

KOTHARI WORLD FINANCE LIMITED

Registered Office: C-121, 12th Floor, Mittal Tower, Nariman Point, Mumbai – 400021, **Telephone:** +91-22-22851620, **Fax:** +91-22-22871695, **Website:** www.kothariworld.com, **Email:** info@kothariworld.com,
CIN No. L65993MH1985PLC035005

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS/MEMBERS OF THE COMPANY

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009, AS AMENDED, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

Dear Member(s),

Sub: Passing of Resolutions by Postal Ballot.

Notice is hereby given pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read together with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, relating to passing of resolutions by postal ballot (the “Postal Ballot Rules”), pursuant further to the extant provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for the time being in force (“Delisting Regulations”) and pursuant to the letter dated December 06, 2019 from Mr. Nitesh Kothari (hereinafter referred to as (“Promoter/Acquirer”) proposing the delisting of the equity shares of Kothari World Finance Limited (the “Company”) from BSE Limited, the only Stock Exchange where the equity shares of the Company are presently listed (“BSE”), and Resolution of Board of Directors of the Company dated January 14, 2020 and the resolution dated December 03, 2019 passed pursuant to section 139 (8) of the Companies Act, 2013 for appointment of M/s. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) as a Statutory auditors of the company due to the casual vacancy caused by Resignation of M/s. JMK & Co. Chartered Accountants, Mumbai (Firm Registration No. 120459W) and to consider and if thought fit, to pass the following resolutions as a Special and Ordinary Resolution by way of postal ballot (“Postal Ballot”)/or through electronic means (“e-voting”).

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and a Postal Ballot Form with the instructions are enclosed with this notice.

The said resolutions and explanatory statement are being sent to you along with a postal ballot form (“Postal Ballot Form”) for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Company has appointed Mrs. Uma Lodha, Proprietor of M/s Uma Lodha & Co., Practicing Company Secretary (Membership No. 5363) as the Scrutinizer for the Postal Ballot process. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

Members have the option to vote either by Postal Ballot or through e-voting.

A Ballot Paper bearing unique serial number is attached to this Notice. Please read carefully the instructions printed in the postal ballot form. We request you to vote by placing a tick mark {✓} at the appropriate place denoting your assent or dissent to the Special/Ordinary Resolutions and return the said Form duly completed and signed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at Uma Lodha & Co. (Company Secretaries), Suite No507, 5th Floor, Highway

Commercial Centre, I.B Patel Road, Goregaon East, Mumbai-400063. Phone No. 022-40131002, not later than close of working hours (5.00 pm IST) on Friday, February 21, 2020.

Please note that any Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on Friday, February 21, 2020 for voting by the Members holding equity shares of the Company. No other form or photocopy thereof is permitted.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("e-voting") to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit her report to the Board/ Managing Director of the Company after the completion of the scrutiny of the postal ballot (including e-voting) in a fair and transparent manner but not later than February 24, 2020. The result will be announced by the Managing Director or Company Secretary of the Company at the Registered Office of the Company at 04.00 p.m. on Monday, February 24, 2020. The results declared along with scrutiniser's report shall be placed on the Company's website i.e. www.kothariworld.com besides being communicated to the Stock Exchange(s) and will also be published in newspapers.

The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting which is **Friday, February 21, 2020**.

*Pursuant to the proviso to Regulation 8 (1) (b) of the Delisting Regulations, this special resolution for Delisting shall be acted upon if and only if the votes cast by **public shareholders** in favour of the proposal amount to at least **two** times the number of votes cast by public shareholders against it.

Members who wish to be present at the time of declaration of results may do so at the aforesaid venue.

