

ANNEXURE- A

Extract of Annual Return as on 31st March, 2018

Form No. MGT-9

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rule, 2014]

I. REGISTRATION AND OTHER DETAILS:

1. Corporate Identity Number (CIN)	:	L65993MH1985PLC035005
2. Registration Date	:	05/01/1985
3. Name of the Company	:	Kothari World Finance Limited
4. Category/Sub-Category of the Company	:	Company Limited By shares / Indian Non- Government Company
5. Address of the Registered Office and contact details	:	121/C Mittal Tower, 12 TH Floor, Nariman Point. Mumbai 400021
6. Whether listed Company (Yes/No)	:	YES
7. Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Sharex Dynamic (India) Private Limited Address: Unit- 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road. (Andheri East). Mumbai- 400072. Contact: 28515606.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products/services	NIC Code of the product /service	% to the total turnover of the Company
1.	License Fees	681	71.60%
2.	Sale of Shares	661	17.02%
3.	Interest Incomes	661	10.13%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

- There are no subsidiary Companies of Kothari World Finance Limited.
- Your Company has the following as its Associate Company at the year end. Statement containing salient features of the financial statement of the following Associate Companies are made in Form AOC-1 as (Part "B": associates) and attached to this report as **Annexure -D**.

Sr. No.	Name of the Company	Joint Venture/ Associate	No. of shares held in%
1.	International Health Care Products Limited (CIN: U70200MH1985PLC036438)	Associate	26.11

Atamdeep Engineers Private Limited ceases to be an associate Company of Kothari World Finance Limited consequent to merger of the same with Goldcoin Engineers Private Limited as per Scheme of Merger by order of Regional Director dated 12.03.2018 under section 233 of the companies act, 2013.

Your Company does not have any Joint Venture Company at the year end.

KOTHARI WORLD FINANCE LIMITED

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1). Indian									
a). Individual/HUF	2125075	0	2125075	28.57	2136275	0	2136275	28.73	0.16
b). Central Govt.	0	0	0	0	0	0	0	0	0
e Govt.(s)	0	0	0	0	0	0	0	0	0
d). Bodies Corporate	2665420	0	2665420	35.84	2667220	0	2667220	35.85	0.01
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other..	0		0	0	0	0	0	0	0
Sub-Total (A) (1):-	4790495	0	4790495	64.41	4803495	0	4803495	64.58	0.17
(2) Foreign	0	0	0	0	0	0	0	0	0
a). NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other..	0	0	0	0	0	0	0	0	0
Sub-total (A)(2) :-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promote (A) = (A) (1)+(A)(2)	4790495	0	4790495	64.41	4803495	0	4803495	64.58	0.17
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a). Mutual Funds	0	0	0	0	0	0	0	0	0
b). Bank/FI	0	0	0	0	0	0	0	0	0
c). Central Govt.	0	0	0	0	0	0	0	0	0
d). State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0

KOTHARI WORLD FINANCE LIMITED

i). Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):-	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a). Bodies Corp.									
i). Indian	37996	0	37996	0.51	20753	0	20753	0.28	(0.23)
ii) Overseas	0	0	0	0	0	0	0	0	0
b). Individuals									
i). Individual shareholders holding nominal share capital upto Rs.1 lakh.	69321	9150	78471	1.06	59710	6150	65860	0.89	(0.17)
ii). Individual shareholders holding nominal share capital in excess of Rs.1 lakh	2526532	0	2526532	33.97	2547390	0	2547390	34.25	0.28
c). Others:									
1. clearing members	4005	0	4005	0.05	1	0	1	0.00	(0.05)
2. HUF	1	0	1	0.00	1	0	1	0.00	0
3. NRI	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2)	2637855	9150	2647005	35.59	2627855	6150	2634005	35.42	(0.17)
Total Public Shareholding (B)=(B)(1)+(B)(2)	2637855	9150	2647005	35.59	2627855	6150	2634005	35.42	(0.17)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7428350	9150	7437500	100	7431350	6150	7437500	100	0

