

KOTHARI WORLD^{TR}

Enhancing Values. Building Trust.

Annual Report
2017-2018

**KOTHARI WORLD FINANCE LIMITED
33RD ANNUAL GENERAL MEETING
ON FRIDAY, 28TH SEPTEMBER 2018**

ANNUAL REPORT 2017-2018

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KOTHARI WORLD FINANCE LIMITED

BOARD OF DIRECTORS

Mrs. Liza Kothari	Managing Director
Mr. Nitesh Kothari	Director
Mr. Manohar Mhatre	Director
Mr. Jayesh Gandhi	Independent Director
Mrs. Atheva Mayekar	Independent Director
Mr. Vivek Mhatre	Independent Director

CHIEF FINANCIAL OFFICER

Ms. Varsha Tambe (Resigned with effect from 6th February,2018)
 Ms. Ekta Rajendra Rathod (Appointed with effect from 6th February,2018)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Shefali Tanna (Company Secretary, Compliance Officer and Key Managerial Personnel with effect from 25th May,2018)

BOARD COMMITTEES

AUDIT COMMITTEE	
Mrs. Atheva Mayekar	Chairperson (Independent Director)
Mr. Jayesh Gandhi	Member (Independent Director)
Mr. Nitesh Kothari	Member (Non-Executive Director)
Mr. Vivek Mhatre	Member (Independent Director)
STAKEHOLDERS RELATIONSHIP COMMITTEE	
Mr. Nitesh Kothari	Chairman (Non-Executive Director)
Mr. Manohar Mhatre	Member (Non-Executive Director)
NOMINATION AND REMUNERATION COMMITTEE	
Mrs. Atheva Mayekar	Chairperson (Independent Director)
Mr. Jayesh Gandhi	Member (Independent Director)
Mr. Nitesh Kothari	Member (Non-Executive Director)
Mr. Vivek Mhatre	Member (Independent Director)

REGISTERED OFFICE

KOTHARI WORLD FINANCE LIMITED

CIN: L65993MH1985PLC035005

121/C, Mittal Tower, 12th Floor,
 Nariman Point, Mumbai - 400021

Website: www.kothariworld.com

Email-ID: companysecretary@kothariworld.com

Contact: 022 2285 1620/ 2287 1694

SHARE TRANSFER AGENT

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Unit 1, Luthra Industrial Premises,
1st Flr,44-E, M Vasanti Marg,
Safed Pool, Andheri Kurla Road
Andheri East, Mumbai-400072
Email ID: sharexindia@vsnl.com
Contact No. 022 2851 5606

AUDITORS

M/S JMK & Co.

Chartered Accountant
Office No. 208, Blue Rose Industrial Estate
Western Express Highway
Near Magathane Petrol Pump
Borivali East, Mumbai 400066
Email ID: info@jmkco.in

33rd Annual General Meeting on Friday, 28th September 2018 at 9.30 A.M at the Registered Office of the company at 121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai 400021.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTHARI WORLD FINANCE LIMITED WILL BE HELD ON FRIDAY, 28th SEPTEMBER 2018 AT 9.30 A.M AT 121/C, MITTAL TOWER, 12TH FLOOR, NARIMAN POINT, MUMBAI - 400021 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as of 31st March 2018 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manohar Mhatre (DIN No. 00024326) who retires by rotation and being eligible offers himself for reappointment.
3. To re-appoint M/s. JMK & Co., Chartered Accountants, Mumbai as statutory auditors of the company and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, the appointment of M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W), as the Statutory Auditors of the Company until 37th Annual General Meeting(AGM) is hereby ratified in this Annual General Meeting till the conclusion of Next Annual General Meeting with remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MRS. LIZA KOTHARI (DIN: 01273272) AS A MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, consent of the members be and is hereby accorded for the re-appointment of and payment of remuneration to Mrs. Liza N. Kothari (DIN: 01273272), as Managing Director of the Company on such terms and conditions as set in explanatory statement for further period for three years (03) with effect from 30th January, 2018 to 29th January, 2021 with further liberty to the Board (Which term shall be deemed to include any committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of re appointment and remuneration of Mrs. Liza Kothari in the best interest of the Company and as may be permissible at law”.

“RESOLVED FURTHER THAT even in the event of loss or inadequacy of profits during the tenure, the Company may pay to Mrs. Liza N. Kothari (DIN: 01273272) the same Remuneration and Perquisites as set

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out in the explanatory Statement, as minimum remuneration subject to such approvals as may be necessary including that of Central Government, if any,"

5. INVESTMENT(S), LOANS, GUARANTEES AND SECURITY UNDER SECTION 185 & 186 OF THE COMPANIES ACT, 2013:

To consider and approve the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any amendment thereto or re-enactment thereof) ("Act"), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to:

- (a) give any loans, inter corporate deposit to any person(s) or other body corporate(s) or enter into pooling arrangement within the group;
- (b) give any corporate guarantee and/or provide security in connection with a loan to any other body corporate(s) / person (s) within the group; and
- (c) make investment or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate within the group; from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, upto the maximum amount of Rs. 100 Crores (Rupees One Hundred Crores only) outstanding at any point of time Notwithstanding that the aggregate amount of all the loans/inter corporate deposits/corporate guarantees/security/investments so far made together with the proposed loans/inter corporate deposits/corporate guarantees/security/investments to be made, are in excess of the limits prescribed under Section 186 of the Act.

"RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign, execute and to submit deeds, applications, agreements, amendments, documents and writings that may be required with Registrar of Companies or any other Authority, on behalf of the Company and generally to do all such acts, deeds, matters and things as may proper, expedient or incidental for giving effect to this resolution."

6. SERVICE OF DOCUMENTS:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other provisions, if any, whereby, a documents may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode or any other mode as may be prescribed, consent of the members be and is hereby accorded to charge from members such fees in advance equivalent to actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other modes of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with the requisite fees has been duly received by the company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

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RESOLVED FURTHER THAT for the purpose of giving effect to resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTOR
KOTHARI WORLD FINANCE LIMITED**

DATE: 7th August, 2018

PLACE: MUMBAI

**Sd/-
LIZA KOTHARI
MANAGING DIRECTOR
(DIN NO. 01273272)**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of section 105 of the companies act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 22nd September, 2018 to Friday, 28th September 2018** (both days inclusive).
6. As per RBI notification, with effect 1, 2009 from October, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks pursuant to implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transaction. In this regard, shareholders holding shares in electronic form are requested to furnish the new 9-digit Bank Account Number allotted to them by your bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
7. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The

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- Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
8. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
 9. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P.) ID number on all correspondence with the Company.
 10. Members/Proxy holders are requested to bring their copies of the Annual Report with them to the Annual General Meeting, as extra copies will not be provided.
 11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent.
 12. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
 13. The Securities and Exchange Board of India (SEBI) vide circular dated 5th July,2018 has mandated that transfer of securities would be carried out in dematerialized form only.
 14. Details under Regulation 36 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice.
 15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 16. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least ten days before the meeting so that the same could be suitably answered at the meeting.
 17. Company will be disclosing to the Stock Exchanges, as per Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of results of voting on each of the resolutions proposed in this Notice.

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to **SHAREX DYNAMIC (INDIA) PRIVATE LIMITED**. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

18. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.
19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting(AGM) by electronic means and the business may be transacted through E-Voting Services by National Services Depository Limited.

The instructions for remote e-Voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to

- exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting (AGM) may also attend the Annual General Meeting (AGM) but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, 25th September, 2018 at 9.00 A.M. and ends on Thursday, 27th September 2018 at 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**

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 101456 then user ID is 101456001***

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.

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

- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of (Friday, 21st September, 2018).

- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or **SHAREX DYNAMIC (INDIA) PRIVATE LIMITED**
- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Mrs. Uma Lodha, having (Membership No. 5363) Practicing Company Secretary, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote E-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual general Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.kothariworld.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited, Mumbai.
20. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Company has appointed Mrs. Uma Lodha Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
22. **MEMBERS MAY NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating Special Businesses mentioned in the accompanying Notice:

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Item No. 4

Mrs. Liza N. Kothari is a B. Com graduate from Mumbai University and also have a diploma in interior designing. Currently she is handling the Business Administration of the company. She has been involved in the real estate business since the age of 20. She has more than 13 years of experience in managing the operations, design and development, sales, media and marketing functions of the Company. She is the youngest member of the Managing Committee. Mrs. Liza Kothari brings to the table an aggressive dynamism & perseverance for results.

Mrs. Liza Kothari has been a Managing Director of the company since 30th January 2012. Her tenure as a Managing Director of the Company expired on 29th January, 2018.

The Board of Directors of the company at its Meeting held on 6th February 2018 has re-appointed Mrs. Liza Kothari as Managing Director of the company for the period of 3 (three) years subject to the approval of the members of the Company.

