

Date:- May 16, 2025

**BSE Limited**  
Department of Corporate Affairs  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No:- C/1, G Block  
Bandra Kurla Complex,  
Mumbai- 400 051

**BSE Scrip Code:- 531892**

**NSE Symbol:- KHANDSE**

Dear Sir,

**Sub: Outcome of Board Meeting held on Friday, 16<sup>th</sup> May 2025**

**Ref:- Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

This is to inform you that in the meeting of the Board of Directors held on Friday, 16<sup>th</sup> May 2025 at its registered office of the Company, the Board inter-alia has considered and approved the following businesses:-

1. Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended March 31, 2025.
2. Auditors Report along with "Statement on Impact of Audit Qualifications" on Standalone and Consolidated Financial Results of the Company for the year ended March 31, 2025.
3. Appointment of M/s. Savina & Pooja, Chartered Accountants (Firm Registration Number - 159362W) as an Internal Auditor of the Company for the Financial Year 2025-2026.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is attached herewith as Annexure - I.

4. Appointment of M/s. Bhunesh Bansal & Associates, Company Secretaries (CP No. 9089 / Peer Reviewed) as an Secretarial Auditor of the Company for a period of 5 consecutive year commencing from the Financial Year 2025-2026 till Financial Year 2029-2030, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.



The details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is attached herewith as Annexure - II.

- Continuation of term of Mr. Paresh Khandwala as Managing Director of the Company upon attaining the age of Seventy years, subject to the approval of Members of the Company.

The said meeting of the Board was commenced at 12.00 noon and concluded at 1.15 p.m.

Kindly take the same in your records.

Thanking you.

**For Khandwala Securities Limited**



**Abhishek Joshi**

**Company Secretary and Compliance Officer**



**KHANDWALA SECURITIES LIMITED**
**STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025**

| Sr. No. | Particulars  | Quarter Ended   |               |                | Year Ended      |               |
|---------|--|-----------------|---------------|----------------|-----------------|---------------|
|         |  | 31.03.2025      | 31.12.2024    | 31.03.2024     | 31.03.2025      | 31.03.2024    |
|         |  | (Audited)       | (Unaudited)   | (Audited)      | (Audited)       | (Audited)     |
| 1       | Revenue from Operations  | 118.13          | 270.02        | 282.54         | 953.93          | 851.70        |
| 2       | Other Income   | 36.99           | 35.15         | 5.07           | 559.03          | 18.39         |
| 3       | <b>Total ( 1 + 2 )</b>   | <b>155.12</b>   | <b>305.17</b> | <b>287.61</b>  | <b>1,512.96</b> | <b>870.09</b> |
| 4       | <b>Expenses</b>  |                 |               |                |                 |               |
|         | a) Cost of materials consumed  | -               | -             | -              | -               | -             |
|         | b) Purchases of Stock-in-Trade   | -               | -             | -              | -               | -             |
|         | c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade  | (2.36)          | 13.91         | (0.14)         | 13.85           | 3.33          |
|         | d) Employee benefits expense   | 80.52           | 71.38         | 75.85          | 297.63          | 256.08        |
|         | e) Finance Cost  | 2.81            | 1.16          | 4.71           | 10.85           | 27.16         |
|         | f) Depreciation and amortization expense   | 10.89           | 7.07          | 12.36          | 34.33           | 31.34         |
|         | g) Other Expenses  | 163.28          | 158.28        | 229.32         | 1,133.72        | 535.80        |
|         | <b>Total Expenses</b>  | <b>255.14</b>   | <b>251.79</b> | <b>322.11</b>  | <b>1,490.38</b> | <b>853.70</b> |
| 5       | <b>Profit / (Loss) before Exceptional and Extraordinary items and Tax ( 3-4 )</b>  | <b>(100.03)</b> | <b>53.38</b>  | <b>(34.50)</b> | <b>22.58</b>    | <b>16.40</b>  |
| 6       | Exceptional Items  | -               | -             | -              | -               | -             |
| 7       | <b>Profit / (Loss) before Extraordinary Items and Tax ( 5-6 )</b>  | <b>(100.03)</b> | <b>53.38</b>  | <b>(34.50)</b> | <b>22.58</b>    | <b>16.40</b>  |
| 8       | Extraordinary Items  | -               | -             | -              | -               | -             |
| 9       | <b>Profit / (Loss) before Tax ( 7 - 8 )</b>  | <b>(100.03)</b> | <b>53.38</b>  | <b>(34.50)</b> | <b>22.58</b>    | <b>16.40</b>  |
| 10      | <b>Tax Expenses</b>  |                 |               |                |                 |               |
|         | Current tax  | 105.88          | -             | 2.56           | 105.88          | 2.56          |
|         | Deferred tax   | (0.59)          | (0.57)        | (2.88)         | (3.38)          | (3.57)        |
|         | <b>Total Tax Expenses</b>  | <b>105.29</b>   | <b>(0.57)</b> | <b>(0.32)</b>  | <b>102.50</b>   | <b>(1.01)</b> |
| 11      | <b>Profit / (Loss) for the period from continuing operations ( 9-10 )</b>  | <b>(205.32)</b> | <b>53.95</b>  | <b>(34.18)</b> | <b>(79.92)</b>  | <b>17.41</b>  |
| 12      | Profit / (Loss) from discontinuing operations before tax   | -               | -             | -              | -               | -             |
| 13      | Tax expense of discontinuing operations  | -               | -             | -              | -               | -             |
| 14      | <b>Profit / (Loss) from Discontinuing operations after tax (12-13)</b>   | <b>-</b>        | <b>-</b>      | <b>-</b>       | <b>-</b>        | <b>-</b>      |
| 15      | <b>Profit / (Loss) for the period (11 + 14)</b>  | <b>(205.32)</b> | <b>53.95</b>  | <b>(34.18)</b> | <b>(79.92)</b>  | <b>17.41</b>  |
| 16      | <b>Other Comprehensive Income</b>  |                 |               |                |                 |               |
|         | A) - Amount of item that will not be reclassified to Profit and loss   | 0.86            | -             | (0.18)         | 0.86            | (0.18)        |
|         | - Income tax relating to items that will not be reclassified to profit and loss  | -               | -             | -              | -               | -             |
|         | B) - Amount of item that will not be reclassified to Profit and loss   | -               | -             | -              | -               | -             |
|         | - Income tax relating to items that will not be reclassified to profit and loss  | -               | -             | -              | -               | -             |
| 17      | <b>Total Comprehensive Income for the period (15+16) ( Comprising Profit/(Loss) and other Comprehensive Income for the period)</b> | <b>(204.46)</b> | <b>53.95</b>  | <b>(34.36)</b> | <b>(79.06)</b>  | <b>17.23</b>  |
| 18      | Paid-Up Equity Share Capital (Face Value Rs.10/- Per Share)  | 1,525.38        | 1,525.38      | 1,525.38       | 1,525.38        | 1,525.38      |
| 19      | Reserves excluding Revaluation Reserve   | -               | -             | -              | 1,426.36        | 1,505.43      |
| 20      | <b>Earning Per Share before Extraordinary Items</b>  |                 |               |                |                 |               |
|         | a) Basic   | (1.35)          | 0.35          | (0.22)         | (0.52)          | 0.11          |
|         | b) Diluted   | (1.35)          | 0.35          | (0.22)         | (0.52)          | 0.11          |
| 21      | <b>Earning Per Share after Extrordinary Items</b>  |                 |               |                |                 |               |
|         | a) Basic   | (1.35)          | 0.35          | (0.22)         | (0.52)          | 0.11          |
|         | b) Diluted   | (1.35)          | 0.35          | (0.22)         | (0.52)          | 0.11          |



