

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 Notice

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), that the resolutions appended below be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Uma Lodha & Co., Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on Thursday, February 9th, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before Friday, February 10th 2017 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.kothariworld.com

SPECIAL BUSINESS:

1.APPOINTMENT OF MR. VIVEK MHATRE AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vivek Ram Mhatre (DIN:07678498), who was appointed as an Additional Director of the Company with effect from 16th December 2016, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vivek Ram Mhatre (DIN:07678498) his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 5 years i.e. upto FEBRUARY 9th, 2022".

2.APPOINTMENT OF MRS. ATHEVA ADITYA MAYEKAR AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Atheva Aditya Mayekar (DIN:07663999), who was appointed as an Additional Director of the Company with effect from 16th December 2016, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying her intention to propose Mrs. Atheva Aditya Mayekar (DIN:07663999) her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 5 years i.e. upto FEBRUARY 9th, 2022".

3.APPOINTMENT OF STATUTORY AUDITORS TO FILL IN 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 JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) be and is hereby appointed as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. SHAHADE & ASSOCIATES, Chartered Accountants, Mumbai (Firm Registration No. 109840W).

“RESOLVED FURTHER THAT M/S. JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) hereby appointed as Statutory Auditors of the Company and shall be entitled to hold office of 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 31st March 2017 on such remuneration as may be fixed.”

“RESOLVED FURTHER THAT Mrs. Liza Kothari, Managing Director and/or Shri 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 BOARD
FOR KOTHARI WORLD FINANCE LIMITED
Sd/-
LIZA KOTHARI
MANAGING DIRECTOR**

PLACE: MUMBAI

DATE: 16th DECEMBER, 2016

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, 30th December 2016.
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.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 30th December, 2016 will be considered for voting.
4. 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.
5. 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.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to companysecretary@kothariworld.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 30th December 2016
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. 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 FEBRUARY 9th 2017. 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 FEBRUARY 9th, 2017, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman 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 or before Friday, February 10th 2017 at the Registered office of the Company 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.

12. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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 Thursday February 9th, 2017.

Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement 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.

The instructions for e-voting are as follows:

1. The instructions for shareholders voting electronically are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with
- (vi) minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select "EVEN" of Kothari World Finance Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to uma@umalodha.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

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 Downloads section of www.evoting.nsdl.com

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. The e-voting period commences on Wednesday 11th January 2017 at 9.00 A.M and ends on Thursday February 9th 2017 at 5.00 P.M. 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, 30th December 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1 and 2

The Board, at its meeting held on 16th December 2016, appointed Mr. Vivek Ram Mhatre (DIN: 07678498) as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 read with the necessary provision of the Articles of Association of the Company.

The Board, at its meeting held on 16th December 2016, appointed Mrs. Atheva Aditya Mayekar (DIN:07663999) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 read with the necessary provision of the Articles of Association of the Company.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- each proposing the candidature of Mr. Vivek Ram Mhatre (DIN: 07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999), Non-Executive Independent Directors of the Company for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Vivek Ram Mhatre (DIN: 07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999), being eligible, offer themselves for appointment and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Company has received from Mr. Vivek Ram Mhatre (DIN07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999), Non-Executive Independent Directors of the Company (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vivek Ram Mhatre (DIN: 07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999), Non-Executive Independent Directors of the Company fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter for the appointment of Mr. Vivek Ram Mhatre (DIN: 07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail of the services of Mr. Vivek Ram Mhatre (DIN: 07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999) as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Vivek Ram Mhatre (DIN: 07678498) and Mrs. Atheva Aditya Mayekar (DIN:07663999) as an Independent Director, for the approval by members of the Company.

No director, Key Managerial Personnel or their relatives, except Mr. Vivek Ram Mhatre (DIN: 07663999) and Mrs. Atheva Aditya Mayekar (DIN:07663999), Non-Executive Independent Directors of the Company, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 and 2 for the approval of the members.

ITEM No. 3

As the members are aware M/s Shahade & Associates, Chartered Accountants were reappointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on 30/09/2016. However, M/s Shahade & Associates have resigned from the position of the Statutory Auditors of the Company due to preoccupation. This has resulted into Casual Vacancy in the office of Statutory Auditors of the Company as stipulated by section 138(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.

