

33RD ANNUAL REPORT

2025-26



Wealth Visionaries

OUR MANTRA

TO PROVIDE UNIQUE SOLUTIONS TO MEET CLIENT SPECIFIC NEEDS, GIVEN
TIME AND RESOURCE PARAMETERS

Broking : Institutional Equity : Investment Banking : Investment Advisory : Private
Wealth : Portfolio Management Services

Service Differentiators:

- **Strategic Advice** - Ability to identify, structure and implement unique investment strategies.
- **Smart Trading** - Established, proven and efficient execution capabilities
- **Multiple Investment Advice** - supported through a customized Open Architecture Service
- **Multiple Execution Points** - Service supports Wide Array of Choice for Clients
- **Superior Technology** - Service to be delivered around New Generation Technology Platform

BOARD OF DIRECTORS

Mr. Kalpen Shukla	- Independent Director (Chairman)
Mr. Paresh J. Khandwala	- Managing Director
Mr. Pranav Khandwala	- Whole-time Director / CFO
Mrs. Suzan Vakil	- 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

BRANCH OFFICE

517, 5th Floor, Lodha Supremus Building, Next to Lodha Eternis, Near Hotel Tunga International, End of 11th Road, off. Mahakali Caves Road, Andheri East, Mumbai - 400093

CORPORATE OFFICE

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

STATUTORY AUDITORS

Pravesh Agarwal & Associates
Chartered Accountants
8th 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

CONTENTS	PAGE NO.
Performance Highlights	3
Notice	4
Director's Report	11
Management Discussion and Analysis	24
Corporate Governance Report	32
Standalone Financial Statement	43
Consolidated Financial Statements	69

Dear Shareholders,

FY26 unfolded against a global backdrop that once again tested the patience of investors and institutions alike shifting trade arrangements, uneven monetary policy across major economies and bouts of volatility that made headlines more often than they made returns. Against that backdrop, India's story continued to hold its own. Growth remained among the fastest of any major economy, domestic consumption and investment picked up the slack left by softer global demand and the financialisation of household savings the slow but unmistakable shift of Indian families from physical assets to financial ones continued at a pace that would have seemed improbable a decade ago.

At Khandwala Securities, we do not experience this shift as an abstract trend. We experience it as it walks through our doors and logs into our platforms first-time investors opening their first account, family offices asking more sophisticated questions than they did five years ago, and companies that once thought public markets were out of reach now actively planning a listing. FY26 asked us to keep pace with all of it, and this letter is an account of how we did.

Value Creation

For a firm, value creation cannot mean a single good quarter. It has to mean something that compounds client relationships that deepen rather than churn, revenue streams that diversify rather than concentrate, and a balance sheet that stays disciplined even when the temptation to chase growth is strongest. That is the lens through which we managed FY26. We were selective about where we deployed capital and effort, choosing depth in the businesses we understand well over breadth into ones we do not. We believe this is the only form of value creation that survives a market cycle and it is the one we intend to keep practising.

The Brand Has Never Been Stronger

If there is one intangible asset that FY26 strengthened more than any other, it is the Khandwala Securities name itself. Over Ninety years, it is not easily replicated and in a market crowded with platforms that are months or a few years old, that history has become a genuine competitive advantage rather than a quiet fact in our letterhead. Clients particularly the more discerning ones increasingly choose us not because we are the newest option, but because we are the one that has already been tested by over nine decades of Indian market cycles. That reputation was not built in FY26, but it was reinforced by it and we treat it as an asset that compounds precisely because we refuse to put it at risk for short-term gain.

Core Businesses

Our business today spans equity broking, wealth and portfolio management, and corporate advisory and merchant banking - three businesses that, on paper, look distinct but in practice reinforce one another. A broking client who trusts our execution is often the same client who later asks us to manage a portfolio; a company we bring to market through our merchant banking desk frequently becomes a research and advisory relationship that outlasts the transaction itself. FY26 was a year of deepening each of these individually while strengthening the connective tissue between them, so that a client's relationship with KSL grows richer the longer it lasts, rather than staying confined to whichever product first brought them to us.

From Access to Partnership

The first phase of India's retail investing boom was, for the industry as a whole, principally about access - getting more Indians onto a trading account, a demat account, a mutual fund folio. That phase is not over, but it is no longer the only one that matters. Increasingly, what clients want from us is partnership: a house that understands their goals well enough to say no to an unsuitable product, that stays engaged after the account is opened rather than only at the point of acquisition, and that treats a family's wealth as a multi-generational responsibility rather than a transaction. We have shaped our client engagement model around this shift, investing more in advisory conversations and less in one-time onboarding, because we believe the firms that make this transition well are the ones that will matter to Indian investors a decade from now.

Compounding Opportunity

India's capital markets are, in a very real sense, still early. The share of household savings held in financial assets, the proportion of Indian companies that have accessed public capital, and the depth of advisory relationships available to India's growing base of high-net-worth families all still have considerable room to expand. For a firm of our scale, that is an invitation rather than a burden - every year that this opportunity compounds gives us another year to compound alongside it, provided we resist the temptation to grow faster than our systems, people and governance can support. We would rather capture this opportunity patiently and completely than capture it quickly and imperfectly.

Trust as Our Core Currency

Every business we operate - broking, portfolio management, or merchant banking - ultimately rests on the same foundation: a client's decision to trust us with something that matters to them, often their family's financial future. That trust is not transactional. It is earned in the quality of research we publish, the discipline with which we manage portfolios through volatile periods, and the candour with which we communicate when markets, or we, fall short of expectations. We do not treat trust as a marketing message. We treat it as the one asset on our balance sheet that, if damaged, no amount of revenue growth can quickly repair and we run the firm accordingly.

Institutional Strength & Strategic Positioning

For over ninety years in this business teaches you what institutional strength actually looks like in practice: capital that is managed conservatively even in good years, governance that does not loosen when growth is strong, and a leadership bench that has weathered enough cycles to know the difference between a correction and a crisis. That strength is what allows us to take a considered, rather than reactive, view of where the industry is heading and to position KSL not as a firm chasing every opportunity the market presents, but as one that is selective about the mandates, clients and strategies it takes on, because our name is attached to each one.

What Sets Us Apart

In a market with no shortage of broking platforms and advisory firms, we believe a small number of things genuinely distinguish Khandwala Securities. A regulatory footprint that spans merchant banking, portfolio management, research analysis and depository participation under one roof, giving clients a genuinely integrated relationship rather than a fragmented one. A promoter family that has remained actively involved in the business across generations, which shows up in the continuity of our culture and decision-making. And a preference, even now, for steady and well-governed growth over growth that outruns our own capacity to manage it responsibly.

Regulation, Technology and Discipline

As India's capital markets mature, the regulatory framework around them continues to evolve, and rightly so a market this large cannot afford to grow faster than the safeguards protecting it. We have consistently viewed regulatory change not as friction to be managed but as a structural tailwind that strengthens investor confidence over time, and by extension, strengthens firms like ours that are built around compliance rather than around working past it. Technology is the other half of this discipline: it is what allows us to serve a growing and more geographically dispersed client base without diluting the quality of service each client receives and to do so within the compliance and audit standards our licences demand.

Technology

We continued through FY26 to invest in the digital backbone of the firm from client onboarding and portfolio reporting to the research and data infrastructure our advisory teams rely on. Our approach to technology has been deliberately unglamorous: rather than chase every emerging tool, we have prioritised reliability, data security and usability, because the value of technology in a fiduciary business is measured by how much friction it removes from a client's experience, not by how sophisticated it appears on a slide. That said, we are investing meaningfully in data-driven advisory and analytics capabilities that we believe will materially improve the quality and personalisation of the guidance we offer in the years ahead.

Aligned with India's Structural Transformation

India's financial ecosystem is undergoing a transformation that goes well beyond any single business cycle - a broadening investor base, deepening participation from beyond the largest cities and a domestic capital pool that is increasingly capable of financing India's own growth rather than depending on foreign flows. We see our role clearly within this transformation: not as a bystander benefiting passively from it, but as an active participant helping to channel household savings into productive investment, and helping Indian companies access the capital markets responsibly. Every business line we operate is, in some way, aligned to this larger structural shift and we intend to keep it that way.

The Decade Ahead

We do not think about KSL's future in single-year terms and this year is no exception. Over the next decade, we expect India's capital markets to become deeper, more sophisticated and more central to how Indian households build wealth and how Indian companies raise capital. Our task over that period is straightforward to describe and harder to execute: strengthen our core broking and advisory businesses, build out wealth and portfolio management as a genuine second engine of growth, and do all of this while preserving the conservatism and governance that has allowed this firm to operate for over ninety years without a loss of client trust. We would rather be right about this over ten years than fast about it over one.

Gratitude

None of what KSL has built, in FY26 or across the ninety years before it, has been possible without the people who have chosen to place their trust in us. To our shareholders, thank you for your continued confidence in a firm that is built for the long term. To our clients, thank you for the trust you place in us with decisions that matter deeply to you and your families. To our regulators, thank you for holding this industry, and this firm, to a standard worth meeting. And to our colleagues across the organisation, thank you for carrying forward an institution that is older than most of us, and that we are all committed to handing on stronger than we found it.

Warm regards,

Pranav Khandwala
Whole-time Director & Chief Financial Officer
Khandwala Securities Limited

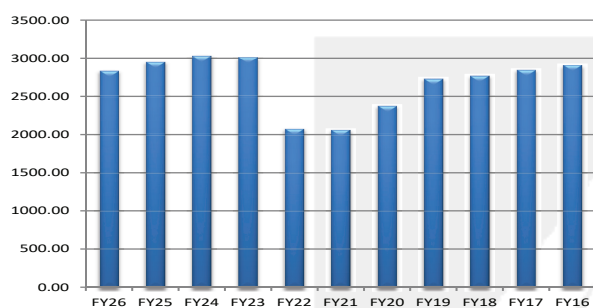
Performance Highlights

Standalone Financial Performance of Khandwala Securities Limited.

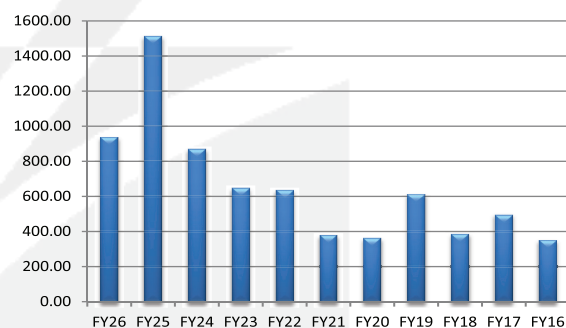
(in Rs. Lacs except per share data)

	FY26	FY25	FY24	FY23	FY22	FY21	FY20	FY19	FY18	FY17	FY16
Total Income	935.63	1512.96	870.09	648.63	635.14	377.35	362.00	609.83	383.68	495.36	348.72
Total Expenditure	1064.07	1490.38	853.70	598.86	628.78	547.03	724.52	594.30	460.08	555.30	420.25
Profit Before Tax	-128.45	22.58	16.40	49.77	6.36	-169.68	-362.52	15.53	-76.40	-59.94	-71.53
Tax Expenses	-1.42	102.50	-1.01	5.36	5.69	4.68	3.82	3.58	1.30	1.02	-1.42
Net Profit	-127.03	-79.92	17.41	44.42	12.05	-165.00	-358.70	19.11	-75.10	-60.95	-70.11
Paid up Equity Capital	1525.38	1525.38	1525.38	1525.38	1193.90	1193.90	1193.90	1193.90	1193.90	1193.90	1193.90
Networth	2837.21	2951.74	3030.80	3011.90	2072.74	2057.49	2374.96	2734.25	2772.32	2846.52	2907.48
Diluted EPS (FV Rs. 10) (in Rs.)	-0.83	-0.52	0.11	0.29	0.10	-1.38	-3.00	0.16	-0.63	-0.51	-0.59
BVPS (FV Rs. 10) (in Rs.)	18.60	19.35	19.87	19.75	17.36	17.23	18.64	21.65	21.55	22.17	22.68

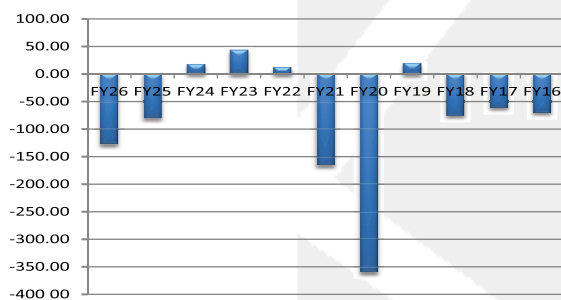
Network



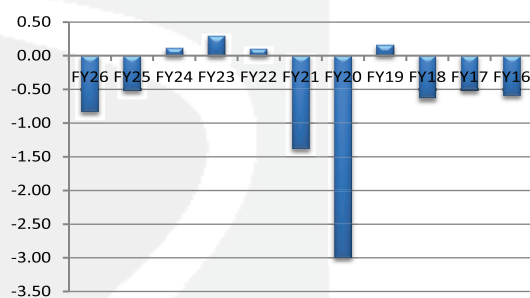
Total Income



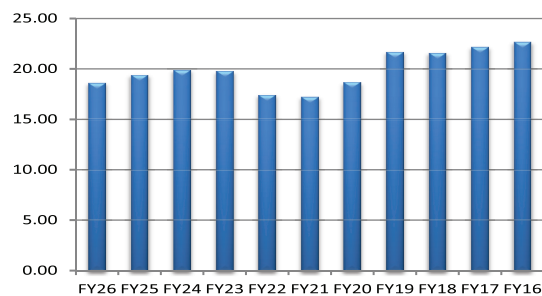
Net Profit



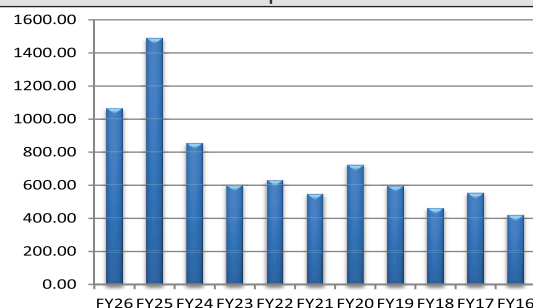
Diluted EPS (FV Rs. 10) (in Rs.)



BVPS (FV Rs. 10) (in Rs.)



Total Expenditure



NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of **Khandwala Securities Limited** will be held on **Friday, September 18, 2026 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, 2026 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, 2026 together with the Report of the Auditors thereon.
3. Appointment of a Director in place of Mrs. Bhagyashree Khandwala (DIN:02335473), who retires by rotation, and being eligible, offers herself 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, Mrs. Bhagyashree Khandwala (DIN: 02335473), who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**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 10, 2026

Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular bearing reference No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020 and various subsequent circulars latest being bearing reference No. 03/2025 dated September 22, 2025 and such other related Circulars issued from time to time (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred to as "Shareholders") at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars (as amended from time to time), the Thirty Third AGM of the Company is being held through VC/OAVM, and the Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The relevant details with respect to "Director seeking re-appointment at this AGM" are annexed hereto as required

under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

3. The deemed venue for Thirty Third AGM of the Company shall be the Registered office of the Company i.e. G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400021.
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 with a copy marked to 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.
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 2025-26 including Notice of Thirty Third 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 2025-26 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 and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at 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 compiled 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 12, 2026 to September 18, 2026** (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 11, 2026** 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 11, 2026** should treat this Notice for information purpose only.
25. The Company has appointed Mr. Bhuwnesh Bansal, Proprietor of M/s. Bhuwnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP No. 9089) as the Scrutinizer for 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 Scrutinizer'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.

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 Tuesday, September 15, 2026 at 09:00 a.m. (IST) and ends on Thursday, September 17, 2026 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 11, 2026, 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 11, 2026.

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.

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.	A. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- B. Existing **IDeAS** user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- C. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp>
- D. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- E. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**

 **Google Play**



Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 evoting@nsdl.com or call at 022 - 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

- 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*****.
- 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*****
- 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***

2. Password details for shareholders other than Individual shareholders are given below:

- 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**.
3. 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.

Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 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.

4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. 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

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbbansal@gmail.com with a copy marked to evoting@nsdl.com.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or send a request to Mr. Sagar S. Gudhate at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kslsupport@kslindia.com.

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. 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.

Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned document

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. 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, alongwith your name and DP ID/CLIENT ID on or before Thursday, September 10, 2026. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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

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

**Date : August 10, 2026
Place: Mumbai**

Registered Office

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

ANNEXURE TO THE NOTICE

Information of Directors seeking appointment/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):

Name of the Director	Mrs. Bhagyashree Khandwala
DIN	02335473
Date of Birth	26/12/1980
Qualification	B.Com, MBA (Finance)
Date of Appointment	30/05/2014
Expertise in Functional area	She has diverse experience in the field of financial market and accounting. She has also worked with Northumbrian Water Sources in the U.K. and as a Relationship Manager with Citibank N.A.
Remuneration last drawn (including sitting fee), if any	As mentioned in Corporate Governance Report
Directorship held in other Companies in India	• Trumonee Financial Limited • Bentley Investments Private Limited
Memberships / Chairmanship of Committees in other Companies	Nil
No. of Equity shares held in the Company	50,180
Relationship with Directors / Key Managerial Personnel, if any	Mrs. Bhagyashree Khandwala is the spouse of Mr. Pranav Khandwala, Whole-time Director. Mr. Pranav Khandwala is the son of Mr. Paresh Khandwala, Managing Director. Mr. Pratik Khandwala and Mr. Pranav Khandwala are brothers.

DIRECTORS' REPORT

To

The Members,

Your Directors hereby present the Thirty Third Annual Report on the business, operations and state of affairs of the Company together with the audited financial statements for the year ended 31st March 2026.

FINANCIAL RESULTS

The summary of the Company's financial performance for the financial year 2025-26 as compared to the previous financial year 2024-25 is given below:

(I) Standalone Financial Performance :

(Rs. in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Total Income	935.63	1512.96
Financial Cost	23.10	10.85
Depreciation and Amortization Expenses	28.82	34.33
Profit / (Loss) before Exceptional Items & Tax	(128.45)	22.58
Exceptional Items	-	-
Profit / (Loss) before Tax	(128.45)	22.58
Provision for Tax	(1.42)	102.50
Profit / (Loss) after Tax	(127.03)	(79.92)
Other Comprehensive Income	0.36	0.86
Total Comprehensive Income for the Year	(126.67)	(79.06)

(II) Consolidated Financial Performance :

(Rs. in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Total Income	935.63	1512.97
Financial Cost	23.10	10.85
Depreciation and Amortization Expenses	28.82	34.33
Profit / (Loss) before Exceptional Items & Tax	(128.49)	22.46
Exceptional Items	-	-
Profit / (Loss) before Tax	(128.49)	22.46
Provision for Tax	(1.42)	102.50
Profit / (Loss) after Tax	(127.07)	(80.04)
Other Comprehensive Income	0.36	0.86
Total Comprehensive Income for the Year	(126.71)	(79.18)

FINANCIAL PERFORMANCE

Standalone

During the year under review, the standalone total income for the financial year was Rs. 935.63 lakhs as compared to Rs. 1512.96 lakhs for the previous year. The total expenses incurred during the financial year was Rs. 1064.07 lakhs as compared to Rs. 1490.38 lakhs in the previous year. The net loss after tax was Rs. 127.03 lakhs in the financial year as compared to net loss of Rs. 79.92 lakhs in the previous year.