**STANDALONE AUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR QUARTER AND YEAR ENDED MARCH 31, 2025**

| Sr. No.  | Particulars   | (Rs. In lakhs)          |                           |                         |                         |                         |
|----------|---|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|
|          |   | Quarter Ended           |                           |                         | Year Ended              |                         |
|          |   | 31.03.2025<br>(Audited) | 31.12.2024<br>(Unaudited) | 31.03.2024<br>(Audited) | 31.03.2025<br>(Audited) | 31.03.2024<br>(Audited) |
| <b>1</b> | <b>Segment Revenue</b>  |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | (6.62)                  | (7.95)                    | 13.16                   | 32.23                   | 34.53                   |
| b)       | Feebased Operations   | 124.75                  | 277.97                    | 269.38                  | 921.70                  | 817.17                  |
| c)       | Other Unallocated Revenue                                     | 36.99                   | 35.15                     | 5.07                    | 559.03                  | 18.39                   |
|          | <b>Total</b>  | <b>155.12</b>           | <b>305.17</b>             | <b>287.61</b>           | <b>1,512.96</b>         | <b>870.09</b>           |
|          | Less : Intersegment Revenue                                   | -                       | -                         | -                       | -                       | -                       |
|          | <b>Net Income / (Loss) from operations</b>                    | <b>155.12</b>           | <b>305.17</b>             | <b>287.61</b>           | <b>1,512.96</b>         | <b>870.09</b>           |
| <b>2</b> | <b>Segment Results Profit/ (loss) before interest and tax</b> |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | (7.97)                  | (23.61)                   | 6.65                    | 4.64                    | 16.70                   |
| b)       | Feebased Operations   | (46.38)                 | 117.63                    | (69.71)                 | (262.53)                | 160.06                  |
|          | <b>Total</b>  | <b>(54.35)</b>          | <b>94.02</b>              | <b>(63.06)</b>          | <b>(257.89)</b>         | <b>176.76</b>           |
|          | Less : Interest   | 2.81                    | 1.16                      | 4.71                    | 10.85                   | 27.16                   |
|          | Other unallocable Expenditure net of unallocable revenue      | (42.87)                 | (39.48)                   | 33.27                   | 291.32                  | (133.21)                |
|          | <b>Total Net profit/ (Loss) before Tax</b>                    | <b>(100.03)</b>         | <b>53.38</b>              | <b>(34.50)</b>          | <b>22.58</b>            | <b>16.40</b>            |
| <b>3</b> | <b>Segment Assets</b>   |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | 469.81                  | 459.04                    | 402.03                  | 469.81                  | 402.03                  |
| b)       | Feebased Operations   | 2,709.37                | 2,513.73                  | 2,385.60                | 2,709.37                | 2,385.60                |
| c)       | Unallocated   | 1,214.27                | 1,277.28                  | 2,035.48                | 1,214.27                | 2,035.48                |
|          | <b>Total Assets</b>   | <b>4,393.45</b>         | <b>4,250.05</b>           | <b>4,823.11</b>         | <b>4,393.45</b>         | <b>4,823.11</b>         |
| <b>4</b> | <b>Segment Liabilities</b>                                    |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | 0.02                    | 0.02                      | 0.02                    | 0.02                    | 0.02                    |
| b)       | Feebased Operations   | 1,074.58                | 855.98                    | 1,561.85                | 1,074.58                | 1,561.85                |
| c)       | Unallocated   | 225.46                  | 148.52                    | 83.63                   | 225.46                  | 83.63                   |
|          | <b>Total Liabilities</b>                                      | <b>1,300.06</b>         | <b>1,004.51</b>           | <b>1,645.50</b>         | <b>1,300.06</b>         | <b>1,645.50</b>         |
| <b>5</b> | <b>Capital Employed (Segment Assets- Segment Liabilities)</b> |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | 469.79                  | 459.02                    | 402.00                  | 469.79                  | 402.00                  |
| b)       | Feebased Operations   | 1,634.79                | 1,657.76                  | 823.75                  | 1,634.79                | 823.75                  |
| c)       | Unallocated   | 988.81                  | 1,128.76                  | 1,951.86                | 988.81                  | 1,951.86                |
|          | <b>Total Capital Employed</b>                                 | <b>3,093.40</b>         | <b>3,245.54</b>           | <b>3,177.60</b>         | <b>3,093.40</b>         | <b>3,177.60</b>         |



**STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31<sup>st</sup> MARCH 2025**
*(Rs. in lakhs)*

| Particulars                               | As At<br>March 31, 2025<br>(Audited) | As At<br>March 31, 2024<br>(Audited) |
|---|--------------------------------------|--------------------------------------|
| <b>A ASSETS</b>                           |                                      |                                      |
| <b>(1) Non Current Assets</b>             |                                      |                                      |
| (a) Property, Plant and Equipment         | 148.46                               | 531.35                               |
| (b) Intangible assets                     | 16.65                                | 22.46                                |
| (c) Financial Assets                      |                                      |                                      |
| (i) Investments                           | 392.74                               | 357.19                               |
| (ii) Loans and Advances                   | 1,649.85                             | 2,020.94                             |
| (iii) Others                              | 216.69                               | 216.69                               |
| (d) Deferred tax assets (net)             | 37.66                                | 34.27                                |
| (e) Other non-current assets              | 57.94                                | 10.10                                |
| <b>(2) Current Assets</b>                 |                                      |                                      |
| Financial Assests                         |                                      |                                      |
| (i) Investments                           | 1,106.53                             | 287.29                               |
| (ii) Trade receivables                    | 387.39                               | 664.73                               |
| (iii) Cash and cash equivalents           | 0.60                                 | 5.56                                 |
| (iv) Bank balances other than (iii) above | 58.27                                | 60.37                                |
| (v) Loans and Advances                    | 248.76                               | 514.41                               |
| (vi) Other current assets                 | 71.91                                | 97.75                                |
| <b>Total Assets</b>                       | <b>4,393.45</b>                      | <b>4,823.11</b>                      |
| <b>B EQUITY AND LIABILITIES</b>           |                                      |                                      |
| <b>(1) Equity</b>                         |                                      |                                      |
| (a) Equity Share Capital                  | 1,525.38                             | 1,525.38                             |
| (b) Other Equity                          | 1,426.36                             | 1,505.43                             |
| <b>(2) Non Current Liabilities</b>        |                                      |                                      |
| (a) Financial Liabilities                 |                                      |                                      |
| (i) Borrowings                            | 141.65                               | 146.80                               |
| (b) Provisions                            | 18.97                                | 15.69                                |
| (c) Other non-current liabilities         | 4.56                                 | 4.56                                 |
| <b>(3) Current Liabilities</b>            |                                      |                                      |
| (a) Financial Liabilities                 |                                      |                                      |
| (i) Trade payables                        | 1,138.93                             | 1,565.59                             |
| (b) Other current liabilities             | 137.60                               | 59.66                                |
| <b>Total Equity And Liabilities</b>       | <b>4,393.45</b>                      | <b>4,823.11</b>                      |



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

| Particulars   | For the Year ended March 31, 2025 |          | For the Year ended March 31, 2024 |          |
|---|-----------------------------------|----------|-----------------------------------|----------|
| <b>A. Cash flow from operational activities</b>   |                                   |          |                                   |          |
| Net (Loss)/Profit before tax adjusted for prior period items and excess provisions for tax written back |                                   | 22.58    |                                   | 16.40    |
| Adjustments for:  |                                   |          |                                   |          |
| Depreciation  | 34.33                             |          | 31.34                             |          |
| Interest Income   | (72.14)                           |          | (16.33)                           |          |
| Finance Cost  | 10.85                             |          | 27.16                             |          |
| Provision for Diminution in Investments/ Stock  | 13.85                             |          | 3.33                              |          |
| Other Comprehensive Expenses  | 0.86                              |          | (0.18)                            |          |
| Interest on Income Tax Refund   | (0.68)                            |          | (0.88)                            |          |
| Provision for MAT/Tax   | (105.88)                          |          | (0.88)                            |          |
| Sundry Debit Balance written off  | 407.73                            |          | 96.18                             |          |
| Dividend Income   | (1.78)                            |          | (1.01)                            |          |
|   |                                   | 287.14   |                                   | 138.74   |
| Operating profit before working capital changes   |                                   | 309.72   |                                   | 155.13   |
| Adjustments for:  |                                   |          |                                   |          |
| Inventories   | (46.09)                           |          | (6.80)                            |          |
| Trade Receivables & Other Receivables   | 484.34                            |          | (821.28)                          |          |
| Current Liabilities & Provision   | (345.45)                          | 92.80    | 498.34                            | (329.73) |
| Cash generated from operations  |                                   | 402.52   |                                   | (174.60) |
| Direct taxes Refunded / (paid)  |                                   | -        |                                   | -        |
| Net cash (used in) / generated from operating activities  |                                   | 402.52   |                                   | (174.60) |
| <b>B. Cash flow from investing activities</b>   |                                   |          |                                   |          |
| Sale / (Purchase) of fixed assets (Net)   | 354.37                            |          | (35.93)                           |          |
| Sale/ (Purchase) of Investments (Net of purchase)   | (35.55)                           |          | 32.55                             |          |
| Investment in Fixed Deposit   | (787.00)                          |          | (132.00)                          |          |
| Interest received   | 72.81                             |          | 17.20                             |          |
| Dividend received   | 1.78                              |          | 1.01                              |          |
| Net cash (used in) / generated from investing activities  |                                   | (393.59) |                                   | (117.17) |
| <b>C. Cash flow from financing activities</b>   |                                   |          |                                   |          |
| (Repayment)/Proceeds from long term borrowings(Net)   | 39.38                             |          | 18.02                             |          |
| (Repayment)/Proceeds from Preference shares   | -                                 |          | -                                 |          |
| (Repayment)/Proceeds from short term borrowings(Net)  | -                                 |          | -                                 |          |
| Interest and other Finance charges  | (10.85)                           |          | (27.16)                           |          |
| Net cash (used in) / generated from financing activities  |                                   | 28.53    |                                   | (9.14)   |
| <b>Net increase/(decrease) in cash and cash equivalents</b>   |                                   | 37.46    |                                   | (300.91) |
| Cash and Cash equivalents (opening balance)   | (35.33)                           |          | 265.59                            |          |
| Cash and Cash equivalents (closing balance)   | 2.14                              |          | (35.33)                           |          |
|   |                                   | 37.46    |                                   | (300.91) |



Notes:

1. The above audited standalone financial results of the Company for the quarter and year ended March 31, 2025 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on May 16, 2025.
2. The Company had adopted Indian Accounting Standards (Ind AS) from April 1, 2017 with a transition date of April 1, 2016 and accordingly these financial results have been prepared in accordance with the recognition and measurements principles laid down in the applicable Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and the other accounting principles generally accepted in India.
3. The above results are after considering the diminution in the value of the shares held as stock-in-trade.
4. The figures for the quarter ended 31<sup>st</sup> March 2025 and 31<sup>st</sup> March 2024 are the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the respective financial year.
5. Figures of the previous periods have been re-grouped/re-classified wherever considered necessary to make them comparable with the current period's classification.