TERMS OF APPOINTMENT ARE AS FOLLOWS:

The proposed remuneration payable to Mrs. Liza Nitesh Kothari is as follows:

1. Basic Salary: Rs.1,00,000/- P.M. (Rupees One Lac) with yearly increment as may be determined by the Board).

Other particulars pertaining to the Company, which are required to be disclosed as per section II of Part II of the Schedule V of the Companies Act, 2013 and also Regulation 36 of the *Listing Obligations and Disclosure Requirements) Regulations, 2015* with the Stock Exchanges is given in Annexure A to this Explanatory Statement. Except Mrs. Liza Kothari & Mr. Nitesh Kothari, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

The Board recommends the resolution in relation to the re-appointment of Mrs. Liza Kothari as Managing Director, for the approval by the shareholders of the Company.

Annexure A to the Explanatory Statement:

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mrs. Liza Kothari as Managing Director.

I. General Information:

a) Nature of Industry:

The Company is engaged in the business of Finance.

b) Date or expected date of commencement of commercial production:

Company is already in operation

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

d) Financial Performance:

Particulars	(Rs. in Lakhs)	
	Current Year	Previous Year
Total Income	398.54	293.58
Expense	145.16	58.96
Profit after Tax	199.50	134.36
EPS	2.68	1.81

e) Foreign Investments or Collaborators:

The Company does not have any foreign investment or collaborators.

II. Information about Mrs. Liza Kothari (Managing Director):

Background details	Mrs. Liza Kothari is a B. Com graduate and she is currently the Managing Director of the Company. She has been involved in the real estate and finance business since the age of 20
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Past remuneration	12,00,000/- p.a.
Recognition or awards	NIL
Job profile and her suitability	Managing Director
Remuneration proposed	As mentioned in the Resolution.
Comparative Remuneration:	The Remuneration payable to Mrs Liza Kothari is commensurate with respect to Industry, size of the Company and his profile.
Pecuniary relationship	Pecuniary relationship exists between the Company & Mrs. Liza Kothari

III. Other information:

- a) Reasons for inadequacy of profits: Not Applicable
- b) Steps taken or proposed to be taken or improvement: Not Applicable
- c) Expected increase in productivity and profits in measurable terms: Not Applicable

Note: Mrs. Liza Kothari shall not be paid any sitting fees for attending the meetings of the Board of Directors / Committees thereof.

The Board shall determine the Annual increment from time to time. Either side can terminate the appointment by giving three months' notice in Writing.

Mrs. Liza Kothari along with Mr. Nitesh Kothari being spouse of Mrs. Liza Kothari, is interested or concerned in the above resolution.

Item No. 5:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 and Section 186 read with rules made there under ("Act"), a Company can give any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested with the prior approval of the shareholders of the Company. Section 185 of the Act defines "any person in whom any of the Directors of the Company is interested" which includes

- (a) any private company of which any such director is a director or member;
- (b) anybody corporate at a general meeting of which not less than twenty-five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- (c) anybody corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

Further, a Company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher. A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

Further Sub Section (11) of Section 186 exempts any investment or lending activities by non-banking financial company registered under Chapter III-B of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities.

The Company has made an aggregate investment of Rs 1173.4 lacs as at March 31, 2018 in the form of equity, loans and advances. All the group companies under the Company is in constant requirement of funds.

Therefore, the Board of Directors at its meeting held on August 7th, 2018 subject to approval of the Shareholders, approved giving of any loan, inter corporate deposit, pooling arrangement, guarantee or providing security or making investment in shares, debentures etc. upto an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/security/investments so far made together with the proposed loans/

KOTHARI WORLD FINANCE LIMITED

guarantees /security/ investments to be made, are in excess of the limits prescribed under Section 186 of the Act. The details of which are mentioned below:

The proposed loans, investments, corporate guarantees, pooling arrangement etc. will be as per following details:

Type of Facility: Inter Corporate Deposit, Corporate Guarantee or pooling arrangement or Guarantee for Loan /Banking facilities

Amount: Upto Rs. 100 Crores (Rupees One Hundred Crores only)

Approval of the shareholders is sought for advancing such loans, inter corporate deposits pooling arrangements, giving corporate guarantee or providing security in connection with such loan, exceeding the limits prescribed under Companies Act, 2013 pursuant to provisions of Section 185 and 186 of the Companies Act, 2013.

None of the Directors and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

Your Directors recommend the Resolution set out at Item Nos. 5 as Special Resolution for approval of the members.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution except to the extent of their shareholding, if any, in the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTOR
KOTHARI WORLD FINANCE LIMITED**

Sd/-
**LIZA KOTHARI
MANAGING DIRECTOR
(DIN NO. 01273272)**

**DATE: 7th August, 2018
PLACE: MUMBAI**

ANNEXURE A

Details of Directors as on March 31st, 2018 seeking re-appointment at the Annual General Meeting Scheduled to be held on Friday, 28th September 2018.

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

MR. MANOHAR MHATRE (DIN No. 00024326)**A. A brief resume of the Director and Nature of his expertise in specific function areas:**

Mr. Manohar Mhatre is an under graduate and associated with this group / organization for the last 27 years in various fields namely Accounts, legal and general administration. His sole motto and aim is to contribute for the growth of the Company.

B. Disclosure of relationships between directors inter-se:

There exist no relationship of Mr. Manohar Mhatre with any other member of the Board.

C. Name of the listed entities in which the person also holds the directorship and the membership of Committees of the board: NIL**D. Shareholding in the Company:**

40,000 Equity shares as on 31st March 2018

MRS. LIZA KOTHARI (DIN NO. 01273272)**A. A brief resume of the director and Nature of her expertise in specific function areas:**

Mrs. Liza Kothari is a B. Com graduate and she is currently the Managing Director of the Company. She has been involved in the real estate and finance business since the age of 20.

B. Disclosure of relationships between directors inter-se:

Mr. Nitesh Kothari is the spouse of Mrs. Liza Kothari. None of the other Directors are related.

C. Name of the listed entities in which the person also holds the directorship and the membership of Committees of the board: NIL**D. Shareholding in the Company:**

6,23,650 Equity shares as on 31st March, 2018.

By Order of the Board

For KOTHARI WORLD FINANCE LIMITED

S/d

Nitesh Kothari

Director

(DIN: 00024195)

Date: 7th August ,2018

Place: Mumbai

DIRECTORS' REPORT**The Members of KOTHARI WORLD FINANCE LIMITED**

Dear Shareholders,

Your Directors have pleasure in presenting the 33rd Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2018.

FINANCIAL SUMMARY OF THE COMPANY:

	2017-18	2016-17
Total Income	398.54	293.58
Profit before depreciation	281.83	254.36
Less: Depreciation	28.45	(19.74)
Profit before Tax	253.38	234.62
Provision for Taxation:		
- Current Tax	53.88	56.83
- Deferred Tax Liability / (Asset)	-	38.26
- Add: Excess/(Short) Provision	-	5.17
Profit after tax	199.50	134.36
Profit brought forward from Previous Years	460.10	352.61
Less: Transfer to Statutory Reserve	39.90	26.87
Less: Depreciation adjustment for previous year	0.00	0.00
Less: Contingent Provisions against Standard Assets	0.03	0.00

REVIEW OF OPERATIONS/PERFORMANCE:

During the financial year under review, the Company has earned total income of Rs.398.54 Lacs as compared to Rs.293.58 Lacs for the previous year. Profit after Tax stood at Rs. 199.50 Lacs as compared to Rs.134.36 Lacs for the previous year.

DIVIDEND:

The Directors of the Company have decided to conserve the resources and no dividend is being recommended.

TRANSFER TO RESERVES

Company does not propose to transfer any amount to the General Reserves.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Regulation 34 of the (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 entered with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report.

DISCLOSURE IN COMPLIANCE WITH THE ACCOUNTING STANDARD ON "RELATED PARTY DISCLOSURES":

As required under Regulation 34 of the (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 with Stock Exchanges, the disclosure in compliance with the accounting standard on "related party disclosures" are enclosed as a part of this report.

HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

- There are no subsidiary Companies of Kothari World Finance Limited

KOTHARI WORLD FINANCE LIMITED

- Your Company has the following Company as its Associate Companies 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.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 34(3) read with Schedule V of the (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. A report on Corporate Governance is included as a part of this Annual Report. Certificate from the M/s. Uma Lodha & Co. Practicing Company Secretaries confirming the compliance with the conditions of Corporate Governance as stipulated under (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 is included as a part of this report.

The Company is regularly complying with Corporate Governance practices and also uploading the information under Corporate Filing & Dissemination System (corp. filing). Your Company has also been enlisted in the new SEBI compliant redressal system (SCORES) enabling the investors to register their complaints if any for speedy redressal.

LISTING WITH STOCK EXCHANGES:

The Equity Shares of the Company continues to be listed at Bombay Stock Exchange (BSE). The scrip code number of the Equity shares of the Company on BSE is 511138. The Company confirms that it has paid the Annual Listing Fees for the year 2017-18 to Bombay Stock Exchange where the Company’s Shares are listed.