Consolidated

During the year under review, the consolidated total income for the financial year was Rs. 935.63 lakhs as compared to Rs. 1512.97 lakhs for the previous year. The total expenses incurred during the financial year was Rs. 1064.12 lakhs as compared to Rs. 1490.51 lakhs in the previous year. The net loss after tax was Rs. 127.07 lakhs in the financial year as compared to net loss of Rs. 80.04 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, 2026.

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, 2026, 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

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder (as amended from time to time), the Consolidated Financial Statements of the Company have been prepared in compliance with the applicable Indian Accounting Standards and on the basis of the Audited Financial Statements of the Company.

The Audited Consolidated Financial Statements together with Auditor's Report forming 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.

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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Retirement by Rotation of the Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Bhagyashree Khandwala retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment. The Board of Directors recommends her 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 11th September 2025, approved appointment of Mrs. Suzan Vakil (DIN:-11289012) as Non-Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from 11th September 2025 to 10th September 2030, subject to the approval of the Members of the Company. Subsequently, the Members of the Company approved the said appointment by way of special resolution passed through postal ballot for which results were declared on 09th December, 2025.

Mr. Homiar N. Vakli (DIN:05210178) completed his second term as an Independent Director of the Company on September 18, 2025 and consequently he ceased to be Independent Director of the Company with effect from closure of business hours of September 18, 2025. The Board places on record their sincere appreciation for the valuable contributions, guidance and services rendered by Mr. Homiar N. Vakli during his association with the Company.

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, 2026.

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 5 (five) times i.e. 5 (five) Board Meetings were held on 16th May 2025, 12th August 2025, 11th September 2025, 10th November 2025 and 12th February 2026. 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 31st March, 2026, 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 31st March, 2026;
- (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 2025-26 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 2026 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/ WHISTLER 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, 2026.

The Authorised Share Capital of the Company as on March 31, 2026 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, 2026 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 Thirty Second Annual General Meeting held on September 27, 2025, approved the appointment of M/s. Pravesh Agarwal & Associates, Chartered Accountants (Firm Registration No: 163221W) as Statutory Auditors of the Company to hold the office for a period of five consecutive years from the conclusion of Thirty Second Annual General Meeting till the conclusion of Thirty Seventh Annual General Meeting of the Company to be held in the year 2030.

The Audit Reports issued by M/s. Pravesh Agarwal & Associates, Chartered Accountants on the Audited Financial Statements of the Company for FY 2025-26 forming part of this Annual Report.

The Statutory Auditors 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 Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), M/s. Bhuvnesh Bansal & Associates, Company Secretaries (CP No. 9089/Peer Review Certificate No. 1708/2022), were appointed as the Secretarial Auditors of the Company by the Members at the Thirty Second Annual General Meeting of the Company held on September 27, 2025 for a term of 5 (Five) consecutive years commencing from the FY 2025-26 to FY 2029-30.

The Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICSI and are not disqualified to continue as Auditors and are eligible to hold office as Secretarial Auditors of the Company.

The Secretarial Audit Report for the financial year 2025-26 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.

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 re-appointed as Internal Auditors of the Company for the financial year 2025-2026. 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.

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. Nil (Previous Year was Rs. 126.40 lakhs). The foreign exchange outgo was Rs. 17.80 lakhs (Previous Year was Rs. 7.94 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, 2026:

- 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 are 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 21, 2026
Place : Mumbai

**Kalpen Shukla
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

Name of the Associate Company	Trumonee Financial Limited
Latest Audited Balance Sheet Date	31 st March, 2026
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)	14,89,223/-
Profit / Loss for the year Considered in Consolidation (In Rupees)	(4,285)
Profit / Loss for the year not Considered in Consolidation	-

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

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

Pravesh Agarwal
Proprietor
Mem. No: 150346

Kalpen Shukla
Chairman
DIN: 00117482

Paresh J. Khandwala
Managing Director
DIN: 00112678

Place:- Mumbai
Date:- 21st May 2026

Pranav Khandwala
Whole-time Director / CFO
DIN: 00519113

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	Executive Directors / KMP		
		Mr. Paresh Khandwala (Managing Director)	5.47	Nil
		Mr. Pranav Khandwala (Whole-time Director/ CFO)	3.15	Nil
		Mr. Abhishek Joshi (Company Secretary)	1.09	Nil
		Non-Executive Directors		
		Mr. Kalpen Shukla	-	N.A
		Mrs. Suzan Vakil	-	N.A
		Mrs. Bhagyashree Khandwala	-	N.A
		Mr. Pratik Khandwala	-	N.A
2	The percentage increase in the median remuneration of employees in the financial year	22.04%		
3	The number of employees as on 31 st March, 2026 on the rolls of Company	43 employees as on 31 st March 2026		
4	The explanation on the relationship between average increase in remuneration and company performance	The average increase in remuneration of all employees was 18.91%. 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: 21st May 2026
Place: Mumbai

Annexure – 4
SECRETARIAL AUDIT REPORT

FORM NO. MR – 3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial 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, 2025 to March 31, 2026 ("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, 2026 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 16.05.2025 and 11.09.2025, respectively: -

- i. Continuation of Mr. Paresh Khandwala (DIN: 00112678) as Managing Director of the Company on Attaining the Age of Seventy Years.
- ii. Appointment of Mrs. Suzan Vakil (DIN:11289012) as an Independent Director of the Company.

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 Bhunesh Bansal & Associates

Place: Mumbai
Date: 21.05.2026

Bhunesh Bansal
Proprietor
FCS No. – 6526
CP No. - 9089
UDIN: F006526H000426627
Peer Review Certificate No.: 1708/2022

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.

'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: 21.05.2026

Bhunesh Bansal
Proprietor
FCS No. – 6526
CP No. – 9089
UDIN: F006526H000426627
Peer Review Certificate No.: 1708/2022

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economic Review

Calendar year 2025 tested the resilience of the global economy more than it tested its growth. Output held up better than the headlines suggested, but the path to that resilience ran through an unusually crowded field of shocks - tariff shifts, two live regional conflicts, and a monetary cycle that stayed cautious even as inflation cooled. World output is estimated to have expanded by 3.4% in 2025, a number that masks a widening gap between advanced economies, which grew a moderate 1.9%, and emerging market and developing economies, which grew 4.4% on the back of continued strength in India and China. Easing price pressures and steady investment, particularly in technology and AI-linked capacity, did much of the work in keeping the expansion intact.

Inflation eased through the year to average around 4.1% globally, helped by the lagged effects of earlier monetary tightening and better supply conditions. World trade volumes grew a healthy 5.1%, a figure that would have been unremarkable in a calmer year but stood out in 2025 given how much tariff and trade-policy noise ran alongside it. Central banks, for their part, stayed data-dependent rather than pre-emptive, unwilling to declare victory over inflation while growth and labour markets still needed support.

The larger story of the year, however, was geopolitical rather than macroeconomic. The Russia-Ukraine conflict remained unresolved, and tensions across West Asia escalated at points into open conflict, repeatedly raising questions about energy security, shipping-route access and the durability of global supply chains. These episodes showed up directly in commodity markets, with crude oil and LNG prices moving sharply in response to each flashpoint before partially retracing. Trade policy added a second layer of uncertainty: despite periodic signs of improved dialogue between major economies, tariff actions and counter actions continued to influence corporate investment decisions and cross-border capital allocation through the year.

Looking ahead, the global economy is expected to settle into steadier, if unspectacular, growth of around 3.1% in 2026 and 3.2% in 2027. The more durable driver of this outlook is technology-led productivity artificial intelligence adoption spreading from software into industrial and healthcare applications which is expected to offset, at least partially, the drag from continuing trade friction and political uncertainty.

Source: World Economic Outlook, International Monetary Fund (April 2026 update); Company analysis.

Indian Economic Review

A year defined by tariffs and two conflicts

If 2025 was volatile for the world, it was doubly so for India, where the macro narrative shifted more than once within the same twelve months. The year began under the shadow of the US administration's April 2025 tariff actions, which widened into a broader US-China trade confrontation and, through reciprocal tariffs, drew in nearly every major US trading partner. India was initially subject to a 26% reciprocal tariff; by August 2025 this had escalated sharply to 50%, linked explicitly to India's continued purchases of Russian crude. An interim trade understanding reached in February 2026 brought the rate down to 18%, before a US Supreme Court ruling that questioned the legality of country-specific tariffs pushed the effective rate down further to 10%, by the end of the fiscal year.

Tariffs were not the only source of stress. The year also carried live geopolitical risk across israel-palestine, israel-iran, parts of africa, and india-pakistan, layered on top of the continuing russia-ukraine war. The most consequential of these for markets was the israel-iran escalation of June 2025, which briefly threatened the strait of hormuz and sent brent crude up roughly 20% in the first three weeks of the month - a spike that took close to six months to fully unwind. Even as this played out, US equity markets stayed in a bull phase through most of the year on the strength of AI-related capital spending, with the S&P 500 up roughly 36% and the Nasdaq closer to 50%; a cumulative 75 bps of Fed rate cuts since September 2025, intended to support a softening labour market, added further fuel. A second, sharper flare-up between the US, Iran and Israel later in the year had a more direct bearing on emerging markets, given their outsized dependence often 50-90% of energy needs on supplies routed through the Gulf. Crude prices rose roughly 60% from February levels, and even developed-market pump prices climbed by around 40%. Against this backdrop, gold was the standout asset of the year, returning roughly 60%, while US Treasury yields stayed range-bound between 4% and 4.5%, closing near 4.31%, and the dollar carried a broadly weakening bias despite the volatility around it.

Growth, Capital Flows and the Currency

India's own macro story moved through three distinct phases over the year an early period that looked close to a goldilocks scenario, a middle stretch dominated by tariff-related anxiety and India's relative lack of an "AI story" compared with regional peers, and a final phase shaped by the supply disruption from the West Asia conflict. Foreign institutional investors were net sellers through most of the year, with outflows of roughly USD 16.9 billion across segments (USD 19.7 billion in equities alone), a trend that intensified sharply in March 2026 alone (USD 13.6 billion overall, USD 12.7 billion in equities) as the West Asian conflict peaked. The rupee bore the brunt of this pressure, depreciating 9.9% against the dollar over the fiscal year, with 4.1 percentage points of that move concentrated in March alone.

Domestic flows provided a meaningful counterweight. Systematic investment plan contributions grew 20.8% year-on-year to reach ₹3.5 lakh crore for the year, underscoring how much deeper and more resilient India's domestic equity ownership base has become relative to prior FII-outflow episodes. Even so, nominal GDP growth moderated to 8.6% for the year, reflecting both the external drag and a broadly deflationary domestic price environment. The RBI stayed decisively growth-supportive, front-loading its easing cycle with 100 bps of rate cuts during the fiscal year (125 bps cumulatively since the cycle began), even as external volatility argued for caution. On trade policy, India used the year to diversify its options, concluding agreements with the UK, Oman and New Zealand, and finalising what has been described as its most significant trade agreement yet with the European Union. These agreements will take time to show up in trade flows, and in the interim India's trade deficit widened to USD 333 billion for the year, from USD 287 billion previously though a growing services surplus, up to USD 214 billion from USD 189 billion, continued to offset a meaningful share of the goods gap. Forex reserves remained comfortable throughout, at approximately USD 700 billion, covering roughly eleven months of imports.

Fiscal Position: Consolidation Continues at a Measured Pace

The Centre stayed on its fiscal consolidation path but eased the pace of adjustment, setting a fiscal deficit target of 4.3% of GDP for FY2026-27 against 4.4% in the year just ended. To support consumption, the government paired income-tax relief with a rationalisation of GST rates, while simultaneously protecting capital expenditure the FY2026-27 Budget allocated ₹12.2 lakh crore toward capex, signalling that growth-supportive spending was not being sacrificed for near-term consumption measures. Execution through FY2025-26 stayed broadly on track, with the deficit through April-February running at 80.4% of the full year estimate of ₹15.6 lakh crore. The key swing factor for FY 2026-27 is external sustained elevation in crude prices, or renewed restrictions on Strait of Hormuz access, could pressure both the fiscal arithmetic and the capex allocation depending on how the government chooses to absorb the shock. Bond markets had already begun pricing in the end of the rate-cutting cycle along with heavier-than-expected government borrowing, pushing the 10-year yield up roughly 60 bps from its June 2025 level to touch close to 7% before easing 21 bps off its peak of 7.12% to end the year at 6.91%.

Inflation and the External Account: a Fragile Cushion

Deflationary conditions persisted through much of FY2025-26, a dynamic that supported rural consumption but also contributed to the moderation in nominal GDP growth to 8.6% for the year. On the external side, elevated crude prices worked against India's trade balance, but sustained strength in IT services exports and global capability centre (GCC)-linked flows continued to provide an important cushion. That cushion, however, is not without risk: any disruption to services exports from AI-driven demand shifts, or to remittance flows from renewed geopolitical stress, could weigh further on the external balance, the currency, and by extension on FII sentiment, which has already shown itself capable of turning quickly. On headline inflation, the government chose to absorb rather than pass through the shock when crude briefly crossed USD 100 per barrel in March 2026, cutting excise duty on petrol and diesel by ₹10 per litre rather than allowing pump prices to rise in line with crude a decision that kept consumer inflation contained even as the fiscal cost of the move added to an already tight year.

Source: Ministry of Finance, Press Information Bureau; Reserve Bank of India; Ministry of Statistics and Programme Implementation; NSDL; publicly available market data. Company analysis and estimates.

Industry Overview

Where India Stands and How FY26 Played Out

India's equity market has grown into one of the handful that genuinely move global allocation decisions. At roughly USD 4.9 trillion of market capitalisation, it ranks among the top ten markets worldwide, a position built over more than a decade of rising corporate earnings, deepening retail participation and a steady widening of the investor base beyond the metros. That scale, however, did not translate into a smooth year. FY26 turned out to be a correction year almost everywhere it mattered: the BSE Sensex gave back 7.1% and the Nifty 50 fell 5.1%, reversing the 5%-plus gains both indices had posted in FY25. The broader market was not spared either - the BSE Smallcap index slipped 3.3%, a sharp swing from the 8% rally it delivered the year before. Mid-caps were the one pocket of relative calm: the BSE Midcap index ended close

to flat and the Nifty Midcap 150 actually closed the year in positive territory, even as most other segments were in the red.

Placed alongside global peers, India's underperformance in FY26 stood out. Several Asian markets staged sharp rebounds - Korea's KOSPI more than doubled, up 103.6%, and Japan's Nikkei 225 climbed 43.4%, both recovering from weaker FY25 years. The UK's FTSE 100 accelerated to an 18.6% gain, China's Shanghai Composite added a steady 16.7%, and the US S&P 500 advanced 16.3% on continued AI-led capital spending. Against this backdrop of broadly positive global equity returns, India's decline was an outlier rather than part of a shared trend, reflecting the combined weight of FII outflows, tariff-related uncertainty and the West Asia-driven commodity shock discussed elsewhere in this report.

Index	FY2025-26	FY2024-25
BSE Sensex	-7.1%	+5.1%
Nifty 50	-5.1%	+5.3%
BSE Smallcap	-3.3%	+8.0%
BSE Midcap	~Flat	Positive
Nifty Midcap 150	Positive	-

Market / Index	FY2025-26 return
KOSPI (South Korea)	+103.6%
Nikkei 225 (Japan)	+43.4%
FTSE 100 (UK)	+18.6%
Shanghai Composite (China)	+16.7%
S&P 500 (US)	+16.3%
Hang Seng (Hong Kong)	+7.2%
DAX (Germany)	+2.3%
Nifty 50 / BSE Sensex (India)	-5.1% / -7.1%

Source: BSE, NSE, Reuters, Company analysis. Index returns are on a price-return basis for the fiscal year.

A Market that Keeps Getting Wider, Even in a Down Year

What distinguished FY26 from prior corrections was how little the retail base retreated even as index returns turned negative. Total demat accounts in the country crossed roughly 22-22.5 crore, with close to 3.2 crore new accounts added during the year despite the weaker market backdrop, while the number of unique investors identified by PAN moved past 129 million by March 2026. The active client base on the NSE has now grown to around 46 million, a 24% compounded annual growth rate from just 5.17 million a decade earlier in March 2016 - a pace of expansion that has held up through multiple market cycles, not just the buoyant ones.

The composition of this growth is arguably more important than its pace. Well over half of all new investors registering on the NSE during the year were under 30, with a median age of 28 for the new cohort against 33 for the investor base as a whole, and women now account for close to a quarter of all investors - both signs that market participation is broadening across demographics rather than simply adding more of the same investor profile. Much of the incremental growth continues to come from Tier-2 and Tier-3 towns, consistent with the longer-run shift in how Indian households allocate savings: the combined share of equities and mutual funds in annual household financial savings has risen from under 2% in

FY12 to roughly 15% in FY25. Domestic institutions have been direct beneficiaries of this shift DII ownership of the NSE-listed universe rose to 16.6% by December 2025, converging with FPI holdings for the first time in recent memory, while individual investors, counting both direct holdings and indirect exposure through mutual funds, now account for close to 18.6% of NSE market capitalisation, up from 16.3% as recently as March 2024. The value of individual investors' own direct equity holdings has risen from roughly ₹16.8 lakh crore in December 2020 to about ₹44.0 lakh crore by December 2025 - a scale of wealth creation that is now large enough to act as a genuine counterweight to foreign flows, rather than a residual data point beneath them.