SPECIAL BUSINESSES:

***Item No.01: Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited("BSE").**

To consider and if thought fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution-**

"RESOLVED THAT pursuant to the letter received dated December 06, 2019 from Mr. Nitesh Kothari, (hereinafter referred to as "Acquirer/Promoter") collectively along with the other members of promoter group holding 49,14,545 equity shares of the Company, having face value of Rs.10/- (Rupees Ten only)

each, constituting 66.08% of the paid-up equity share capital of the Company ("**Promoter Holding**") conveying the intention of the Acquirer/Promoter to voluntarily delist the equity shares of the Company from BSE Limited ("**BSE**"), the only Stock Exchange where the equity shares of the Company are listed (hereinafter referred to as "**Delisting Proposal**") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, ("**Delisting Regulations**") and further pursuant to approval of the Board of Directors of the Company on January 14, 2020 to voluntarily delist the equity shares of the Company from BSE, and further pursuant to Regulation 8(1)(b) of the Delisting Regulations and other applicable delisting regulations more particularly Chapter VII of the Delisting Regulations and subject to the applicable provisions of the Companies Act, 2013 (to the extent notified) and all other applicable provisions if any, of the Companies Act, 1956 (to the extent not repealed) including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted hereinafter ("**Act**") and receipt of the necessary approvals from BSE and such other authorities, regulatory or otherwise, as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the "**Board**" which term shall be deemed to include any Committee thereof which the Board may constitute to exercise its powers, including the powers conferred by this resolution), Memorandum and Articles of Association of the Company, the Securities Contract (Regulations) Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Listing Agreements with Stock Exchange, consent of the Company be and is hereby accorded to voluntarily delist the equity shares of the Company from BSE and Company (which term shall be deemed to include any committee of the Board or person authorized by the Board thereof) shall take all necessary steps and make all necessary filings to facilitate such delisting in accordance with the conditions specified in the Delisting Regulations and applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper, to be in the best interest of shareholders, and any matter incidental to the implementation of voluntary delisting of equity shares of the Company as also to prefer all applications to the appropriate authorities, parties and the institutions for their requisite approvals, to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the voluntary delisting without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to delegate all or any of the authorities conferred as above to any Director(s)/Company Secretary or any other officers/authorized representatives of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to issue a certificate true Copy of the aforesaid resolution wherever necessary."

Item No.02 : Appointment of Statutory Auditors to fill casual vacancy

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 139(8) and other applicable provisions if any, of Companies Act 2013 as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for time being in force) M/s. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) be and is hereby appointed as Statutory Auditors of the Company to fill

casual vacancy caused by the resignation of M/s. JMK & Co. Chartered Accountants, Mumbai (Firm Registration No. 120459W) with effect from Tuesday, December 03,2019.

RESOLVED FURTHER THAT M/s. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) shall be entitled to hold office as the Statutory Auditor of the Company till the conclusion of the next Annual General Meeting and they shall conduct the Statutory Audit for period ended March 31, 2020 and on such Terms and conditions as mutually agreed.”

RESOLVED FURTHER THAT Mrs. Liza Kothari, Managing Director and/or Mr. Nitesh Kothari, Director of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to all the above resolution.”