DEMATERIALIZATION:

As per SEBI Circular dated 5th July 2018, SEBI has mandated that transfer of securities would be carried out in Dematerialized form only. Listed companies and their Registrars and Transfer Agents (RTA) with effect from 5th December,2018 shall ensure that shares which are lodged for transfer shall be in Dematerialized form only. The Company has signed the tripartite agreement with National Securities Depository Limited and Central Depository Services (India) Limited and existing Registrar & Transfer Agent for dematerialization of existing holding of the shareholders.

The International Securities Identification Number, allotted to the Company is INE988F01017. The equity shares of the Company are listed on Bombay Stock Exchange Limited.

99.92% of the company’s paid up Equity Share Capital is in dematerialized form as on 31st March, 2018 and balance 0.08% is in physical form. The Company’s Registrars are Sharex Dynamic (India) Private Limited Situated at Unit - 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road., Andheri (E), Mumbai – 400 072.

PUBLIC DEPOSIT:

Your Company has neither accepted nor renewed any deposit within the meaning of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 and the necessary rules made there under during the year ended 31st March, 2018.

KOTHARI WORLD FINANCE LIMITED

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans, guarantees and investment have been disclosed in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your company has an effective internal control and risk – mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to **M/S. DMS & CO, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO: 001169C)** Chartered Accountant. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observation and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the internal Audit function reports to the Chairman of the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company understands and values Corporate Social Responsibility (CSR) initiatives of the Government and has also noted the requirements of CSR activities in terms of Companies Act, 2013. The requirement of mandatory implementation of CSR activity is presently not applicable to your company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

(A) Conservation of energy:

Considering the nature of business activities carried out by the Company, your Directors have nothing to report regarding conservation of energy as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(B) Technology absorption:

The management keeps itself abreast of the technological advancements in the industry and has adopted the state of the art transaction, billing and accounting systems and also risk management solutions.

(C) Foreign exchange earnings and Outgo:

- a) The foreign exchange earnings - Nil (previous year Nil).
- b) The foreign exchange expenditure – Nil (previous year Nil).

STATE OF AFFAIRS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:

There are no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

KOTHARI WORLD FINANCE LIMITED

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

(i) Changes in Directors & Key Managerial Personnel (KMP):

There was no change in Directors. In accordance with the provisions of the Companies Act, 2013 Mrs. Varsha Jadhav (Formerly known as Ms. Varsha Tambe) resigned as CFO of the Company with effect from February 6, 2018. Further as per provisions of Section 203 of the Companies Act, 2013, read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Ms. Ekta Rajendra Rathod has been appointed as the Chief Financial Officer and Key Managerial Personnel (KMP) of the Company with effect from February 6, 2018.

(ii) Events occurred between the end of the financial year of the Company and date of this report:

As per provisions of Section 203 of the Companies Act, 2013, read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Ms. Shefali Tanna was appointed as Company Secretary, Compliance officer and Key Managerial Personnel of the company with effect from 25th May, 2018.

DECLARATION OF INDEPENDENCE:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 25 of the Listing Regulations.

BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of Section 134 of the Companies Act, 2013 and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Chapter II of SEBI LODR (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent Directors, performance of the Board as a whole taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Companies Act, 2013 read with Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in "Annexure [C]" to this Report.

KOTHARI WORLD FINANCE LIMITED

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3) (c) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- (a) In the preparation of the Annual Accounts for the year ended 31st March 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the Annual Accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES:

(i) Audit Committee:

The Board has constituted a well-qualified Audit Committee with majority of them being Independent Directors including Chairperson. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. Mrs. Atheva Mayekar, Independent Director acts as Chairperson to the Audit committee.

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship
1.	Mrs. Atheva Mayekar	Chairperson	Non Executive-Independent Director
2.	Mr. Nitesh Kothari	Member	Non Executive Director
3.	Mr. Vivek Mhatre	Member	Non Executive-Independent Director
4.	Mr. Jayesh Gandhi	Member	Non Executive-Independent Director

(ii) Nomination and Remuneration Committee:

The Composition of Nomination and Remuneration Committee comprises the following:

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship
1.	Mrs. Atheva Mayekar	Chairperson	Non Executive-Independent Director
2.	Mr. Nitesh Kothari	Member	Non Executive Director
3.	Mr. Vivek Mhatre	Member	Non Executive-Independent Director
4.	Mr. Jayesh Gandhi	Member	Non Executive-Independent Director

KOTHARI WORLD FINANCE LIMITED

(iii) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition of stakeholder's relationship committee comprises of the following:

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship
1.	Mr. Nitesh Kothari	Chairman	Non Executive Director
2.	Mr. Manohar Mhatre	Member	Non Executive Director

AUDITORS AND AUDITORS' REPORT:

STATUTORY AUDITORS/ AUDITORS' REPORT:

M/S. JMK & Co., Chartered Accountants, Mumbai (Firm Registration No. 120459W), the Statutory Auditors of the Company hold the office up to the conclusion of the ensuing Annual General Meeting and being eligible offers themselves for re-appointment for the financial year 2018-2019. Your Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued there under.

As required under Regulation 18 read with Part C of Schedule II of the Listing Obligations and Disclosure Requirements Regulations, 2015, the Audit Committee and the Board of Directors recommend the appointment of **M/S. JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W)**, as Auditors of your Company for the financial year 2018- 19 from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 37th AGM of the Company (subject to ratification of their appointment at every AGM).

The Auditors' Report for the financial year 2017-18, does not contain any qualification, reservation or adverse remark. The Auditors have referred to certain routine matters in their report and the respective notes to the accounts are self-explanatory.

SECRETARIAL AUDIT/SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/S Uma Lodha & Co., Practicing Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "Annexure - [B]" to this Report.

The Secretarial Audit Report contains a qualification, reservation or adverse remark regarding non-compliance of Section 203 of the Companies Act, 2013. The Auditor has mentioned in their report for the year 2017-18 about *non-appointment of Company Secretary and Compliance officer as on 31st March 2018 and non-compliance regarding publication under Regulation 47 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.*

The Company clarified that Ms. Shefali Tanna has been appointed as a Company Secretary and Compliance officer of the company as on 25th May,2018.

INTERNAL AUDITORS:

In accordance with the provisions of the Companies Act, 2013 M/S. MEENA SHAH & ASSOCIATES (Firm Regn. No. 129719W) Chartered Accountants, Mumbai resigned as internal auditor of the Company with effect from 10th November, 2017.

Further as per provisions of the Companies Act, 2013, **M/S. DMS & CO., CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 001169C)** Chartered Accountants, Mumbai appointed as the internal auditor of the company with effect from 10th November, 2017.

KOTHARI WORLD FINANCE LIMITED

WEB ADDRESS OF THE ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 Extract of Annual Return (Form No. MGT-9) as on the financial year ended on 31st March, 2018 ,**Annexure – A** to the Directors’ Report shall be also available at the Website of the Company under Extract of Annual Return and the web-link of the same is www.kothariworld.com under investor’s relations/ Extract of Annual Return.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND AUDIT COMMITTEES:

Your Board of Directors has duly met Four (4) times during the financial year under review, i.e. on **26th May, 2017, 18th July, 2017, 10th November, 2017** and **6th February, 2018** respectively in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The Audit Committee has duly met four (4) times during the financial year under review, i.e. on **26th May, 2017, 18th July, 2017, 10th November, 2017** and **6th February, 2018** respectively in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the Listing Obligations and Disclosure Requirements Regulations, 2015, a Vigil Mechanism for Directors and employees to report genuine concerns has been established.

The purpose of the “Whistle blower Policy” is to allow employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization. They will be protected against any adverse action and/or discrimination as a result of such a reporting, provided it is justified and made in good faith. The Chairman of the Audit Committee has been designated for the purpose of receiving and recording any complaints under this policy.

The Vigil Mechanism Policy has been uploaded on the website of the Company at www.kothariworld.com under investor’s relations /policies/Vigil Mechanism.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm’s length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts, if any, are entered during the year as per Form AOC-2 is enclosed as Annexure-E. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at www.kothariworld.com under investors relations /policies/Policy on Related Party Transaction.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website

KOTHARI WORLD FINANCE LIMITED

www.kothariworld.com under investor relations /policies/Code of Conduct for Board of Directors and Senior Management.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

RISK MANAGEMENT:

Pursuant to Section 134(3) (n) of the Companies Act, 2013, Company has formulated Risk Management Policy. As per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company does not require to constitute a business risk management committee.

At present the company has not identified any element of risk which may threaten the existence of the company.

SAFETY OF WOMEN AT WORK PLACE:

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace. During the year under review, no complaints were reported to the Board. This Policy considered and approved by the Board has been uploaded on the website of the Company at www.kothariworld.com under investor relations/policies/prevention of Sexual Harassment at workplace.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

GENERAL DISCLOSURES:

➤ **DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

➤ **DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

KOTHARI WORLD FINANCE LIMITED

➤ **DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

➤ **DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

ACKNOWLEDGMENT:

We take this opportunity to express our deep sense of gratitude to the Shareholders of the Company, Securities and Exchange Board of India, Bombay Stock Exchange Limited, Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited, M/s. Sharex Dynamic (India) Private Limited, Bankers and other Government Agencies for their continued support.