Metric	FY2025-26 reading
Total demat accounts	~22-22.5 crore (~225 million), +~3.2 crore added in the year
Unique investors (PAN-based)	>129 million (March 2026)
NSE active client base	~46 million (24% CAGR from 5.17 million in Mar 2016)
Equity + MF share of household financial savings	~15.1% (FY25) vs 1.8% (FY12)
Women investors	~1 in 4 of the investor base
Median age, new investors added in FY26	28 years (vs 33 years for the overall base)
DII ownership of NSE-listed universe	16.6% (Dec 2025) - now on par with FPI holdings
Individual investors' share of NSE mcap (direct + via MFs)	18.6% (Dec 2025) vs 16.3% (Mar 2024)
Value of individual investors' direct equity holdings	₹44.0 lakh crore (Dec 2025) vs ₹16.8 lakh crore (Dec 2020)

Source: NSDL, CDSL, NSE, SEBI, industry data compilations. Company analysis.

SIPs Have Become the Market's Shock Absorber

If one behaviour explains why Indian markets no longer swing quite as violently on FII selling as they once did, it is the systematic investment plan. Average monthly SIP inflows have grown from about ₹3,660 crore in FY17 to roughly ₹29,130 crore in FY26, touching an all-time monthly high of nearly ₹32,090 crore in March 2026 - coincidentally the same month in which FII outflows peaked. Annual SIP inflows have compounded at more than 29% between FY21 and FY26, and full-year SIP contributions for FY26 came in at approximately ₹3.5 lakh crore, up close to 21% over the previous year. This is no longer a marginal flow: it is a large, recurring, relatively rate-and-headline-insensitive source of domestic liquidity that has meaningfully reduced the market's dependence on the mood of foreign investors in any given month.

Primary Markets Stayed Busy Through the Volatility

Primary market activity held up notably well against this turbulent secondary-market backdrop. Across the fiscal year, 366 companies accessed the IPO market - 112 through mainboard listings and a record 254 through the SME segment - together raising approximately ₹1.9 lakh crore, of which ₹1.8 lakh crore came from mainboard issuances. Nearly 90% of this activity was concentrated in the first nine months of the year, with the pace slowing as broader

market sentiment weakened, yet full-year fund mobilisation still came in broadly comparable to FY25. The average mainboard issue size for the year was approximately ₹1,598 crore, a level consistent with a reasonably healthy, if more selective, capital-raising environment. Offer-for-sale structures continued to account for a large share of primary market proceeds - well over half of capital raised through IPOs during the year - reflecting sustained appetite among promoters and private equity holders to use buoyant listing windows for partial exits even as headline index returns softened.

Asset and Wealth Management: The Structural Story Continues

The asset management industry had a good year almost independent of what the benchmark indices did. Mutual fund AUM crossed ₹73 lakh crore by March 2026, up more than 12% year-on-year, with passive fund AUM growing faster still, up over 22%, as cost-conscious and increasingly sophisticated investors continued to shift allocations toward index-based products alongside actively managed equity and hybrid schemes. Wealth management is moving through a parallel transition, driven by a growing HNI and UHNI base and a broader shift in investor preference away from one-off product sales toward ongoing, portfolio-led advisory relationships. Digital platforms are central to this shift, giving clients real-time visibility into portfolios and enabling advisory-led engagement at a scale that would not have been possible through relationship-manager-led coverage alone. The structural headroom here remains large: financial asset penetration in India, while rising steadily, is still low by the standards of more developed markets, and the continuing entry of Gen Z and millennial investors many of them starting to invest well before the age at which previous generations typically began points to a multi-year runway for both asset gathering and advisory-led wealth management.

Regulatory Landscape: A Year of Structural Recalibration

FY26 was an unusually active year for capital markets regulation, with SEBI, the RBI and the government all moving in the same broad direction tighter risk controls in derivatives, stronger governance standards for intermediaries, and sharper investor-protection safeguards even as the same reforms sought to make room for continued innovation in digital and algorithmic trading. The principal developments during the year included:

- **Derivatives risk tightening:** SEBI introduced intraday, real-time monitoring of position limits for equity index derivatives, moving away from end-of-day checks and reducing the scope for intraday leverage build-up.
- **Expiry and margin recalibration:** The calendar-spread margin benefit in single-stock derivatives was withdrawn near expiry, expiry days were standardised across products, and the Order-to-Trade Ratio framework was tightened, together curbing excessive speculative activity.
- **Algorithmic trading formalised:** A formal registration, audit-trail and risk-control framework was introduced for retail participation in algorithmic and API-based trading, bringing a fast-growing segment of order flow under explicit regulatory oversight.
- **Bank funding to brokers:** The RBI tightened bank funding norms for brokers and other market intermediaries, reinforcing systemic risk controls around leverage in the broking ecosystem.

- **Mutual fund product governance:** Mutual fund expense structures were recalibrated around a base expense ratio with performance-linked components, alongside stronger 'true-to-label' and scheme-categorisation norms intended to reduce product overlap and improve investor clarity.
- **Broker governance reset:** Stock broker regulations were reset to widen permitted activity - intermediaries can now offer other RBI- or IRDAI-regulated financial services subject to SEBI approval - while simultaneously raising the bar on governance: clearer accountability for designated directors, record retention extended to eight years, and explicit prohibitions on assured-return offers and cash acceptance from clients.
- **Crackdown on unregistered advice:** Enforcement action intensified against unregistered investment advisors and informal digital promotion of financial products, including tighter scrutiny of 'influencer' activity.
- **REITs and InvITs:** REIT and InvIT frameworks were refined to standardise treatment within portfolios and widen access, extending the investable universe for both retail and institutional participants.
- **Securities Markets Code, 2025:** The proposed Securities Markets Code, 2025 now before the Parliamentary Standing Committee on Finance aims to consolidate India's securities laws into a single, more coherent framework, sharpen definitions and approval processes for intermediaries and fintech platforms, and strengthen enforcement and disclosure standards across exchanges, clearing corporations and intermediaries.

(Source: SEBI, RBI circulars and press releases; publicly available regulatory filings. Company analysis.)

Structural Trends Likely to Shape the Next Phase

Beyond the year's cyclical swings, a set of structural shifts is reshaping how Indian investors will engage with capital markets over the medium term. Taken together, they point toward an industry that looks meaningfully different in five years from how it looks today:

- **From execution to ecosystem:** Platforms built originally for trade execution are steadily broadening into full-service ecosystems spanning investing, advisory, credit and protection, reducing the number of separate relationships an investor needs to manage.
- **From product to outcome:** Investor engagement is shifting from one-off product sales toward ongoing, goal-based portfolio construction and advice, changing how firms are organised, measured and paid.
- **Data and AI as core infrastructure:** Analytics and AI are being embedded into risk assessment, portfolio monitoring and client communication used to augment rather than replace human oversight, particularly in advisory-led relationships.
- **New access channels within guardrails:** Frameworks such as the accredited investor regime and the continued build-out of GIFT City are widening the range of products available to eligible investors within clearly defined suitability and disclosure norms.

- **Hybrid advisory as the default:** The most durable model emerging is neither purely digital nor purely relationship-led, but a blend of the two digital reach and efficiency combined with human judgement for the decisions that matter most.

AN OVERVIEW OF KHANDWALA SECURITIES LIMITED

Khandwala Securities Limited has operated at the intersection of Indian capital and Indian enterprise since 1934, and the equity shares of the Company are listed on both the BSE and the NSE. Over nine decades, the business has evolved from a broking house into a multi-license, multi-product financial services platform - but the underlying purpose has stayed constant: helping capital find its way to the right opportunity, whether that capital belongs to a first-time retail investor, a family office, or a company preparing to raise funds from the public markets.

For FY26, the Company has organised its business review around four go-to-market segments that reflect how KSL actually operates today, rather than the legacy classification used in prior years. These four segments are: (i) Equity Capital Markets, comprising Equity Broking, Investor AI (subscription and broking), KSL PPPS (Comprehensive Service Plan and Brokerage), Depository Participant income, Wholesale Debt Market operations, and Institutional Broking; (ii) Investment Banking, comprising Corporate Advisory and Merchant Banking; (iii) Asset Management - PMS; and (iv) Wealth Management. Each of these draws on the same underlying strengths - a SEBI registered Category-I Merchant Banker and Portfolio Manager license, a corporate membership of both exchanges, an in-house research desk, and a client base built over generations while serving a distinct client need and revenue model. The sections that follow review FY26 performance and positioning across each of these four segments.

Financial Highlights - FY2025-26

Metric	FY2025-26 (₹ in Lakhs)
Total Revenue	935.63
Net Loss	127.03
Earnings Per Share (EPS)	(0.83)

Total income for the year came in at ₹935.63 lakh, down from ₹1,512.96 lakh in FY25 - a decline of approximately 38%, consistent with the broad-based correction across Indian equity indices and the sharp pullback in FII activity discussed elsewhere in this report. The revenue mix below reflects the Company's statutory segment classification for the year; the qualitative discussion that follows organises the same underlying businesses around KSL's four current operating segments.

(₹ in Lakhs)

Revenue Head	FY2025-26	FY2024-25	FY2023-24
Brokerage	285.75	435.52	465.11
Corporate Advisory Services	468.86	486.18	352.06
Income from Capital Market Operations	34.83	32.23	34.53
Other Income	146.19	559.03	18.39
Total Income	935.63	1,512.96	870.09

Note: Figures above are as per the Company's audited segment disclosures for FY2025-26, FY2024-25 and FY2023-24.

Segment-Wise Business Review

1. Equity Capital Markets

Equity Capital Markets remains the foundational access layer of KSL's platform - the segment through which the largest number of clients first engage with the Company, and the one that feeds referrals and cross-sell into every other business line. It brings together six distinct revenue engines: Equity Broking, Investor AI, KSL PPPS (CSP and brokerage), Depository Participant income, Wholesale Debt Market operations, and Institutional Broking.

Equity Broking

KSL's core broking business gives clients access to NSE and BSE cash, F&O and WDM segments through two distinct platforms - KSL Eazytrade, a mobile- and browser-first offering for the broad retail base, and KSL Privé, a concierge-style desk built for HNIs and UHNIs with institutional-grade analytics and a dedicated relationship manager. Both platforms are underpinned by the same research infrastructure, so a client trading a few thousand rupees and a client managing a multi-crore portfolio draw on the same quality of market intelligence. Brokerage income for FY26 stood at ₹285.75 lakh, roughly 30.5% of total Company revenue - lower than FY25 and FY24, in line with the industry-wide moderation in trading activity and index returns described in this report's Industry Overview. During the year, the Company continued to add trading accounts across the cash, WDM and F&O segments even as headline volumes softened, reflecting the resilience of the underlying client relationships even in a weaker market.

Institutional Broking

The institutional dealing desk serves banks and corporates (including FPIs) as active, continuous counterparties, differentiated by KSL's research focus and execution reliability rather than by scale alone. Brokerage revenue from this desk grew sharply in FY26, rising to ₹34,38,155 from ₹14,45,766 in FY25 - an increase of close to 138% - even as the broader brokerage line contracted, underscoring that institutional client engagement and market share gained ground through the year even as overall volumes were softer.

Client Category	FY2025-26	FY2024-25	FY2023-24
Mutual Funds	-	-	-
Insurance	-	-	-
Banks	2,66,027	3,16,340	3,06,248.62
Corporates (incl. FPIs)	31,72,128	11,29,426	1,07,71,790.03
Total	34,38,155	14,45,766	1,10,78,038.65

Note: Figures above represent brokerage revenue (in ₹) from the institutional dealing desk by client category, as disclosed by the Company.

Investor AI

Investor AI is KSL's AI-powered investing layer, delivered directly through KSL Eazytrade, giving clients access to curated equity baskets and thematic, rules-based strategies alongside the Company's traditional advisory-led broking. It sits at the centre of KSL's broader strategy to move a growing share of retail engagement from one-off transactions toward

structured, repeatable investing behaviour - the same shift that is playing out across the industry as SIP-style discipline becomes the default mode of retail participation. FY26 saw continued build-out of this offering as a subscription-and-broking hybrid, positioning it as a scalable complement to the Company's advisory-led HNI franchise rather than a substitute for it.

KSL PPPS - CSP and Brokerage

KSL Portfolio Partners Pro Services (PPPS) combines active portfolio construction with a structured research cadence, sold through a Comprehensive Service Plan (CSP) model priced at ₹50,000 for a three-year engagement, alongside the brokerage generated as these portfolios trade. During the year, the Company continued to invest in the PPPS platform - refining the sales playbook, building out client-facing performance reporting, and preparing new thematic strategies, including a basket built around India's export-manufacturing renaissance and a small and midcap-focused strategy - positioning PPPS to convert a larger share of KSL's existing broking relationships into structured, fee-generating engagements over the coming years.

Depository Participant (DP) Income

As a CDSL depository participant, KSL earns steady, largely non-market-linked income from demat account maintenance and transaction charges. This line provides a useful counterweight to the more cyclical brokerage and institutional revenue streams, and its stability was a modest but genuine offset to the broader revenue decline in a difficult year for trading volumes.

Wholesale Debt Market (WDM) Operations

The Company's capital market operations desk generated ₹34.83 lakh in FY26, broadly stable against ₹32.23 lakh in FY25 and ₹34.53 lakh in FY24. In a year when the broader bond market saw yields harden before easing off their peak - as discussed in this report's Economic Overview - the steadiness of this income line reflects a deliberately conservative approach to proprietary and wholesale debt market positioning.

2. Investment Banking

KSL's Investment Banking segment operates under the Company's Category-I Merchant Banker registration and combines two closely linked capabilities: Corporate Advisory and Merchant Banking. Rather than positioning itself as a transaction shop, the team's stated approach - reflected consistently in how it engages promoters - is to begin with the client's business and growth trajectory, and design a capital strategy around that, rather than starting with a product to sell. This mid-market, promoter-first orientation is where KSL believes it can compete most effectively against larger, more transaction-volume-driven investment banks.

Merchant Banking revenue for FY26 came in at ₹468.86 lakh, modestly lower than ₹486.18 lakh in FY25 but well ahead of ₹352.06 lakh in FY24, and remained the single largest revenue line for the Company, at just over 50% of total income. This resilience is notable given how much primary-market activity was concentrated in the first nine months of FY26, as discussed in the Industry Overview section of this report,

with issuance activity slowing materially in the final quarter. On the Merchant Banking side, the team's mandate mix during the year spanned SME IPO execution as Book Running Lead Manager, pre-IPO capital-raising advisory, and sector-specific financial and investor-communication advisory - work that, while sometimes slower to convert into signed mandates in a cautious market, has continued to build KSL's track record and relationships across mid-market promoters and their advisors.

Looking ahead, the Investment Banking team continues to build its pipeline against the backdrop of a primary market that stayed structurally busy through FY26 even as secondary market sentiment weakened - 366 companies accessed the IPO market during the year, as detailed in this report's Industry Overview - and the team remains focused on converting that pipeline into completed mandates as market sentiment stabilises.

3. Asset Management - PMS

KSL is a SEBI registered Portfolio Manager and the Asset Management - PMS segment is built around a research-led, long-term investment philosophy: understanding businesses beyond the numbers, identifying durable growth opportunities, and managing risk alongside returns rather than chasing short-term market movement. The segment is closely linked to the PPPS platform discussed under Equity Capital Markets, with PPPS serving as the primary distribution and client-relationship layer feeding into KSL's discretionary portfolio management capability.

This remains an early-stage, deliberately built-out part of the platform rather than a scaled AUM business today, and the Company's priority through FY26 was strengthening the underlying investment frameworks, client reporting infrastructure and strategy design including the two new thematic strategies referenced above ahead of a more active growth phase. Against an industry backdrop where domestic mutual fund AUM crossed ₹73 lakh crore and passive and alternative strategies both saw accelerating flows, KSL sees a clear medium-term opportunity to scale this segment as the platform matures, particularly among the Company's existing HNI broking and wealth management clients who are natural candidates for a portfolio-led, advisory-first relationship.

4. Wealth Management

Wealth Management at KSL is built on the principle of advice first, products second - moving beyond a single-product or transaction-led relationship toward ongoing, portfolio-level engagement across a client's full balance sheet. The segment offers access to fixed income and debt solutions, equity and market-linked products, insurance and risk protection, structured and select alternative opportunities, and estate and succession planning, with the explicit intent of serving HNIs, promoter families and business owners through life events and across generations rather than around single transactions.

This positioning is particularly relevant given the industry dynamics described in this report's Industry Overview: India's HNI and UHNI base continues to expand, household allocation to financial assets keeps rising, and the broader industry is shifting away from product-push distribution toward advisory-led, portfolio-based engagement. KSL's approach -

an integrated platform spanning broking, investment banking and advisory under a single institutional roof - is designed to let the Wealth Management team draw on capabilities across the Company (research, merchant banking access, PMS) that a pure-play wealth manager would not have in-house, and this integrated-platform advantage remains central to how the segment is being built out.

Research: The Engine Behind Every Segment

Research is not a standalone business line at KSL so much as shared infrastructure that runs underneath all four segments - from the technical alerts and stock ideas that support Equity Broking and Investor AI, to the fundamental work that underpins PPPS and PMS portfolio construction, to the sector and company diligence that supports Investment Banking mandates. The team produces a structured cadence of output - daily market briefs and audio updates, weekly sector and stock-pick notes, and monthly thematic and outlook pieces - and its flagship trading strategies carry a published, audited track record:

Research Strategy	Track Record	Hit Rate
Equity Edge	140 of 208 calls hit target	67%
Option Orbit	96 of 154 calls hit target	62%
Future Focus	110 of 158 calls hit target	70%

Note: Track record data as disclosed by the Company as of March 31, 2026. Past performance is not indicative of future results; futures, options and equity trading involve substantial risk of loss.

This research output has also earned external recognition over the years, with KSL's reports referenced by international data platforms and used by both domestic and foreign institutional investors as part of their own research process - a reach that is disproportionate to the Company's size and reflects the seriousness with which the research desk is run.

Opportunities and Threats

Opportunities

- **Structural deepening of retail participation:** India's demat account base, now well past 22 crore accounts, and the continuing entry of younger, Tier-2/3 investors give KSL's Equity Broking, Investor AI and DP businesses a long structural runway that a single soft year does not change.
- **Advisory-led wealth creation:** The shift across the industry from transaction-led distribution toward advisory-led, portfolio-based engagement plays directly to KSL's integrated model, and supports the medium-term growth case for both Wealth Management and Asset Management - PMS.
- **Sustained primary market and advisory activity:** A primary market that stayed structurally active through FY26, alongside continued mid-market promoter appetite for capital and M&A advisory, keeps the Investment Banking pipeline well supplied even when execution timing slips.
- **Rise of disciplined, systematic investing:** SIP-style, rules-based investing behaviour - the pattern behind Investor AI and behind the industry's broader SIP culture - has proven far less sensitive to short-term index volatility than direct equity

trading, giving KSL a more resilient growth vector within Equity Capital Markets.

