KOTHARI WORLD™
Enhancing Values, Building Trust.

1st September, 2017

To
The Manager
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai- 400 001
Dear Sir,

Ref: SCRIP CODE: 511138

Sub: Scrutinizer Report for E-Voting, Poll and Combined Report carried out for the 32ndAnnual General Meeting of the Company held on 1st September, 2017.

Please find enclosed herewith Scrutinizer Report for E-Voting, Poll and Combined Report for E-Voting and poll carried out for the 32nd Annual General Meeting of the Company held on 1st September, 2017at 9.30 a.m. at the Registered Office of the Company situated at C-121, Mittal Tower, Nariman Point, Mumbai -400021 for your record.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,

For KOTHARI WORLD FINANCE LIMITED

NITESH KOTHARI
DIRECTOR
(DIN: 00024195)

Place: Mumbai
Date: 1st September, 2017

Encl: as above

Suite No. 507, 5th, Floor, Highway Commercial Centre, I. B Patel Road, Goregaon (East), Mumbai - 400063
Tel.: 91- 22 - 40131001/02 Mobile + 91 9821247172
Email: uma@umalodha.com | info@umalodha.com
Website: www.umalodha.com

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

The Chairman of 32nd Annual General Meeting of Kothari World Finance Limited, (The Company) held on the 1stday of September, 2017 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 18th July, 2017, 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 32ndAnnual General Meeting (AGM) of the members of the Company held on the 1st Day of September, 2017 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 resolutions contained in the notice to the 32nd 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 National Securities Depository Limited (NSDL), 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 8th August, 2017 and in Marathi in Navshakti newspaper on 8th August, 2017. 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 Tuesday, 29th August, 2017 at 9.00 a.m. till Thursday, 31st August, 2017 at 5.00 p.m.

- The members of the Company as on the "cutoff date" i.e.25th August, 2017 was entitled to vote on the resolutions (item no.1 to 3) as set out in the notice to the 32nd Annual General Meeting (AGM) of the members of the Company.

- The votes cast were unblocked on September, 1st 2017 in the presence of 2 witnesses, Ms. Sayali Pawar 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 **30** shareholders holding **5064095** 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 National Securities Depository Limited (NSDL)i.e. https://www.e-voting.nsdl.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, 2017 and the Profit andLoss 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
30	5064095	100%

UMA LODHA & CO. M. No. 5363 C.P. 2593 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.2 Passed with the requisite majority.

To appoint a Director in place of Mrs.Liza Kothari (DIN: 01273272) 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
29	4440445	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 M. No. 5363 C.P. No. 2593

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

To reappoint M/s. JMK & Co., Chartered Accountants, Mumbai [Firm Registration No.120459W] 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
30	5064095	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

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

UMA LODHA & CO.
COMPANY SECRETARIES

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)

Lodha

Uma Lodha
(Proprietor)
Membership No.:5363
C.P. No. 2593

Place: Mumbai

Date: 1st September, 2017

Witness 1. Ms. Sayali Pawar

Pawar

Witness 2. Ms. Priyanka Daroga

P.R. Daroga

UMA LODHA & CO.
M. No. 5363
C.P. No. 2593
Company Secretaries

UMA LODHA & CO.
COMPANY SECRETARIES

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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 32nd Annual General Meeting of Kothari World Finance Limited, (The Company) held on the 1st Day of September, 2017 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 32nd Annual General Meeting of the Equity Shareholders of Kothari World Finance Limited (The Company), held on Friday, September 1, 2017 at 9:30 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, 2017 and the Profit and Loss account for the year ended on that date together with the reports of the Directors and Auditors thereon.

UMA LODHA & CO. Company Secretaries M. No. 5363 C.P. No. 2593

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Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	43	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
20	43	100%

UMA LODHA & CO.
M. No. 5363
C.P. No. 2593
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.3 Passed with the requisite majority.

To reappoint M/S. JMK & Co.,Chartered Accountants, Mumbai [Firm Registration No.120459W] 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
20	43	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.

5. 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
Lodha
Uma Lodha
Proprietor
(COP NO. 2593)

Place: Mumbai
Date: September 1st, 2017

Witness 1- Ms. Sayali Pawar Pawar

Witness 2- Ms.Priyanka Daroga P.R.Daroga

UMA LODHA & CO. M. No. 5363 C.P. No. 2593 Company Secretaries

UMA LODHA & CO.
COMPANY SECRETARIES

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

Chairman of 32nd Annual General Meeting of Kothari World Finance Limited, (The Company) held on the 1st Day of September 2017 At "121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai – 400021.

Sub: Passing of Resolution through electronic and poll conducted at the 32nd Annual General Meeting of Kothari World Finance Limited (The Company),held on the 1st Day of September 2017.

Pursuant to the Resolution passed by the Board of Directors of Kothari World Finance Limited at the meeting held on 18th July,2017, 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 32nd 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 32nd Annual General Meeting (AGM) of the members of the Company held on the 1st Day of September, 2017 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 32ndAnnual 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 National Securities Depository Limited (NSDL), 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.

UMA LODHA & CO. M. No. 5363 C.P. No. 2593 Company Secretaries

- 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 8th August, 2017 and in Marathi in Navshakti newspaper on 8th August, 2017. 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, Tuesday 29th August, 2017 at 9.00 a.m. till Thursday, 31st August, 2017 at 5.00 p.m.

- The members of the Company as on the "cutoff date" i.e.25th August, 2017 was entitled to vote on the resolutions (item no.1 to 3) as set out in the notice to the 32nd Annual General Meeting (AGM) of the members of the Company.

- The votes cast were unblocked on September1st, 2017 the presence of 2 witnesses, Ms. Sayali Pawar 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 30 shareholders holding 5064095Equity 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 National Securities Depository Limited (NSDL)i.e. https://www.e-voting.nsdl..com and based on the reports generated , the result of the e-voting is as under:

At the 32nd Annual General Meeting of the Company held on September 1st, 2017 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 1st, 2017.

I have issued separate Scrutinizer Report dated, 1st September, 2017 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. C.P. No. 2593 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	30	5064095	99.99	0	0	0
	Poll	20	43	0.001	0	0	0
	TOTAL	50	5064138	100	0	0	0
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	29	4440445	99.99	0	0	0
	Poll	20	43	0.001	0	0	0
	TOTAL	49	4440488	100	0	0	0
						0	
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	30	5064095	99.99	0	0	0
	Poll	20	43	0.001	0	0	0
	TOTAL	50	5064138	100	0	0	0

UMA LODHA & CO. No. 5363 C.P. No. 2593 Company Secretaries

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

Lodha
Uma Lodha
Proprietor
(COP NO. 2593)

Place: Mumbai
Date: September 1st, 2017

Witness 1.Ms. Sayali Pawar

Witness 2.Ms. Priyanka Daroga