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

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

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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**

ANNEXURE -B**Form MR-3****SECRETARIAL AUDIT REPORT**

**[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

**To
The Members of
KOTHARI WORLD FINANCE LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provision and the adherence to good corporate practices by M/s. KOTHARI WORLD FINANCE LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by M/s. KOTHARI WORLD FINANCE LIMITED for the financial year ended 31st March, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (regulation) Act, 1956 (SCRA) and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations any Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992(now known as SEBI (prohibition of Insider Trading) Regulation 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999;
Not applicable to the Company for the year under review
 - e) The Securities and Exchange Board of India (Registrars to issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- VI. There are no laws specifically applicable in relation to the business of the Company except that the Company is a Non-Banking Finance Company registered with Reserve Bank of India.
Further, the Company is complying with the necessary compliance as prescribed by Reserve Bank of India.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.

- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent as mentioned below:

- *The Company has failed to comply with the necessary provisions of Section 203 of the Companies Act, 2013. The Company has failed to appoint Company Secretary of the Company during the year under review.*
- *The Company has failed to comply with the compliances as stated under Regulation 47 (4) of Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding publication of information at sub-regulation (1) in the language of the region, where the registered office of the listed entity is situated. The Company is publishing all the information in English language in Marathi newspaper.*

I further report that there were no events/actions in pursuance of:

- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009 and
- The Securities and Exchange Board of India (buyback of Securities) Regulations, 1998;

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Place: Mumbai

Date: 7th August, 2018

For Uma Lodha & Company

Sd/-
Proprietor
ACS/FCS No.: 5363
C.P. No.2593

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE B(i)' and forms an integral part of this report.

ANNEXURE B(i)

To,
The Members,
KOTHARI WORLD FINANCE LIMITED

Our report of even date is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 7th August,2018

For Uma Lodha & Company
Sd/-
Proprietor
ACS/FCS No.: 5363
C.P. No.2593

Annexure [C] to Board's Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars of employees

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Total Remuneration	Ratio to median remuneration
Liza Kothari	12,00,000	4.97

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2017-18.
2. Median remuneration of the Company for all its employee is Rs 2,41,330 for the financial year 2017-18

b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Liza Kothari	Nil
Ekta Rathod (Appointed as on 6 th February, 2018)	-
Varsha Tambe (Resigned on 6 th February, 2018)	Nil

c) The number of permanent employees on the rolls of Company as on 31st March, 2018:

Executive/Manager cadre	2
Staff	4
Operators/Workmen	-
Total	6

c) The percentage increase in the median remuneration of employees in the financial year. 10.97%

d) The number of permanent employees on the rolls of Company: 6

e) Average percentile increased already made in the salaries of employees' other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 8.14%. However, during the course of the year, the total increase is approximately 40.71% after accounting for promotions and other event based compensation revisions.

Increase in the managerial remuneration for the year was -nil.

f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

- g)** The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Compliance Officer.

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

ANNEXURE D

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in'. Company does not have any Subsidiary companies.

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

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates / Joint Venture	International Health Care Products Limited
1.Latest Audited Balance Sheet Date	31 st March 2018
2. Date on which the Associates or Joint Venture was associated or acquired.	10 th May, 2010
3.Shares of Associate / Joint Ventures held by the Company on the year end	
No of Shares	7050
Amount of Investment in Associates / Joint Venture	7,05,000/-
Extent of Holding in %	26.11%
4.Description of how there is significant influence	Common Directors & Shareholding
5.Reason why the associate / Joint venture is not consolidated	NA
6.Networth attributable to Shareholding as per latest audited Balance Sheet	1,48,15,386
7. Profit / Loss for the year	(1,13,619)
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

Names of associates or joint ventures which are yet to commence operations: NIL

Names of associates or joint ventures which have been liquidated or sold during the year: NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

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)

Sd/-
Ekta Rathod
Chief Financial Officer(CFO)

Place: Mumbai
Date: 7th August,2018

Annexure [E] to Board's Report**FORM AOC-2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1) Details of contracts or arrangements or transactions not at Arm's length basis:

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements /transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2) Details of material contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
a)	Name (s) of the related party	NIL
b)	Nature of Relationship	
c)	Nature of contracts /arrangements /transaction	
d)	Duration of the contracts/arrangements / transaction	
e)	Salient terms of the contracts or arrangements or transaction	
f)	Justification for entering into such contracts or arrangements or transactions	
g)	Date of approval by the Board, if any.	
h)	Amount incurred during the year (Rs.In lakhs)	

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

a. Industry structure and developments:

Your Company has been reporting consolidated results drawn up based upon the results of its Associates (together referred to as the 'KWFL or Group') This discussion therefore covers the financial results and other developments during the period April, 2017 to March, 2018 in respect of KWFL. Some statements in this discussion describing the projections, estimates, expectations or outlook may be forward looking. Actual results may, however, differ-materially from those stated, on account of various factors such as changes in government regulations, tax regimes, economic developments within the country and interest rates fluctuations, impact of competition, demand and supply constrains etc. The management of the company as whole are trying their best to maximize the profits of the Company and its stakeholders as a whole.

b. Opportunities and Threats:

India continues to be among the world's fastest growing economies, despite temporary hiccups caused by demonetisation and Goods and Services Tax (GST) implementation. Based on the reports released by the Indian Government, the country's GDP growth is pegged at 6.7% in 2017 and is likely to accelerate to 7.4% in 2018 and 7.8% in 2019 on the back of continued traction in private consumption and gradual easing of the teething issues following the implementation of these reforms.

c. Segment-wise or product-wise performance:

Your Company is into Finance & Investment in Properties, Rental and Share Trading business and reflects the steady expansion seen in this sector over the years. During the year under review, the comparative income of the company from Finance, Share Trading, Rental activity is as under: -

Sr. No.	Particulars	2017-2018 (Rs.in Lacs)	2016-2017 (Rs.in Lacs)
1.	Finance and Investment	39.82	30.56
2.	License Fee	281.47	242.29
3.	Sale of Shares	66.91	16.52
4.	Other Income	5.41	0.41
5.	Speculation Income	4.93	3.80

d. Outlook:

India's vast population offers a considerable growth potential for the Logistic Industry with demand for godowns & storage. During the year under review, your company has derived major income from Rental, from the properties based at Thane, Bhiwandi, Silvassa & Thangadh. The company is using its resources & network to rent out the entire godown properties available at Thangadh and are optimistic of generating good income during the current financial year. During the year under review the rental income have increased by 5% due to hiring of godowns at Thangadh. The company is also exploration the opportunity of further investment in godown properties in and around the Mumbai City to make optimum use of fund available with the company.

As far as capital market is concerned it is positive and investment already done by the company in shares has been appreciated. During the year under review, the company has almost stopped its trading activities in future and speculation due to losses in the past couple of year and instead have decided to deal in shares for investment purposes. During the year under review the company has deployed the surplus fund in Bank FDs and Finance Loan and have earned interest income of Rs.39.82 Lakh comparatively to previous year of Rs.30.56 Lakh.

e. Risks and concerns:

The Government is focusing on broad-base growth in which every section of society has a participatory role. Lowering constraints on job creation by liberalising labour market norms, reducing infrastructure bottlenecks and strengthening the educational framework are key enablers to drive India's inclusive growth.

According to the IMF, emerging and developing economics are likely to grow at 5% beyond 2019. This shows that there will be modest improvement in economic growth of commodity exporters- though this growth will be much lower than that witnessed over the preceding two decades. Indian economy though will continue to witness gradual improvement, amid increasing output.

Your company constantly reviews the scenario & evaluates the various option available, to mitigate the concerns & exploit the opportunities by remaining cautious and moving forward strategically.

f. Internal control systems and their adequacy:

Your company has an effective internal control and risk – mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s DMS & Co., Chartered Accountant (Firm Reg. No. 001169C). The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observation and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the internal Audit function reports to the Chairman of the Audit Committee.

g. Discussion on financial performance with respect to operational performance:

The Financial year witness average market conditions, but your company was able to generate income and move the performance. Further in the current financial year the overall income of the company has increased from Rs.293.58 Lacs to Rs.398.54 Lacs. Profit before tax reported (profit) 253.38 Lacs compared to (Profit) of Rs.234.62 Lacs in previous year. The company continued to be profitable by registering Profit after tax of Rs.199.50 lacs for the financial year 31/03/2018 as against (Profit) Rs.134.36 lacs for the financial year 31/03/2017. During the financial year the consolidated financial statements of your company, which include the share of profit of the associate companies of Rs.7.02 Lacs has been accounted as per the 'Equity Method' and accordingly, the share of profit of the

KOTHARI WORLD FINANCE LIMITED

associate companies has been added in the cost of investment. Therefore, the Net Profit after taxes, minority interest and share of profit of associates is Rs.206.52 Lacs.

h. Material developments in Human Resources/Industrial Relations front, including number of people employed:

Your Company considers Human Resource as key drivers to the growth of the Company. The Company has performance based appraisal system.