- **Regulatory reset favouring established players:** Regulatory changes such as the Securities Markets Code and the reset broker governance framework raise the compliance and capital bar across the industry, which should over time favour established, well-capitalised, multi-license players like KSL over thinly capitalised new entrants.

Threats

- **Macroeconomic and geopolitical volatility:** Elevated crude prices, fiscal slippage risk, and any renewed disruption to trade or shipping routes remain live risks to both the broader economy and to capital-market sentiment, as detailed in this report's Economic Overview.
- **Continued global trade and tariff uncertainty:** The tariff and trade-policy uncertainty that shaped FY26 has not fully resolved, and further escalation would weigh on FII flows, currency stability and market sentiment simultaneously.
- **Regulatory and compliance intensity:** Tighter derivatives risk norms, revised expense frameworks in the mutual fund industry, and the broker governance reset all raise compliance costs and operating complexity across the industry in the near term.
- **Fee compression from digital-first competitors:** Discount and digital-first brokers continue to compress brokerage yields industry-wide, putting sustained pressure on fee and commission income across the broking business.
- **Talent retention:** As a knowledge-led business, KSL's performance across research, advisory and merchant banking depends heavily on retaining experienced talent in a market where demand for these skills remains intense.

Internal Control Systems and Their Adequacy

KSL maintains internal control systems designed to be proportionate to the size, nature and complexity of its operations, supported by documented processes and guidelines that are reviewed and updated as the business evolves. These controls are intended to ensure reliable financial and operational reporting, safeguard Company and client assets, and maintain compliance with the range of regulatory frameworks the Company operates under as a broker, depository participant, portfolio manager and merchant banker.

An independent firm conducts a structured programme of internal audit through the year, with findings reviewed by the Audit Committee of the Board, which also oversees the implementation of corrective actions. All operating subsidiaries are covered by this internal audit programme. Where regulatory inspections raise findings, these are addressed with the same rigour and reported transparently to both the Board and the relevant regulator, consistent with the compliance culture the Company aims to maintain across every segment of its business.

Risk Concerns and Risk Management

Risk management at KSL is overseen by the Audit Committee, with policies developed in consultation with relevant internal and external experts. Given how quickly prices and conditions can move

in the Company's core markets, the intent is for risk mitigation to be built into day-to-day decision-making across every business line, rather than treated as a separate, periodic exercise. The Company distinguishes between external risks - industry slowdown, competitive intensity, regulatory change, brand perception - which it cannot control directly but must plan around, and internal risks - cost discipline, liquidity, technology, operations and people - which it manages directly through policy and process.

Industry Risk

As a financial services business, KSL's prospects are tied to the health of the broader economy and financial sector, and to shifts in interest rates, political climate or regulation. Capital markets are inherently cyclical, and the Company's revenue will move with that cycle to some degree in any given year, as FY26's results illustrate. Management Perception: KSL's presence across four distinct segments - rather than a single product line - acts as a natural, if partial, hedge against a downturn concentrated in any one part of the market. No single segment or client category is intended to carry the majority of the Company's fortunes in any given year, and management continues to view diversification across Equity Capital Markets, Investment Banking, Asset Management and Wealth Management as a structural risk mitigant rather than a tactical one.

Liquidity Risk

In the event that clients do not honour financial commitments following an unexpected market move, the Company's own cash flow could be affected. Management Perception: KSL applies prudence in client onboarding and credit extension, with the internal audit team verifying client credentials before trading access is granted, and margin and settlement positions monitored on a continuous basis. Understanding each client's financial track record allows the Company to make informed, timely calls on margin requirements and pre-payment needs, giving it the flexibility to manage liquidity risk across a wide range of client profiles.

Economic Risk

A broader slowdown in Indian economic growth, or sustained volatility in global commodity prices - particularly oil - could weigh on the Company's business, both directly through capital market activity and indirectly through the purchasing power and risk appetite of the Company's client base. Management Perception: The Company manages this exposure by maintaining a conservative financial profile and prudent business practices, avoiding aggressive balance-sheet risk-taking even in strong markets, which helps preserve resilience through weaker ones.

Human Resource Risk

In a knowledge-led business, people are the Company's principal asset, and attrition or skill obsolescence among research, advisory or dealing talent could weaken KSL's competitive position. Management Perception: KSL has continued its multi-year transition from a family-run organisation to a professionally managed one, with delegated responsibility and structured investment in employee training and development. This, together with a genuinely open working environment, has helped keep attrition low relative to the demand the broader industry places on experienced talent.

Client Risk

The Company's revenue base includes a number of larger corporate and institutional relationships from which a meaningful share of revenue is generated in any given year. Management Perception: KSL has built long-term relationships with its clients as a matter of course, and as a risk management discipline has deliberately avoided over-reliance on any single client or narrow client base. During FY26, the institutional desk added new client relationships that are already generating regular business, consistent with the Company's ongoing effort to widen its client base across segments.

Regulatory Risk

Operating across broking, depository, portfolio management and merchant banking means KSL must maintain ongoing compliance with an evolving set of requirements from multiple regulators; any lapse could invite censure and reputational harm. Management Perception: KSL treats compliance as a discipline that runs across the full client and transaction lifecycle - from client identification and

KYC through execution and settlement - supported by compliance manuals communicated consistently across branches and business lines, to ensure uniformity and priority is placed on regulatory discipline across the Company.

Human Resources

KSL regards its people as its most valuable asset, and continues to invest in their development beyond core job skills. During the year, the Company ran an employee satisfaction survey alongside development-focused seminars conducted by the HR function, with feedback from these sessions feeding directly into corrective action where needed. Quarterly communication meetings keep employees informed of major developments across the business - from market conditions to deals executed - and the Company continued its programme of hiring management trainees into the research function, both building a pipeline of future talent and strengthening KSL's relationships with local management institutions.



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 31st March, 2026, 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 2025-26 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. Kalpen Shukla (DIN: 00117482)	Chairman, Non-Executive, Independent Director	-	-	-
Mrs. Suzan Vakil (s1) (DIN:- 11289012)	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. Homiar N. Vakil (s2) (DIN: 05210178)	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.

s1 Appointed as Non-Executive Independent Director w.e.f September 11, 2025.

s2 Ceased to be an Independent Director with effect from closure of business hours on September 18, 2025.

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 2025-26, 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 2025-2026, 5 (five) Board Meetings were held on 16th May 2025, 12th August 2025, 11th September 2025, 10th November 2025 and 12th February 2026. 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 2025-26 and at the last Annual General meeting are given below:

Name of the Directors	No. of Board Meetings during the financial year 2025-2026		Attendance at the last Annual General Meeting held on September 27, 2025
	Held	attended	
Mr. Paresh J. Khandwala	5	5	Present
Mr. Pranav Khandwala	5	5	Present
Mr. Kalpen Shukla	5	5	Present
Mrs. Bhagyashree Khandwala	5	5	Present
Mr. Pratik Khandwala	5	4	-
Mr. Homiar N. Vakil (till September 18, 2025)	3	3	-
Mrs. Suzan Vakil (from September 11, 2025)	3	3	Present

(iii) Shares held by Non-Executive Directors

Sr. No	Name of the Directors	No. of equity shares held as on March 31, 2026
1	Mrs. Bhagyashree Khandwala	50,180
2	Mr. Kalpen Shukla	Nil
3	Mrs. Suzan 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 2025-26. 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, 2026.

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, the audit committee was re-constituted. As on 31st March, 2026, the Audit 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	Mrs. Suzan Vakil	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:

- a. 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;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - 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 2025-26, 4 (four) meetings of the Committee were held on 16th May 2025, 12th August 2025, 10th November 2025 and 12th February 2026. 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 2025-26 are given below:

Name of Members	No. of Meetings	
	Held	Attended
Mr. Kalpen Shukla	4	4
Mrs. Bhagyashree Khandwala	4	4
Mrs. Suzan Vakil*	2	2
Mr. Homiar N. Vakil **	2	2

*Appointed as Member w.e.f September 11, 2025.

**Ceased to be an Independent Director of the Board with effect from closure of business hours on September 18, 2025 and accordingly ceased to be a member.

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. Kalpen Shukla, the chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 27, 2025.

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, the Nomination and Remuneration Committee was re-constituted. As on 31st March, 2026, the Nomination and Remuneration Committee comprises of following 3 (three) Directors as Members:

Sr. No	Name of Members	Designation	Category
1	Mrs. Suzan Vakil	Chairman	Non-Executive, Independent Director
2	Mr. Kalpen Shukla	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 2025-26, 2 (two) meetings of the Committee were held on 16th May, 2025 and 11th September 2025. The details of attendance of members in the Nomination and Remuneration Committee Meeting held during the financial year 2025-2026 are given below:

Name of Members	No. of Meetings	
	Held	Attended
Mrs. Bhagyashree Khandwala	2	2
Mr. Kalpen Shukla	2	2
Mrs. Suzan Vakili*	-	-
Mr. Homiar N. Vakili**	2	2

*Appointed as Member w.e.f September 11, 2025.

** Ceased to be an Independent Director of the Board with effect from closure of business hours on September 18, 2025 and accordingly ceased to be a member.

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, 2026. 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. During the year under review, the Stakeholders Relationship Committee was re-constituted. As on March 31, 2026, the Stakeholders Relationship Committee comprised of the following 3 (three) Directors as members:

Sr. No	Name of Members	Designation	Category
1	Mr. Kalpen Shukla	Chairman	Non-Executive, Independent Director
2	Mrs. Suzan Vakili	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 2025-26, 2 (two) meeting of the Committee was held on 16th May 2025 and 12th February 2026. The details of attendance of members in the Stakeholders Relationship Committee Meeting held during the financial year 2025-2026 are given below:

Name of Members	No. of Meetings	
	Held	Attended
Mr. Paresh Khandwala	2	2
Mr. Kalpen Shukla	2	2
Mrs. Suzan Vakili*	1	1
Mr. Homiar N. Vakili**	1	1

* Appointed as Member w.e.f September 11, 2025.

** Ceased to be an Independent Director of the Board with effect from closure of business hours on September 18, 2025 and accordingly ceased to be a member.

The Company Secretary of the Company is the Compliance Officer.

The details of the complaints received and resolved during the financial year 2025-2026 are as follows:-

Opening as on April 1, 2025	Nil
Received during the year	Nil
Resolved during the year	Nil
Closing as on March 31, 2026	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 2025-26, 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, 2026 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 2025-26.

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 2025-2026 are as under:

Names of Directors	Sitting Fees (in Rs.)
Mrs. Suzan Vakil	15,000
Mr. Pratik Khandwala	20,000
Mrs. Bhagyashree Khandwala	25,000
Mr. Kalpen Shukla	25,000
Mr. Homiar N. Vakil	15,000
Total	1,00,000

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
2024-25 32 nd Annual General Meeting	Saturday, September 27, 2025 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
2023-24 31 st 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 th 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)	➤ Alteration of the Object Clause of the Memorandum of Association of the Company; ➤ Increase in Borrowings Limits under Section 180(1)(c) of the Companies Act, 2013; ➤ Creation of Charges, Mortgages, Hypothecation on the Assets/Properties of the Company under Section 180(1)(a) of the Companies Act, 2013; ➤ Authorization for giving loan(s), providing Guarantee(s), securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013

6. POSTAL BALLOT

Details of following resolutions were passed through postal ballot during FY 2025-2026:

- (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 16th May 2025 was circulated on 30th May 2025. The Remote e-voting process began on Sunday, 1st June 2025 and concluded on Monday, 30th June 2025. On the final day of remote e-voting, i.e. 30th June 2025, the resolution was passed with the necessary majority and the e-voting results was declared on 1st July, 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	%
Special Resolution	9961299	99.9978	220	0.0022
Continuation of Mr. Paresh Khandwala (DIN:00112678) as Managing Director of the Company on attaining the age of Seventy Years				

- (b) 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 11th September 2025 was circulated on 07th November, 2025. The Remote e-voting process began on Sunday, 09th November 2025 and concluded on Monday, 08th December 2025. On the final day of remote e-voting, i.e. 08th December 2025, the resolution was passed with the necessary majority and the e-voting results was declared on December 09, 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	%
Special Resolution Appointment of Mrs. Suzan Vakli (DIN:11289012) as an Independent Director of the Company	9410673	99.9996	37	0.0004

Procedure for the postal ballot:

The aforementioned Postal Ballots were 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. Bhunesh Bansal, Proprietor of M/s. Bhunesh 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. 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 2025-26, 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.

(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, 2026.

(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. 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, 2026 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

(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. Praveesh Agarwal & 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 M/s. Bhuvnesh 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 Auditors

The total fees paid to M/s. Pravesh Agarwal & Associates, Chartered Accountants, Statutory Auditors by the Company on consolidated basis is Rs. 2,50,000/- for the F.Y. 2025-26.

(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. During the year, the Company has not made any presentations to the Institutional Investors or analysts.

9. GENERAL SHAREHOLDER INFORMATION

a) Date and Venue of the 33rd Annual General Meeting

The 33rd 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 **Friday, September 18, 2026 at 12.00 noon IST.**

b) Financial Year of the Company

The financial year covers the period from April 1, 2025 to March 31, 2026.

c) Dates of Book Closure

September 12, 2026 to September 18, 2026 (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 2026-2027 has been paid by the Company to BSE and NSE.

f) Custodial Fees to Depositories

The Annual Custody/Issuer fee for the financial year 2026-2027 has been paid by the Company to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

g) Stock performance

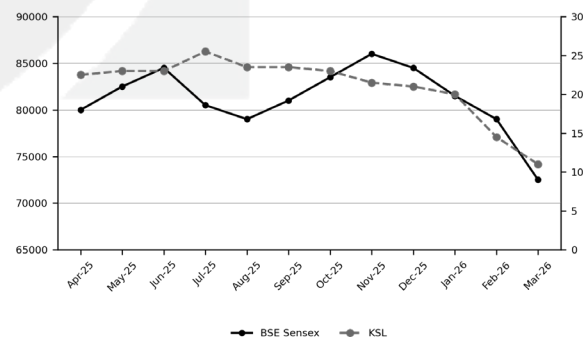
Market Price Data

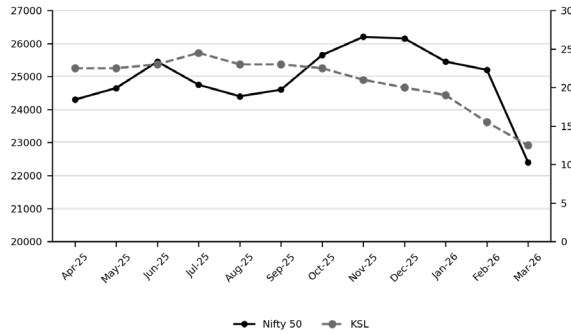
Monthly High, Low and Close Price of Equity Shares of the Company during the financial year 2025-26 at BSE Limited and National Stock Exchange of India Limited:-

Month	BSE			NSE		
	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	High (In Rs.)	Low (In Rs.)	Close (In Rs.)
April 2025	26.51	20.55	22.18	26.50	20.01	22.41
May 2025	26.50	20.57	23.00	25.40	21.06	22.87
June 2025	28.99	21.05	23.84	27.90	22.01	23.52
July 2025	29.89	23.36	24.92	28.80	23.17	24.90
August 2025	29.11	22.01	23.50	29.00	21.56	23.72
September 2025	28.19	22.87	22.87	26.88	22.50	23.60
October 2025	26.80	19.66	23.79	23.97	20.80	22.89
November 2025	25.44	21.51	22.54	25.50	21.47	21.91
December 2025	25.60	18.82	20.20	23.45	20.05	20.55
January 2026	23.79	18.00	18.70	23.50	18.00	19.25
February 2026	22.00	16.52	17.45	20.01	20.01	17.05
March 2026	18.99	12.80	13.24	18.79	12.20	12.50

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, 2026

Number of Shares		Number of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
From	To				
1	1000	4094	89.53	653523	4.28
1001	2000	201	4.40	316751	2.08
2001	3000	68	1.49	178215	1.17
3001	4000	45	0.98	158532	1.04
4001	5000	31	0.68	144987	0.95
5001	10000	47	1.03	350004	2.29
10001	20000	28	0.61	396807	2.60
20001	Above	59	1.29	13054986	85.59
Total		4573	100.00	15253805	100.00

Shareholding Pattern as on March 31, 2026

Sr. No.	Category	No. of Shares held	% of Issued Share Capital
A	Promoter & Promoters Group	7433324	48.73
B	Mutual Funds/Banks / FIs / FIs /Insurance Companies / FPIs	0	0.00
C	Bodies Corporate	784549	5.15
D	NRI's and OCB's	530017	3.47
E	HUF	192844	1.26
F	Public and Others	6313071	41.39
	Total	15253805	100.00

l) Dematerialization of Shares

As on March 31, 2026, 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, 2026.

For Khandwala Securities Limited

Paresh Khandwala
Managing Director

Date: 21st May 2026
Place: Mumbai

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 31st March, 2026 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 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: 21st May 2026
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 31st March 2026, 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 Pravesh Agarwal & Associates
Chartered Accountants
(Firm Registration No. 163221W)

CA Pravesh Agarwal
Proprietor
Membership No: 150346

Date: 21st May 2026
Place: Mumbai
UDIN: 26150346PFQGCCC4045

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) 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 31st March, 2026 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. Pratik Paresh Khandwala	00519147	14/08/2020
5.	Mr. Kalpen Shukla	00117482	31/01/2024
6.	Mrs. Suzan Vakil	11289012	11/09/2025

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: 21.05.2026

Bhunesh Bansal
Proprietor
FCS No. – 6526
CP No. – 9089
UDIN: F006526H000426682
Peer Review Certificate No.: 1708/2022

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, 2026, 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, 2026, 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 288 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 these amounts, 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, 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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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.