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



**Paresh J. Khandwala**  
Managing Director



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



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF KHANDWALA SECURITIES LIMITED

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

##### Qualified Opinion

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

##### Basis for Qualified Opinion

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

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

*present the said matter is under litigation and pending for hearing before the Hon'ble High Court of Mumbai.*

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

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

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

#### **Management's Responsibility for the Standalone Financial Statements**

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

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

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

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

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

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

*A. Kulkarni*



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

**KHANDWALA SECURITIES LIMITED**
**CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025**

(Rs. In lakhs)

| Sr. No. | Particulars  | Quarter Ended           |                           |                         | Year Ended              |                         |
|---------|--|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|
|         |  | 31.03.2025<br>(Audited) | 31.12.2024<br>(Unaudited) | 31.03.2024<br>(Audited) | 31.03.2025<br>(Audited) | 31.03.2024<br>(Audited) |
| 1       | Revenue from Operations  | 118.13                  | 270.02                    | 282.54                  | 953.93                  | 851.70                  |
| 2       | Other Income   | 36.99                   | 35.15                     | 5.07                    | 559.04                  | 18.40                   |
| 3       | <b>Total ( 1 + 2 )</b>   | <b>155.12</b>           | <b>305.17</b>             | <b>287.61</b>           | <b>1,512.97</b>         | <b>870.10</b>           |
| 4       | <b>Expenses</b>  |                         |                           |                         |                         |                         |
|         | a) Cost of materials consumed  | -                       | -                         | -                       | -                       | -                       |
|         | b) Purchases of Stock-in-Trade   | -                       | -                         | -                       | -                       | -                       |
|         | c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade  | (2.36)                  | 13.91                     | (0.14)                  | 13.85                   | 3.33                    |
|         | d) Employee benefits expense   | 80.52                   | 71.38                     | 75.85                   | 297.63                  | 256.08                  |
|         | e) Finance Cost  | 2.81                    | 1.16                      | 4.71                    | 10.85                   | 27.16                   |
|         | f) Depreciation and amortization expense   | 10.89                   | 7.07                      | 12.36                   | 34.33                   | 31.34                   |
|         | g) Other Expenses  | 163.36                  | 158.30                    | 229.35                  | 1,133.85                | 535.82                  |
|         | <b>Total Expenses</b>  | <b>255.22</b>           | <b>251.82</b>             | <b>322.13</b>           | <b>1,490.51</b>         | <b>853.72</b>           |
| 5       | <b>Profit / (Loss) before Exceptional and Extraordinary items and Tax ( 3-4 )</b>  | <b>(100.10)</b>         | <b>53.36</b>              | <b>(34.52)</b>          | <b>22.46</b>            | <b>16.38</b>            |
| 6       | Exceptional Items  | -                       | -                         | -                       | -                       | -                       |
| 7       | <b>Profit / (Loss) before Extraordinary Items and Tax ( 5-6 )</b>  | <b>(100.10)</b>         | <b>53.36</b>              | <b>(34.52)</b>          | <b>22.46</b>            | <b>16.38</b>            |
| 8       | Extraordinary Items  | -                       | -                         | -                       | -                       | -                       |
| 9       | <b>Profit / (Loss) before Tax ( 7 - 8 )</b>  | <b>(100.10)</b>         | <b>53.36</b>              | <b>(34.52)</b>          | <b>22.46</b>            | <b>16.38</b>            |
| 10      | <b>Tax Expenses</b>  |                         |                           |                         |                         |                         |
|         | Current tax  | 105.88                  | -                         | 2.56                    | 105.88                  | 2.56                    |
|         | Deferred tax   | (0.59)                  | (0.57)                    | (2.88)                  | (3.38)                  | (3.57)                  |
|         | <b>Total Tax Expenses</b>  | <b>105.29</b>           | <b>(0.57)</b>             | <b>(0.32)</b>           | <b>102.50</b>           | <b>(1.01)</b>           |
| 11      | <b>Profit / (Loss) for the period from continuing operations ( 9-10 )</b>  | <b>(205.39)</b>         | <b>53.92</b>              | <b>(34.20)</b>          | <b>(80.04)</b>          | <b>17.39</b>            |
| 12      | <b>Profit / (Loss) from discontinuing operations before tax</b>  | -                       | -                         | -                       | -                       | -                       |
| 13      | <b>Tax expense of discontinuing operations</b>   | -                       | -                         | -                       | -                       | -                       |
| 14      | <b>Profit / (Loss) from Discontinuing operations after tax (12-13)</b>   | -                       | -                         | -                       | -                       | -                       |
| 15      | <b>Profit / (Loss) for the period ( 11 + 14 )</b>  | <b>(205.39)</b>         | <b>53.92</b>              | <b>(34.20)</b>          | <b>(80.04)</b>          | <b>17.39</b>            |
| 16      | <b>Other Comprehensive Income</b>  |                         |                           |                         |                         |                         |
|         | A) - Amount of item that will not be reclassified to Profit and loss   | 0.86                    | -                         | (0.18)                  | 0.86                    | (0.18)                  |
|         | - Income tax relating to items that will not be reclassified to profit and loss  | -                       | -                         | -                       | -                       | -                       |
|         | B) - Amount of item that will not be reclassified to Profit and loss   | -                       | -                         | -                       | -                       | -                       |
|         | - Income tax relating to items that will not be reclassified to profit and loss  | -                       | -                         | -                       | -                       | -                       |
| 17      | <b>Total Comprehensive Income for the period (15+16) ( Comprising Profit/(Loss) and other Comprehensive Income for the period)</b> | <b>(204.54)</b>         | <b>53.92</b>              | <b>(34.38)</b>          | <b>(79.18)</b>          | <b>17.21</b>            |
| 18      | Paid-Up Equity Share Capital (Face Value Rs.10/- Per Share)  | 1,525.38                | 1,525.38                  | 1,525.38                | 1,525.38                | 1,525.38                |
| 19      | Reserves excluding Revaluation Reserve   | -                       | -                         | -                       | 1,363.56                | 1,442.75                |
| 20      | <b>Earning Per Share before Extraordinary Items</b>  |                         |                           |                         |                         |                         |
|         | a) Basic   | (1.35)                  | 0.35                      | (0.22)                  | (0.52)                  | 0.11                    |
|         | b) Diluted   | (1.35)                  | 0.35                      | (0.22)                  | (0.52)                  | 0.11                    |
| 21      | <b>Earning Per Share after Extrordinary Items</b>  |                         |                           |                         |                         |                         |
|         | a) Basic   | (1.35)                  | 0.35                      | (0.22)                  | (0.52)                  | 0.11                    |
|         | b) Diluted   | (1.35)                  | 0.35                      | (0.22)                  | (0.52)                  | 0.11                    |



