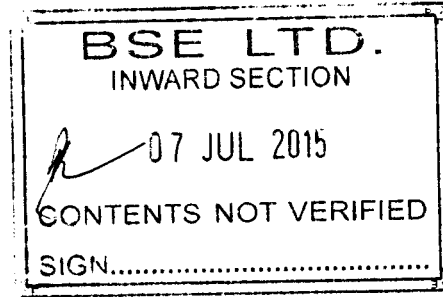


Office Copy.

**KOTHARI WORLD™**  
*Enhancing Values. Building Trust.*

6th JULY, 2015

THE STOCK EXCHANGE  
DY. GENERAL MANAGER  
PHIROZE JEEJEEBHOY TOWER  
DALAL STREET, MUMBAI



Sir,

**SUB: CLAUSE 49 OF THE LISTING AGREEMENT**

Please find enclosed herewith **CORPORATE GOVERNANCE REPORT** under Clause 49 of the listing Agreement for the Quarter ended 30<sup>th</sup> June, 2015.

Thanking You,

**FOR KOTHARI WORLD FINANCE LIMITED**

*Nitesh Kothari*  
NITESH KOTHARI  
DIN (00024195)  
DIRECTOR

Encl: as above

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**KOTHARI WORLD FINANCE LTD.**

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

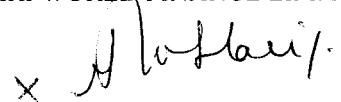
CIN L65993MH1985PLC035005

Name of the Company : **KOTHARI WORLD FINANCE LIMITED**  
 Quarter Ending on : **30<sup>TH</sup> JUNE , 2015**

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks   |
|---|-----------------------------|--------------------------|---|
| <b>II. Board of Directors</b>   | 49 (II)                     |                          |   |
| (A) Composition of Board  | 49 (IIA)                    | Yes                      |   |
| (B) Independent Directors   | 49 (IIB)                    | Yes                      |   |
| (C) Non-executive Directors' compensation & disclosures                 | 49 (IIC)                    | Yes                      |   |
| (D) Other provisions as to Board and Committees                         | 49 (IID)                    | Yes                      |   |
| (E) Code of Conduct   | 49 (IIE)                    | Yes                      |   |
| (F) Whistle Blower Policy   | 49 (IIF)                    | Yes                      |   |
| <b>III. Audit Committee</b>   | 49 (III)                    |                          |   |
| (A) Qualified & Independent Audit Committee                             | 49 (IIIA)                   | Yes                      |   |
| (B) Meeting of Audit Committee  | 49 (IIIB)                   | Yes                      |   |
| (C) Powers of Audit Committee   | 49 (IIIC)                   | Yes                      |   |
| (D) Role of Audit Committee   | 49 (IIID)                   | Yes                      |   |
| (E) Review of Information by Audit Committee                            | 49 (IIIE)                   | Yes                      |   |
| <b>IV. Nomination and Remuneration Committee</b>                        | 49 (IV)                     | Yes                      |   |
| <b>V. Subsidiary Companies</b>  | 49 (V)                      | NA                       |   |
| <b>VI. Risk Management</b>  | 49 (VI)                     | Yes                      |   |
| <b>VII. Related Party Transactions</b>                                  | 49 (VII)                    | Yes                      |   |
| <b>VIII. Disclosures</b>  | 49 (VIII)                   |                          |   |
| (A) Related party transactions  | 49 (VIII A)                 | Yes                      | No material transactions requiring disclosures. |
| (B) Disclosure of Accounting Treatment                                  | 49 (VIII B)                 | Yes                      |   |
| (C) Remuneration of Directors   | 49 (VIII C)                 | Yes                      |   |
| (D) Management  | 49 (VIII D)                 | Yes                      |   |
| (E) Shareholders  | 49 (VIII E)                 | Yes                      |   |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F)                 | Yes                      | Will be complied as and when required.          |
| <b>IX. CEO/CFO Certification</b>  | 49 (IX)                     | Yes                      |   |
| <b>X. Report on Corporate Governance</b>                                | 49 (X)                      | Yes                      |   |
| <b>XI. Compliance</b>   | 49 (XI)                     | Yes                      |   |

For: KOTHARI WORLD FINANCE LIMITED

Date :6<sup>th</sup> JULY, 2015  
 Place : Mumbai

  
 Nitesh P Kothari  
 DIN (00024195)  
 Director

**KOTHARI WORLD FINANCE LTD.**

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