

## APPLICATION FORM FOR DELISTING OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Unless the context otherwise requires, capitalized expressions in this application form have the same meaning as defined in the Delisting Offer Letter dated March 18, 2020 for acquiring equity shares of Kothari World Finance Limited ("Company") which is attached to this form ("the Delisting Offer Letter")

### APPLICATION FORM FOR TENDERING EQUITY SHARES OF KOTHARI WORLD FINANCE LIMITED

In relation to the offer by Mr. Nitesh Kothari ("Promoter / Acquirer") of the Company to acquire equity shares held by the public shareholders at the exit price of ₹52/- per equity share under the Offer.

Eligible Public Shareholders should ensure that their Application Form for Delisting offer together with necessary enclosures is delivered by hand or sent by registered post / speed post / courier (at the Eligible Public Shareholders' sole cost and risk) to the Manager to the Delisting Offer on or before the last day of the Delisting Window, at the address of the Manager to Delisting Offer given on the page 2 of this Application Form

To,

**Mr. Nitesh Kothari (Promoter/Acquirer)**

C-121, Mittal Tower, Nariman Point

Mumbai – 400021

Dear Sirs,

I/We \_\_\_\_\_ (name of the first or sole shareholder) have read the delisting offer letter and hereby exercise my/our consent in respect of proposed delisting of equity shares of the company from BSE Limited at an exit price of ₹52/- per equity share offered by Promoter/Acquirer by sending my/our positive or negative consent to the letter therein by placing the tick (✓) mark at the appropriate box below:

Item No.	Proposal Description	No of Equity shares held	I/We give positive consent for the proposal	I/We give negative consent to the Proposal
(1)	(2)	(3)	(4)	(5)
1.	Proposed Delisting of Equity Shares from BSE Limited and dispensing with the exit price discovery through book building method			
AND				
2A	To sell equity shares at the exit price offered			Not Applicable
OR				
2B	To remain holders of equity shares even if they are delisted			Not Applicable

#### Note:

- (1) Tick in both the boxes (column no. (4) & (5)) of Item No. 1 would render your Application Form Invalid.
- (2) In case, you have ticked in the box (Column no. (5)) of Item No. 1, then Item No. 2A and 2B is not applicable.
- (3) Any person, who has given positive consent and wish to sell the shares, is required to tick in the box (Column no. (4)) of Item No. 2A & shall ensure to credit the shares into the Special Depository Account opened with Keynote Capitals Limited in **OFF MARKET MODE** and shall enclose duly acknowledged delivery instruction slip
- (4) Any person, who has given positive consent and wish to remain as a holder of the shares, even if the Equity Shares are delisted, has to tick in the box (Column no. (4)) of Item No. 2B.
- (5) Persons, having ticked positive consent (Column no. (4)) of Item No. 1 and not ticked in the box (Column no. (4)) of Item No. 2A or Item No. 2B, shall be deemed to have given his/her consent to remain as a holder of the Equity Shares even if the Equity Shares are delisted.

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### ACKNOWLEDGEMENT SLIP

Received from Mr./Ms./M/s. \_\_\_\_\_ an Application Form for \_\_\_\_\_  
\_\_\_\_\_ Equity Shares of Kothari World Finance Limited at the Delisting Exit Price of ₹ 52/- per equity share.

Received a photocopy of the Depository Participant Instruction for the transfer of such Equity Shares from the account bearing.

