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KOTHARI WORLD™
Enhancing Values. Building Trust.

DATE: 28TH SEPTEMBER 2015

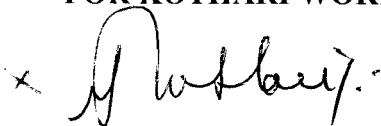
**BOMBAY STOCK EXCHANGE LIMITED
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET,
MUMBAI - 400 023**

SUB: SCRUTINIZER REPORT

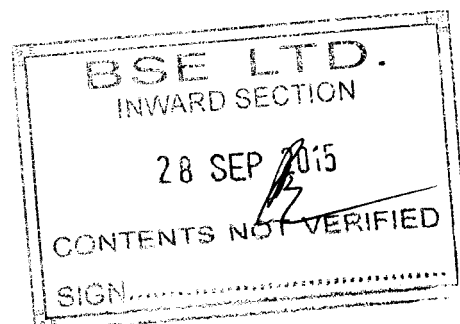
Dear Sir/ Madam,

Please find enclosed herewith Scrutinizer Report on Evoting , Polling and Combined Report as submitted by M/S Uma Lodha & Co. for the Annual General Meeting of the Company held on 28th September, 2015.

FOR KOTHARI WORLD FINANCE LIMITED

x 

**NITESH KOTHARI
DIN (00024195)
DIRECTOR**



KOTHARI WORLD FINANCE LTD.

C-121, Mittal Tower, Nariman Point, Mumbai - 400 021. (India) www.kothariworld.com
Tel. +91-22-22851620 • Fax: +91-22-22871695 • Email: info@kothariworld.com

CIN L65933MH1985PLC035005

SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR KOTHARI WORLD FINANCE LIMITED

The 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(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

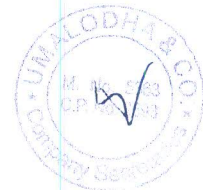
Pursuant to the Resolution passed by the Board of Directors of Kothari World Finance Limited at the meeting held on 28th July 2015, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions 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 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 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 to provide e-voting facilities, engaged by the Company.

The result of the E-voting is an under:

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 5) 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 in 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:

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, 2015 and the Profit and Loss account for the year ended on that date together with the reports of the Directors and Auditors thereon.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
31	50,76,304	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
NIL	NIL

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

To appoint a Director in place of Mr. Manohar Mhatre who retires by rotation and eligible offers himself 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
29	50,17,304	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
NIL	NIL

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.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
31	50,76,304	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
NIL	NIL



As a Special Resolution – Item no.4 Passed with the requisite majority.

To appoint Ms Nina Tulsidas Ashar 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
31	50,76,304	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
NIL	NIL

As a Special Resolution – Item no.5 Passed with the requisite majority.

To reappoint Mrs. Liza Kothari as a Managing Director of the Company

Voted in favour of the resolution:

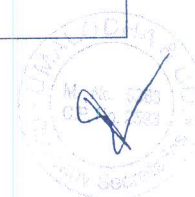
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
15	2,78,959	100%

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
NIL	NIL

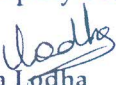


All the resolutions stands passed under e-voting with the requisite majority.

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 by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,
Yours Faithfully,

For Uma Lodha & Co.
(Company Secretaries)


Uma Lodha

(Proprietor)

Membership No.:5363

C.P. No. 2593

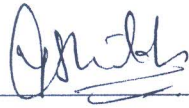


Place: Mumbai

Date: 28th September, 2015

Witness 1.

Mr. Yaqoob Shaikh



Witness 2.

Ms. Priyanka Daroga