

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL CARRIED OUT FOR
KOTHARI WORLD FINANCE LIMITED**

Chairman of 30TH Annual General Meeting of Kothari World Finance Limited, (The Company) held on the 28th Day of September, 2015 At "121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai – 400021.

Sub: Passing of Resolution through electronic AND poll conducted at the 30th Annual General Meeting of Kothari World Finance Limited (The Company), held on the 28th Day of September, 2015.

Pursuant to the Resolution passed by the Board of Directors of Kothari World Finance Limited at the meeting held on 28th July 2015, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the 30th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll under the provisions of Section 109 of Companies Act, 2013 read with and rule 21(2) of the Companies (Management and Administration) Rules, 2014], on the resolution contained in the notice to the 30th Annual General Meeting (AGM) of the members of the Company held on the 28th Day of September, 2015 At 121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai – 400021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and polls on the resolution contained in the notice to the 30th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a scrutinizer report for the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facility and also at the time of poll at the Annual general Meeting.

Further, I submit my report as under:

- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.



- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days in advance from the date of Annual General Meeting in English in Free Press Journal Newspaper on 29th August, 2015 and in Marathi in Navshakti newspaper on 29th August, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- The e-voting remained open from Thursday, 24th September, 2015 at 9.00 a.m. till Sunday, 27th September, 2015 at 5.00 p.m.
- The members of the Company as on the "cutoff date" i.e. 21st September, 2015 was entitled to vote on the resolutions (item no.1 to 7 as set out in the notice to the 30th Annual General Meeting (AGM) of the members of the Company.
- The votes cast were unblocked on September 28th, 2015 the presence of 2 witnesses, Mr. Yaqoob Shaikh and Ms. Priyanka Daroga who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- There are in all 31 shareholders holding 50,76,304 Equity shares of the Company, who have participated in the e-voting process carried out by the Company.
- Thereafter, the details containing inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolution that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.e-votingindia.com and based on the reports generated, the result of the e-voting is as under:

At the 30th Annual General Meeting of the Company held on September 28, 2015 the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in form MGT-13 dated September 28th, 2015.

I have issued separate Scrutinizer Report dated, 28th September, 2015 on the e-Voting on the resolutions contained in the notice to the Annual General Meeting. As a request by the management, I hereby submit a combined report on the results of e-Voting together with that of poll as under:



UMA LODHA & CO.
COMPANY SECRETARIES

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

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% of Total number of votes cast	Nos.	% of Total number of votes cast	Nos.	% of Total number of votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	50,76,304	99.99%	0	0	NIL	NIL
	Poll	31	0.001%				
	TOTAL	50,76,335	100%				
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	50,17,304	99.99%	0	0	NIL	NIL
	Poll	31	0.001%				
	TOTAL	50,17,335	100%				
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	50,76,304	99.99%	0	0	NIL	NIL
	Poll	31	0.001%				
	TOTAL	50,76,335	100%				
Item No. 4 of the Notice (As a Special Resolution)	E-voting	50,76,304	99.99%	0	0	NIL	NIL
	Poll	31	0.001%				
	TOTAL	50,76,335	100%				
Item No. 5 of the Notice (As a Special Resolution)	E-voting	2,78,959	99.99%	0	0	NIL	NIL
	Poll	31	0.001%				
	TOTAL	2,78,990	100%				



UMA LODHA & CO.

COMPANY SECRETARIES

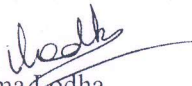
All the Resolution stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,

Yours faithfully,

For Uma Lodha & Co.
Company Secretaries


Uma Lodha
Proprietor
(COP NO. 2593)



Place: Mumbai

Date: September 28th, 2015

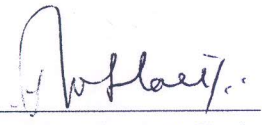
Witness 1. Mr. Yaqoob Shaikh



Witness 2. Ms. Priyanka Daroga



Signed by


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