

10<sup>th</sup> February, 2017

TO  
BOMBAY STOCK EXCHANGE LIMITED  
PHIROZE JEEJEEBHOY TOWERS,  
DALAL STREET,  
MUMBAI – 400 023

KIND ATTN.: MR. JEEVAN NORHONA

Dear Sir,

Sub: Submission of Final Report of Postal Ballot

Please find enclosed Scrutinizer Report of Postal Ballot

Kindly take the same on record.

Thanking you,

Yours faithfully,

FOR KOTHARI WORLD FINANCE LIMITED

*Manohar M Mhatre*

MANOHAR MHATRE  
DIRECTOR  
DIN (00024326)

10<sup>th</sup> February, 2017

TO  
THE DIRECTOR  
KOTHARI WORLD FINANCE LIMITED  
121/C MITTAL TOWER, 12<sup>th</sup> FLOOR  
NARIMAN POINT MUMBAI - 400021.

Dear Sir,

**Sub: Submission of Final Report of Postal Ballot**

The Board of Directors of KOTHARI WORLD FINANCE LIMITED ("KWFL" or "the Company") by means of resolution passed at the Board Meeting held on 16<sup>th</sup> December, 2016 appointed the undersigned as the Scrutinizer to monitor the process of postal ballot in respect of Resolutions as per Postal Ballot notice dated 16<sup>th</sup> December, 2016 proposed for passing by the members by means of postal ballot including E-voting process by the members of Kothari World Finance Limited (**the Company**) as prescribed under Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and to ensure compliance thereof.

As required under Section 110 of the Act, a notice along with Explanatory Statement under Section 102 of the Act was sent to the shareholders by Email /Courier along with Postal Ballot forms along with prepaid envelope in respect of the following Resolutions:

- 1. RESOLUTION NO. 1 FOR APPOINTMENT OF MR. VIVEK MHATRE (DIN:07678498) AS AN INDEPENDENT DIRECTOR.**
- 2. RESOLUTION NO. 2 FOR APPOINTMENT OF MRS. ATHEVA MAYEKAR (DIN:07663999) AS AN INDEPENDENT DIRECTOR.**
- 3. RESOLUTION NO. 3 FOR APPOINTMENT OF STATUTORY AUDITORS TO FILL IN CASUAL VACANCY.**

The Shareholders were required to complete the postal ballot form and to return the same duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than 5:00 p.m. on Thursday, 9<sup>th</sup> February, 2017. Accordingly, the postal Ballots received after the closure of business hours on Thursday, 9<sup>th</sup> February, 2017 have not been considered. As required under Rule 22 as mentioned above, a register has been maintained and particulars of name, address, folio no. of shares along with assent and dissent have been recorded therein on day to day basis.

The following criteria were laid down by the undersigned while scrutinizing the ballot papers:

1. The Company has, on 10<sup>th</sup> January, 2017 completed the dispatch /sending the emails of notice of Postal Ballot dated 16<sup>th</sup> December, 2016, Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members/ List of Beneficiaries as on 30<sup>th</sup> December, 2016.



2. Particulars of the Postal ballot received including the votes casted through E Voting from/by the members have been entered in the Register maintained separately for the purpose.
3. At around 5:30 P.M on Thursday, 9<sup>th</sup> February, 2017, I have downloaded the E voting Report from the National Securities Depository Limited ("NSDL") site viz [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by using the Scrutinizer's login ID and password.
4. The postal Ballot forms were duly scrutinized. The shareholding and the signature of the shareholders was checked and where there has been doubt the same has been treated as invalid.
5. The importance of filling up of place and date was ignored as this was evident on the covers posted by them under business envelopes attached along with the ballot papers.

