserves (specify nature)	Retained Earnings								
Balance at the beginning of the reporting period	-	-	-	34,000.00	1,04,624.69	-	5,650.19	-	-	-	-	-	-	-	1,44,274.88
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	(7,918.40)	-	-	-	-	-	-	-	(7,918.40)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	34,000.00	1,04,624.69	-	(2,268.21)	-	-	-	-	-	-	-	1,36,356.48

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Rupees in Thousands

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 15 - BORROWINGS</b>		
<b>Secured</b>		
Canara Bank Overdraft Account	5,673.41	10,125.80
Vehicle Loan (Secured by hypothecation of vehicle) (Terms of payment 60 Months EMI Rs.39,144/- P.M. Interest Rate @8.70% and 60 Months EMI Rs.54,482/- P.M. Interest Rate @ 8.90%)	7,232.66	3,294.94
	<b>12,906.07</b>	13,420.74
<b>Unsecured</b>		
Yukti Securities Ltd.	1,259.04	1,259.04
	<b>1,259.04</b>	1,259.04
<b>TOTAL</b>	<b>14,165.11</b>	14,679.78
<b>NOTE 16 - PROVISIONS</b>		
Provision for Gratuity	1,897.14	1,569.10
<b>TOTAL</b>	<b>1,897.14</b>	<b>1,569.10</b>
<b>NOTE 17 - OTHER NON CURRENTS LIABILITIES</b>		
Security Deposits	455.73	455.73
<b>TOTAL</b>	<b>455.73</b>	<b>455.73</b>

Rupees in Thousands

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 18 - TRADE PAYABLE</b>		
<b>Dues of Creditors Other Than Micro &amp; Small Enterprises</b>		
Undisputed. Considered Good, Unsecured (Less than 180 Days)	1,07,126.29	1,49,430.17
Considered Doubtful	-	-
Less :- Provision for Doubtful Debtors	-	-
	<b>1,07,126.29</b>	<b>1,49,430.17</b>
<b>Dues of Creditors Other Than Micro &amp; Small Enterprises</b>		
Undisputed, Considered Good, Unsecured (More than 180 Days)	6,777.53	7,142.10
Considered Doubtful	-	-
Less :- Provision for Doubtful Debtors	-	-
	<b>6,777.53</b>	7,142.10
<b>Total Trade Payables</b>	<b>1,13,903.82</b>	<b>1,56,572.27</b>

- Confirmation of Balances from parties under Trade Payables has not been received by the company. These balances have therefore been taken as per the Books of Accounts of the company which is subject to confirmation, reconciliation & adjustments if any.
- The SSI status of the creditors is not known to the company, hence the entire trade payable is shown as "Trade Payable-due to other micro and small enterprises"

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Rupees in Thousands

Particulars	As At March 31, 2025	As At March 31, 2024
<b>NOTE 19 - OTHER CURRENTS LIABILITIES</b>		
Payable to Employees	1,479.54	1,521.87
Statutory Dues	98.32	2,939.63
Provision MAT Tax	-	255.77
Provision Tax	10,588.48	-
Other Expenses Liabilities	726.70	452.49
Current Maturities of Long Term Debt	867.00	796.47
<b>TOTAL</b>	<b>13,760.05</b>	<b>5,966.23</b>