CONSOLIDATED AUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR QUARTER AND YEAR ENDED MARCH 31, 2025

| Sr. No.  | Particulars   | (Rs. In lakhs)          |                           |                         |                         |                         |
|----------|---|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|
|          |   | Quarter Ended           |                           |                         | Year Ended              |                         |
|          |   | 31.03.2025<br>(Audited) | 31.12.2024<br>(Unaudited) | 31.03.2024<br>(Audited) | 31.03.2025<br>(Audited) | 31.03.2024<br>(Audited) |
| <b>1</b> | <b>Segment Revenue</b>  |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | (6.62)                  | (7.95)                    | 13.16                   | 32.23                   | 34.53                   |
| b)       | Feebased Operations   | 124.75                  | 277.97                    | 269.38                  | 921.70                  | 817.17                  |
| c)       | Other Unallocated Revenue                                     | 36.99                   | 35.15                     | 5.07                    | 559.04                  | 18.40                   |
|          | <b>Total</b>  | <b>155.12</b>           | <b>305.17</b>             | <b>287.61</b>           | <b>1,512.97</b>         | <b>870.10</b>           |
|          | Less : Intersegment Revenue                                   | -                       | -                         | -                       | -                       | -                       |
|          | <b>Net Income / (Loss) from operations</b>                    | <b>155.12</b>           | <b>305.17</b>             | <b>287.61</b>           | <b>1,512.97</b>         | <b>870.10</b>           |
| <b>2</b> | <b>Segment Results Profit/ (loss) before interest and tax</b> |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | (7.97)                  | (23.61)                   | 6.65                    | 4.64                    | 16.70                   |
| b)       | Feebased Operations   | (46.38)                 | 117.63                    | (69.71)                 | (262.53)                | 160.06                  |
|          | <b>Total</b>  | <b>(54.35)</b>          | <b>94.02</b>              | <b>(63.06)</b>          | <b>(257.89)</b>         | <b>176.76</b>           |
|          | Less : Interest   | 2.81                    | 1.16                      | 4.71                    | 10.85                   | 27.16                   |
|          | Other unallocable Expenditure net of unallocable revenue      | (42.95)                 | (39.51)                   | 33.25                   | 291.20                  | (133.22)                |
|          | <b>Total Net profit/ (Loss) before Tax</b>                    | <b>(100.10)</b>         | <b>53.36</b>              | <b>(34.52)</b>          | <b>22.46</b>            | <b>16.38</b>            |
| <b>3</b> | <b>Segment Assets</b>   |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | 132.40                  | 121.62                    | 64.60                   | 132.40                  | 64.60                   |
| b)       | Feebased Operations   | 2,723.45                | 2,526.46                  | 2,398.32                | 2,723.45                | 2,398.32                |
| c)       | Unallocated   | 1,474.91                | 1,539.29                  | 2,297.63                | 1,474.91                | 2,297.63                |
|          | <b>Total Assets</b>   | <b>4,330.76</b>         | <b>4,187.36</b>           | <b>4,760.56</b>         | <b>4,330.76</b>         | <b>4,760.56</b>         |
| <b>4</b> | <b>Segment Liabilities</b>                                    |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | 0.02                    | 0.02                      | 0.02                    | 0.02                    | 0.02                    |
| b)       | Feebased Operations   | 1,074.58                | 855.98                    | 1,561.98                | 1,074.58                | 1,561.98                |
| c)       | Unallocated   | 225.57                  | 148.55                    | 83.63                   | 225.57                  | 83.63                   |
|          | <b>Total Liabilities</b>                                      | <b>1,300.17</b>         | <b>1,004.55</b>           | <b>1,645.63</b>         | <b>1,300.17</b>         | <b>1,645.63</b>         |
| <b>5</b> | <b>Capital Employed (Segment Assets- Segment Liabilities)</b> |                         |                           |                         |                         |                         |
| a)       | Investment / Stock Operations                                 | 132.38                  | 121.60                    | 64.58                   | 132.38                  | 64.58                   |
| b)       | Feebased Operations   | 1,648.88                | 1,670.48                  | 836.34                  | 1,648.88                | 836.34                  |
| c)       | Unallocated   | 1,249.34                | 1,390.73                  | 2,214.01                | 1,249.34                | 2,214.01                |
|          | <b>Total Capital Employed</b>                                 | <b>3,030.60</b>         | <b>3,182.82</b>           | <b>3,114.93</b>         | <b>3,030.60</b>         | <b>3,114.93</b>         |