KOTHARI WORLD FINANCE LIMITED

ii). Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Nitesh Prataprai Kothari (HUF)	312500	4.20	0	312500	4.20	0	-
2.	Liza Kothari	623650	8.39	0	623650	8.39	0	-
3.	Nitesh Prataprai Kothari	686925	9.24	0	698125	9.39	0	0.15%
4.	Kaumudi Kothari	369500	4.97	0	369500	4.97	0	-
5.	Steady Mercantile Co Pvt. Ltd	140000	1.88	0	140000	1.88	0	-
6.	D. Dahyabhai and Co Pvt. Ltd	962100	12.94	0	963900	12.96	0	0.02%
7.	Paras Silk Mills Private Limited	237450	3.19	0	237450	3.19	0	-
8.	Kaikhusroo Manekji Mehta Stone and Engineering Works Private Limited	70500	0.95	0	70500	0.95	0	-
9.	International Health Care Products Limited	281250	3.78	0	281250	3.78	0	-
10.	Spectrum Capital Private Limited	250000	3.36	0	250000	3.36	0	-
11.	Nitesh Prataprai Kothari (HUF)	132500	1.78	0	132500	1.78	0	-
12.	*Goldcoin Engineers Private Limited	0	0	0	724120	9.73	0	NA
	TOTAL	4790495	64.41	0	4803495	64.58	0	0.17

NOTE :

*Pursuant to the order received from Regional Director, Ahmedabad in Form CAA-12 dated 12th March, 2018 under section 233 of the Companies Act, 2013 (Scheme of Merger or Amalgamation), the following companies which were falling under category of Promoter Group are merged with Gold Coin Engineers Private Limited, which is also a part of Promoter Group:

1. Amity Agriculture Private Limited
2. Mansi Engineers Private Limited
3. Mithani Agriculture Private Limited
4. VIP Construction Private Limited
5. Atamdeep Engineers Private Limited

KOTHARI WORLD FINANCE LIMITED

iii) Change in Promoters' Shareholding (Please specify, if there is no change):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year		Cumulative Shareholding at the end of the year		Remarks			No .of Shares at the end of the year
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	Date	Increase/ Decrease	Reason	
1.	D. Dahyabhai and Co Pvt. Ltd	962100	12.94	963900	12.96	06/05/2017	1800	Acquisition	963900
2.	Nitesh Prataprai Kothari	686925	9.24	698125	9.39	17/04/2017	2100	Acquisition	698125
						29/04/2017	2000	Acquisition	
						15/05/2017	2300	Acquisition	
						17/06/2017	1800	Acquisition	
						29/09/2017	3000	Acquisition	

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company
1.	Ramesh Ramchandani	1280989	17.22	1313447	17.66
2.	Deepak Sarda	149000	2.00	149000	2.00
3.	Manish Sarda	138000	1.85	138000	1.85
4.	Darshit Nitin Goradia	102617	1.38	106117	1.43
5.	Santosh Sarda	101500	1.36	101500	1.36
6.	Rajul S Shah	75000	1.01	75000	1.01
7.	Nirupama P Shah	75000	1.01	75000	1.01
8.	Jigar P Shah	75000	1.01	75000	1.01
9.	Pavan Anil Bhai Gandhi	62872	0.85	62872	0.85
10.	Rajendra D Shah	71150	0.96	56050	0.75

v.) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company
1.	NITESH KOTHARI				
	At the beginning of the year	686925	9.24	-	-
	Increase in Shareholding during the year: Date: 1. 17/04/2017-2100 Shares 2. 29/04/2017-2000 Shares 3. 15/05/2017-2300 Shares 4. 17/06/2017-1800 Shares 5. 23/09/2017-3000 Shares Reason: Acquisition	11200	0.15	-	-
	At the End of the year	-	-	698125	9.39
2.	LIZA NITESH KOTHARI				
	At the beginning of the year	623650	8.39	-	-
	Increase/ Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	-	-	623650	8.39
3.	MANOHAR MHATRE				
	At the beginning of the year	40000	0.54	-	-
	Increase /Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	-	-	40000	0.54
4.	ATHEVA MAYEKAR				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Increase /Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	NIL	NIL	NIL	NIL
5.	JAYESH GANDHI				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Increase /Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	NIL	NIL	NIL	NIL