(Rupees in Thousands)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>NOTE 20 - REVENUE FROM OPERATIONS</b>		
<b>Sale of Services</b>		
Brokerage	43,551.71	46,511.04
Corporate Advisory Services	48,618.48	35,205.51
Income from Capital Market Operations	3,222.74	3,453.38
<b>TOTAL</b>	<b>95,392.92</b>	<b>85,169.93</b>
<b>NOTE 21 - OTHER INCOME</b>		
Interest on Fixed deposits with Banks	4,828.30	1,492.00
[Tax deducted at source Rs.4,90,153/- P.Y.Rs. 1,49,200/-]		
Other Interest	2,385.21	140.67
Dividend :- On stock in trade	178.69	101.07
Interest on Income Tax Refund	67.84	87.57
Other Income	312.98	18.68
Profit on Sale of Assets	48,130.67	-
<b>TOTAL</b>	<b>55,903.70</b>	<b>1,839.99</b>
<b>NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS</b>		
Loss on Stock Valuation	1,385.03	332.82
<b>TOTAL</b>	<b>1,385.03</b>	<b>332.82</b>
<b>NOTE 23 - EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Bonus	22,358.70	19,153.03
Managing Director's Remuneration	4,925.00	4,925.00
Contribution to Provident and other Funds	625.75	648.74
Staff Welfare Expenses	1,406.78	514.05
Gratuity	446.99	366.73
<b>TOTAL</b>	<b>29,763.22</b>	<b>25,607.55</b>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Rupees in Thousands

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>NOTE - 24 FINANCE COST</b>		
Interest Expense	825.45	2,141.55
Bank Guarantee Commission and Other Charges	259.33	574.14
<b>TOTAL</b>	<b>1,084.78</b>	<b>2,715.70</b>
<b>NOTE 25 - OTHER EXPENSES</b>		
Financial Advisory charges	222.01	181.55
Computer Expenses	939.06	973.02
Demat charges	162.33	145.10
Rates and Taxes	3,997.88	3,647.10
Consultancy Charges	126.69	375.91
Commission Brokerage	10,014.08	11,017.84
Commission Paid	1,445.85	1,290.00
Insurance	792.23	624.01
Internet Expenses	478.59	318.73
Advertisement Expenses	221.08	147.97
Business Promotion Expenses	1,615.54	762.76
Legal & Professional Fees	35,000.32	14,327.54
Telephone/Postage and Courier Charges	483.43	357.27
Electricity Charges	694.76	668.13
Registration Fees	1,388.32	1,401.64
Repairs and Maintenance	3,557.28	3,494.22
Rent	4,182.00	26.00
Security Charges	314.45	168.14
Printing and Stationery	357.45	329.91
Subscription Expenses	1,438.43	496.92
Travelling and Conveyance	3,437.05	1,696.62
Auditor's Remuneration		
For Statutory Audit	227.17	227.17
For Certification	25.00	25.00
Directors sitting fees	105.00	95.00
Donation	196.21	14.10
Miscellaneous Expenses	717.91	577.63
Sundry Balance Written off	40,773.45	9,617.58
Loss on Market Operation	471.34	575.20
<b>TOTAL</b>	<b>1,13,384.92</b>	<b>53,582.08</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

**26. Financial Ratios :**

The ratios for the years ended 31st March 2025 and 31st March 2024 are as follows :

Particulars	Numerator	Denominator	As at 31.03.2025	As at 31.03.2024	Variance
Current Ratio	Current Assets	Current Liabilities	1.47	1.01	-0.46
Debt - Equity Ratio	Total Debt	Shareholder's Equity	0.05	0.05	0.00
Debt Service Coverage Ratio	* Earnings Available for Debt Service	Debt Service	0.48	0.51	0.03
Return on Equity	Net Profit after taxes	Average Shareholder's Equity	(0.03)	0.01	0.03
Trade Receivables Turnovers Ratio	Trade Receivable	Turnover	0.41	0.78	0.37
Trade Payables Turnovers Ratio	Trade Payable	Turnover	1.19	1.84	0.64
Net Capital Turnover Ratio	Share Capital	Turnover	1.60	1.79	0.19
Net Profit Ratio	Net Profit before Tax	Revenue	0.02	0.02	-0.00
Return on Capital Employed	Earning before Interest and Taxes	# Capital Employed	0.01	0.01	0.00

\* Net profit after taxes + Non-cash operating expenses + Interest

# Tangible Net Worth + Deferred Tax Liabilities + Lease Liabilities

**26. Principles and assumptions used for consolidated financial statements and Performa adjustments :**

The consolidated financial statements have been prepared as per Ind AS 28- Investments in Associates and Joint Ventures. Investments in joint operations are accounted using the Proportionate Consolidation Method as per Ind AS 111 –Joint Arrangements