M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) 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.

In View of the above the Board of Directors of the Company as per the recommendation of the Audit Committee vide meeting dated 16th December 2016 have appointed M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) 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. Therefore, now Board proposes and recommends to appoint M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of erstwhile Statutory Auditor.

M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) Mumbai 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 ensuing Annual General Meeting.

The Board of Directors recommends the passing of Ordinary Resolution contained in accompanying Notice. None of the Directors, Key Managerial Personnel or their relatives in any way is concerned or interested in the said resolution.

**BY ORDER OF BOARD
FOR KOTHARI WORLD FINANCE LIMITED**

**Sd/-
LIZA KOTHARI
MANAGING DIRECTOR**

PLACE: MUMBAI

DATE: 16th DECEMBER, 2016

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

(Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015):

Mr. Vivek Mhatre:

A. A brief resume of the Director and Nature of his expertise in specific function areas:

Mr. Vivek R. Mhatre has done diploma courses VBA in Excel and Dot Net Technologies for software development. He has also done courses in Asp.net with MVC, WCF & WPF. His appointment and contribution in software development will give impetus to the company in development of technology and shall help in enhancing the progress of the company in the field of business management & development. The Board of Directors, on recommendation of Nomination and Remuneration Committee and considering the back ground of Mr. Vivek Mhatre, thought fit in the interest of the Company to avail his expertise by appointing him as Independent Director of the Company.

B. Disclosure of relationships between Directors inter-se:

Mr. Vivek Mhatre is the nephew of Mr. Manohar Mhatre who is holding the post of Non-Executive Director in the company since 2004. None of the other Directors are related to any other Director on the Board.

C. Name of the listed entities in which the person also holds the Directorship and the membership of Committees of the Board:

Name of the Company	Directorship	Membership of the Committees
NIL	NIL	NIL

D. Shareholding in the Company:

NIL

Mrs. Atheva Mayekar

A. A brief resume of the Director and Nature of her expertise in specific function areas:

Mrs. Atheva Aditya Mayekar (DIN:07663999) is B. Com (Bachelor of Commerce) graduate and also expertise in the field of Finance and Income tax. In the opinion of the Board, Mrs. Atheva Aditya Mayekar proposed to be appointed as an Independent Director of the company fulfils the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made there under and that the proposed Director is independent of the management.

The Board Governance, Nomination and Remuneration Committee and the Board of Directors have recommended appointment of Mrs. Atheva Aditya Mayekar as Independent Director of the Company. Mrs. Atheva Aditya Mayekar has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

Notice has been received from member signifying his intention to propose appointment of Mrs. Atheva Aditya Mayekar along with a deposit of Rs.1,00,000/-

B. Disclosure of relationships between Directors inter-se:

There is no exist relation between Mrs. Atheva Mayekar with any of the Directors of the Company.

C. Name of the listed entities in which the person also holds the Directorship and the membership of Committees of the Board:

Name of the Company	Directorship	Membership of the Committees
NIL	NIL	NIL

D. Shareholding in the Company:

NIL

KOTHARI WORLD FINANCE LIMITED

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POSTAL BALLOT FORM

Sr. No.

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 :
5. E-voting Password :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot by conveying my / our assent or dissent to the said Special Resolution by placing the (v) mark at the appropriate box below:

Resolutio n No.	Description	No. of Equity Shares held	Mark (v) for voting		
			Assent	Dissent	Abstain
1.	Appointment of Mr. Vivek Mhatre (DIN No. 07678498) as an Independent Director				
2.	Appointment of Mrs Atheva Mayekar (Din No. 07663999) as an Independent Director				
3.	Appointment of M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. SHAHADE & ASSOCIATES, Chartered Accountants, Mumbai (Firm Registration No. 109840W).				

Place:

Date:

Signature of the Shareholder**(As per specimen signature registered with registrar and Share Transfer Agent)****Note: Please read the instructions overleaf carefully before exercising the vote.**