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**
*(Rs. in lakhs)*

| Particulars                               | As At<br>March 31, 2025<br>(Audited) | As At<br>March 31, 2024<br>(Audited) |
|---|--------------------------------------|--------------------------------------|
| <b>A ASSETS</b>                           |                                      |                                      |
| <b>(1) Non Current Assets</b>             |                                      |                                      |
| (a) Property, Plant and Equipment         | 148.46                               | 531.35                               |
| (b) Intangible assets                     | 16.65                                | 22.46                                |
| (c) Goodwill on Consolidation             | 259.77                               | 259.77                               |
| (d) Financial Assets                      |                                      |                                      |
| (i) Investments                           | 55.24                                | 19.69                                |
| (ii) Loans and Advances                   | 1,650.74                             | 2,021.82                             |
| (iii) Others                              | 216.69                               | 216.69                               |
| (e) Deferred tax assets (net)             | 37.66                                | 34.27                                |
| (f) Other non-current assets              | 57.94                                | 10.10                                |
| <b>(2) Current Assets</b>                 |                                      |                                      |
| Financial Assests                         |                                      |                                      |
| (i) Investments                           | 1,106.62                             | 287.37                               |
| (ii) Trade receivables                    | 387.39                               | 664.73                               |
| (iii) Cash and cash equivalents           | 1.48                                 | 6.43                                 |
| (iv) Bank balances other than (iii) above | 58.74                                | 61.00                                |
| (v) Loans and Advances                    | 248.76                               | 514.41                               |
| (vi) Other current assets                 | 84.64                                | 110.48                               |
| <b>Total Assets</b>                       | <b>4,330.76</b>                      | <b>4,760.56</b>                      |
| <b>B EQUITY AND LIABILITIES</b>           |                                      |                                      |
| <b>(1) Equity</b>                         |                                      |                                      |
| (a) Equity Share Capital                  | 1,525.38                             | 1,525.38                             |
| (b) Other Equity                          | 1,363.56                             | 1,442.75                             |
| <b>(2) Non Current Liabilities</b>        |                                      |                                      |
| (a) Financial Liabilities                 |                                      |                                      |
| (i) Borrowings                            | 141.65                               | 146.80                               |
| (b) Provisions                            | 18.97                                | 15.69                                |
| (c) Other non-current liabilities         | 4.56                                 | 4.56                                 |
| <b>(3) Current Liabilities</b>            |                                      |                                      |
| (a) Financial Liabilities                 |                                      |                                      |
| (i) Trade payables                        | 1,139.04                             | 1,565.72                             |
| (b) Other current liabilities             | 137.60                               | 59.66                                |
| <b>Total Equity And Liabilities</b>       | <b>4,330.76</b>                      | <b>4,760.56</b>                      |



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

| Particulars   | For the Year ended March 31, 2025 |          | For the Year ended March 31, 2024 |          |
|---|-----------------------------------|----------|-----------------------------------|----------|
| <b>A. Cash flow from operational activities</b>   |                                   |          |                                   |          |
| Net (Loss)/Profit before tax adjusted for prior period items and excess provisions for tax written back |                                   | 22.46    |                                   | 16.38    |
| Adjustments for:  |                                   |          |                                   |          |
| Depreciation  | 34.33                             |          | 31.34                             |          |
| Interest Income   | (72.14)                           |          | (16.33)                           |          |
| Finance Cost  | 10.85                             |          | 27.16                             |          |
| Provision for Diminution in Investments/ Stock  | 13.85                             |          | 3.33                              |          |
| Other Comprehensive Expenses  | 0.86                              |          | (0.18)                            |          |
| Interest on Income Tax Refund   | (0.68)                            |          | (0.88)                            |          |
| Provision for MAT/Tax   | (105.88)                          |          | (0.88)                            |          |
| Sundry Debit Balance written off  | 407.73                            |          | 96.18                             |          |
| Dividend Income   | (1.79)                            |          | (1.01)                            |          |
|   |                                   | 287.13   |                                   | 138.73   |
| Operating profit before working capital changes   |                                   | 309.59   |                                   | 155.11   |
| Adjustments for:  |                                   |          |                                   |          |
| Inventories   | (46.09)                           |          | (6.80)                            |          |
| Trade Receivables & Other Receivables   | 484.34                            |          | (820.85)                          |          |
| Current Liabilities & Provision   | (345.47)                          | 92.78    | 498.33                            | (329.33) |
| Cash generated from operations  |                                   | 402.37   |                                   | (174.22) |
| Direct taxes Refunded / (paid)  |                                   | -        |                                   | -        |
| Net cash (used in) / generated from operating activities  |                                   | 402.37   |                                   | (174.22) |
| <b>B. Cash flow from investing activities</b>   |                                   |          |                                   |          |
| Sale / (Purchase) of fixed assets (Net)   | 354.37                            |          | (35.93)                           |          |
| Sale/ (Purchase) of Investments (Net of purchase)   | (35.55)                           |          | 32.55                             |          |
| Investment in Fixed Deposit   | (787.00)                          |          | (132.00)                          |          |
| Interest received   | 72.81                             |          | 17.20                             |          |
| Dividend received   | 1.79                              |          | 1.01                              |          |
| Net cash (used in) / generated from investing activities  |                                   | (393.58) |                                   | (117.17) |
| <b>C. Cash flow from financing activities</b>   |                                   |          |                                   |          |
| (Repayment)/Proceeds from long term borrowings(Net)   | 39.38                             |          | 18.02                             |          |
| (Repayment)/Proceeds from Preference shares   | -                                 |          | -                                 |          |
| (Repayment)/Proceeds from short term borrowings(Net)  | -                                 |          | -                                 |          |
| Interest and other Finance charges  | (10.85)                           |          | (27.16)                           |          |
| Net cash (used in) / generated from financing activities  |                                   | 28.53    |                                   | (9.14)   |
| Net increase/(decrease) in cash and cash equivalents  |                                   | 37.32    |                                   | (300.52) |
| Cash and Cash equivalents (opening balance)   | (33.83)                           |          | 266.69                            |          |
| Cash and Cash equivalents (closing balance)   | 3.49                              |          | (33.83)                           |          |
|   |                                   | 37.32    |                                   | (300.52) |



**Notes:**

1. The above audited consolidated financial results of the Company for the quarter and year ended March 31, 2025 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on May 16, 2025.
2. The Company had adopted Indian Accounting Standards (Ind AS) from April 1, 2017 with a transition date of April 1, 2016 and accordingly these financial results have been prepared in accordance with the recognition and measurements principles laid down in the applicable Ind AS prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and the other accounting principles generally accepted in India.
3. The above results are after considering the diminution in the value of the shares held as stock-in-trade.
4. The figures for the quarter ended 31<sup>st</sup> March 2025 and 31<sup>st</sup> March 2024 are the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the respective financial year.
5. Figures of the previous periods have been re-grouped/re-classified wherever considered necessary to make them comparable with the current period's classification.