Following are the companies whose accounts have been considered for the consolidated financial statements:

Khandwala Securities Limited ('the Company') shareholding in the following companies as on March 31, 2025 is as under:

Sr. No	Name of Associate Enterprises	As at March 31, 2025	
		No of shares	% of Holding
1	Trumonee Financial Limited	33,75,000	43.41

**27. Principles used in preparing Consolidated Financial Statements:**

- a) In preparing consolidated financial statements, the financial statements of the associates are combined on a line basis by adding together like items of assets, liabilities, income and expenses.
- b) Intra-group transactions are eliminated in preparation of consolidated financial statements.
- c) The excess of the cost to the parent of its investment in a associate over the parent's portion of equity of the associate, at the date on which investment in the associate is made, is treated as goodwill & recognized as an asset in the consolidated financial statements.
- d) When the cost to the parent of its investment in a associate is less than the parent's portion of equity of the associate at the date on which investment in the associate is made, the difference is treated as a capital reserve in the consolidated financial statements.

e) In case of Associate Enterprises, the financial statements as on 31<sup>st</sup> March, 2025 have been consolidated as per Ind AS111 "Accounting for Investments in Associates in Consolidated Financial Statements".

f) Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

29. The Company provides Portfolio Management Services (PMS) to its clients. Transactions on account of PMS activities are carried out exclusively on behalf of PMS clients. Therefore, assets and liabilities arising out of the above effectively belong to the PMS clients and hence are not reflected in the Company's accounts. Management fees earned/expenditure incurred by the Company from this activity is accounted for on an accrual basis.

30. The Share Application Money for an amount of Rs. 216.69 Lakhs (Previous Year Rs. 216.69 Lakhs) is outstanding for a period of 276 months as at date of Balance Sheet date, for which the financial statements are in the process of being obtained. The Company has already initiated legal proceedings against the other party for recovery of the said application money along with interest thereon, under Section 138 of the Negotiable Instruments Act, 1881. At present, the matter is pending for hearing before the Hon'ble High Court at Mumbai.

31. Long-term Deposits which were given to M/s. Vimpsan Investments Private Ltd, upto total aggregate amount of Rs. 350.00 lakhs are still outstanding as at March 31, 2025. Since the Company is not in the receipt of any interest on the said deposits since long period, the Company has not accounted any interest income on such deposits in the financial statement. The Company is in the process to initiate legal proceedings against them for recovery of the said deposits.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

32. In the matter of M/s. Shree Rama Multitech Limited (SRML) in relation to recovery of outstanding rental income/license fee from SRML, the Hon'ble High Court, Mumbai had passed the order/decreed in favor of the company during the period October 2019. Although the company is yet to receive the rental Income from SRML. Later, the Company has filed the execution application in the Small Cause Court during the period April 2022 in Mumbai for recovering the pending rental income/license fee amount from SRML. The Hon'ble Small Cause Court, Mumbai vide its order/decreed dated December 7, 2022 shifted the said matter to the Hon'ble Additional Senior Civil Judge Court at Kalol, Gandhinagar for execution to recover the outstanding rental income/license fee. At present, the matter is pending for hearing before the Hon'ble Additional Senior Civil Judge Court at Kalol, Gandhinagar.

Subsequently, SRML has also filed a civil suit against the Company for recovery of interest on deposits before the Hon'ble Civil Court, Gandhinagar during the period January 2023. At present, the matter is pending for hearing before the Hon'ble Civil Court, Gandhinagar

33. In the matter of Mr. Hiten Parmar regarding receivable of the outstanding amount, the Company had filed the case in the month of October 2015 before the panel of arbitrators of National Stock Exchange of India Limited (NSE). The panel of arbitrators of NSE has considered the matter and passed the arbitral in favour of the Company on April 12, 2016. The panel of arbitrators directed Mr. Hiten Parmar to pay to the Company Rs. 55,85,544.87/- within 30 days from the date of receipt of award. However, the Company has not received any such amount till date from Mr. Hiten Parmar. The Company has initiated legal action and filed the suit against Mr. Hiten Parmar in the Hon'ble District Court, Surat ('the Court') for recovery of the arbitral award amount. At present, the matter is pending for hearing before the Court. Further, the Company are in process of simultaneously filing a complaint with Economic Offence Wing (EOW) Mumbai in the aforesaid matter.