KOTHARI WORLD FINANCE LIMITED

6.	VIVEK MHATRE				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Increase /Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	NIL	NIL	NIL	NIL
7.	EKTA RATHOD				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Increase /Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	-	-	NIL	NIL
8.	SHEFALI TANNA				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Increase /Decrease in Shareholding during the year specifying the reason for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.	-	-	-	-
	At the End of the year	NIL	NIL	NIL	NIL

*Shefali Tanna has been appointed company secretary, compliance officer and KMP of the company on 25th May,2018.

V. INDEBTEDNESS: NIL

Indebtedness of the Company including interest outstanding/accrued but not due for payment. There has been no Indebtedness of the Company during the period under review.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager

Sr.No.	Particulars of Remuneration	Name of MD/WTD/Manager	
		Total Amount (Rs)	
		Liza Nitesh Kothari (Managing Director)	
1.	Gross Salary		
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	12,00,000	12,00,000
	(b). Value of perquisites u/s17(2) Income-tax Act, 1961	----	---
	(c). Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----
2.	Stock Option	----	----
3.	Sweat Equity	----	----
4.	Commission	----	----
	- As % of Profit	----	----
	- Others specify	----	----

KOTHARI WORLD FINANCE LIMITED

5.	Others, please specify (Bonus)	----	----
	Ceiling as per the Act	84,00,000	----
	Total	12,00,000	12,00,000

B. Remuneration of other Directors:

I. Independent Directors:

Particulars of Remuneration				Total Amount (Rs)
	Jayesh Gandhi	Atheva Mayekar	Vivek Mhatre	
Fees for attending Board and Committee meetings	2400	2400	2400	7200
Commission	---	---	---	---
Others	---	---	---	---
Total (1)	2400	2400	2400	7200

II. Other Non-Executive Directors:

(₹. In lacs)

Other Non-Executive Directors	
Fees for attending board committee meetings	---
Commission	---
Others	---
Total (2)	---
Total B = (1+2)	***
Ceiling as per the Act	NA

C Remuneration to Key Managerial Personnel other than MD/Manager/ WTD:

Sr.No	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL			Total
		Varsha Tambe* (CFO)	Ekta Rathod* (CFO)	Shefali Tanna* (CS)	
1.	Gross Salary				
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	nil	42,130	nil	42,130
	(b). Value of perquisites u/s17(2) Income-tax Act, 1961	nil	nil	nil	nil
	(c). Profits in lieu of salary under section 17(3) Income-tax Act, 1961	nil	nil	nil	nil
2.	Stock Option	nil	nil	nil	nil
3.	Sweat Equity	nil	nil	nil	nil
4.	Commission - As % of Profit - Others specify	nil	nil	nil	nil
5.	Others, please specify (Bonus)	nil	nil	nil	nil
	Total	nil	42,130	nil	42,130

Note:

1. Varsha Tambe resigned as CFO with effect from 6th February, 2018.
2. Ekta Rathod Appointed as CFO with effect from 6th February, 2018.
3. Shefali Tanna appointed as Company Secretary & Compliance Officer w.e.f. 25th May, 2018.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

**By Order of the Board
 For KOTHARI WORLD FINANCE LIMITED**

**Sd/-
 Nitesh Kothari
 Director
 (DIN: 00024195)**

**Sd/-
 Liza Kothari
 Managing Director
 (DIN: 01273272)**

**Sd/-
 Shefali Tanna
 Company Secretary
 (Membership No. 48841)**

**Place: Mumbai
 Date: 7th August,2018**