A summary of number of Postal Ballot Forms received, shareholding and voting pattern on the basis of valid ballots received is annexed to the report

Based on the scrutiny of the postal ballot forms received, the undersigned submit her report as under.

| Resolution No.  | Business for transaction  | Results                         |
|-----------------|---|---------------------------------|
| Resolution No.1 | CONSENT FOR APPOINTMENT OF MR. VIVEK MHATRE AS AN INDEPENDENT DIRECTOR    | Carried with requisite majority |
| Resolution No.2 | CONSENT FOR APPOINTMENT OF MRS. ATHEVA MAYEKAR AS AN INDEPENDENT DIRECTOR | Carried with requisite majority |
| Resolution No.3 | CONSENT FOR APPOINTMENT OF STATUTORY AUDITORS TO FILL IN CASUAL VACANCY   | Carried with requisite majority |

Mr. Nitesh Kothari, Director of the Company may accordingly declare the results of Postal Ballot based on the above-mentioned report pursuant to Section 110 of the Act and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 and put the same on the website of the Company for the information of the members and record in its minute book.

Date: 10<sup>th</sup> February, 2017  
Place: Mumbai

FOR UMA LODHA & CO.



Uma Lodha  
Practicing Company Secretary  
C.P.: 2593



**UMA LODHA & CO.**  
COMPANY SECRETARIES

KOTHARI WORLD FINANCE LIMITED

Postal Ballot Voting Period: From 11<sup>th</sup> January, 2017 at 9.00 AM to 9<sup>th</sup> February, 2017 at 5.00 P.M

|   | Vote Casted by | Resolution No.1                                   |                      | Resolution No.2                                   |                      | Resolution No.3                                   |                      |
|---|----------------|---|----------------------|---|----------------------|---|----------------------|
|   |                | No. of Shares                                     | % to total (a/f*100) | No. of Shares                                     | % to total (a/f*100) | No. of Shares                                     | % to total (a/f*100) |
| Votes in favour   | Physical       | 12,80,450   | 20.21                | 12,80,450   | 20.21                | 12,80,449   | 20.21                |
|   | E-Voting       | 49,97,945   | 78.86                | 50,56,945   | 79.79                | 50,56,945   | 79.79                |
| <b>Sub-total (a)</b>                                    |                | <b>62,78,395</b>                                  | <b>99.07</b>         | <b>63,37,395</b>                                  | <b>100</b>           | <b>63,37,394</b>                                  | <b>100</b>           |
| Votes Against   | Physical       | 0   | 0                    | 0   | 0                    | 0   | 0                    |
|   | E-Voting       | 0   | 0                    | 0   | 0                    | 0   | 0                    |
| <b>Sub-total (b)</b>                                    |                | <b>0</b>  | <b>0</b>             | <b>0</b>  | <b>0</b>             | <b>0</b>  | <b>0.00</b>          |
| Abstain   | Physical       | 0   | 0                    | 0   | 0                    | 1   | 0.00                 |
|   | E-Voting       | 59,000  | 0.93                 | 0   | 0                    | 0   | 0                    |
| <b>Sub-total (c)</b>                                    |                | <b>59,000</b>                                     | <b>0.93</b>          | <b>0</b>  | <b>0.00</b>          | <b>1</b>  | <b>0.00</b>          |
| Invalid   | Physical       | 0   | 0                    | 0   | 0                    | 0   | 0                    |
|   | E-Voting       | 0   | 0                    | 0   | 0                    | 0   | 0                    |
| <b>Sub-total (d)</b>                                    |                | <b>0</b>  | <b>0.00</b>          | <b>0</b>  | <b>0.00</b>          | <b>0</b>  | <b>0.00</b>          |
| <b>Total voted shares (a) + (b) + (c) + (d)</b>         |                | <b>63,37,395</b>                                  | <b>100</b>           | <b>63,37,395</b>                                  | <b>100</b>           | <b>63,37,395</b>                                  | <b>100</b>           |
| <b>Net valid voted shares (f) (a) + (b) + (c) - (d)</b> |                | <b>63,37,395</b>                                  | <b>100</b>           | <b>63,37,395</b>                                  | <b>100</b>           | <b>63,37,395</b>                                  | <b>100</b>           |
| <b>Total Paid-up Share Capital</b>                      |                | <b>74,37,500</b>                                  |                      | <b>74,37,500</b>                                  |                      | <b>74,37,500</b>                                  |                      |
| <b>Result Carried / Not Carried</b>                     |                | The Resolution was passed with requisite Majority |                      | The Resolution was passed with requisite Majority |                      | The Resolution was passed with requisite Majority |                      |