34. During the year under review, the Company has sold one of its fixed assets i.e. immovable property situated at G7, Vikas building, Ground Floor, Green Street, Fort, Mumbai on such consideration as deemed fit by the Board of Directors of the Company. The carrying amount of these assets at the time of sale was Rs.4.28 crores. The sale consideration received amounted to Rs.9.00 crores, resulting in a profit of Rs. 4.72 crores, which has been recognized in the statement of profit and loss under 'Other Income'. Further, Depreciation was charged up to the date of sale amounting to Rs.3.39 crores, which has been considered in deriving the carrying amount of the assets disposed.

35. During the year under review, there was certain sundry debtors and advances to the extent of Rs. 407.53 lakhs which are unlikely to be recoverable due to various factors and despite a regular follow up by the Company. The Board of Directors of the Company, after considering all the factors and lack of scope for recovery, had written-off the above mentioned sundry debtors and advances of Rs. 407.53 lakhs as bad and doubtful debts in the current financial year.

36. The net deferred tax assets are calculated as follows:

(Rs. In Thousand )

Particulars	Accumulated As at 31 <sup>st</sup> March 2024	Charge/ Credit during the year	As at 31 <sup>st</sup> March 2025
<b>Deferred tax asset:</b>			
Provision for doubtful debtors/ advances that are deducted for tax purposes when written off	19,945.79	-	19,945.79
Deferred Tax Asset on account of Unabsorbed Depreciation	21,650.36	-	21,650.36
<b>Deferred tax liability:</b>			
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates	(38,047.01)	338.27	(37,708.74)
Expenses carried forward as per books but claimed for tax purposes as incurred	(121.87)	-	(121.87)
<b>Net Deferred tax Assets/ (Liability)</b>	<b>3,427.27</b>	<b>338.27</b>	<b>3,765.54</b>

37. Segment Information

For management purposes, the Company is organized into two segments - Fee based and Investment/Trading in Stock. The Company has considered these two divisions as its business segments.

The Fee based division provides financial advisory services relating to mergers and acquisitions, equity and debt issue management, portfolio management and broking.

Investment and Stock division carries out trading, investing and speculation activities in capital markets (debt and equity) for the Company.

Fixed assets used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments and hence the fixed assets and depreciation are not allocated to any of the reportable segments.

As the entire business operations of the Company are conducted only in India, the Company has not reported any secondary segment information.

Information about Primary Business Segments

(Rs. In Thousand )

