

14/01/2020

To,
Sr. General Manager
Corp Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir,

Ref: Scrip Code No. 511138
Reg : Outcome of Board meeting

- 1) We refer to our letter dated January 08, 2020 informing you that a meeting of the Board of Directors of the Company (the "Board") would be convened on January 14, 2020 in relation to the proposal received from Mr. Nitesh Kothari, ("Acquirer / Promoter"), for acquiring 25,22,955 equity shares of a face value of Rs.10/- each representing **33.92%** of the equity paid-up capital of Kothari World Finance Limited ("KWFL" / "Company") held by the Public Shareholders and consequently voluntarily delist the equity shares of the Company from BSE Limited, the only Stock Exchange where the equity shares are listed ("**Delisting Proposal**") in terms of the Regulation 27 of Chapter VII of Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ("**Delisting Regulations**").
- 2) As per the letter received from Acquirer / Promoter, the objective of Delisting Proposal is : (i) to obtain full ownership of the Company, as the 'Continued Listing' does not serve any purpose commensurate with the size of operation. (ii) save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listing, which can be refocused on the Company's business (iii) to provide the exit opportunity to the Public Shareholders. The letter also states that the Acquirer / Promoter reserves the right not to proceed with the Delisting Proposal in the event of change in the Delisting Regulations or other applicable laws or an order of a court or any other circumstances which in the opinion of the Acquirer/ Promoter would prejudice the intention Acquirer/ Promoter in regard to the Delisting Proposal.
- 3) The Acquirer / promoter produced the valuation report prepared by the Merchant Banker appointed by them and the Board took on record the valuation report.
- 4) The Acquirer / promoter intimated to the company that in consultation with the Merchant Banker the exit offer price has been determined at Rs.52/- (Rupees Fifty Two only) in accordance with Regulation 15(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. The Board has taken a record of the same.
- 5) The Board took on record the due diligence report dated January 14, 2019 ("**Report**") in terms of Regulation 8(1E) of Delisting Regulations, as tabled before them, issued and submitted by Keynote Financial Services Limited ("**Keynote**"), the Merchant Banker, appointed by the Board in accordance with the Regulations 8(1A)(ii) and 8(1D) of the Delisting Regulations.