For Kothari World Finance Limited

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

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

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

KOTHARI WORLD FINANCE LIMITED (Kothari) ("The Company") governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in the irrespective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of Listing Regulation is given below:

Governance structure:

The Corporate Governance structure at Kothari World Finance Limited is as follows:

Board of Directors:

The Board is entrusted with an ultimate responsibility of the management, Directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Committees of the Board:

The Board has constituted the following Committees viz, Audit Committee, Remuneration and Nomination Committee and the Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

2) THE BOARD OF DIRECTORS:**Composition and Category of Directors:**

The Board is broad-based and consists of eminent individuals from industry, management, technical, financial and marketing background. The Company is managed by the Board of Directors in coordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements. The Company has a judicious mix of Executive and Non-Executive Directors. As on March 31st, 2018, the present Board comprises of 6 (Six) members consisting of 1 (one) Executive Director and 5 (Five) Non-Executive Directors out of which 3 (three) are Independent Directors. The details of each member of the Board along with the number of Directorship/Committee Membership are as given below:

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Name of the Director	Category
Mrs. Liza Kothari	Managing Director
Mr. Nitesh Kothari	Non-Executive Director
Mr. Manohar Mhatre	Non-Executive Director
Mrs. Atheva Mayekar	Non-Executive Independent Director
Mr. Jayesh Gandhi	Non-Executive Independent Director
Mr. Vivek Mhatre	Non-Executive Independent Director

Mrs. Liza Kothari is the wife of Mr. Nitesh Kothari.

None of the other Directors is related to each other than Mrs. Liza Kothari and Mr. Nitesh Kothari.

Board Meetings Held During the Year:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its associates. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

In the financial year 2017-18, the Board of Directors duly met four (4) times during the financial year under review, i.e. On **26th May, 2017, 18th July, 2017, 10th November, 2017 and 6th February, 2018 respectively.**

The Interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the Listing Regulation.

The details of nature of Directorships, number of Directorships, Committee Chairmanships/memberships held by them in other public Companies and Shareholding

<u>Name</u>	<u>Category of Director</u>	<u>No. Of Board Meetings Held</u>	<u>No. Of Board Meetings Attended</u>	<u>Attendance at the AGM held on 1st September 2017</u>	<u>Directorships in other Indian Public Limited@ Companies (excluding Kothari)</u>	<u>No. of Board Committees in which Chairman / Member (excluding Kothari)</u>	
						<u>Chairman</u>	<u>Member</u>
Mrs. Liza Kothari	Managing Director	4	3	Present	1	0	0
Mr. Nitesh Kothari	Non-Executive	4	4	Present	1	0	0
Mr. Manohar Mhatre	Non-Executive	4	4	Present	1	0	0
Mr. Jayesh Gandhi	Non-Executive (Independent)	4	4	Absent	Nil	0	0
Mr. Vivek Mhatre	Non-Executive (Independent)	4	4	Absent	Nil	0	0
Mrs. Atheva Mayekar	Non-Executive (Independent)	4	4	Present	Nil	0	0

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Notes:

- Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
- Indian Public Companies include unlisted Public Companies also.
- Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than Kothari World Finance Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
- Mrs. Liza Kothari is the wife of Mr. Nitesh Kothari.
- None of the other Directors is related to each other than Mrs. Liza Kothari and Mr. Nitesh Kothari.

Independent Directors:

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulation. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulation has been issued and disclosed on website of the Company viz. www.kothariworld.com under investors/shareholder information/independent director.

Information placed before the Board:

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Post Meeting Mechanism:

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/ divisions.

No. of Shares held by Non-Executive Directors:

<u>Sr. No.</u>	<u>Name of Director</u>	<u>Category</u>	<u>No. of Shares held</u>
1	Mr. Jayesh Gandhi	Non-Executive(Independent)	NIL
2	Mrs. Atheva Mayekar	Non-Executive(Independent)	NIL
3	Mr. Vivek Mhatre	Non-Executive(Independent)	NIL
4	Mr .Nitesh Kothari	Non-Executive Director	698125
5	Mr. Manohar Mhatre	Non-Executive Director	40,000

Familiarization Programme for Directors:

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, Listing Regulation and other various statutes and an affirmation is obtained. The Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Directors are available on the Company's website at www.kothariworld.com under investors/policies/Familiarization Program for Independent Director.

Governance Codes:**Code of Business Conduct & Ethics:**

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm annual Compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website – www.kothariworld.com under investors/policies/Final-Code of Conduct for Board and Senior Management.

Conflict of Interests:

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code:

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"). The PIT Regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed company.

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is displayed on the Company's website viz. www.kothariworld.com under investors/Code of Conduct/ of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders

3. AUDIT COMMITTEE:**Terms of Reference:**

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and Cost Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulation. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Functions of Audit Committee:

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2018.

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The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Managing Director, Director, Chief Financial Officer, Business Heads of the Company's Divisions, the representatives of the Statutory Auditors and the Internal Auditors are Permanent invitees to the Audit Committee Meetings. The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulation. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site www.kothariworld.com under investors/ Quarterly Report/Financial Result and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites. The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Fraud Risk Management Policy and Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

Internal Controls and Governance Processes:

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

Composition:

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role, and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulation. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility, and reporting function. As on 31st March 2018, Composition of Audit Committee is Mr. Nitesh Kothari, Mr. Jayesh Gandhi, Mr. Vivek Mhatre and Mrs. Atheva Mayekar. Mrs. Atheva Mayekar is the chairperson of the Audit Committee.

Matters placed before the Board:

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Meetings and Attendance:

The Audit Committee has duly met four (4) times during the financial year under review, i.e. on **26th MAY, 2017, 18th JULY, 2017, 10TH NOVEMBER, 2017 and 6TH FEBRUARY, 2018** respectively. The maximum gap between two meetings was not more than 120 days. The necessary quorum was present for all Meetings.

KOTHARI WORLD FINANCE LIMITED

The Table below provides the Composition and Attendance of the Audit Committee members:

Sr. No.	Name of the Director	Position	Category	No. of Meetings Attended
1	Mrs. Atheva Mayekar	Chairperson	Non-Executive Independent	4
2	Mr. Jayesh Gandhi	Member	Non-Executive Independent	4
3	Mr. Nitesh Kothari	Member	Non-Executive Promoter	4
4	Mr. Vivek Mhatre	Member	Non-Executive Independent	4

7. REMUNERATION AND NOMINATION COMMITTEE:

Terms of Reference:

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation, which are as follows.

Reviewing the overall compensation policy, service agreements and other employment Conditions of Managing/Whole-time Director(s) and Senior Management (one level Below the Board):

- a) To help in determining the appropriate size, diversity and composition of the Board;
- b) to recommend to the Board appointment/reappointment and removal of Directors;
- c) to frame criteria for determining qualifications, positive attributes and independence of Directors;
- d) to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- e) to create an evaluation framework for Independent Directors and the Board;
- f) to provide necessary reports to the Managing Director after the evaluation process
- g) is completed by the Directors;
- h) to assist in developing a succession plan for the Board;
- i) to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- j) delegation of any of its powers to any Member of the Committee or the Compliance Officer.

Composition:

The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation.

As on 31st March 2018, Composition of Nomination and Remuneration Committee is Mr. Nitesh Kothari, Mr. Jayesh Gandhi, Mr. Vivek Mhatre and Mrs. Atheva Mayekar. Mrs. Atheva Mayekar is the chairperson of the Audit Committee.

Meeting and Attendance:

The Remuneration and Nomination Committee met once during the financial year i.e. on 6th February, 2018. The necessary quorum was present for the Meeting.

The Table below provides the Composition and Attendance of Remuneration and Nomination Committee members:

Sr. No.	Name of the Director	Position	Category	No. of Meetings Attended
1	Mrs. Atheva Mayekar	Chairperson	Non-Executive Independent	1
2	Mr. Jayesh Gandhi	Member	Non-Executive Independent	1
3	Mr. Nitesh Kothari	Member	Non-Executive Promoter	1
4	Mr. Vivek Mhatre	Member	Non-Executive Independent	1

KOTHARI WORLD FINANCE LIMITED

Performance Evaluation Criteria of the Board:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulation, the Board has carried out the annual evaluation of its own performance, its Committees, and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, and governance. The performance evaluation of the Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation.

8. REMUNERATION POLICY:

A. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of remuneration and Sitting Fees. Mr. Jayesh Gandhi, Mr. Vivek Mhatre and Mrs. Atheva Mayekar was paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid to Non-Executive Directors during the Financial Year 2017-18 was Rs.7200/-. The Non-Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company.

B. Remuneration to Executive Directors:

The appointment and remuneration of Executive Directors including Managing Director is governed by the recommendation of the Remuneration and Nomination Committee, resolutions passed by the Board of Directors and shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Managing Director Comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Remuneration and Nomination Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. Presently, the Company does not have a stock options scheme for its Directors. The Remuneration and Nomination Policy is displayed on the Company's website viz. www.kothariworld.com under investor relation/Policies/Nomination and Remuneration Policy of Kothari World Finance Limited.