Sr. No.	Particulars	Year Ended 31 <sup>st</sup> March 2025	Year Ended 31 <sup>st</sup> March 2024
<b>1</b>	<b>Segment Revenue-external</b>		
a)	Investment / Stock Operations	3,222.74	3453.38
b)	Fee-based Operations	92,170.19	81,716.55
c)	Other Unallocated Revenue	55,903.70	1,839.99
	<b>Total revenue</b>	<b>1,51,296.62</b>	<b>87,009.92</b>
<b>2</b>	<b>Segment Result</b>		
a)	Investment / Stock Operations	463.77	1,670.23
b)	Fee-based Operations	(26,252.97)	16,005.60
	<b>Total</b>	<b>(25,789.20)</b>	<b>17,675.83</b>
	Less: Interest	1,084.78	2,715.70
	Unallocated Expenses less unallocated income	29,120.05	(13,322.24)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Year Ended 31 <sup>st</sup> March 2025	Year Ended 31 <sup>st</sup> March 2024
	Net (Loss) / Profit before Tax & prior Period Items	2,246.08	1,637.89
	Provision for tax (including deferred tax)	10,250.21	(101.10)
	Net (Loss)/Profit after tax for the year	<b>(8,004.13)</b>	<b>1,738.99</b>
	Other Comprehensive Income	85.73	(17.78)
	<b>Total Comprehensive Income</b>	<b>(7,918.40)</b>	<b>1,721.21</b>
	<b>Other Items</b>		
<b>3</b>	<b>Segment Assets</b>		
a)	Investment / Stock Operations	13,239.92	6,460.48
b)	Fee-based Operations	2,72,345.50	2,39,832.35
c)	Unallocated Corporate Assets	1,47,490.95	2,29,763.20
		<b>4,33,076.37</b>	<b>4,76,056.04</b>
<b>4</b>	<b>Segment Liabilities</b>	2.15	2.44
a)	Investment / Stock Operations	1,07,457.61	1,56,198.24
b)	Fee-based Operations	22,556.98	8,362.65
c)	Unallocated Corporate Liabilities	<b>1,30,016.73</b>	<b>1,64,563.33</b>
<b>5</b>	<b>Depreciation</b>	3,432.61	3,133.90
<b>6</b>	<b>Non cash items other than depreciation</b>		
a)	Investment / Stock operations	1,385.03	332.82
b)	Fee based operations	-	-

38. Earnings per share:

The Company reports basic and diluted earnings per share in accordance with Ind AS -33 - Earnings Per Share.

Basic earnings per share are computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding at year-end.

(Rs. In Thousand)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Basic</b>		
Numerator used for calculating basic earnings per share – Profit after taxation	<b>(8,004.13)</b>	<b>1,738.99</b>
Less: Dividend on Cumulative Preference share dividend (including dividend tax thereon)	-	-
Profit / (Loss) attributable to equity shareholders	<b>(8,004.13)</b>	<b>1,738.99</b>
Weighted average number of shares used as Denominator for calculating basic earnings per share	<b>15,253.81</b>	<b>15,253.81</b>
Nominal value per equity share (Rs.)	<b>10.00</b>	<b>10.00</b>
Basic earnings per share – (Rs.)	<b>(0.52)</b>	<b>0.11</b>
<b>Diluted</b>		

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Numerator used for calculating Diluted Earnings per Share-Profit/(Loss) after taxation	<b>(8,004.13)</b>	<b>1,738.99</b>
Weighted Average Number of Shares used as Denominator for calculating Diluted earning per Share	<b>15,253.81</b>	<b>15,253.81</b>
Diluted earning per Share- (Rs.)	<b>(0.52)</b>	<b>0.11</b>

39. Related Party Disclosures

**Names of Related Parties:**

A) Enterprises where control exists

Associate Companies:

1. Trumonee Financial Ltd.
- B) Enterprises controlled by the relatives of the Key Managerial Personnel:

1. Piggero Investments Pvt. Ltd.
2. Bentley Investments Pvt. Ltd.
3. Khandwala Commodity & Derivatives Pvt. Ltd.

C) Key Management Personnel:

1. Mr. Paresh J. Khandwala - Managing Director
2. Mr. Pranav P. Khandwala - Whole-Time Director/CFO
3. Mrs. Bhagyashree P. Khandwala - Non-Executive Director
4. Mr. Homiar Vakil - Non-Executive Independent Director
5. Mr. Pratik Khandwala - Non-Executive Director
6. Mr. Kalpen Shukla - Non-Executive Independent Director

D) Relatives of Key Management Personnel:

1. Mrs. Daxa P. Khandwala
2. Mrs. Tulsi Khandwala
3. Mrs. Brinda P. Khandwala
4. Mr. Mayank Khandwala

**Transactions with related parties for the year ended 31<sup>st</sup> March 2025.**

(Rs. In Thousand)

Transaction	2024-25	2023-24
Brokerage received	130.75	138.10
Remuneration Paid	4,925.00	4,925.00
Advisory fees paid	222.01	181.55
<b>Outstanding Balance</b>		
Loans and Advance	-	-
Sundry Debtors	6,255.87	7,630.87
Sundry Creditors	922.96	176.56
Investment Associate Companies	33,750.00	33,750.00

40. As per information and explanation received there are no dues payable to Small Scale Industrial Undertakings as at March 31, 2025.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

41. Transaction in foreign currency: (In Thousand)

Foreign Travel Expenses – Rs. 793.53, Previous year Rs. 532.89.