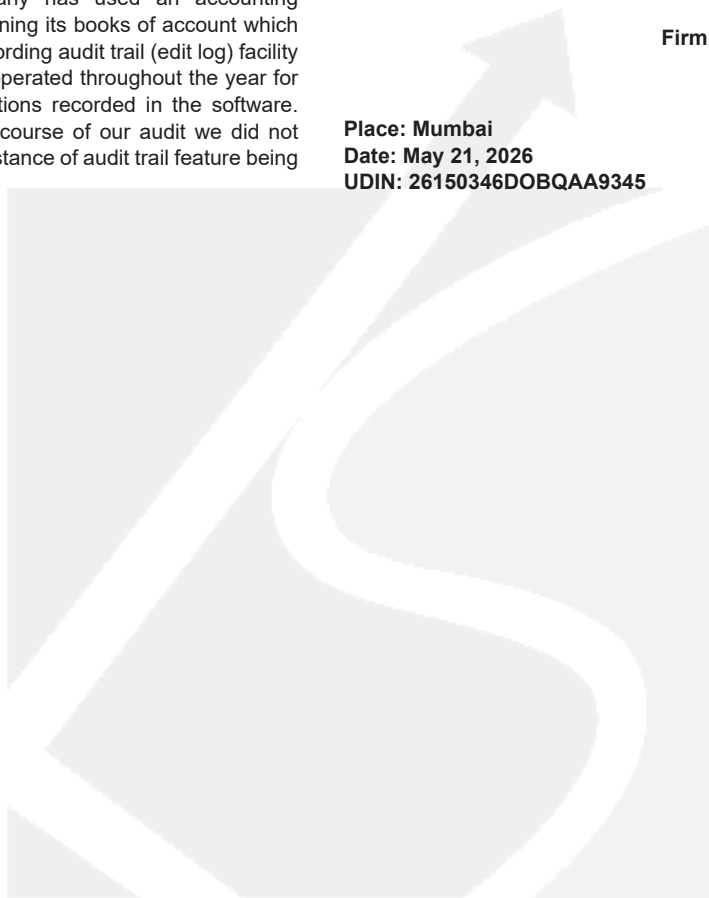
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

- 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 Pravesh Agarwal & Associates
Chartered Accountants
Firm Registration No. 163221W

Place: Mumbai
Date: May 21, 2026
UDIN: 26150346DOBQAA9345

CA Pravesh Agarwal
Proprietor
Membership No.150346



“Annexure-A” to the Independent Auditors’ Report – 31st March 2026**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 31st March, 2026 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 31st March 2026, 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 Pravesh Agarwal & Associates
Chartered Accountants
Firm Registration No. 163221W

Place: Mumbai
Date: May 21, 2026
UDIN: 26150346DOBQAA9345

CA Pravesh Agarwal
Proprietor
Membership No.150346

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 **31st March 2026**).

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
- (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. 60,373/- as on 31st March 2026 and except as reported below:-

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.

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 given 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 incurred loss for the year ended 31st March 2026.

Resignation of Statutory Auditors:-

- (xviii) The Statutory Auditor has resigned during the year and Praveesh Agarwal & Associates is being appointed as the Statutory Auditor of the Company.

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 Pravesh Agarwal & Associates
Chartered Accountants
Firm Registration No. 163221W

Place: Mumbai
Date: May 21, 2026
UDIN: 26150346DOBQAA9345

CA Pravesh Agarwal
Proprietor
Membership No.150346



BALANCE SHEET AS AT MARCH 31, 2026
(Rupees in Thousands)

Particulars	Note No.	As At March 31, 2026	As At March 31, 2025
A ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	2	14,603.37	14,846.31
(b) Intangible assets		1,151.39	1,664.80
(c) Financial Assets			
(i) Investments	3	36,967.99	39,274.31
(ii) Loans and Advances	4	151,720.76	176,065.84
(iii) Others	5	127,218.64	124,618.64
(d) Deferred tax assets (net)		3,907.46	3,765.54
(e) Other non-current assets	6	2,064.21	5,793.85
		337,633.83	366,029.28
(2) Current Assets			
(a) Financial Assets			
(i) Investments	7	8,487.63	7,703.12
(ii) Trade receivables	8	40,101.18	38,738.98
(iii) Cash and cash equivalents	9	106.83	60.48
(iv) Bank balances other than (iii) above	10	4,046.22	5,826.52
(v) Loans and Advances	11	12,599.82	13,795.33
(vi) Other current assets	12	9,189.75	7,191.46
		74,531.43	73,315.89
Total Assets		412,165.26	439,345.17
B EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	13	152,538.05	152,538.05
(b) Other Equity	14	131,183.15	142,636.35
Total Equity		283,721.20	295,174.40
(2) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	28,834.88	14,165.11
(b) Provisions	16	2,119.51	1,897.14
(c) Other non-current liabilities	17	670.61	455.73
Total Non Current Liabilities		31,625.00	16,517.97
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	18	88,110.02	113,892.75
(b) Other current liabilities	19	8,709.04	13,760.05
Total Current Liabilities		96,819.06	127,652.80
Total Equity and Liabilities		412,165.26	439,345.17

See accompanying notes (1 to 43) to the Financial Statements.
As per our report attached of even date.

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Paresh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Place : Mumbai
Date : 21st May, 2026

Place : Mumbai
Date : 21st May, 2026

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD OF MARCH 31, 2026

(Rupees in Thousands)

Particulars		Note	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from Operations	20	78,944.04	95,392.92
II	Other Income	21	14,618.78	55,903.06
III	Total Income		93,562.82	151,295.99
IV	Expenses			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	22	1,686.92	1,385.03
	Stock-in -Trade and work-in-progress		-	-
	Employee benefits expense	23	35,445.60	29,763.22
	Finance costs	24	2,310.17	1,084.67
	Depreciation and amortization expense		2,882.38	3,432.61
	Other expenses	25	64,082.39	113,372.20
	Total Expenses		106,407.46	149,037.73
V	Profit/(Loss) before Tax and prior period items		(12,844.64)	2,258.26
VI	Exceptional Items		-	-
VII	Profit/(Loss) before Extraordinary items and tax (V - VI)		(12,844.64)	2,258.26
VIII	Extraordinary items		-	-
IX	Profit/(Loss) before Tax (VII - VIII)		(12,844.64)	2,258.26
X	Tax Expense			
	(1) Current Tax		-	10,588.48
	(2) MAT Tax		-	-
	(3) Deferred Tax (Credited)/ Charged		(141.92)	(338.27)
XI	Profit / (Loss) for the period from Continuing Operations		(12,702.72)	(7,991.95)
XII	Profit / (Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit / (Loss) from Discontinuing Operations (after tax) (XII -XIII)		-	-
XV	Profit (Loss) for the period (XI +XIV)		(12,702.72)	(7,991.95)
XVI	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		35.65	85.73
	(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	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(12,667.06)	(7,906.22)
XVIII	Earnings Per Share of - Basic (Rs.)			
	- Basic (Rs.)		(0.83)	(0.52)
	- Diluted (Rs.)		(0.83)	(0.52)

See accompanying notes (1 to 43) to the Financial Statements.
As per our report attached of even date.

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Paresh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Place : Mumbai
Date : 21st May, 2026

Place : Mumbai
Date : 21st May, 2026

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026
(Rupees in Thousands)

Particulars	For the Year ended March 31, 2026		For the Year ended March 31, 2025	
A. Cash flow from operational activities				
Net (Loss)/Profit before tax adjusted for prior period items and excess provisions for tax written back		(12,844.64)		2,258.26
Adjustments for:				
Depreciation	2,882.38		3,432.61	
Interest Income	(8,519.70)		(7,213.52)	
Finance Cost	2,310.17		1,084.67	
Unrealised Gains On Mark to Market of F&O Stock	80.73		-	
Provision for Dimunition in Investments/ Stock	1,686.92		1,385.03	
Other Comprehensive Expenses	35.65		85.73	
Interest on Income Tax Refund	(66.23)		(67.84)	
Provision for Tax	1,213.86		(10,588.48)	
Sundry Debit Balance written off	825.62		40,773.45	
Dividend Income	(187.76)		(178.05)	
		261.64		28,713.60
		(12,582.99)		30,971.86
Operating profit before working capital changes				
Adjustments for:				
Inventories	(2,552.16)		(4,608.75)	
Trade Receivables & Other Receivables	25,084.10		48,433.92	
Current Liabilities & Provision	(30,396.48)	(7,864.54)	(34,544.73)	9,280.43
Cash generated from operations		(20,447.53)		40,252.29
Direct taxes Refunded / (paid)		-		-
Net cash (used in) / generated from operating activities		(20,447.53)		40,252.29
B. Cash flow from investing activities				
Sale / (Purchase) of fixed assets (Net)	(2,126.03)		35,436.57	
Sale/ (Purchase) of Investments (Net of purchase)	2,306.31		(3,555.07)	
Investment in Fixed Deposit	(2,600.00)		(78,700.00)	
Interest received	8,585.93		7,281.36	
Dividend received	187.76		178.05	
Net cash (used in) / generated from investing activities		6,353.97		(39,359.09)
C. Cash flow from financing activities				
(Repayment)/Proceeds from long term borrowings(Net)	(2,694.71)		3,937.72	
(Repayment)/Proceeds from Preference shares	-		-	
(Repayment)/Proceeds from short term borrowings(Net)	-		-	
Interest and other Finance charges	(2,310.17)		(1,084.67)	
Net cash (used in) / generated from financing activities		(5,004.87)		2,853.05
Net increase/(decrease) in cash and cash equivalents		(19,098.43)		3,746.25
Cash and Cash equivalents (opening balance)	213.59		(3,532.66)	
Cash and Cash equivalents (closing balance)	(18,884.84)		213.59	
		(19,098.43)		3,746.25

See accompanying notes (1 to 43) to the Financial Statements.
As per our report attached of even date.

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Pareesh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Place : Mumbai
Date : 21st May, 2026

Place : Mumbai
Date : 21st May, 2026

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)
Tangible Fixed Assets :	
Building	60
Office equipment's	5
Computers	3
Furniture and fixtures	10
Vehicles	8
Plant and Machinery	15
Intangible Fixed Assets :	
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-25	Additions during the period	Deductions during the period	As At 31-Mar-26	As At 01-Apr-25	For the period	As At 31-Mar-26	As At 31-Mar-26	As At 31st March 25
Property, Plant and Equipment									
Office Buildings *	5,197.13	-	-	5,197.13	2,080.30	87.18	2,167.49	3,029.64	3,116.82
Computers	4,414.17	507.24	-	4,921.40	3,329.34	622.73	3,952.07	969.33	1,084.82
Office Equipments	3,269.68	338.79	-	3,608.47	2,421.90	247.75	2,669.65	938.82	847.78
Furniture and Fixtures	539.73	1,280.00	-	1,819.73	511.86	70.71	582.57	1,237.16	27.87
Vehicles	11,122.38	-	-	11,122.38	1,408.85	1,340.59	2,749.43	8,372.95	9,713.54
Plant & Machinery (Computer)	1,109.58	-	-	1,109.58	1,054.10	-	1,054.10	55.48	55.48
	25,652.66	2,126.03	-	27,778.69	10,806.35	2,368.97	13,175.32	14,603.37	14,846.31
INTANGIBLE ASSETS									
Computer Software	4,211.62	-	-	4,211.62	2,546.82	513.41	3,060.23	1,151.39	1,664.80
Total	29,864.27	2,126.03	-	31,990.30	13,353.17	2,882.38	16,235.55	15,754.76	16,511.11
Previous Year	103,555.40	7,364.96	81,056.08	29,864.27	48,175.11	3,432.61	13,353.17	16,511.11	

(Rupees in Thousands)

Particulars	Face Value	As at March 31, 2026		As at March 31, 2025	
		Number	Amount	Number	Amount
NOTE 3 - INVESTMENTS					
NON CURRENT INVESTMENTS					
Investments measured at Cost					
Quoted, fully paid up					
Bajaj Auto Ltd	10	300	3,212.99	300	3,212.99
Hindustan Cons. Co.	1	-	-	37,500	1,508.82
Rattan Enterprises	2	-	-	10,000	797.50
			3,212.99		5,519.31
In Equity Shares of Associate Companies					
Unquoted, fully paid up					
Trumonee Financial Limited	10	3,375,000	33,750.00	3,375,000	33,750.00
In Equity Shares					
Unquoted, fully paid up					
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
			21,363.20		21,363.20
			58,326.19		60,632.51
Less : Provision for diminution			21,358.20		21,358.20
TOTAL			36,967.99		39,274.31

(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE - 4 LOANS AND ADVANCES		
Deposits with exchange & other	105,639.76	129,984.84
Deposit with Companies	35,000.00	35,000.00
Inter-Corporate Deposit	11,081.00	11,081.00
TOTAL	151,720.76	176,065.84

NOTES FORMING PART OF FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE - 5 OTHERS		
Share Application	21,668.64	21,668.64
In Fixed Deposit Accounts (More than One Year)	105,550.00	102,950.00
TOTAL	127,218.64	124,618.64
NOTE - 6 OTHER NON - CURRENT ASSETS		
Advance Payment of Tax	2,064.21	5,793.85
TOTAL	2,064.21	5,793.85
NOTE 7 - CURRENT INVESTMENT		
Investment In Equity		
Equity Shares -(Refer Appendix 7-A)	8,487.63	7,703.12
TOTAL	8,487.63	7,703.12

Appendix 7-A
(Rupees in Thousands)

NAME OF THE SCRIP	As at March 31, 2026		As at March 31, 2025	
	Number	Rs.	Number	Rs.
Stock-in-Hand-Options		-		122.78
Equity Shares :				
360 One Wam Ltd	50	47.48	-	-
ABB India Ltd	-	-	20	101.24
Adani Ports And Special Economic Zone Ltd.	70	91.88	-	-
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
Apollo Tyres Ltd.	1,000	412.30	-	-
Aurobindo Pharma Ltd.	60	78.26	-	-
Bajaj Finance Ltd	500	400.78	32	244.12
Bajaj Finserv Ltd	50	81.59	50	90.97
Bajaj Holding & Investments Ltd.	10	87.46	-	-
Bank of Baroda	400	99.04	-	-
Best Agrolife Limited	-	-	10	2.58
Bharat Dynamics Ltd.	40	43.86	-	-
Bharat Electronics Ltd	-	-	500	134.45
Bharti Hexacom Ltd	150	211.37	100	129.15
Black Buck Ltd.	100	55.42	-	-
BSE Ltd	100	268.35	-	-
Capital India Finance Ltd	-	-	26,000	792.74
Cera Sanitaryware Ltd	-	-	20	108.46
Coal India Ltd.	375	160.42	-	-
Creative Casting Ltd	323	169.69	1,053	549.09
Cummins India Ltd	60	165.51	40	111.62
Emcure Pharmaceuticals Ltd.	50	71.84	-	-
Eternal Ltd	500	114.49	-	-
Fortis Healthcare	120	95.40	-	-
Deccan Granite Ltd	20,300	37.56	20,300	37.56
Five Star Business Fin Ltd	-	-	150	95.70
Ge Vemova	45	63.98	45	68.28
G R Magnets Ltd	7,100	-	7,100	-
Grauer & Well Ltd.	5,000	271.35	-	-
HDFC Asset Management Co.	40	88.66	-	-
HDFC Bank Ltd	160	117.05	80	146.26

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

NAME OF THE SCRIP	As at March 31, 2026		As at March 31, 2025	
	Number	Rs.	Number	Rs.
Healthcare Global Enterprise	-	-	200	102.64
ICIC Bank Ltd	175	211.03	120	150.35
ICIC Prudential Asset Mgmt Co. Ltd	20	53.28	-	-
ICSA (India) Ltd	3,000	0.60	3,000	0.60
Indus Towers Ltd.	300	100.79	-	-
Interglobe Aviation Ltd.	30	118.31	-	-
Jindal Steel Ltd	100	99.73	-	-
Jio Financial Service Ltd	100	22.41	350	79.63
JM Financial Ltd.	2,500	284.03	-	-
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
LIC MF Liquid Plus Fund	18,538	213.19	18,132	202.52
Life Insurance Corporation Ltd.	1,500	1,088.48	-	-
Mahindra & Mahindra Finance Ltd.	400	114.44	-	-
Mahindra & Mahindra Ltd	55	146.62	90	239.92
Mastek Ltd	-	-	50	109.06
Max Healthcare Institute Limited	80	76.93	-	-
Mefcom Capital Markets Ltd	-	-	10,000	149.60
National Fertilizers Limited	650	115.76	800	140.42
NSDL	252	199.37	-	-
Neuland Laboratories Ltd.	5	60.14	-	-
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
One 97 Communications Limited	60	57.54	-	-
PB Fintech Ltd.	50	71.39	-	-
Persistent Systems Ltd.	15	73.16	-	-
Power Finance Corporation	250	94.88	-	-
Power Grid Corporation Ltd.	400	108.32	-	-
Praj Industries Ltd	-	-	200	101.98
Purple Entertainment Limited	5,850	24.28	10,000	41.60
Rattan India Power Ltd	-	-	25,000	244.75
Rattan India Enterprises Ltd	-	-	-	-
Sai Life Sciences Ltd.	120	105.87	-	-
Saraswat Co-Op Bank	2,550	25.50	2,550	25.50
Setech Electronics Ltd	270,000	0.00	270,000	0.00
Sharp Industries Ltd	2,210	10.48	2,210	10.48
Shriram Finance Ltd	130	72.84	180	100.86
Sobha Limited	50	59.37	-	-
Sona BLW Precision Forging Ltd.	300	134.92	-	-
Steel City Securities Ltd	3,102	223.34	-	-
Supreme Facility Mgmt Ltd	8,000	141.60	19,200	526.08
Varun Beverages Ltd	200	76.82	-	-
Techno Electric And Engineering Ltd.	60	56.20	-	-
The Indian Hotels Co Ltd	700	399.67	300	228.24
Trent Ltd	-	-	20	106.50
Triveni Turbine Ltd.	100	43.99	-	-
UTI Top 100 Funds	1,000	6.21	1,000	6.21
Vedanta Ltd	290	189.89	-	-
Ventura Textiles Ltd	42,582	307.02	36,781	495.44
Vodafone Idea Ltd	-	-	75,000	510.00
Vishal Mega Mart Ltd	400	42.12	-	-
Yatharth Hospital & Trauma Care Services Ltd	-	-	200	84.94
		8,487.63		7,703.12

NOTES FORMING PART OF FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 8 - Trade Receivables		
(Unsecured & Considered Good)		
Outstanding for more than six months		
Considered good	39,892.88	37,296.87
Less :- Provision for Doubtful Debtors	-	-
	39,892.88	37,296.87
Outstanding for Less than Six Months		
Considered good	208.30	1,442.11
Less :- Provision for Doubtful Debtors	-	-
	208.30	1,442.11
TOTAL	40,101.18	38,738.98
NOTE 9 - Cash and cash equivalents		
Cash on hand	106.83	60.48
TOTAL	106.83	60.48
NOTE 10 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
Balance with Scheduled Banks:		
In Current Accounts	4,046.22	5,826.52
TOTAL	4,046.22	5,826.52
NOTE 11 - LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Employees	1,555.09	1,678.17
Prepaid Expenses	1,324.81	1,988.50
Advance to Sundry Creditors	9,698.09	8,788.19
Exchanges Fines	-	1,340.48
Exchange Obligation -Receivable	21.83	-
TOTAL	12,599.82	13,795.33
NOTE 12 - OTHER CURRENTS ASSETS		
Interest Accrued on Fixed Deposit	1,219.16	591.20
Advance for Expenses	518.63	192.18
Income Tax	6,395.24	6,338.43
Balance with GST Authorities	1,056.73	69.65
TOTAL	9,189.75	7,191.46