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



**Paresh J. Khandwala**  
**Managing Director**

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





## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF KHANDWALA SECURITIES LIMITED**

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

##### **Qualified Opinion**

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

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

##### **Basis for Qualified Opinion**

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

1. *The Company had advanced application money towards purchase of shares of Rs 216.69 lakhs which is outstanding for a period of 276 months as at the end of the year. In the absence of information regarding the status of the allotment or the net worth of the entities in which the company made applications, we are unable to ascertain the extent to which an amount of Rs 216.69 lakhs is recoverable and*

*accordingly, the effect thereof on the financial statements cannot be ascertained. However, it has been noted and confirmed after looking at relevant documents that at present the said matter is under litigation and pending for hearing before the Hon'ble High Court of Mumbai.*

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

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

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

#### **Management's Responsibility for the Consolidated Financial Statements**

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

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

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

#### **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, is representations, 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.

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

*A Kulkarni*



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

**KHANDWALA SECURITIES LIMITED**

CIN: L67120MH1993PLC070709

Reg. Off: G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400 021  
Tel. No:- 91-22-40767373; Fax No:- 91-22-40767377; Website: www.kslindia.com**ANNEXURE II****Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Financial Results - (Standalone)**

| <b>Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025</b> |   |   |  |  |
|--|---|---|--|--|
| [See Regulation 33/52 of the SEBI (LODR)(Amendment) Regulations, 2016]                         |   |   |  |  |
| <b>I.</b>  | <b>Sl. No.</b>  | <b>Particulars</b>  | <b>Audited Figures<br/>(as reported<br/>before adjusting<br/>for qualifications)<br/>(Rs in lakhs)</b> | <b>Adjusted Figures<br/>(audited figures<br/>after adjusting for<br/>qualifications)<br/>(Rs in lakhs)</b> |
|  | 1   | Turnover/Total Income   | 1512.96  | 1512.96  |
|  | 2   | Total Expenditure   | 1490.38  | 1490.38  |
|  | 3   | Net Profit/(Loss)   | 22.58  | 22.58  |
|  | 4   | Earnings Per Share  | (0.52)   | (0.52)   |
|  | 5   | Total Assets  | 4393.45  | 4393.45  |
|  | 6   | Total Liabilities   | 1441.71  | 1441.71  |
|  | 7   | Net Worth   | 2951.74  | 2951.74  |
|  | 8   | Any other financial items (as felt appropriate by the management) | -  | -  |
| <b>II.</b>   | <b>Audit Qualification:</b>   |   |  |  |
|  | <b>a. Details of Audit Qualification</b>  |   |  |  |
|  | <p>1. The Company had advanced application money towards purchase of shares of Rs 216.69 lakhs which is outstanding for a period of 276 months as at the end of the year. In the absence of information regarding the status of the allotment or the net worth of the entities in which the company made applications, we are unable to ascertain the extent to which an amount of Rs 216.69 lakhs is recoverable and accordingly, the effect thereof on the financial statements cannot be ascertained. However, it has been noted and confirmed looking at relevant documents that at present the said matter is under litigation and pending for hearing before the Hon'ble High Court at Mumbai.</p> <p>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.</p> |   |  |  |
|  | <b>b. Type of Audit Qualification:</b> Qualified Opinion  |   |  |  |
|  | <b>c. Frequency of Qualification:</b> Repetitive  |   |  |  |
|  | <b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Not Applicable  |   |  |  |

**e. For Audit Qualification(s) where the impact is not quantified by the auditor:**

**i. Management's estimation on the impact of audit qualification**

1. The Share Application Money for an amount of Rs. 216.69 Lacs is outstanding for a period of 276 months as at date of Balance Sheet date, for which the financial statements are in the process of being obtained. The Company has 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.
2. Long-term Deposits which were given to M/s. Vimpasan Investments Private Ltd are still outstanding as at March 31, 2025, for total aggregate amount of Rs. 350.00 lakhs. Since the Company is not in the receipt of any interests on the said deposits since long period, the Company has not accounted any interest on the said deposits. The Company has already commenced the process to initiate legal proceedings against them for recovery of the said deposits.

**f. If management is unable to estimate the impact, reasons for the same:**

Not Applicable

**g. Auditor's comments on (i) or (ii) above**

As per Auditor's Report

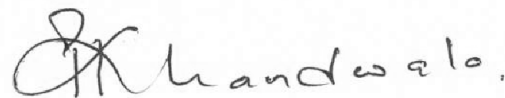
**III Signatories**

• CEO/Managing Director



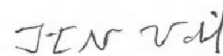
(Paresh Khandwala)

• CFO



(Pranav Khandwala)

• Audit Committee Chairman



(Homiar N. Vakil)