Foreign Currency Income – Rs. 12,639.75, Previous year Rs. 13,025.76.

42. Debtors include:

(i) Due from a firm in which a director is interested as partner - Rs. Nil (Previous year Rs. Nil )

(ii) Due from relatives and Enterprises controlled by the relatives of the Key Management Personnel– Rs. 6,255.87.

(iii) The above dues have arisen in the normal course of business.

43. The creditors are largely from receipt of margin money from the clients while the debtors reflect the pattern of settlement period, wherein year-end date falls within to be settled period.

44. Managerial Remuneration:

(i) Remuneration to Managing Director (*In Thousands*)

Salary and Other Allowances : Rs. 4,925.00 (P.Y. Rs. 4,925.00)

(ii) Sitting fees to other Directors : Rs. 105.00 (P.Y. Rs. 95.00)

45. Liability for Employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 ( Ind AS 19) the details of which are as hereunder.

(Rupees In Thousand)

Change in Benefit Obligation:	Current Period	Previous Period
Present Value of Benefit Obligation at the beginning of the Period	5,357.30	4,894.05
Interest Cost	385.19	364.12
Current Service Cost	300.95	266.12
Past Service Cost (Non Vested Benefit)	-	-
Past Service Cost (Vested Benefit)	-	-
Settlement	-	-
Liability Transfer in	-	-
Liability Transfer out	-	-
(Benefit Paid from the Fund)	(87.19)	(177.57)
Actuarial (Gain) / Loss on Obligations-Due to change in Demographic Assumptions	-	-
Actuarial (Gain) / Loss on Obligations-Due to change in Financial Assumptions	113.27	58.22
Actuarial (Gain) / Loss on Obligations-Due to Experience	(117.47)	(47.65)
Present Value of Benefit Obligation at the End of the Period	5,892.05	5,357.30

Fair value of Plan Assets:	Current Period	Previous Period
Fair Value of Plan Assets at the Beginning of the Period	3,788.20	3,691.89
Interest Income	272.37	274.68
Contributions by the Employer	-	6.41
Expected Contribution by the employees	-	-
Expected Contributions by the Employees	-	-
(Benefit Paid from the Fund)	(87.19)	(177.57)
Return on Plan Assets, Excluding Interest Income	21.53	(7.21)
Fair Value of Plan Assets at the End of the Period	3,994.92	3,788.20

Amount Recognized in the Balance Sheet:	Current Period	Previous Period
(Present Value of Benefit Obligation at the end of the Period)	(5,892.05)	(5,357.30)
Fair Value of Plan Assets at the End of the Period	3,994.92	3,788.20
Funded Status (Surplus/ (Deficit))	(1,897.14)	(1,569.10)
Net (Liability) /Asset Recognized in the Balance Sheet	(1,897.14)	(1,569.10)

Net Interest Cost for Current Period	Current Period	Previous Period
Present Value of Benefit Obligation at the Beginning of the Period	5,357.30	4,894.05
(Fair Value of Plan Assets at the Beginning of the Period)	(3,788.20)	(3,691.89)
Net (Liability) /Asset at the Beginning	1,569.10	1,202.16
Interest Cost	385.19	364.12
(Interest Income)	(272.37)	(274.77)
Net Interest Cost for Current Period	112.82	89.44

Expenses Recognized in the Income Statement:	Current Period	Previous Period
Current Service Cost	300.95	266.12
Net Interest Cost	112.82	89.44
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Expenses Recognized in the Income Statement:	Current Period	Previous Period
(Gains)/ Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expense Recognized	413.77	355.56