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
NOTE 13 - SHARE CAPITAL				
Authorised				
1,70,00,000 (P.Y. 14,000,000) Equity Shares of Rs. 10/- each	17,000,000	170,000.00	17,000,000	170,000.00
500,000 (P.Y. 500,000) Cumulative Redeemable Preference Shares of Rs. 100/- each	500,000	50,000.00	500,000	50,000.00
400,000 (P.Y.400,000) Cumulative Convertible Preference Shares of Rs. 100/- each	400,000	40,000.00	400,000	40,000.00
2,00,000 (P.Y. 2,00,000) Optionally Convertible Redeemable Preference Shares of Rs. 100/- each	200,000	20,000.00	200,000	20,000.00
TOTAL	18,100,000	280,000.00	18,100,000	280,000.00
Issued, Subscribed and Paid-up				
Equity Share Capital				
1,52,53,805 (P. Y. 1,52,53,805) Shares of Rs. 10/- each fully paid-up	15,253,805	152,538.05	15,253,805	152,538.05
TOTAL	15,253,805	152,538.05	15,253,805	152,538.05
Reconciliation Of Shares				
Equity shares with voting rights				
Balance as at the beginning of the year	15,253,805	152,538.05	15,253,805	152,538.05
Add: Issue of fresh shares during the year	-	-	-	-
Balance as at the end of the year	15,253,805	152,538.05	15,253,805	152,538.05

b) List of Share Holders Holding More than 5% of the total number of shares issued by the Company

Name of Equity Share Holder	Number of Shares	Percentage Shareholding	Number of Shares	Percentage Shareholding
Jayantilal Khandwala & Sons Pvt. Ltd.	1,733,321	11.36%	1,733,321	11.36%
Bentley Investments Pvt Ltd	1,440,968	9.45%	1,440,968	9.45%
Daxa Paresh Khandwala	1,315,036	8.62%	1,308,836	8.58%
Pratik Paresh Khandwala	796,730	5.22%	796,730	5.22%
Poonam Balram Bharwani	775,500	5.08%	775,500	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, 2026		As at March 31, 2025		% Change in Share holding during the year
	Nos	%	Nos	%	
Paresh Jayantilal Khandwala (HUF)	265,103	1.74%	265,103	1.74%	0.00%
Pratik Paresh Khandwala	796,730	5.22%	796,730	5.22%	0.00%
Tulsi Paresh Khandwala	308,225	2.02%	307,625	2.02%	0.00%
Pranav Paresh Khandwala	708,617	4.65%	708,617	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	1,315,036	8.62%	1,308,836	8.58%	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	269,509	1.77%	256,936	1.69%	0.08%
Bhagyashree Pranav Khandwala	50,180	0.33%	50,180	0.33%	0.00%
Bentley Investments Pvt Ltd	1,440,968	9.45%	1,440,968	9.45%	0.00%
Jayantilal Khandwala & Sons Pvt. Ltd.	1,733,321	11.36%	1,733,321	11.36%	0.00%
Piggero Investments Private Limited	323,744	2.12%	298,686	1.96%	0.16%
Khandwala Commodity And Derivatives Pvt. Ltd.	133,492	0.88%	104,625	0.69%	0.19%

NOTES FORMING PART OF FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 14 - Other Equity		
Share Premium	104,624.69	104,624.69
Capital Redemption Reserve	34,000.00	34,000.00
Profit & Loss Account		
As per last Balance Sheet	4,011.67	11,917.88
Add: Transferred from Profit & Loss Account	(12,667.06)	(7,906.22)
Provision for Tax	1,213.86	-
	(7,441.54)	4,011.67
TOTAL	131,183.15	142,636.35

Statement of Changes in Equity for the period ended 31.03.2026
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	104,624.69	-	4,011.67	-	-	-	-	-	-	-	142,636.35
Changes in accounting policy or prior period errors	-	-	-	-	-	-	1,213.86	-	-	-	-	-	-	-	1,213.86
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	(12,667.06)	-	-	-	-	-	-	-	(12,667.06)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	34,000.00	104,624.69	-	(7,441.54)	-	-	-	-	-	-	-	131,183.15

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 15 - BORROWINGS		
Secured		
Canara Bank Overdraft Account	23,037.89	5,673.41
Vehicle Loan (Secured by hypothecation of vehicle)	4,537.96	7,232.66
(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%)		
	27,575.85	12,906.07
Unsecured		
Yukti Securities Ltd.	1,259.04	1,259.04
	1,259.04	1,259.04
TOTAL	28,834.88	14,165.11
NOTE 16 - PROVISIONS		
Provision for Gratuity	2,119.51	1,897.14
TOTAL	2,119.51	1,897.14
NOTE 17 - OTHER NON CURRENTS LIABILITIES		
Security Deposits	670.61	455.73
TOTAL	670.61	455.73

(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 18 - TRADE PAYABLE		
Dues of Creditors Other Than Micro & Small Enterprises		
Undisputed. Considered Good, Unsecured (Less than 180 Days)	86,785.87	107,118.69
Considered Doubtful		
Less :- Provision for Doubtful Debtors	-	-
	86,785.87	107,118.69
Dues of Creditors Other Than Micro & Small Enterprises		
Undisputed, Considered Good, Unsecured (More than 180 Days)	1,324.15	6,774.06
Considered Doubtful		
Less :- Provision for Doubtful Debtors	-	-
	1,324.15	6,774.06
Total Trade Payables	88,110.02	113,892.75

- 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 FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 19 - OTHER CURRENTS LIABILITIES		
Payable to Employees	2,234.06	1,479.54
Statutory Dues	3,840.36	98.32
Provision Tax	-	10,588.48
Other Expenses Liabilities	769.26	726.70
Current Maturities of Long Term Debt	1,865.36	867.00
TOTAL	8,709.04	13,760.05

(Rupees in Thousands)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
NOTE 20 - REVENUE FROM OPERATIONS		
Sale of Services		
Brokerage	28,574.59	43,551.71
Corporate Advisory Services	46,886.00	48,618.48
Income from Capital Market Operations	3,483.45	3,222.74
TOTAL	78,944.04	95,392.92
NOTE 21 - OTHER INCOME		
Interest on Fixed deposits with Banks	7,319.58	4,828.30
<i>[Tax deducted at source Rs.7,31,962/- P.Y.Rs. 4,90,153/-]</i>		
Other Interest	1,200.12	2,385.21
Dividend :- On stock in trade	187.76	178.05
Interest on Income Tax Refund	66.23	67.84
Unrealised Gains/(Loss) On Mark to Market of F&O Stock	(80.73)	-
Other Income	5,925.82	312.98
Profit on Sale of Assets	-	48,130.67
TOTAL	14,618.78	55,903.06
NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS		
Loss on Stock Valuation	1,686.92	1,385.03
TOTAL	1,686.92	1,385.03
NOTE 23 - EMPLOYEE BENEFITS EXPENSE		
Salaries and Bonus	28,416.99	22,358.70
Managing Director's Remuneration	4,925.00	4,925.00
Contribution to Provident and other Funds	772.53	625.75
Staff Welfare Expenses	764.69	1,406.78
Gratuity	566.40	446.99
TOTAL	35,445.60	29,763.22

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
NOTE - 24 FINANCE COST		
Interest Expense	2,183.49	825.45
Bank Guarantee Commission and Other Charges	126.68	259.22
TOTAL	2,310.17	1,084.67
NOTE 25 - OTHER EXPENSES		
Financial Advisory charges	205.74	222.01
Computer Expenses	1,669.70	939.06
Demat charges	246.68	162.33
Rates and Taxes	3,383.62	3,997.09
Consultancy Charges	48.15	126.69
Commission Brokerage	7,898.29	10,014.08
Commission Paid	-	1,445.85
Insurance	736.64	792.23
Internet Expenses	461.10	478.59
Advertisement Expenses	170.43	221.08
Business Promotion Expenses	3,405.13	1,615.54
Legal & Professional Fees	23,636.22	34,994.89
Telephone/Postage and Courier Charges	435.61	483.43
Electricity Charges	750.35	694.76
Registration Fees	1,309.59	1,388.32
Repairs and Maintenance	4,493.60	3,552.94
Rent	6,075.00	4,182.00
Security Charges	367.05	314.45
Printing and Stationery	373.63	357.45
Subscription Expenses	640.05	1,438.43
Travelling and Conveyance	4,136.95	3,437.05
Auditor's Remuneration		
For Statutory Audit	225.00	225.00
For Certification	25.00	25.00
Directors sitting fees	100.00	105.00
Donation	112.10	196.21
Miscellaneous Expenses	1,033.98	717.91
Sundry Balance Written off	825.62	40,773.45
Loss on Market Operation	1,317.15	471.34
TOTAL	64,082.39	113,372.20

Note -26 Financial Ratios :

The ratios for the years ended 31st March 2026 and 31st March 2025 are as follows :

Particulars	Numerator	Denominator	As at 31.03.2026	As at 31.03.2025	Variance
Current Ratio	Current Assets	Current Liabilities	0.77	0.57	-0.20
Debt - Equity Ratio	Total Debt	Shareholder's Equity	0.10	0.05	-0.05
Debt Service Coverage Ratio	* Earnings Available for Debt Service	Debt Service	(0.27)	0.48	0.74
Return on Equity	Net Profit after taxes	Average Shareholder's Equity	(0.04)	(0.03)	0.02
Trade Receivables Turnovers Ratio	Trade Receivable	Turnover	0.51	0.41	-0.10
Trade Payables Turnovers Ratio	Trade Payable	Turnover	1.12	1.19	0.08
Net Capital Turnover Ratio	Share Capital	Turnover	1.93	1.60	-0.33
Net Profit Ratio	Net Profit before Tax	Revenue	(0.16)	0.02	0.19
Return on Capital Employed	Earning before Interest and Taxes	# Capital Employed	(0.04)	0.01	0.05

* 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 288 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, 2026. 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 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, against which the Company has filed its reply challenging their application. 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. The net deferred tax assets are calculated as follows:
(Rs. In Thousand)

Particulars	Accumulated As at 31 st March 2025	Charge/ Credit during the year	As at 31 st March 2026
Deferred tax asset:			
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
Deferred tax liability:			
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates	(37,708.74)	141.92	(37,566.82)
Expenses carried forward as per books but claimed for tax purposes as incurred	(121.87)	-	(121.87)
Net Deferred tax Assets/ (Liability)	3,765.54	141.92	3,907.46

33. 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 st March 2026	Year Ended 31 st March 2025
1	Segment Revenue-external		
a)	Investment / Stock Operations	3,483.45	3,222.74
b)	Fee-based Operations	75,460.59	92,170.19
c)	Other Unallocated Revenue	14,618.78	55,903.06
	Total revenue	93,562.82	1,51,295.99

NOTES FORMING PART OF FINANCIAL STATEMENTS

Sr. No.	Particulars	Year Ended 31 st March 2026	Year Ended 31 st March 2025
2	Segment Result		
a)	Investment / Stock Operations	(155.31)	463.77
b)	Fee-based Operations	3,223.74	(26,252.97)
	Total	3,068.44	(25,789.20)
	Less: Interest	2,310.17	1,084.67
	Unallocated Expenses less unallocated income	(13,602.98)	29,132.14
	Net (Loss) / Profit before Tax & prior Period Items	(12,844.64)	2,258.26
	Provision for tax (including deferred tax)	(141.92)	10,250.21
	Net (Loss)/Profit after tax for the year	(12,702.72)	(7,991.95)
	Other Comprehensive Income	35.64	85.73
	Total Comprehensive Income	(12,667.06)	(7,906.22)
	Other Items		
3	Segment Assets		
a)	Investment / Stock Operations	45,459.62	46,981.43
b)	Fee-based Operations	2,48,325.06	2,70,936.60
c)	Unallocated Corporate Assets	1,18,380.59	1,21,427.14
		4,12,165.26	4,39,345.17
4	Segment Liabilities		
a)	Investment / Stock Operations	0.21	2.15
b)	Fee-based Operations	89,978.90	1,07,457.61
c)	Unallocated Corporate Liabilities	9,630.08	22,545.91
		99,609.18	1,30,005.66
5	Depreciation	2,882.38	3,432.61
6	Non cash items other than depreciation		
a)	Investment / Stock operations	1,686.92	1,385.03
b)	Fee based operations	-	-

34. 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, 2026	Year ended March 31, 2025
Basic		
Numerator used for calculating basic earnings per share – Profit after taxation	(12,702.72)	(7,991.95)
Less: Dividend on Cumulative Preference share dividend (including dividend tax thereon)	-	-
Profit / (Loss) attributable to equity shareholders	(12,702.72)	(7,991.95)
Weighted average number of shares used as Denominator for calculating basic earnings per share	15,253.81	15,253.81
Nominal value per equity share (Rs.)	10.00	10.00
Basic earnings per share – (Rs.)	(0.83)	(0.52)
Diluted		
Numerator used for calculating Diluted earning per Share-Profit/(Loss) after taxation	(12,702.72)	(7,991.95)
Weighted Average Number of Shares used as Denominator for calculating Diluted Earning per Share	15,253.81	15,253.81
Diluted earnings per Share- (Rs.)	(0.83)	(0.52)

35. 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. Piggiero 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. Pratik Khandwala - Non-Executive Director

5. Mr. Kalpen Shukla - Non-Executive Independent Director

6. Mrs. Suzan Vakil - 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

NOTES FORMING PART OF FINANCIAL STATEMENTS

Transactions with related parties for the year ended
31st March 2026

(Rs. In Thousand)

Transaction	2025-26	2024-25
Brokerage received	112.06	130.75
Remuneration Paid	4,925.00	4,925.00
Advisory fees paid	175.74	222.01
Outstanding Balance		
Loans and Advance	-	-
Sundry Debtors	4,881.05	6,255.87
Sundry Creditors	2,158.01	922.96
Investment Associate Companies	33,750.00	33,750.00

36. As per information and explanation received there are no dues payable to Small Scale Industrial Undertakings as at March 31, 2026.

37. Transaction in foreign currency: (In Thousand)

Foreign Travel Expenses – Rs. 1,779.32 (Previous year Rs. 793.53)

Foreign Currency Income – Rs. Nil (Previous year Rs. 12,639.75)

38. 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. 4,881.05.
- (iii) The above dues have arisen in the normal course of business.

39. 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.

40. 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. 100.00 (P.Y. Rs. 105.00)

41. 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	5,892.05	5,357.30
Interest Cost	396.54	385.19

Change in Benefit Obligation:	Current Period	Previous Period
Current Service Cost	430.35	300.95
Past Service Cost (Non Vested Benefit)	-	-
Past Service Cost (Vested Benefit)	-	-
Settlement	-	-
Liability Transfer in	-	-
Liability Transfer out	-	-
(Benefit Paid from the Fund)	(427.97)	(87.19)
Actuarial (Gain) / Loss on Obligations-Due to change in Demographic Assumptions	-	-
Actuarial (Gain) / Loss on Obligations-Due to change in Financial Assumptions	(130.70)	113.27
Actuarial (Gain) / Loss on Obligations-Due to Experience	113.68	(117.47)
Present Value of Benefit Obligation at the End of the Period	6,273.95	5,892.05

Fair value of Plan Assets:	Current Period	Previous Period
Fair Value of Plan Assets at the Beginning of the Period	3,994.92	3,788.20
Interest Income	268.86	272.37
Contributions by the Employer	300.00	-
Expected Contribution by the employees	-	-
Expected Contributions by the Employees	-	-
(Benefit Paid from the Fund)	(427.97)	(87.19)
Return on Plan Assets, Excluding Interest Income	18.64	21.53
Fair Value of Plan Assets at the End of the Period	4,154.44	3,994.92

Amount Recognized in the Balance Sheet:	Current Period	Previous Period
(Present Value of Benefit Obligation at the end of the Period)	(6,273.95)	(5,892.05)
Fair Value of Plan Assets at the End of the Period	4,154.44	3,994.92
Funded Status (Surplus/ (Deficit))	(2,119.51)	(1,897.14)
Net (Liability) /Asset Recognized in the Balance Sheet	(2,119.51)	(1,897.14)

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	5,892.05	5,357.30
(Fair Value of Plan Assets at the Beginning of the Period)	(3,994.92)	(3,788.20)
Net (Liability) /Asset at the Beginning	1,897.14	1,569.10
Interest Cost	396.54	385.19
(Interest Income)	(268.86)	(272.37)
Net Interest Cost for Current Period	127.68	112.82

Expenses Recognized in the Income Statement:	Current Period	Previous Period
Current Service Cost	430.35	300.95
Net Interest Cost	127.68	112.82
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/ Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expense Recognized	558.02	413.77

Balance Sheet Reconciliation	Current Period	Previous Period
Opening Net Liability	1,897.14	1,569.10
Expense Recognized in Statement of Profit or Loss	558.02	413.77
Expense Recognized in OCI	(35.65)	(85.73)
Net Liability/ (Asset) Transfer in	-	-
Net Liability/ (Asset) Transfer out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	(300.00)	-
Net Liability /((Asset) Recognized in Balance Sheet	2,119.51	1,897.14

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	4,154.44	3,994.92
Other	-	-
Total	4,154.44	3,994.92

Expenses Recognized in the Other Comprehensive Income OCI for Current Period	Current Period	Previous Period
Actuarial (Gains)/ Losses on Obligation for the Period	(17.02)	(64.20)
Return on Plan Assets, Excluding Interest Income	(18.64)	(21.53)
Change in Asset Ceiling	-	-
Net (Income)/ Expense for the Period Recongnized in OCI	(35.65)	(85.73)

Assumptions	Current Period	Previous Period
Expected Return on Plan Assets	7.24%	6.73%
Rate of Discounting	7.24%	6.73%
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	43	44
Per Month Salary For Active Member	1,124.50	1,127.21
Weighted Average Duration of the Projected Benefit Obligation	-	-
Average Expected Future Service	-	-
Projected Benefit Obligation	6,273.95	5,892.05
Prescribed Contribution for next year (12 Months)	1,124.50	1,127.21

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**42. 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 31st March 2026 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.

43. 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 43) to the Financial Statements.

As per our report attached of even date.

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

Place: Mumbai
Date : 21st May 2026

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director / CFO
DIN: 00519113

Place : Mumbai
Date : 21st May 2026

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, 2026, 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, 2026, 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 288 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 to various companies of Rs 350.00 lakhs are subject to subsequent adjustments. We are unable to ascertain the recoverability of these amounts, 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.