**By Order of the Board
For Kothari World Finance Limited
Sd/-
Liza Kothari
Managing Director
(DIN: 01273272)**

**Place: Mumbai
Dated: January 14,2020**

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 17, 2020.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on as Friday, January 17, 2020 will be considered for voting.
5. The dispatch of the Postal Ballot Notices will be completed by Wednesday, January 22, 2020. The voting through Postal Ballot/e-voting will commence on Thursday, January 23, 2020 at 9.00 A.M. and end on Friday, February 21, 2020 at 5.00 P.M.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A member who has not received the Postal Ballot Form or in case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may request the Company for by sending an e-mail to companysecretary@kothariworld.com. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on Friday, February 21, 2020. The Postal Ballot received after the said date will be treated as not having been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, January 17, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for electronic voting are annexed to this Notice.
11. A Member cannot exercise his vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer at **Uma Lodha & Co., Suite No. 507, 5th Floor, Highway Commercial Centre, I.B Patel Road, Goregaon East, Mumbai – 400063**, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) **on Friday, February 21, 2020**. The Company will bear the postage. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on Friday, February 21, 2020, it will be considered that no reply from the Member has been received.
13. The Scrutinizer will submit her report to the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Managing Director or any Director of the Company duly authorized, on Monday, February 24, 2020 at 04.00 p.m. at the Registered office of the Company situated at C-121, 12th Floor, Mittal Tower, Nariman Point, Mumbai – 400021 and will also be displayed on the Company website (www.kothariworld.com) and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
14. The Postal Ballot form is enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote. The postage prepaid self-addressed business reply envelope (along with Notice) are being couriered to the Shareholders, whose Email ID are not available.
15. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date as specified by the company for receipt of duly completed postal ballot forms or e-voting which is **Friday, February 21, 2020**.
16. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Friday, February 21, 2020.

Voting through electronic means:

- a) In compliance with Regulation 44(2) of SEBI (LODR), 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for providing e-voting facility to all its Members.
- b) **The e-voting period commences on Thursday, January 23, 2020, at 9.00 a.m. and ends on Friday, February 21, 2020 at 5.00 p. m. The e-voting module shall be disabled by NSDL for voting after Friday, February 21, 2020 on 5.00 p.m.**
- c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 17, 2020, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 112741 then user ID is 112741001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to uma@umalodha.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. If you are already registered with NSDL for e-voting then you can use your existing user ID/PIN for casting your vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No.01

Voluntary Delisting of the Equity Shares of the Company from Stock Exchange as prescribed under SEBI (Delisting of Equity shares) Regulations, 2009 ("Delisting Regulations").

- 1) The equity shares ("Shares") of the Company are presently listed on the BSE Limited ("BSE") (Scrip Code: 511138).
- 2) Mr. Nitesh Kothari, the promoter ("**Acquirer/Promoter**") collectively along with the other entities forming part of the promoter group holds 49,14,545 equity shares of the Company, having face value of Rs.10/- (Rupees Ten only) each, constituting 66.08% of the paid-up equity share capital of the Company ("Promoter Holding"). The balance 25,22,955 equity shares constituting 33.92% of the of the paid-up equity share capital of the Company are held by Public Shareholders.
- 3) The Company has received a letter dated December 06, 2019 from the Acquirer/ Promoter, expressing his intention to provide an exit opportunity to the public shareholders of the Company in accordance with the Delisting Regulations and voluntarily delist the Shares from the Stock Exchanges ("**Delisting Proposal**").
- 4) Consent Letters from other promoter group members giving their consent to voluntarily delist the equity shares of the Company under Regulation 27 of Chapter VII under SEBI (Delisting of Equity shares) Regulations, 2009 ("**Delisting Regulations**") was received by the Company.
- 5) The objective of the Delisting Proposal as stated by the Acquirer/ Promoter in the said letter is as follows:

