

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman of 29th Annual General Meeting of The Members of Kothari World Finance Limited, (The Company) to be held on the 26th Day of September, 2014 At "121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai – 400021."

Dear Sir,

I, Uma Lodha Company Secretary in Practice, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of Kothari World Finance Limited (The Company), held on Friday, September 26, 2014 at 10:00 A.M. at 121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai – 400021, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

As an Ordinary Resolution – Item No. 1 Passed with the requisite majority.

To receive, consider and adopt the audited Balance Sheet as of 31st March, 2014 and the Profit and Loss account for the year ended on that date together with the reports of the Directors and Auditors thereon.

A handwritten signature in blue ink is written over a circular stamp. The stamp contains the text "KOTHARI WORLD FINANCE LIMITED" around the perimeter and "26 SEP 2014" in the center.

Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	42441	100

Voted **against the** resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

As an Ordinary Resolution – Item no.2 Passed with the requisite majority.

To appoint a Director in place of Mrs. Liza Kothari who retires by rotation and eligible offers herself for reappointment.

Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	42441	100

Voted **against the** resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

As an Ordinary Resolution – Item no.3 Passed with the requisite majority.

To reappoint Shahade & Associates, Chartered Accountants, Mumbai [Firm Registration No.109840W] as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until conclusion of next Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting on such remuneration as may be decided between the Auditors and the Board of Directors.

Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	42441	100

Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0



UMA LODHA & CO.
COMPANY SECRETARIES

Voted **against the** resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

As an ordinary Resolution – Item no.6 Passed with the requisite majority.

To appoint Ms. Meena Dalvi as an Independent Director.

Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	42441	100

Voted **against the** resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0



UMA LODHA & CO.
COMPANY SECRETARIES

As a Special Resolution – Item no.7 Passed with the requisite majority.

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	42441	100

Voted **against the** resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

A Compact Disc (CD) CONTAINING A LIST OF EQUITY SHAREHOLDERS WHO VOTED "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For Uma Lodha & Co.
Company Secretaries

Uma Lodha
Proprietor



Place: Mumbai

Date: September 26th 2014

Witness 1. Mr. Yaqoob Shaikh

Y. Shaikh

Witness 2. Ms. Mansi Shah

Mansi

Signed by

Nitesh P. Kothari

(Mr. Nitesh P. Kothari)
Chairman of the meeting