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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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, 2026.
- 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 Pravesh Agarwal & Associates
Chartered Accountants
Firm Registration No. 163221W

CA Pravesh Agarwal
Proprietor
Membership No.150346
Place: Mumbai
Date: May 21, 2026
UDIN: 26150346VIKAVI6301

Annexure-A'' to the Independent Auditors' Report – 31st March 2026

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 31st March, 2026 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 31st March 2026, 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 Pravesh Agarwal & Associates
Chartered Accountants
Firm Registration No. 163221W

CA Pravesh Agarwal
Proprietor
Membership No.150346

Place: Mumbai
Date: May 21, 2026
UDIN: 26150346VIKAVI6301

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 **31st March 2026**).

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. 60,373/- as on 31st March 2026 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 incurred loss for the year ended 31st March 2026.

Resignation of Statutory Auditors: -

- (xviii) The Statutory Auditor has resigned during the year and Pravesh Agarwal & Associates is being appointed as the Statutory Auditor of the Company.

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 Pravesh Agarwal & Associates
Chartered Accountants
Firm Registration No. 163221W

CA Pravesh Agarwal
Proprietor
Membership No.150346

Place: Mumbai
Date: May 21, 2026
UDIN: 26150346VIKAVI6301



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2026
(Rupees in Thousands)

Particulars	Note No.	As At March 31, 2026	As At March 31, 2025
A ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	2	14,603.37	14,846.31
(b) Intangible assets		1,151.39	1,664.80
(c) Goodwill on Consolidation		25,976.62	25,976.62
(d) Financial Assets			
(i) Investments	3	3,217.99	5,524.31
(ii) Loans and Advances	4	1,51,809.51	1,76,154.59
(iii) Others	5	1,27,218.64	1,24,618.64
(e) Deferred tax assets (net)		3,907.46	3,765.54
(f) Other non-current assets	6	2,064.21	5,793.85
		3,29,949.19	3,58,344.65
(2) Current Assets			
(a) Financial Assets			
(i) Investments	7	8,496.57	7,711.62
(ii) Trade receivables	8	40,101.18	38,738.98
(iii) Cash and cash equivalents	9	194.02	147.67
(iv) Bank balances other than (iii) above	10	4,083.81	5,874.26
(v) Loans and Advances	11	12,599.82	13,795.33
(vi) Other current assets	12	10,462.15	8,463.86
		75,937.55	74,731.71
Total Assets		4,05,886.74	4,33,076.36
B EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	13	1,52,538.05	1,52,538.05
(b) Other Equity	14	1,24,898.99	1,36,356.48
Total Equity		2,77,437.04	2,88,894.53
(2) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	28,834.88	14,165.11
(b) Provisions	16	2,119.51	1,897.14
(c) Other non-current liabilities	17	670.61	455.73
Total Non Current Liabilities		31,625.00	16,517.97
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	18	88,115.66	1,13,903.82
(b) Other current liabilities	19	8,709.04	13,760.05
Total Current Liabilities		96,824.71	1,27,663.87
Total Equity and Liabilities		4,05,886.74	4,33,076.36

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

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Paresh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Place : Mumbai
Date : 21st May, 2026

Place : Mumbai
Date : 21st May, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Rupees in Thousands)

Particulars	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
I Revenue from Operations	20	78,944.04	95,392.92
II Other Income	21	14,619.23	55,903.70
III Total Income		93,563.27	1,51,296.62
IV Expenses			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods	22	1,686.92	1,385.03
Stock-in-Trade and work-in-progress		-	-
Employee benefits expense	23	35,445.60	29,763.22
Finance costs	24	2,310.17	1,084.78
Depreciation and amortization expense		2,882.38	3,432.61
Other expenses	25	64,087.13	1,13,384.92
Total Expenses		1,06,412.19	1,49,050.55
V Profit/(Loss) before Tax and prior period items		(12,848.92)	2,246.08
VI Exceptional Items		-	-
VII Profit/(Loss) before Extraordinary items and tax (V - VI)		(12,848.92)	2,246.08
VIII Extraordinary items		-	-
IX Profit/(Loss) before Tax (VII - VIII)		(12,848.92)	2,246.08
X Tax Expense			
(1) Current Tax		-	10,588.48
(2) MAT Tax		-	-
(3) Deferred Tax (Credited)/ Charged		(141.92)	(338.27)
XI Profit / (Loss) for the period from Continuing Operations		(12,707.00)	(8,004.13)
XII Profit / (Loss) from Discontinuing Operations		-	-
XIII Tax Expense of Discontinuing Operations		-	-
XIV Profit / (Loss) from Discontinuing Operations (after tax) (XII -XIII)		-	-
XV Profit (Loss) for the period (XI +XIV)		(12,707.00)	(8,004.13)
XVI Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		35.65	85.73
(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 Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(12,671.35)	(7,918.40)
XVIII Earnings Per Share of - Basic (Rs.)			
- Basic (Rs.)		(0.83)	(0.52)
- Diluted (Rs.)		(0.83)	(0.52)

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

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Paresh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Place : Mumbai
Date : 21st May, 2026

Place : Mumbai
Date : 21st May, 2026

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026
(Rupees in Thousands)

Particulars	For the Year ended March 31, 2026		For the Year ended March 31, 2025	
A. Cash flow from operational activities				
Net (Loss)/Profit before tax adjusted for prior period items and excess provisions for tax written back		(12,848.92)		2,246.08
Adjustments for:				
Depreciation	2,882.38		3,432.61	
Interest Income	(8,519.70)		(7,213.52)	
Finance Cost	2,310.17		1,084.78	
Unrealised Gains On Mark to Market of F&O Stock	80.73		-	
Provision for Dimunition in Investments/ Stock	1,686.92		1,385.03	
Other Comprehensive Expenses	35.65		85.73	
Interest on Income Tax Refund	(66.23)		(67.84)	
Provision for Tax	1,213.86		(10,588.48)	
Sundry Debit Balance written off	825.62		40,773.45	
Dividend Income	(188.21)		(178.69)	
		261.20		28,713.06
		(12,587.73)		30,959.14
Operating profit before working capital changes				
Adjustments for:				
Inventories	(2,552.61)		(4,609.39)	
Trade Receivables & Other Receivables	25,084.10		48,433.92	
Current Liabilities & Provision	(30,401.91)	(7,870.41)	(34,546.60)	9,277.93
Cash generated from operations		(20,458.14)		40,237.07
Direct taxes Refunded / (paid)		-		-
Net cash (used in) / generated from operating activities		(20,458.14)		40,237.07
B. Cash flow from investing activities				
Sale / (Purchase) of fixed assets (Net)	(2,126.03)		35,436.57	
Sale/ (Purchase) of Investments (Net of purchase)	2,306.31		(3,555.07)	
Investment in Fixed Deposit	(2,600.00)		(78,700.00)	
Interest received	8,585.93		7,281.36	
Dividend received	188.21		178.69	
Net cash (used in) / generated from investing activities		6,354.42		(39,358.45)
C. Cash flow from financing activities				
(Repayment)/Proceeds from long term borrowings(Net)	(2,694.71)		3,937.72	
(Repayment)/Proceeds from Preference shares	-		-	
(Repayment)/Proceeds from short term borrowings(Net)	-		-	
Interest and other Finance charges	(2,310.17)		(1,084.78)	
Net cash (used in) / generated from financing activities		(5,004.87)		2,852.94
Net increase/(decrease) in cash and cash equivalents		(19,108.59)		3,731.56
Cash and Cash equivalents (opening balance)	348.53		(3,383.04)	
Cash and Cash equivalents (closing balance)	(18,760.06)		348.53	
		(19,108.59)		3,731.56

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

For Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

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

Kalpen Shukla
Chairman
DIN: 00117482

Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Paresh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Place : Mumbai
Date : 21st May, 2026

Place : Mumbai
Date : 21st May, 2026

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)
Tangible Fixed Assets :	
Building	60
Office equipment's	5
Computers	3
Furniture and fixtures	10
Vehicles	8
Plant and Machinery	15
Intangible Fixed Assets :	
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

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

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-25	Additions during the period	Deductions during the period	As At 31-Mar-26	As At 01-Apr-25	For the period	As At 31-Mar-26	As At 31-Mar-26	As At 31st March 25
Property, Plant and Equipment									
Office Buildings *	5,197.13	-	-	5,197.13	2,080.30	87.18	2,167.49	3,029.64	3,116.82
Computers	4,414.17	507.24	-	4,921.40	3,329.34	622.73	3,952.07	969.33	1,084.82
Office Equipments	3,269.68	338.79	-	3,608.47	2,421.90	247.75	2,669.65	938.82	847.78
Furniture and Fixtures	539.73	1,280.00	-	1,819.73	511.86	70.71	582.57	1,237.16	27.87
Vehicles	11,122.38	-	-	11,122.38	1,408.85	1,340.59	2,749.43	8,372.95	9,713.54
Plant & Machinery (Computer)	1,109.58	-	-	1,109.58	1,054.10	-	1,054.10	55.48	55.48
	25,652.66	2,126.03	-	27,778.69	10,806.35	2,368.97	13,175.32	14,603.37	14,846.31
INTANGIBLE ASSETS									
Computer Software	4,211.62	-	-	4,211.62	2,546.82	513.41	3,060.23	1,151.39	1,664.80
Total	29,864.27	2,126.03	-	31,990.30	13,353.17	2,882.38	16,235.55	15,754.76	16,511.11
Previous Year	1,03,555.40	7,364.96	81,056.08	29,864.27	48,175.11	3,432.61	13,353.17	16,511.11	

(Rupees in Thousands)

Particulars	Face Value	As at March 31, 2026		As at March 31, 2025	
		Number	Amount	Number	Amount
NOTE 3 - INVESTMENTS					
NON CURRENT INVESTMENTS					
Investments measured at Cost					
Quoted, fully paid up					
Bajaj Auto Ltd	10	300	3,212.99	300	3,212.99
Hindustan Cons. Co.	1	-	-	37,500	1,508.82
Rattan Enterprises	2	-	-	10,000	797.50
			3,212.99		5,519.31
In Equity Shares					
Unquoted, fully paid up					
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
			21,363.20		21,363.20
			24,576.19		26,882.51
Less : Provision for diminution			21,358.20		21,358.20
TOTAL			3,217.99		5,524.31

(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE - 4 LOANS AND ADVANCES		
Deposits with exchange & other	1,05,639.76	1,30,073.59
Deposit with Companies	35,088.75	35,000.00
Inter-Corporate Deposit	11,081.00	11,081.00
TOTAL	1,51,809.51	1,76,154.59

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE - 5 OTHERS		
Share Application	21,668.64	21,668.64
In Fixed Deposit Accounts (More than One Year)	1,05,550.00	1,02,950.00
TOTAL	1,27,218.64	1,24,618.64
NOTE - 6 OTHER NON - CURRENT ASSETS		
Advance Payment of Tax	2,064.21	5,793.85
TOTAL	2,064.21	5,793.85
NOTE 7 - CURRENT INVESTMENT		
Investment In Equity		
Equity Shares -(Refer Appendix 7-A)	8,496.57	7,711.62
TOTAL	8,496.57	7,711.62

Appendix 7-A
(Rupees in Thousands)

NAME OF THE SCRIP	As at March 31, 2026		As at March 31, 2025	
	Number	Rs.	Number	Rs.
Stock-in-Hand-Options		-		122.78
Equity Shares :				
360 One Wam Ltd	50	47.48	-	-
ABB India Ltd	-	-	20	101.24
Adani Ports And Special Economic Zone Ltd.	70	91.88	-	-
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
Apollo Tyres Ltd.	1,000	412.30	-	-
Aurobindo Pharma Ltd.	60	78.26	-	-
Bajaj Finance Ltd	500	400.78	32	244.12
Bajaj Finserv Ltd	50	81.59	50	90.97
Bajaj Holding & Investments Ltd.	10	87.46	-	-
Bank of Baroda	400	99.04	-	-
Best Agrolife Limited	-	-	10	2.58
Bharat Dynamics Ltd.	40	43.86	-	-
Bharat Electronics Ltd	-	-	500	134.45
Bharti Hexacom Ltd	150	211.37	100	129.15
Black Buck Ltd.	100	55.42	-	-
BSE Ltd	100	268.35	-	-
Capital India Finance Ltd	-	-	26,000	792.74
Cera Sanitaryware Ltd	-	-	20	108.46
Coal India Ltd.	375	160.42	-	-
Creative Casting Ltd	323	169.69	1,053	549.09
Cummins India Ltd	60	165.51	40	111.62
Emcure Pharmaceuticals Ltd.	50	71.84	-	-
Eternal Ltd	500	114.49	-	-
Fortis Healthcare	120	95.40	-	-
Deccan Granite Ltd	20,300	37.56	20,300	37.56
Five Star Business Fin Ltd	-	-	150	95.70
Ge Vemova	45	63.98	45	68.28
G R Magnets Ltd	7,100	-	7,100	-
Grauer & Well Ltd.	5,000	271.35	-	-
HDFC Asset Management Co.	40	88.66	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

NAME OF THE SCRIP	As at March 31, 2026		As at March 31, 2025	
	Number	Rs.	Number	Rs.
HDFC Bank Ltd	160	117.05	80	146.26
Healthcare Global Enterprise	-	-	200	102.64
ICIC Bank Ltd	175	211.03	120	150.35
ICIC Prudential Asset Mgmt Co. Ltd	20	53.28	-	-
ICSA (India) Ltd	3,000	0.60	3,000	0.60
Indus Towers Ltd.	300	100.79	-	-
Interglobe Aviation Ltd.	30	118.31	-	-
Jindal Steel Ltd	100	99.73	-	-
Jio Financial Service Ltd	100	22.41	350	79.63
JM Financial Ltd.	2,500	284.03	-	-
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
LIC MF Liquid Plus Fund	18,538	222.12	18,132	211.01
Life Insurance Corporation Ltd.	1,500	1,088.48	-	-
Mahindra & Mahindra Finance Ltd.	400	114.44	-	-
Mahindra & Mahindra Ltd	55	146.62	90	239.92
Mastek Ltd	-	-	50	109.06
Max Healthcare Institute Limited	80	76.93	-	-
Mefcom Capital Markets Ltd	-	-	10,000	149.60
National Fertilizers Limited	650	115.76	800	140.42
NSDL	252	199.37	-	-
Neuland Laboratories Ltd.	5	60.14	-	-
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
One 97 Communications Limited	60	57.54	-	-
PB Fintech Ltd.	50	71.39	-	-
Persistent Systems Ltd.	15	73.16	-	-
Power Finance Corporation	250	94.88	-	-
Power Grid Corporation Ltd.	400	108.32	-	-
Praj Industries Ltd	-	-	200	101.98
Purple Entertainment Limited	5,850	24.28	10,000	41.60
Rattan India Power Ltd	-	-	25,000	244.75
Sai Life Sciences Ltd.	120	105.87	-	-
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	130	72.84	180	100.86
Sobha Limited	50	59.37	-	-
Sona BLW Precision Forging Ltd.	300	134.92	-	-
Steel City Securities Ltd	3,102	223.34	-	-
Supreme Facility Mgmt Ltd	8,000	141.60	19,200	526.08
Varun Beverages Ltd	200	76.82	-	-
Techno Electric And Engineering Ltd.	60	56.20	-	-
The Indian Hotels Co Ltd	700	399.67	300	228.24
Trent Ltd	-	-	20	106.50
Triveni Turbine Ltd.	100	43.99	-	-
UTI Top 100 Funds	1,000	6.21	1,000	6.21
Vedanta Ltd	290	189.89	-	-
Ventura Textiles Ltd	42,582	307.02	36,781	495.44
Vodafone Idea Ltd	-	-	75,000	510.00
Vishal Mega Mart Ltd.	400	42.12	-	-
Yatharth Hospital & Trauma Care Services Ltd	-	-	200	84.94
		8,496.57		7,711.62

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 8 - Trade Receivables (Unsecured & Considered Good) Outstanding for more than six months		
Considered good	39,892.88	37,296.87
Less :- Provision for Doubtful Debtors	-	-
	39,892.88	37,296.87
Outstanding for Less than Six Months		
Considered good	208.30	1,442.11
Less :- Provision for Doubtful Debtors	-	-
	208.30	1,442.11
TOTAL	40,101.18	38,738.98
NOTE 9 - Cash and cash equivalents Cash on hand	194.02	147.67
TOTAL	194.02	147.67
NOTE 10 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS Balance with Scheduled Banks: In Current Accounts	4,083.81	5,874.26
TOTAL	4,083.81	5,874.26
NOTE 11 - LOANS AND ADVANCES (Unsecured and Considered Good) Employees Prepaid Expenses Advance to Sundry Creditors Exchanges Fines Exchange Obligation -Receivable	1,555.09 1,324.81 9,698.09 - 21.83	1,678.17 1,988.50 8,788.19 1,340.48 -
TOTAL	12,599.82	13,795.33
NOTE 12 - OTHER CURRENTS ASSETS Interest Accrued on Fixed Deposit Advance for Expenses Income Tax Balance with GST Authorities	1,219.16 518.63 6,395.24 2,329.13	591.20 192.18 6,338.43 1,342.05
TOTAL	10,462.15	8,463.86

(Rupees in Thousands)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
NOTE 13 - SHARE CAPITAL Authorised				
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

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Issued, Subscribed and Paid-up				
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
Reconciliation Of Shares				
Equity shares with voting rights				
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) List of Share Holders Holding More than 5% of the total number of shares issued by the Company

Name of Equity Share Holder	Number of Shares	Percentage Shareholding	Number of Shares	Percentage Shareholding
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	13,15,036	8.62%	13,08,836	8.58%
Pratik Paresh Khandwala	7,96,730	5.22%	7,96,730	5.22%
Poonam Balram Bharwani	7,75,500	5.08%	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, 2026		As at March 31, 2025		% 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%	7,96,730	5.22%	0.00%
Tulsi Paresh Khandwala	3,08,225	2.02%	3,07,625	2.02%	0.00%
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	13,15,036	8.62%	13,08,836	8.58%	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	2,69,509	1.77%	2,56,936	1.69%	0.08%
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	3,23,744	2.12%	2,98,686	1.96%	0.16%
Khandwala Commodity And Derivatives Pvt. Ltd.	1,33,492	0.88%	1,04,625	0.69%	0.19%

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 14 - Other Equity		
Share Premium	1,04,624.69	1,04,624.69
Capital Redemption Reserve	34,000.00	34,000.00
Profit & Loss Account		
As per last Balance Sheet	(2,268.21)	5,650.19
Add: Transferred from Profit & Loss Account	(12,671.35)	(7,918.40)
Provision for Tax	1,213.86	-
	(13,725.69)	(2,268.21)
TOTAL	1,24,898.99	1,36,356.48

