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DATE: 26th SEPTEMBER 2014

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

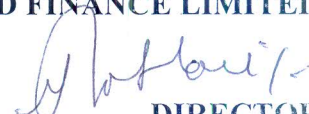


SUB: SCRUTINIZER REPORT

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 26th September 2014.

FOR KOTAHRI WORLD FINANCE LIMITED


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 L65993MH1985PLC035005

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

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.

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.

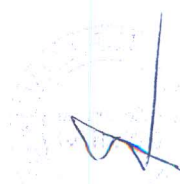
Pursuant to the Resolution passed by the Board of Directors of Kothari World Finance Limited at the meeting held on 30th July 2014, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions 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 29th Annual General Meeting (AGM) of the members of the Company to be held on the 26th Day Of September, 2014 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 29th 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 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Free Press Journal Newspaper on 21st August, 2014 and in Marathi in Navshakti newspaper on 21st August, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.



UMA LODHA & CO.

COMPANY SECRETARIES

- The e-voting remained open from Wednesday, 17th September, 2014 at 9.00 a.m. till Friday, 19th September, 2014 at 5.00 p.m.
- The members of the Company as on the "cutoff date" i.e. 18th August, 2014 was entitled to vote on the resolutions (item no.1 to 7 as set out in the notice to the 29th Annual General Meeting (AGM) of the members of the Company.
- The votes cast were unblocked on September, 20th 2014 the presence of 2 witnesses, Mr. Yaqoob Shaikh and Ms. Mansi Shah 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 33 shareholders holding 5078024 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, 2014 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
33	5078024	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 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
32	4454374	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



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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
33	5078024	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.4 Passed with the requisite majority.

To appoint Mr. Jeetendra B wala 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
33	5078024	100



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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
Nil	Nil

As an ordinary Resolution – Item no.5 Passed with the requisite majority.

To appoint Mr. Jayesh Gandhi 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
33	5078024	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.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
33	5078024	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.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
33	5078024	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

UMA LODHA & CO.
COMPANY SECRETARIES

B/ 202, Ivy Tower, Vasant Valley Complex,
Near Dindoshi Bus Depot, Film City Road,
Malad East Mumbai 400097
Tel: 28401161 Mob.: 9821247172
Email: lodhauma@yahoo.co.in

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: 20th September, 2014

Witness 1.

Mr. Yaqoob Shaikh

Y. Shaikh

Witness 2.

Ms. Mansi Shah

Mansi Shah

[Signature]