Details of the remuneration paid to the Executive Directors of the Company for the financial year ended 31st March, 2018 is as follows:

(Amount in Rs.)

Sr. No.	Name of the Director	Salary	Perquisites	Total
1.	Mrs. Liza Kothari	12,00,000/-	NIL	12,00,000/-

Company has not granted any stock options to any of its Directors.

Criteria for selection, appointment and remuneration of directors and KMPs

The Nomination and Remuneration (N&R) Committee has adopted policies which, inter alia, deals with the manner of selection, appointment and remuneration of Directors and KMPs

Criteria of selection of Non-Executive Directors

- A Director shall possess appropriate skills, experience and knowledge in one or more fields of capital market, banking, finance, regulatory, administration, legal, commercial, science and technology or other disciplines related to the company's business.

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- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director are qualified for appointment as Directors pursuant to Companies Act, 2013 and SECC Regulations, 2012.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - Diversity of the Board

Remuneration policy for Managing Director & Chief Financial Officer

The appointment, reappointment, remuneration payable and variation in terms of appointment are subject to the approval of the Nomination and Remuneration Committee /Board/Shareholders and SEBI pursuant to the provisions of the Companies Act, 2013.

Senior Management and other employees

Remuneration to Key Managerial Personnel (KMP), Senior Management and all other Officers comprises of Fixed and Variable components. The same are reviewed annually based on the performance appraisal ratings and annual increments on fixed pay and Performance Linked Bonus on variable pay is paid against the individual ratings of all officers.

9. STAKEHOLDERS RELATIONSHIP COMMITTEE:

This Committee has been constituted for allotment of shares of the Exchange issued / to be issued, from time to time and to look into the redressal of shareholder and investors complaints and is also in line with the prevailing guidelines on corporate governance.

Terms of Reference:

The Board has clearly defined the terms of reference for this committee, which generally meets once a quarter. The Committee looks into the matters of Shareholders / Investors grievances along with other matters listed below:

- approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates;
- opening/modification of operation and closing of bank accounts;
- grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi Government Institutions;
- to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares;
- to change the signatories for availment of various facility from Banks/Financial Institutions;
- to grant authority to execute and sign foreign exchange contracts and derivative transactions;
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders' Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

KOTHARI WORLD FINANCE LIMITED

Composition, Meeting and Attendance:

The Stakeholders Relationship Committee comprises of two Directors Mr. Nitesh Kothari, Non-Executive Director is the Chairman of the Stakeholders Relationship Committee. The other members of the Stakeholders Relationship Committee include Mr. Manohar Mhatre. The Stakeholders Relationship Committee duly met Three (3) times during the financial year under review, i.e. On 18th July, 2017, 10th November, 2017 and 6th February, 2018 Respectively.

The table below highlights the composition and attendance of the Members of the Committee. The necessary quorum was present for all Meetings.

Sr. No.	Name of the Director	Position	Category	No. of Meetings Attended
1	Mr. Nitesh Kothari	Chairman	Non-Executive	3
2	Mr. Manohar Mhatre	Member	Non-Executive	3

Name and designation of Compliance officer

Ms. Shefali Tanna is appointed as a Compliance officer and Company Secretary of the Company w.e.f. 25th May, 2018

Details of shareholders' complaints received, solved and pending share transfers:

The total number of complaints received and resolved during the year ended March 31, 2018 was nil, there were nil complaints outstanding as on March 31, 2018. The number of pending share transfers and pending requests for dematerialization as on March 31, 2018 were nil.

Shareholders'/Investors' complaints and other correspondence are normally attended to within 15 working days except where constrained by disputes or legal impediments.

No investor grievances remained unattended / pending for more than thirty days as on March 31, 2018.

Nature of Complaints	Complaints Received	Complaints Redressed
Non-receipt of Dividend	Nil	Nil
Non-receipt of shares lodged for transfer	Nil	Nil
Non-receipt of Duplicate/Consolidated Share Certificate	Nil	Nil
Non-Receipt of demat/remat request	Nil	Nil
Others	Nil	Nil
Total	Nil	Nil

10. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 29th March, 2018 inter alia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present for this Meeting

GENERAL BODY MEETINGS

Location and time of last three Annual General Meetings are as under:

KOTHARI WORLD FINANCE LIMITED

Year	Location	Date	Time	No. of Special Resolution Passed
2014-2015	121/C, MITTAL TOWER, 12 TH FLOOR, NARIMAN POINT, MUMBAI – 400021	28 th SEPTEMBER, 2015	10.00 A.M	2
2015-2016	121/C, MITTAL TOWER, 12 TH FLOOR, NARIMAN POINT, MUMBAI – 400021	30 th SEPTEMBER, 2016	9.30 A.M	NIL
2016-2017	121/C, MITTAL TOWER, 12 TH FLOOR, NARIMAN POINT, MUMBAI – 400021	1 st SEPTEMBER, 2017	9.30 A.M	NIL

Details of Special Resolutions passed in previous three Annual General Meetings.

Date of Annual General Meeting	Number of Special Resolutions passed	Details of Special Resolutions Passed
28 th September 2015	2	<ul style="list-style-type: none"> • Mrs. Liza Nitesh Kothari appointed as a Managing Director of the Company for the period of 3 years (Three years) with effect from 30th January 2015. • To appoint Ms. Nina Tulsidas Ashar (DIN 01499876), as an Independent Director
30 th September 2016	NIL	-----
1 st September 2017	NIL	-----

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

Postal Ballot

During the year, no resolutions were passed through postal ballot.

Whether any special resolution is proposed to be conducted through postal ballot

No special resolution is proposed to be conducted through postal ballot.

Extraordinary General Meeting:

During the year, no extraordinary General Meeting of the members was held.

1. DISCLOSURES:

➤ Disclosures on materially significant Related Party Transactions (RPT) that may have potential conflict with the interests of company at large.

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulation during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under the note 18 of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18".

A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of the Listing Regulation, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.kothariworld.com under investor relations/ Policies/ Policy on Related Party. None of the transactions with Related Parties were in conflict with the interest of the Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

KOTHARI WORLD FINANCE LIMITED

- **Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**
 The Company has complied with all requirements Specified under Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.
- **Vigil Mechanism / Whistle Blower Policy:**
 Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.kothariworld.com under investor relations/ Policies/ Whistle Blower Policy.
- **Compliance with the conditions of Corporate Governance**
 The Company has complied with the conditions of corporate governance as stipulated in Listing Agreement as well as s SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- **Disclosure of Accounting Treatment:**
 In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.
- **Risk Management:**
 Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
- **Non-mandatory requirements:**
 Adoption of non-mandatory requirements of Listing Regulation is being reviewed by the Board from time-to time.
- **Policy for determining 'material' subsidiaries**
 The Company does not have any material subsidiary as defined under Listing Regulation.
- **Compliances with Governance Framework**
 The Company is in compliance with all mandatory requirements under Listing Regulation.
- **CFO Certification**
 The Certificate from CFO as required under Part D of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 containing declaration as to affirming compliance with the Code of Conduct for the financial year 2017-18 is attached at the end of this report.

2. MEANS OF COMMUNICATION:

- (i) The Unaudited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulation.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper (Free Press). In addition, the same are published in local language i.e. Marathi newspaper (Navshakti), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
 The Company's financial results and official press releases are displayed on the Company's Website - www.kothariworld.com under investor's relations/ Quarterly Reports/Financial Result

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- (iii) Any presentation made to the institutional investors or / and analysts are also posted on the Company's website. (v) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- (iv) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically and all are displayed on the website of the company i.e. www.kothariworld.com under "Investors Relation". The Company has complied with filing submissions through BSE's BSE Listing Centre.
- (v) A separate dedicated section under "Investors Relation", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.
- (vi) BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

GENERAL SHAREHOLDER'S INFORMATION:

Annual General Meeting

Date and time	: Friday, 28th September, 2018 at 9.30 a.m
Venue	: 121/C, Mittal Tower, 12 th Floor, Nariman Point, Mumbai 400021
Financial Year Ending	: 31 st March, 2018
Date of Book Closure	: Saturday, 22 nd September, 2018 to 28 th September, 2018 (both days inclusive)
Name and Address of Stock Exchange, where securities are listed and Stock Code	Equity Shares of the Company are listed at Bombay Stock Exchange Limited, (Scrip Code 511138) Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
Face Value of Equity Shares	: Rs.10/- each.

Annual Listing fees for Financial Year 2018-19 has been paid to BSE.