- (a) to obtain full ownership of the Company, as the 'Continued Listing' does not commensurate with the size of operation;
 - (b) save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business; and
 - (c) the delisting of the equity shares of the Company is in the interest of the public shareholders as it will provide them with an exit opportunity at a price determined in accordance with the Delisting Regulations.
- 6) The Acquirer/Promoter has represented that the Delisting Proposal shall be financed through his own internal sources.
- 7) Pursuant to the receipt of the Delisting intention letter, the Board of Directors of the Company, in their meeting dated December 13, 2019, took on record the delisting letter and appointed Keynote Financial Services limited ("**Merchant Banker**") as the merchant banker after taking note of the Delisting Proposal in accordance with Regulation 8(1A)(ii) of the Delisting Regulations to carry out due diligence in compliance with Regulation 8(1D) and 8(1E) read with Regulation 8(1A)(ii) of the Delisting Regulations.
- 8) Further, the Board, in its meeting held on Tuesday, January 14, 2020, inter alia, took on record the due diligence report submitted by the merchant banker in accordance with Regulations 8(1D) and 8(1E) of the Delisting Regulations and granted approval to the Delisting Proposal and the consequent voluntary delisting of the equity shares of the Company in accordance with Delisting Regulations. Based on the information available with the Company and after taking on record the Merchant Banker's report, the Board, in accordance with Regulation 8(1B) of the Delisting Regulations, certified that:
- (a) The Company is in compliance with applicable provisions of securities law
 - (b) The Promoter of the Company or their related entities are in compliance with Regulations 4(5) of the Delisting Regulations; and
 - (c) The Delisting Proposal is in the interest of the shareholders of the Company.
- 9) As per the Delisting Regulations, a Company is permitted to delist its securities from all the Stock Exchanges where its securities are listed, provided an exit opportunity has been given to the investors and subject to their prior approval. The company is entitled to delist its equity shares from BSE in terms of special provisions of Chapter VII Regulation 27 of the Delisting Regulations applicable for small companies.
- 10) The Acquirer/Promoter informed the company about the valuation report dated January 01, 2020 as obtained from Keynote Financial Services Limited, Valuer and Category I Merchant banker, having its office at, The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai – 400028, appointed by the Acquirer/Promoter, for the purpose of determining the price of the equity shares and the Equity value as per the valuation report has been arrived at Rs.50.40 per equity share.
- 11) The Acquirer/Promoter, in consultation with M/s Keynote Financial Services Limited, appointed as Merchant Banker/ Manager to the Offer, has fixed the exit price of the equity share at Rs.52.00/- (Rupees Fifty two only) per equity share of face value of Rs.10/- each in accordance with the provisions of the Regulation 27(3) of the Delisting Regulation and the same was communicated to the Company. While fixing the exit price Acquirer/Promoter have taken into consideration parameters applicable to infrequently traded shares as 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 at its meeting held on Tuesday, January 14, 2020, inter alia, took on record the communication received from the Promoter/ Acquirer with regard to exit price.

- 12) The Board, in its meeting dated January 14, 2020, also granted the approval to seek shareholders' approval by way of special resolution through postal ballot and e-voting. In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. Further, as per Regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the delisting proposal amount to at least 2 (two) times the number of votes cast by the public shareholders against it.
- 13) In terms of the Delisting Regulations, the delisting of equity shares of the company from Stock Exchange is subject to the following:
 - (a) The Company having obtained necessary regulatory and statutory approvals required under the applicable laws, including the Delisting Regulations;
 - (b) As per SEBI (Delisting) Regulations, as applicable to small companies delisting, the public shareholders irrespective of their numbers, holding ninety percent or more of the public shareholding shall give their consent in writing to the proposal for delisting and should have consented either to sell their equity shares at the price offered by the promoter or to remain holders of the equity shares even if they are delisted.
 - (c) There being no amendments to the Delisting Regulations or any other law or regulations relevant in connection with the Delisting Proposal which, in the opinion of the Acquirer/Promoter, have an adverse effect on the Delisting Proposal or affects the rights of the Acquirer/Promoter: and
 - (d) Such other terms and conditions as may be set out in the exit offer letter to be sent to the public shareholders
- 14) In the event the Delisting Resolution is passed by the shareholders by way of special resolution, subject to receipt of the in-principle approval of the Stock Exchanges and other applicable regulatory/statutory approvals, as may be applicable, the Promoter/ Acquirer will dispatch the exit offer letter to all public shareholders in accordance with the Delisting Regulations.
- 15) The Board recommends the special resolution and places it for your consideration and the approval of the shareholders of the Company.
- 16) Mr. Nitesh Kothari, being the Acquirer/promoter and Mrs. Liza Kothari, being the promoter Director may be deemed to be concerned or interested in the resolution. Except as provided none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