Balance Sheet Reconciliation	Current Period	Previous Period
Opening Net Liability	1,569.10	1,202.16
Expense Recognized in Statement of Profit or Loss	413.77	355.56
Expense Recognized in OCI	(85.73)	17.78
Net Liability/ (Asset) Transfer in	-	-
Net Liability/ (Asset) Transfer out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	-	(6.41)
Net Liability /(Asset) Recognized in Balance Sheet	1,897.14	1569.10

Category of Assets	Current Period	Previous Period
Government of India Assets	-	-
State Government Securities	-	-
Special Deposits Scheme	-	-
Debts Instruments	-	-
Corporate Bonds	-	-
Cash And Cash Equivalentents	-	-
Insurance Fund	3,994.92	3,788.20
Other	-	-
Total	3,994.92	3,788.20

Expenses Recognized in the Other Comprehensive Income OCI for Current Period	Current Period	Previous Period
Actuarial (Gains)/ Losses on Obligation for the Period	(64.20)	10.57
Return on Plan Assets, Excluding Interest Income	(21.53)	7.21
Change in Asset Ceiling	-	-
Net (Income)/ Expense for the Period Recongnized in OCI	(85.73)	17.78

Assumptions	Current Period	Previous Period
Expected Return on Plan Assets	6.73%	7.19%
Rate of Discounting	6.73%	7.19%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	5.00%	5.00%

Other Details	Current Period	Previous Period
No. Of Active Members	44	35
Per Month Salary For Active Member	1,127.21	811.80
Weighted Average Duration of the Projected Benefit Obligation	-	-
Average Expected Future Service	-	-
Projected Benefit Obligation	5,892.05	5,357.30
Prescribed Contribution for next year (12 Months)	1,127.21	811.80

**Note:-**

Gratuity is payable as per company's scheme as detailed in the report.

Actuarial Gain/ Loss are recognized in the period of occurrence under other Comprehensive Income (OCI)

All above reported figures of OCI are gross of taxation.

Salary escalation & attrition rate are considered as advised by the company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.

Maturity Analysis of Benefit payments is undiscounted cash flows considering future salary, attrition & death in respective year for members as mentioned above.

Average Expected Future Service represents Estimated Term of Post- Employment Benefit Obligation.

Value of asset provided by the client is considered as fair value of plan asset for the period of reporting as same is not evaluated by us.

**46. Contingent Liabilities: -**

i) Contingent Liabilities on account of disputed cases pending before various authorities of Income Tax Act is annexed below. No provision has been made in the books of accounts as the outcome is still awaited:

*(Rs. In Thousand)*

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where Dispute is pending	Under Section
Income Tax Act 1961	Income Tax	496.27	A.Y. 2007-08	Mumbai High Court	143(3)

ii) Preference dividends are in arrears from F.Y. 2008-09 to F.Y.2020-21 as aggregating to Rs. 2.49 Crores.

iii) TDS defaults showing on TDS traces website for the various Financial Years as on 31<sup>st</sup> March 2025 has been reviewed and there is no possible demand arising due to that. The Company is under process of rectifying the defaults by revising the TDS returns.

47. The figures for the previous period have been regrouped, rearranged or reclassified wherever necessary to conform to the current period's presentation.

See accompanying notes ( 1 to 47 ) to the Financial Statements.  
As per our report attached of even date.

**For Aniket Kulkarni & Associates**  
*Chartered Accountants*  
FRN No. 130521W

**Aniket Kulkarni**  
**Partner**  
Mem. No: 127246

Place :- Mumbai  
Date :- 16th May, 2025

For and on behalf of the Board of Directors  
**Khandwala Securities Limited**

**Homiar N. Vakil**  
**Chairman**  
DIN: 05210178

**Pranav Khandwala**  
**Whole-Time Director/ CFO**  
DIN: 00519113

Place :- Mumbai  
Date :- 16th May, 2025

**Paresh J. Khandwala**  
**Managing Director**  
DIN: 00112678

**Abhishek Joshi**  
**Company Secretary**



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