DEMAT ELIGIBLE PUBLIC SHAREHOLDER	
DP ID NO.	
CLIENT ID NO	
NUMBER OF EQUITY SHARES	

By signing the Application Form, you deemed to have made each of the following acknowledgements and authorizations:

1. I/We have read and understood the terms and conditions set out in the Delisting Offer Letter & this application form & note that the application form may be rejected by the Promoter/Acquirer by specifying the reasons for such rejections.
2. I/We hereby undertake the responsibility for the Application Form and the Equity Shares tendered under the Delisting Offer and I/We hereby confirm that the Acquirer and Manager to Delisting Offer shall not be liable for any delay/ loss in transit resulting into delayed receipt or non-receipt of the Application Form along with all requisite documents, by the Manager to Delisting Offer or delay/ failure in credit of Equity Shares to the Special Depository Account within due time, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.
3. I/We understand that the Equity Shares tendered under the Delisting Offer shall be held by the Manager to Delisting Offer until the time of the dispatch of payment of consideration calculated at Delisting Exit Price and/or the unaccepted Equity Shares are returned.
4. I/We also understand that the payment of consideration will be done to the first name Eligible Public Shareholder after due verification of Application Forms, documents and signatures.
5. I/We hereby confirm that I/We have full power and authority to tender, sell and transfer the Equity Shares. I/We are tendering (together with all rights attaching thereto) and there are no restraints/injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Delisting Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
6. I/We hereby declare that I/We am/are the absolute and only owner of these Equity Shares and legally entitled to tender the Equity Shares under the Delisting Offer.
7. I/We authorize the Promoter/Acquirer and Manager to Delisting Offer to send the payment of consideration by way of RTGS/NEFT/ Demand Drafts/Direct Transfer as the case may be.
8. I/We undertake to return any amount received by me/us inadvertently, immediately.
9. I/We authorize the Promoter/Acquirer to accept the Equity Shares so offered.
10. I/We agree that upon acceptance of the Equity Shares by the Promoter/Acquirer, tendered by me/us under the Delisting Offer, I/We would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Equity Shares of the Company; and
11. I/We further authorize the Promoter/Acquirer to return/release the Equity shares to my depository account at my/our sole risk, in case the Application Form along with the submitted documents is not found valid / complete / not accepted.
12. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection with the Delisting Offer and agree to abide by the decisions taken in accordance with the applicable rules and regulations.
13. I/We acknowledge and confirm that all the particulars/statements given are true and correct.

Sr. No.	Name (in BLOCK LETTERS)	Holder	Name	PAN No.
1.	(Please write the names of the joint holders in the same order as per the demat account)	Sole / First Holder		
		Second Holder		
		Third Holder		
2.	<b>Contact Details of the Sole / First Holder:</b>	Tel No.:		
		Mobile No.:		
		Email Id:		
3.	<b>Full Address of the Sole / First Holder</b> (with pin code)			

----- (Tear Here) -----

**THE APPLICATION FORM IS TO BE SUBMITTED TO THE MANAGER TO DELISTING OFFER AT THE ADDRESS GIVEN BELOW AND BY HAND DELIVERY OR BY REGISTERED POST/SPEED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS**

Manager to Delisting Offer

# KEYNOTE

**Keynote Financial Services Limited**

(Formerly Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028

Tel.: +91 22 6826 6000-3, **Contact Person:** Ms. Pooja Sanghvi/ Mr. Shashank Pisat

<b>Tax Residency Status</b>	(Please tick (✓) the box to the right of the appropriate category)		
Individual(s)		NRI - Repatriable	
HUF		NRI – Non Repatriable	
Domestic Company/Bodies Corporate		FPI	
Mutual Fund		Insurance Company	
Banks & Financial Institutions		Others (Please specify)	

14. Details of eligible public shareholder's demat account and delivery instruction executed in favour of special depository account:

*(to be filled in by the tendering Eligible Public Shareholder)*

<b>Name of Depository Participant of the Eligible Public Shareholder</b>	
<b>Depository Participant's ID No. of the Eligible Public Shareholder</b>	
<b>Client ID No. of the Eligible Public Shareholder</b>	
<b>Beneficiary's Name (as appearing in DP's records)</b>	
<b>Date of Execution/ Acknowledgement of Delivery Instruction (Copy enclosed)</b>	
<b>Number of Equity Shares (In Figures)</b>	
<b>Number of Equity Shares (in Words)</b>	

Other enclosures, as applicable

(Please tick (✓) the box to the right of the appropriate category)