• Statutory Auditor

*A Kulkarni*



**(Aniket Kulkarni)**

**Place: Mumbai**

**Date: 16<sup>th</sup> May 2025**

**KHANDWALA SECURITIES LIMITED**

CIN: L67120MH1993PLC070709

Reg. Off: G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai - 400 021.  
Tel. No:- 91-22-40767373; Fax No:- 91-22-40767377; Website: www.kslindia.com**ANNEXURE II****Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Financial Results - (Consolidated)****Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025**  
[See Regulation 33/52 of the SEBI (LODR)(Amendment) Regulations, 2016]

| I.  | Sl. No.   | Particulars   | Audited Figures<br>(as reported<br>before adjusting<br>for qualifications)<br>(Rs in lakhs) | Adjusted Figures<br>(audited figures<br>after adjusting for<br>qualifications)<br>(Rs in lakhs) |
|-----|---|---|---|---|
|     | 1   | Turnover/Total Income   | 1,512.97  | 1,512.97  |
|     | 2   | Total Expenditure   | 1,490.51  | 1,490.51  |
|     | 3   | Net Profit/(Loss)   | 22.46   | 22.46   |
|     | 4   | Earnings Per Share  | (0.52)  | (0.52)  |
|     | 5   | Total Assets  | 4,330.76  | 4,330.76  |
|     | 6   | Total Liabilities   | 1,441.82  | 1,441.82  |
|     | 7   | Net Worth   | 2,888.94  | 2,888.94  |
|     | 8   | Any other financial items (as felt appropriate by the management) | -   | -   |
| II. | <b>Audit Qualification:</b>   |   |   |   |
|     | <b>a. Details of Audit Qualification</b>  |   |   |   |
|     | <p>1. The Company had advanced application money towards purchase of shares of Rs 216.69 lakhs which is outstanding for a period of 276 months as at the end of the year. In the absence of information regarding the status of the allotment or the net worth of the entities in which the company made applications, we are unable to ascertain the extent to which an amount of Rs 216.69 lakhs is recoverable and accordingly, the effect thereof on the financial statements cannot be ascertained. However, it has been noted and confirmed after looking at relevant documents that at present the said matter is under litigation and pending for hearing before the Hon'ble High Court at Mumbai.</p> <p>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 consolidated financial statements.</p> |   |   |   |
|     | <b>b. Type of Audit Qualification: Qualified Opinion</b>  |   |   |   |
|     | <b>c. Frequency of Qualification: Repetitive</b>  |   |   |   |
|     | <b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable</b>  |   |   |   |

**e. For Audit Qualification(s) where the impact is not quantified by the auditor:**

**i. Management's estimation on the impact of audit qualification**

1. The Share Application Money for an amount of Rs. 216.69 Lacs is outstanding for a period of 276 months as at date of Balance Sheet date, for which the financial statements are in the process of being obtained. The Company has 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.
2. Long-term Deposits which were given to M/s. Vimpasan Investments Private Ltd are still outstanding as at March 31, 2025, for total aggregate amount of Rs. 350.00 lakhs. Since the Company is not in the receipt of any interests on the said deposits since long period, the Company has not accounted any interest on the said deposits. The Company is in the process to initiate legal proceedings against them for recovery of the said deposits.

**f. If management is unable to estimate the impact, reasons for the same:**

Not Applicable

**g. Auditor's comments on (i) or (ii) above**

As per Auditor's Report

**III Signatories**

• CEO/Managing Director

(Paresh Khandwala)


• CFO

(Pranav Khandwala)

• Audit Committee Chairman

(Homiar N. Vakil)



|  |   |   |
|--|---|---|
|  | <ul style="list-style-type: none"><li>• Statutory Auditor</li></ul> | <p><i>A Kulkarni</i><br/><b>(Aniket Kulkarni)</b></p>  |
|  | <b>Place: Mumbai</b>  |   |
|  | <b>Date: 16<sup>th</sup> May 2025</b>                               |   |

## Annexure - I

Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

**Appointment of M/s. Savina & Pooja, Chartered Accountants (FRN:159362W) as an Internal Auditor of the Company**

| Sr.No | Particulars   | Description  |
|-------|---|--|
| 1     | Reason for change viz. appointment, resignation, cessation, removal, death or otherwise | Appointment of M/s. Savina & Pooja, Chartered Accountants (FRN:159362W) as an Internal Auditor of the Company to conduct the internal audit for F.Y 2025-26.   |
| 2     | Date and terms of appointment   | The Board at its Meeting held on 16 <sup>th</sup> May 2025 approved the appointment of M/s. Savina & Pooja, Chartered Accountants as an Internal Auditor of the Company for the FY 2025-2026.  |
| 3     | Brief Profile (in case of appointment)  | M/s. Savina & Pooja, Chartered Accountants is a firm offering techno-financial services in the areas of financial markets. The firm is promoted and managed by a team having diversified experience and a background of employment with Exchanges, Regulators and Market Participants.<br>The firm is providing various kind of services such as Systems Audit and Technology Services, Concurrent & Internal Audit, Anti Money Laundering (AML) Services, SEBI, Stock Exchanges and Arbitration Proceedings, Designing of Standard Operating Procedures, etc. |
| 4     | Disclosure of relationships between directors (in case of appointment of a director)    | Not Applicable   |

## Annexure - II

Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.



**Appointment of M/s. Bhwnesh Bansal & Associates, Company Secretaries as Secretarial Auditor of the Company**

| Sr.No | Particulars   | Description   |
|-------|---|---|
| 1     | Reason for change viz. appointment, resignation, cessation, removal, death or otherwise | Appointment of M/s. Bhwnesh Bansal & Associates, Company Secretaries (CP No. 9089 / Peer Reviewed) as Secretarial Auditor of the Company.   |
| 2     | Date and terms of appointment   | The Board at its Meeting held on 16 <sup>th</sup> May 2025 approved the appointment of M/s. Bhwnesh Bansal & Associates, Company Secretaries as Secretarial Auditor of the Company, for a period of 5 consecutive year commencing from the F.Y. 2025-2026 to FY 2029-2030, subject to approval of the Members of the Company.   |
| 3     | Brief Profile (in case of appointment)  | M/s. Bhwnesh Bansal & Associates, Company Secretaries (Peer Reviewed) is a corporate advisory service firm based in Mumbai. Mr. Bhwnesh Bansal is the proprietor of this Associate. He is a fellow member of the Institute of Company Secretaries of India and provides all sorts of professional services in Corporate Laws, SEBI laws, Listing of Securities in both SME's and main Board and other corporate advisory services. Further, he has more than 21 years of post-qualification experience in Listed Companies as a Company Secretary & Compliance Officer. |
| 4     | Disclosure of relationships between directors (in case of appointment of a director)    | Not Applicable  |