Statement of Changes in Equity for the period ended 31.03.2026
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	104,624.69	-	(2,268.21)	-	-	-	-	-	-	-	1,36,356.48
Changes in accounting policy or prior period errors	-	-	-	-	-	-	1,213.86	-	-	-	-	-	-	-	1,213.86
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	(12,667.06)	-	-	-	-	-	-	-	(12,667.06)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	34,000.00	104,624.69	-	(13,721.41)	-	-	-	-	-	-	-	1,24,903.27

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 15 - BORROWINGS		
Secured		
Canara Bank Overdraft Account	23,037.89	5,673.41
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%)	4,537.96	7,232.66
	27,575.85	12,906.07
Unsecured		
Yukti Securities Ltd.	1,259.04	1,259.04
	1,259.04	1,259.04
TOTAL	28,834.88	14,165.11
NOTE 16 - PROVISIONS		
Provision for Gratuity	2,119.51	1,897.14
TOTAL	2,119.51	1,897.14
NOTE 17 - OTHER NON CURRENTS LIABILITIES		
Security Deposits	670.61	455.73
TOTAL	670.61	455.73

(Rupees in Thousands)

Particulars	As At March 31, 2026	As At March 31, 2025
NOTE 18 - TRADE PAYABLE		
Dues of Creditors Other Than Micro & Small Enterprises		
Undisputed. Considered Good, Unsecured (Less than 180 Days)	86,788.04	1,07,126.29
Considered Doubtful		
Less :- Provision for Doubtful Debtors	-	-
	86,788.04	1,07,126.29
Dues of Creditors Other Than Micro & Small Enterprises		
Undisputed, Considered Good, Unsecured (More than 180 Days)	1,327.62	6,777.53
Considered Doubtful		
Less :- Provision for Doubtful Debtors	-	-
	1,327.62	6,777.53
Total Trade Payables	88,115.66	1,13,903.82

- 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, 2026	As At March 31, 2025
NOTE 19 - OTHER CURRENTS LIABILITIES		
Payable to Employees	2,234.06	1,479.54
Statutory Dues	3,840.36	98.32
Provision Tax	-	10,588.48
Other Expenses Liabilities	769.26	726.70
Current Maturities of Long Term Debt	1,865.36	867.00
TOTAL	8,709.04	13,760.05

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
(Rupees in Thousands)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
NOTE 20 - REVENUE FROM OPERATIONS		
Sale of Services		
Brokerage	28,574.59	43,551.71
Corporate Advisory Services	46,886.00	48,618.48
Income from Capital Market Operations	3,483.45	3,222.74
TOTAL	78,944.04	95,392.92
NOTE 21 - OTHER INCOME		
Interest on Fixed deposits with Banks	7,319.58	4,828.30
<i>[Tax deducted at source Rs.7,31,962/- P.Y.Rs. 4,90,153/-]</i>		
Other Interest	1,200.12	2,385.21
Dividend :- On stock in trade	188.21	178.69
Interest on Income Tax Refund	66.23	67.84
Unrealised Gains/(Loss) On Mark to Market of F&O Stock	(80.73)	-
Other Income	5,925.82	312.98
Profit on Sale of Assets	-	48,130.67
TOTAL	14,619.23	55,903.70
NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS		
Loss on Stock Valuation	1,686.92	1,385.03
TOTAL	1,686.92	1,385.03
NOTE 23 - EMPLOYEE BENEFITS EXPENSE		
Salaries and Bonus	28,416.99	22,358.70
Managing Director's Remuneration	4,925.00	4,925.00
Contribution to Provident and other Funds	772.53	625.75
Staff Welfare Expenses	764.69	1,406.78
Gratuity	566.40	446.99
TOTAL	35,445.60	29,763.22

(Rupees in Thousands)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
NOTE - 24 FINANCE COST		
Interest Expense	2,183.49	825.45
Bank Guarantee Commission and Other Charges	126.68	259.33
TOTAL	2,310.17	1,084.78
NOTE 25 - OTHER EXPENSES		
Financial Advisory charges	205.74	222.01
Computer Expenses	1,669.70	939.06
Demat charges	246.68	162.33
Rates and Taxes	3,384.01	3,997.88
Consultancy Charges	48.15	126.69
Commission Brokerage	7,898.29	10,014.08
Commission Paid	-	1,445.85
Insurance	736.64	792.23
Internet Expenses	461.10	478.59
Advertisement Expenses	170.43	221.08
Business Promotion Expenses	3,405.13	1,615.54

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Thousands)

Particulars	For the year ended	For the year ended
	March 31, 2026	March 31, 2025
Legal & Professional Fees	23,636.22	35,000.32
Telephone/Postage and Courier Charges	435.61	483.43
Electricity Charges	750.35	694.76
Registration Fees	1,309.59	1,388.32
Repairs and Maintenance	4,495.77	3,557.28
Rent	6,075.00	4,182.00
Security Charges	367.05	314.45
Printing and Stationery	373.63	357.45
Subscription Expenses	640.05	1,438.43
Travelling and Conveyance	4,136.95	3,437.05
Auditor's Remuneration		
For Statutory Audit	227.17	227.17
For Certification	25.00	25.00
Directors sitting fees	100.00	105.00
Donation	112.10	196.21
Miscellaneous Expenses	1,033.98	717.91
Sundry Balance Written off	825.62	40,773.45
Loss on Market Operation	1,317.15	471.34
TOTAL	64,087.13	1,13,384.92

Note - 26 Financial Ratios :

The ratios for the years ended 31st March 2026 and 31st March 2025 are as follows :

Particulars	Numerator	Denominator	As at 31.03.2026	As at 31.03.2025	Variance
Current Ratio	Current Assets	Current Liabilities	0.77	0.59	-0.18
Debt - Equity Ratio	Total Debt	Shareholder's Equity	0.10	0.05	-0.05
Debt Service Coverage Ratio	* Earnings Available for Debt Service	Debt Service	(0.27)	0.48	0.74
Return on Equity	Net Profit after taxes	Average Shareholder's Equity	(0.04)	(0.03)	0.02
Trade Receivables Turnovers Ratio	Trade Receivable	Turnover	0.51	0.41	-0.10
Trade Payables Turnovers Ratio	Trade Payable	Turnover	1.12	1.19	0.08
Net Capital Turnover Ratio	Share Capital	Turnover	1.93	1.60	-0.33
Net Profit Ratio	Net Profit before Tax	Revenue	(0.16)	0.02	0.19
Return on Capital Employed	Earning before Interest and Taxes	# Capital Employed	(0.04)	0.01	0.05

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

Tangible Net Worth + Deferred Tax Liabilities + Lease Liabilities

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
27. 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, 2026 is as under:

Sr. No	Name of Associate Enterprises	As at March 31, 2026	
		No of shares	% of Holding
1	Trumonee Financial Limited	33,75,000	43.41

28. Principles used in preparing Consolidated Financial Statements:

- 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.
- Intra-group transactions are eliminated in preparation of consolidated financial statements.
- 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.
- 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.
- In case of Associate Enterprises, the financial statements as on 31st March, 2026 have been consolidated as per Ind AS111 "Accounting for Investments in Associates in Consolidated Financial Statements".
- 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 288 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.

- 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, 2026. 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.
- 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 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, against which the Company has filed its reply challenging their application. At present, the matter is pending for hearing before the Hon'ble Civil Court, Gandhinagar.

- 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.
- The net deferred tax assets are calculated as follows:

(Rs. In Thousand)

Particulars	Accumulated As at 31 st March 2025	Charge/ Credit during the year	As at 31 st March 2026
Deferred tax asset:			
Provision for doubtful debtors/advances that are deducted for tax purposes whenwritten off	19,945.79	-	19,945.79

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Accumulated As at 31 st March 2025	Charge/ Credit during the year	As at 31 st March 2026
Deferred Tax Asset on account of Unabsorbed Depreciation	21,650.36	-	21,650.36
Deferred tax liability:			
Additional depreciation on fixed assets for tax purposes due to higher tax depreciation rates	(37,708.74)	141.92	(37,566.82)
Expenses carried forward as per books but claimed for tax purposes as incurred	(121.87)	-	(121.87)
Net Deferred tax Assets/ (Liability)	3,765.54	141.92	3,907.46

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.

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 st March 2026	Year Ended 31 st March 2025
1	Segment Revenue-external		
a)	Investment / Stock Operations	3,483.45	3,222.74
b)	Fee-based Operations	75,460.59	92,170.19
c)	Other Unallocated Revenue	14,619.23	55,903.70
	Total revenue	93,563.27	1,51,296.62
2	Segment Result		
a)	Investment / Stock Operations	(155.31)	463.77
b)	Fee-based Operations	3,223.74	(26,252.97)
	Total	3,068.44	(25,789.20)
	Less: Interest	2,310.17	1,084.78

Sr. No.	Particulars	Year Ended 31 st March 2026	Year Ended 31 st March 2025
	Unallocated Expenses less unallocated income	(13,607.26)	29,120.05
	Net (Loss) / Profit before Tax & prior Period Items	(12,848.99)	2,246.08
	Provision for tax (including deferred tax)	(141.92)	10,250.21
	Net (Loss)/Profit after tax for the year	(12,707.00)	(8,004.13)
	Other Comprehensive Income	35.65	85.73
	Total Comprehensive Income	(12,671.35)	(7,918.40)
	Other Items		
3	Segment Assets		
a)	Investment / Stock Operations	11,807.31	13,239.92
b)	Fee-based Operations	2,49,597.45	2,72,345.50
c)	Unallocated Corporate Assets	1,44,481.98	1,47,490.95
		4,05,886.75	4,33,076.37
4	Segment Liabilities	0.21	2.15
a)	Investment / Stock Operations	89,978.90	1,07,457.61
b)	Fee-based Operations	9,635.72	22,556.98
c)	Unallocated Corporate Liabilities	99,614.82	1,30,016.73
5	Depreciation	2,882.38	3,432.61
6	Non cash items other than depreciation		
a)	Investment / Stock operations	1,686.92	1,385.03
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, 2026	Year ended March 31, 2025
Basic		
Numerator used for calculating basic earnings per share – Profit after taxation	(12,707.00)	(8,004.13)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Less: Dividend on Cumulative Preference share dividend (including dividend tax thereon)	-	-
Profit / (Loss) attributable to equity shareholders	(12,707.00)	(8,004.13)
Weighted average number of shares used as Denominator for calculating basic earnings per share	15,253.81	15,253.81
Nominal value per equity share (Rs.)	10.00	10.00
Basic earnings per share – (Rs.)	(0.83)	(0.52)
Diluted		
Numerator used for calculating Diluted Earnings per Share-Profit /(Loss) after taxation	(12,707.00)	(8,004.13)
Weighted Average Number of Shares used as Denominator for calculating Diluted earning per Share	15,253.81	15,253.81
Diluted earning per Share- (Rs.)	(0.83)	(0.52)

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.

C) Key Management Personnel:

1. Mr. Paresh J. Khandwala - Managing Director
2. Mr. Pranav P. Khandwala - Whole-Time Director/CFO
3. Mrs. Bhagyashree Khandwala - Non-Executive Director
4. Mrs. Suzan 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 31st March 2026.
(Rs. In Thousand)

Transaction	2025-26	2024-25
Brokerage received	112.06	130.75
Remuneration Paid	4,925.00	4,925.00
Advisory fees paid	175.74	222.01
Outstanding Balance		
Loans and Advance	-	-
Sundry Debtors	4,881.05	6,255.87
Sundry Creditors	2,158.01	922.96
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, 2026.

39. Transaction in foreign currency: (In Thousand)

Foreign Travel Expenses – Rs. 1,779.32 (Previous year Rs. 793.53)

Foreign Currency Income – Rs. Nil (Previous year Rs. 12,639.75)

40. 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. 4,881.05.
- (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 Allowances : Rs. 4,925.00 (P.Y. Rs. 4,925.00)
- (ii) Sitting fees to other Directors : Rs. 100.00 (P.Y. Rs. 105.00)

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	5,892.05	5,357.30
Interest Cost	396.54	385.19
Current Service Cost	430.35	300.95
Past Service Cost (Non Vested Benefit)	-	-
Past Service Cost (Vested Benefit)	-	-
Settlement	-	-
Liability Transfer in	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Change in Benefit Obligation:	Current Period	Previous Period
Liability Transfer out	-	-
(Benefit Paid from the Fund)	(427.97)	(87.19)
Actuarial (Gain) / Loss on Obligations-Due to change in Demographic Assumptions	-	-
Actuarial (Gain) / Loss on Obligations-Due to change in Financial Assumptions	(130.70)	113.27
Actuarial (Gain) / Loss on Obligations-Due to Experience	113.68	(117.47)
Present Value of Benefit Obligation at the End of the Period	6,273.95	5,892.05

Fair value of Plan Assets:	Current Period	Previous Period
Fair Value of Plan Assets at the Beginning of the Period	3,994.92	3,788.20
Interest Income	268.86	272.37
Contributions by the Employer	300.00	-
Expected Contribution by the employees	-	-
Expected Contributions by the Employees	-	-
(Benefit Paid from the Fund)	(427.97)	(87.19)
Return on Plan Assets, Excluding Interest Income	18.64	21.53
Fair Value of Plan Assets at the End of the Period	4,154.44	3,994.92

Amount Recognized in the Balance Sheet:	Current Period	Previous Period
(Present Value of Benefit Obligation at the end of the Period)	(6,273.95)	(5,892.05)
Fair Value of Plan Assets at the End of the Period	4,154.44	3,994.92
Funded Status (Surplus/ (Deficit))	(2,119.51)	(1,897.14)
Net (Liability) /Asset Recognized in the Balance Sheet	(2,119.51)	(1,897.14)

Net Interest Cost for Current Period	Current Period	Previous Period
Present Value of Benefit Obligation at the Beginning of the Period	5,892.05	5,357.30
(Fair Value of Plan Assets at the Beginning of the Period)	(3,994.92)	(3,788.20)
Net (Liability) /Asset at the Beginning	1,897.14	1,569.10
Interest Cost	396.54	385.19
(Interest Income)	(268.86)	(272.37)
Net Interest Cost for Current Period	127.68	112.82

Expenses Recognized in the Income Statement:	Current Period	Previous Period
Current Service Cost	430.35	300.95
Net Interest Cost	127.68	112.82
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/ Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expense Recognized	558.02	413.77

Balance Sheet Reconciliation	Current Period	Previous Period
Opening Net Liability	1,897.14	1,569.10
Expense Recognized in Statement of Profit or Loss	558.02	413.77
Expense Recognized in OCI	(35.65)	(85.73)
Net Liability/ (Asset) Transfer in	-	-
Net Liability/ (Asset) Transfer out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	(300.00)	-
Net Liability /(Asset) Recognized in Balance Sheet	2,119.51	1,897.14

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	4,154.44	3,994.92
Other	-	-
Total	4,154.44	3,994.92

Expenses Recognized in the Other Comprehensive Income OCI for Current Period	Current Period	Previous Period
Actuarial (Gains)/ Losses on Obligation for the Period	(17.02)	(64.20)
Return on Plan Assets, Excluding Interest Income	(18.64)	(21.53)
Change in Asset Ceiling	-	-
Net (Income)/ Expense for the Period Recognized in OCI	(35.65)	(85.73)

Assumptions	Current Period	Previous Period
Expected Return on Plan Assets	7.24%	6.73%
Rate of Discounting	7.24%	6.73%
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	43	44
Per Month Salary For Active Member	1,124.50	1,127.21
Weighted Average Duration of the Projected Benefit Obligation	-	-
Average Expected Future Service	-	-
Projected Benefit Obligation	6,273.95	5,892.05
Prescribed Contribution for next year (12 Months)	1,124.50	1,127.21

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**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.

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 31st March 2026 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 Pravesh Agarwal & Associates
Chartered Accountants
FRN No. 163221W

Pravesh Agarwal
Proprietor
Mem. No: 150346

Place : Mumbai
Date : 21st May, 2026

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

Kalpen Shukla
Chairman
DIN: 00117482

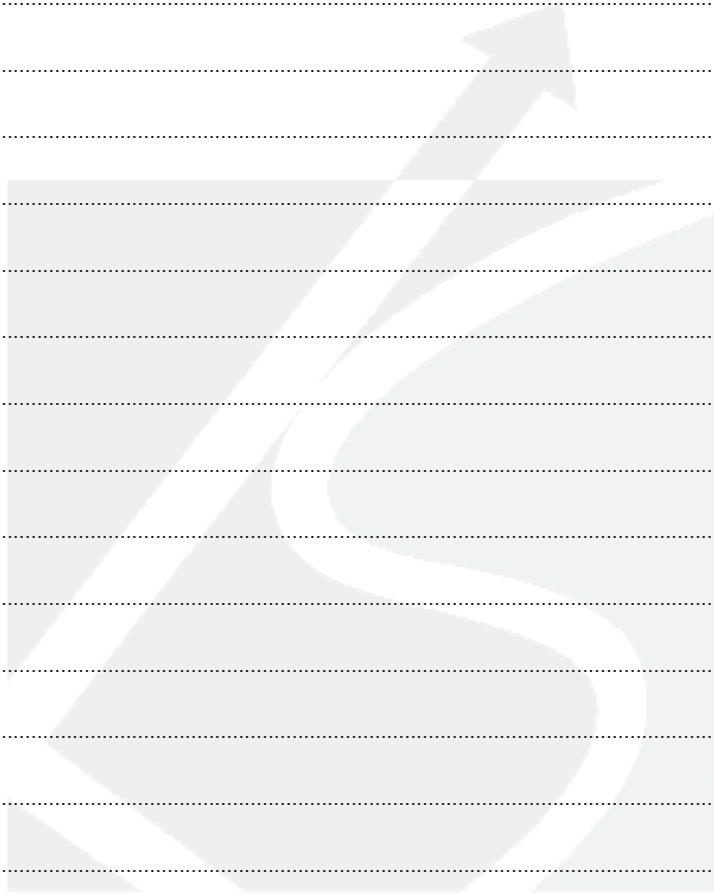
Pranav Khandwala
Whole-Time Director/ CFO
DIN: 00519113

Place : Mumbai
Date : 21st May, 2026

Paresh J. Khandwala
Managing Director
DIN: 00112678

Abhishek Joshi
Company Secretary

Notes



Notes



REGISTERED POST / SPEED POST / COURIER

If undelivered, please return to :

KHANDWALA SECURITIES LIMITED

G-II, Ground Floor, Dalamal House,
Nariman Point, Mumbai – 400021