<b>Power of Attorney</b>		<b>Duly Executed Photocopy of Delivery Instruction Slip</b>	
<b>Death Certificate</b>		<b>Corporate Authorization</b>	
<b>Others (Please specify)</b>			

15. Details of Bank Account

<b>Name of the Account Holder</b>	
<b>Name of the Bank</b>	
<b>Branch</b>	
<b>IFSC Code</b>	
<b>Account Number</b>	
<b>Savings/Current/Others (please specify )</b>	

Eligible Public Shareholders should fill up their bank account details in the Application Form. If the Eligible Public Shareholder does not provide the said details or if the details provided are different from those received electronically from the Eligible Public Shareholder's depository participant, the bank details received electronically from the Eligible Public Shareholder's depository participant shall be used for making payment of the consideration. Thus, the Eligible Public Shareholders are advised to ensure that bank account details are updated in their respective depository participant accounts as these bank account details would be used for payment of consideration, if any. In case of wrong bank accounts details or unavailability of bank account details or availability of incomplete bank account details of the Eligible Public Shareholders, the payment of consideration to the Eligible Public Shareholder will be done in the application form of a demand draft/pay order in favor of the first/sole Eligible Public Shareholder and dispatched by registered post/speed post, at the Eligible Public Shareholder's sole risk, at the address obtained from the first/sole Eligible Public Shareholders' depository participant (however, there will be no obligation on the Promoter/Acquirer or Manager to Delisting Offer to do the same). Neither the Promoter/Acquirer nor the Manager to Delisting Offer or the Company shall be responsible for delay in receipt of consideration by the Eligible Public Shareholder.

16. Signatures

**I/We hereby give my consent to the Delisting Offer made by the Promoter/Acquirer as per Regulation 27 under Chapter VII of Delisting Regulations and the number of Equity Shares set out or deemed to be set out in this Application Form is in accordance with and subject to the terms and conditions herein, as mentioned in the Delisting Offer Letter:**

<b>Signature(s)</b>			
	Sole / First Holder	Second Holder	Third Holder

*Note: In case of joint holdings, all holders must sign .In case of bodies corporate the Application Form is to be signed by the authorized signatory under the stamp of the company and necessary board resolution authorizing the submission of this Application Form should be attached.*

**Notes:**

- (1) A member desiring to exercise his/her consent is requested to complete this application form for Delisting Offer in all respect.
- (2) Please read these notes along with the entire contents of the Delisting Offer Letter and the application form.
- (3) The positive/negative consent received otherwise than on the application form, shall not be considered valid.
- (4) The application form shall be completed and signed by the shareholder. In case of joint holders, the application form should be signed by all the shareholders in the order of their holding. The signature should match with the specimen signature registered with the Company. The application form shall be rejected if the signature on the application form does not match with the specimen signature registered with the Company. The application form incomplete in any manner whatsoever shall be liable to be rejected.
- (5) Where the application form has been signed by an authorized representative of a Body Corporate, a certified copy of Board Resolution authorizing the signatory to execute and sign the form should be attached.
- (6) A member may sign the application form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the application form.
- (7) The shareholders opting to tender the shares under this offer should ensure that they have credited their Equity Shares to the specified Special Depository Account (details of which are set out in paragraph **1)(b) (Procedure for Public Shareholders holding Equity Shares in DEMAT FORM)**) on page no.4 of the Delisting Offer Letter).
- (8) The number of Equity Shares tendered under the Delisting Offer should match with the number of Equity Shares credited in the Special Depository Account under the respective Client ID number.
- (9) The shareholders providing positive consent to the offer and opting to tender the shares under this offer are required to submit the completed application form along with necessary enclosures as applicable by hand delivery or registered post/speed post or courier to the Manager to the Delisting Offer as set out in this Delisting Offer Letter.
- (10) All documents/remittances sent by / to the Eligible Public Shareholders will be at their risk and Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.
- (11) The consideration shall be paid in the name of sole/first holder.