Item No.02

Appointment of Statutory Auditors to fill casual vacancy

- 1) As the members are aware M/s. JMK & Co. Chartered Accountants, Mumbai (Firm Registration No. 120459W) were appointed as Statutory Auditors of the Company by the shareholders for the period of 5 consecutive years in the Annual General Meeting held on September 01, 2017. However, M/s. JMK & Co. Chartered Accountants, Mumbai (Firm Registration No. 120459W) have resigned from the position of the Statutory Auditors of the Company. This has resulted into Casual Vacancy in the office of Statutory Auditors of the Company as stipulated by section 139(8) of Companies Act 2013 ("The Act"). The Casual Vacancy caused by the resignation of the Auditors can be filled by the Board subject to the approval of the members.
- 2) M/s. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) have conveyed their consent to be appointed as Statutory Auditor of the Company along with a confirmation that their appointment, if made, by the members, would be within the limits prescribed under Companies Act 2013.
- 3) In View of the above, the Board of Directors of the Company as per the recommendation of the Audit Committee, at their meeting held on Tuesday, December 03, 2019 have appointed M/s. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) as the Statutory Auditors of the Company subject to the approval of members. For administrative convenience and as per the applicable provisions of the Companies Act the Board proposes passing of resolution by Postal Ballot instead in General Meeting to fill casual vacancy caused by the resignation of erstwhile Statutory Auditor.
- 4) M/s. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) would be appointed as Statutory Auditor of the Company and shall be entitled to hold office of the Statutory Auditor of the Company till Conclusion of next Annual General Meeting.
- 5) The Board of Directors recommends the passing of Ordinary Resolution set out at item no.02 of the Notice.
- 6) None of the Directors, Key Managerial Personnel or their relatives in any way is concerned or interested in the said resolution.

By Order of the Board
For Kothari World Finance Limited
Sd/-
Liza Kothari
Managing Director
(DIN: 01273272)

Place: Mumbai
Dated:14th January,2020

- Encl:**
- 1. Postal Ballot Form**
 - 2. Prepaid Business Reply Envelope**

KOTHARI WORLD FINANCE LIMITED

Registered Office: C-121, 12th Floor, Mittal Tower, Nariman Point, Mumbai – 400021, Telephone: +91-22-22851620,
Fax: +91-22-22871695, Website: www.kothariworld.com, Email: info@kothariworld.com, CIN No. L65993MH1985PLC035005

POSTAL BALLOT FORM

Sr. No _____

Sr. No.	Particulars	
1	Name and Registered address of sole / first named Shareholder (In block letters)	
2	Names of joint holder(s), if any (In block letters)	
3	Registered Folio No. [Applicable to Shareholders Holding Equity shares in physical form] DP ID no. & Client ID No. [Applicable to Shareholders holding Equity shares in dematerialized form].	
4	Number of Equity shares held	

I/We hereby exercise my/our vote in respect of the Special and Ordinary Resolution to be passed by means of Postal Ballot Notice issued by the Company dated January 14, 2020 by sending my/ our assent or dissent to the said resolutions by placing tick mark at the appropriate box below:

Resol ution No.	Description	Number of Votes exercised corresponding to the total number of voting rights	Mark (√) for voting		
			Assent	Dissent	Abstain
1	Approval for delisting of the equity shares of the company from the BSE Limited pursuant to the letter received from the promoter group expressing their intention to provide an exit opportunity to all the public shareholders of the company.				
2	Appointment of M/S. V. K Beswal & Associates, Chartered Accountants Mumbai (Firm Registration No.101083W) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W).				

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are as follows:

EVEN (E-voting Serial number)	USER ID	PASSWORD/PIN
112741		

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
January 23, 2020 at 09.00 a.m.	February 21, 2020 at 05.00 p.m.

Note:

1. Please read the instructions printed overleaf carefully before filling this Form and for E-voting, please refer to the instructions for Voting through Electronic Means' provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the scrutinizer is Friday, February 21, 2020 up to 05.00 p.m.