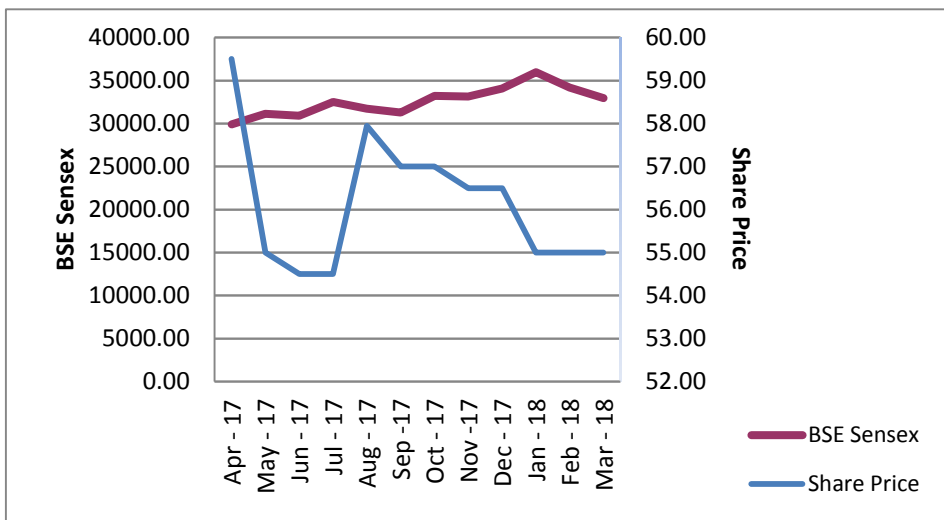
KOTHARI WORLD FINANCE LIMITED

Monthly High/Low price of Equity Shares of the Company during the financial year 2017-2018 on BSE Limited.

Month	BSE Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	Month's High Price(Rs.)	Month's Low Price(Rs.)	Month's High Price(Rs.)	Month's Low Price(Rs.)
April, 2017	66.75	59.50	NT	NT
May, 2017	56.55	54.50	NT	NT
June, 2017	54.50	54.50	NT	NT
July, 2017	-	-	NT	NT
August, 2017	57.95	56.95	NT	NT
September, 2017	59.95	57.00	NT	NT
October, 2017	-	-	NT	NT
November, 2017	56.50	54.15	NT	NT
December, 2017	56.50	56.50	NT	NT
January, 2018	56.00	55.00	NT	NT
February, 2018	56.00	54.50	NT	NT
March, 2018	55.00	54.50	NT	NT

NT: No Trading
 Source: BSE website

Graphical Representation of Performance of Kothari World Finance Ltd. share price in comparison with BSE Sensex: (GRAPH)



KOTHARI WORLD FINANCE LIMITED

Registrar and Transfer Agent

For any queries relating to the shares of the Company, correspondence may please be addressed to Sharex Dynamic (India) Private Limited at: Unit 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), and Mumbai 400072.

Share Transfer System

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of seven days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulation, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

Distribution of Shareholding:

Distribution of Shareholding as on 31 st March, 2018 (On Number of Shares)	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 100	91	56.87	1061	0.01
101 to 200	5	3.12	697	0.01
201 to 500	0	0	0	0
501 to 1000	7	4.38	5754	0.08
1001 to 5000	11	6.88	38099	0.51
5001 to 10000	6	3.75	41004	0.55
10001 and above	40	25	7350885	98.84

Shareholding Pattern as on 31st March 2018

Sr. No.	Category of Shares	No. of Shares	% of total shares
(A)	Promoter & Promoter Group:		
	(a) Individuals/ Hindu Undivided Family	2136275	28.72
	(b) Bodies Corporate	2667220	35.86
	Sub Total:	4803495	64.58
(B)	Public Shareholding:		
	1. Institutions	0	0
	(a) Mutual Funds/UTI	0	0
	(b) Financial Institutions/Banks	0	0
	(c) Foreign Institutional Investors	0	0
	2. Non-Institutions		
	(a) Bodies Corporate	20753	0.28
	(b) Individuals	2613250	35.14
	(c) Non-Resident Indians & Non Resident(non repatriable)	0	0
	(d) Trust(s)	0	0
	(e) Hindu Undivided Family	1	0.00
	(f) Clearing Members	1	0.00
	Sub Total:	2634005	35.42
	GRAND TOTAL	7437500	100

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Dematerialization of Shares: Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 1st January 2002 as per notification issued by the Securities and Exchange Board of India (SEBI). Approximately 99.92% of outstanding share have been dematerialized upto 31st March, 2018.

Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on equity:

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March, 2018.

ADDRESS FOR CORRESPONDENCE:

121/C, Mittal Tower, 12th Floor, Nariman Point, Mumbai 400021

E-mail for Investors: companysecretary@kothariworld.com

Contact No: 022 2285 1620/ 2287 1694

Shareholders are requested to quote their folio no. / DP ID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its Registrar & Transfer Agent.

As per Regulation 34(3) read with Schedule V of Listing Regulation, the details of the shares in the Suspense Account are as follows:

Aggregate Number of Shareholding and the outstanding Shares in the suspense account lying at the beginning of the year	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares
(1)	(2)	(3)	(4)	(5)
nil	nil	nil	nil	nil

Declaration by Managing Director

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with **Kothari World Finance Limited** Code of Business Conduct and Ethics for the year ended March 31, 2018.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTOR
 KOTHARI WORLD FINANCE LIMITED**

DATE: 7th August, 2018

PLACE: MUMBAI

**Sd/-
 LIZA KOTHARI
 MANAGING DIRECTOR
 (DIN NO. 01273272)**

DECLARATIONS

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26 (3) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s Kothari World Finance Limited Code of Business Conduct and Ethics for the year ended March 31, 2018.

DATE: 7th August,2018
PLACE: MUMBAI

FOR AND ON BEHALF OF THE BOARD OF DIRECTOR
KOTHARI WORLD FINANCE LIMITED
Sd/-
LIZA KOTHARI
MANAGING DIRECTOR
(DIN NO. 01273272)

CFO / Managing Director Certification

We the undersigned in our respective capacities as Chief Financial Officer and Managing Director of **Kothari World Finance Limited to the best of our knowledge** hereby certify that:

- a) We have reviewed financial statement and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we have aware and the steps taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that -
- (i) there has not been any significant changes in internal control over financial reporting during the year under reference;
 - (ii) there has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there has not been any instances during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR KOTHARI WORLD FINANCE LIMITED

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

Sd/-
(Ms. Ekta Rathod)
Chief Financial Officer

Place: Mumbai
Date: 7th August, 2018

CERTIFICATE ON CORPORATE GOVERNANCE**The Members of Kothari World Finance Limited.**

We have examined the compliance of conditions of Corporate Governance by **KOTHARI WORLD FINANCE LIMITED** for the year ended March 31, 2018 as stipulated in the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015" as referred in Regulation 15(2) of the listing regulations for the period 1stApril, 2017 to 31stMarch, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 7th August, 2018

For Uma Lodha & Co.
Practicing Company Secretaries
Sd/-
Uma Lodha
Proprietor
C.P. No. 2593

INDEPENDENT AUDITORS' REPORT**To The Members KOTHARI WORLD FINANCE LIMITED
Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **KOTHARI WORLD FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and order under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KOTHARI WORLD FINANCE LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018 and its profit & cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by Central Government of India in terms of Section 143 (11) of the Companies Act 2013 of India, we set out in the "Annexure A", statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a. we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. with respect to the adequacy of the Internal financial controls over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations, which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts, which, were required to be transferred, to the Investor Education and Protection Fund by the Company.

For JMK & Co

Chartered Accountants

Firm Registration No. 120459W

Sd/-

Timal P. Maru

Partner

Membership No: 104942

Mumbai, May 25, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section our report to the Members of Kothari World Finance Limited of even date)

1. In respect of Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies have been noticed on such verification. In our opinion, this frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to the information and explanations given to us and the records examined by us the Company does not have any immovable properties under Property, plant and equipment. Accordingly, the provisions of the clause 3(I)(c) of the Order is not applicable to the Company.
2. The Company does not hold any securities in physical form. The securities held as stock-in-trade have been confirmed by the Management with the statement of holdings provided by the custodian at regular intervals. No material discrepancies were noticed on comparing the statement received from custodian with book records/books of account.
3. In our opinion and accordingly to the information, and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantee or security to the parties covered under section 185 of the Act. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the Management, the Company has complied with the provisions of section 186 of the Act in respect of the loans and investments made and guarantees and securities provided by it, to the extent applicable to the Company.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable. Further, according to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.
6. To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of the business activities carried on by the company. Accordingly, the provisions of the clause 3 (vi) of the Order is not applicable to the Company.
7. In respect of Statutory Dues:
 - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed

KOTHARI WORLD FINANCE LIMITED

amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value Added Tax outstanding on account of any dispute.
8. The Company has not taken any Loans or borrowings from financial institutions, banks and government or has not issued any debentures. Accordingly, provisions of the clause 3(viii) of the Order is not applicable to the Company.
9. According to information and explanations given to us, the company has not raised moneys during the year by way of initial public offer or further public offer (including debt instruments) or term loans. Accordingly, provisions of the clause 3 (ix) of the Order is not applicable to the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. In our opinion and according to the information and explanation given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
12. In our opinion and according to Information and explanations provided to us, the Company is not a Nidhi Company. Accordingly, provisions of the clause 3(xii) of the Order is not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone finance statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review. Accordingly, provisions of the clause 3 (xiv) of the Order is not applicable to the Company.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with Directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company.
16. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration

For JMK & Co

Chartered Accountants

Firm Registration No. 120459W

Sd/-

Timal P. Maru

Partner

Membership No: 104942

Mumbai, May 25, 2018

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under “Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Kothari World Finance Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **KOTHARI WORLD FINANCE LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”), issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

KOTHARI WORLD FINANCE LIMITED

- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JMK & Co

Chartered Accountants

Firm Registration No. 120459W

Sd/-

Timal P. Maru

Partner

Membership No: 104942

Mumbai, May 25, 2018

KOTHARI WORLD FINANCE LIMITED

Standalone Balance Sheet as on 31st March, 2018

(Currency: Rupees in Lakh)

	Note No.	As on 31.03.2018	As on 31.03.2017
EQUITY AND LIABILITIES:			
Shareholders' Funds			
(a) Share Capital	2	743.75	743.75
(b) Reserves and Surplus	3	1,150.72	951.32
Non Current Liabilities			
(a) Other Long-Term Liabilities	4	54.93	36.39
(b) Long Term Provisions	5	0.03	-
Current Liabilities			
(a) Trade Payables	6	-	-
Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		1.28	2.68
(b) Other Current Liabilities	7	5.47	27.83
(c) Short-Term Provisions	8	-	0.19
Total		1,956.18	1,762.16
ASSETS:			
Non Current Assets			
(a) Property, Plant and Equipment	9	-	-
(i) Tangible Assets		0.28	0.14
(ii) Intangible Assets		0.82	-
(b) Non-Current Investments	10	1,158.36	1,186.66
(c) Deferred Tax Assets	11	1.25	1.25
(d) Long-Term Loans & Advances	12	34.83	30.68
(e) Other Non-Current Assets	13	4.82	84.63
Current Assets			
(a) Inventory	14	51.97	42.55
(c) Cash and Bank Balances	15	646.53	348.73
(d) Short-Term Loans and Advances	16	3.54	25.80
(e) Other Current Assets	17	53.98	41.72
Total		1,956.18	1,762.16

Summary of Significant Accounting Policies 1
The accompanying notes are an integral part of the financial statements 2-30

As per our attached report of even date

For JMK & Co.
Chartered Accountants
Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
Timal P. Maru
Partner
Membership No : 104942

Sd/-
Liza Kothari
Managing Director
DIN No.: 01273272

Sd/-
Nitesh Kothari
Director
DIN No.: 00024195

Date : 25th May, 2018
Place : Mumbai

Sd/-
Ekta Rathod
Chief Financial Officer

Sd/-
Shefali Tanna
Company Secretary
Mem No: 48841

KOTHARI WORLD FINANCE LIMITED

Statement of Standalone Profit and Loss for year ended 31st March, 2018

(Currency: Rupees in Lakh)

	Note No.	Year ended 31.03.2018	Year ended 31.03.2017
REVENUE:			
Revenue From Operations	18	393.13	293.17
Other Income	19	5.41	0.41
Total		398.54	293.58
EXPENSES :			
Purchase of Stock In Trade		75.19	14.92
Changes In value of Inventory	20	(9.42)	(7.48)
Employee Benefits Expenses	21	25.77	26.89
Depreciation & Amortization Expenses	22	28.45	(19.74)
Other Expenses	23	25.17	44.37
Total		145.16	58.96
Profit Before Tax		253.38	234.62
Tax Expenses			
Current Tax		53.88	56.83
Deferred Tax		-	38.26
Earlier Year's Taxes		-	5.17
Profit for the year		199.50	134.36
Earnings Per Share (Basic and Diluted) (In Rs.)	24	2.68	1.81

Summary of Significant Accounting Policies 1
 The accompanying notes are an integral part of the financial statements 2-30

As per our attached report of even date

For JMK & Co.
Chartered Accountants
 Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
Timal P. Maru
Partner
 Membership No : 104942

Sd/-
Liza Kothari
 Managing Director
 DIN No.: 01273272

Sd/-
Nitesh Kothari
 Director
 DIN No.: 00024195

Date : 25th May, 2018
 Place : Mumbai

Sd/-
Ekta Rathod
 Chief Financial Officer

Sd/-
Shefali Tanna
 Company Secretary
 Mem No: 48841

KOTHARI WORLD FINANCE LIMITED
Standalone Cash Flow Statement For The Year Ended March 31, 2018
(Currency: Rupee in Lakh)

	Year Ended 31.03.2018	Year Ended 31.03.2017
A. Cash flow from operating activities:		
Net Profit before Tax	253.38	234.62
Adjustments for:		
Depreciation	28.46	(19.74)
Provision for diminution in value of investment	-	27.98
Contingent Provisions against Standard Assets	(0.06)	-
Dividend income on investments	(0.80)	(0.41)
Operating profit before working capital changes	281.17	242.45
Adjustments for:		
Increase/(Decrease) in trade payables	(1.40)	2.33
Increase/(Decrease) in short-term provisions	-	0.18
Increase/(Decrease) in other current liabilities	(22.36)	27.01
Increase/(Decrease) in other long current liabilities	18.53	(27.54)
(Increase)/Decrease in inventories	(9.42)	(7.48)
(Increase)/Decrease in long-term loans and advances	(4.15)	3.73
(Increase)/Decrease in other non-current assets	79.81	(98.99)
(Increase)/Decrease in short-term loans and advances	22.26	(3.43)
(Increase)/Decrease in other bank balances	(182.00)	11.17
(Increase)/Decrease in other current assets	(12.27)	6.84
Cash generated from operations	179.17	156.26
Direct taxes refund / (paid) (Net)	(54.05)	(62.00)
Net cash Generated from operating activities	118.08	94.28
B. Cash flow from Investing activities:		
Purchase of fixed assets	(0.90)	-
Dividend income from investment	0.80	0.42
Net cash generated from (used in) investing activities	(0.90)	0.42
C. Cash flow from Financing activities:		
Proceeds (Repayment) of unsecured loans from borrowings (Net)	-	-
Equity Shares issued	-	-
Share Premium	-	-
Net cash Inflow / (outflow) from financing activities	-	-
D. Net increase / (Decrease) in cash and cash equivalents	115.78	94.70
E. Cash and cash equivalents at the beginning of the year	98.32	3.81
F. Cash and cash equivalents at the end of the year	214.11	98.32
Components of cash and cash equivalents		
Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Balance with Banks		
- In Current Accounts	88.60	74.51
- In Fixed Deposits (with original maturity period not more than 3 months)	145.00	23.20
Cash on hand	0.51	0.60
Total cash and cash equivalents at the end of the year	214.11	98.31

Notes:

- The Cash Flow Statement has been prepared under the "indirect method" as set out in Accounting Standard 3- Cash Flow Statement.
- Previous years figures are regrouped / reclassified whenever necessary.

Summary of Significant Accounting Policies
Notes to the Financial Statements

1
2-30

As per our attached report of even date

For and on Behalf of Board of Directors

For JMK & Co.
Chartered Accountants
Firm Registration No.: 120459W

Sd/-
Liza Kothari
Managing Director
DIN No.: 01273272

Sd/-
Nitesh Kothari
Director
DIN No.: 00024195

Sd/-
Timal P. Maru
Partner
Membership No : 104942

Sd/-
Ekta Rathod
Chief Financial Officer

Sd/-
Shefali Tanna
Company Secretary
Mem No: 48841

Date : 25th May, 2018
Place : Mumbai

Note 1 : SIGNIFICANT ACCOUNTING POLICIES**1.1. Corporate Information**

Kothari World Finance Limited ('the Company') is a Public Company incorporated under the provisions of the Companies Act, 1956 on January 5, 1985 and registered as a Non-Banking Finance Company (NBFC) under section 45-IA of the Reserve Bank of India Act, 1934. The Company is engaged in the business of Lending & Investment Activities.

1.2. Basis of Preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these Financial Statements to comply in all material respects, with the Accounting Standards notified under Section 133 of the Companies Act, 2013 together with Rule 7 of the Companies (Accounting Standards) Rules, 2014, (as amended), the relevant provisions of the Companies Act, 2013 and guidelines issued by the Reserve Bank of India (RBI) for Non-Banking Finance Companies. The financial statements have been prepared on accrual basis under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except policy dealing with prudential norms.

1.3. Prudential Norms

The Company follows the prudential norms issued by the RBI for assets classifications, income recognitions, provisioning for non-performing assets and contingency provision on standard assets.

1.4. Uses of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosures relating to contingent assets and liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in material or immaterial adjustments to the carrying amounts of assets or liabilities in future periods. Any revision of accounting estimates is recognized prospectively in the current and future periods.

1.5. Stock in Trade

Securities held as Stock in Trade are valued at lower of cost and fair value. Cost includes cost of purchase and other directly attributable cost towards purchase costs.

1.6. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i. Income from financing activities:

- a. Interest income is recognized on accrual basis with reference to the terms of contractual arrangement entered with borrowers except for interest on non-performing assets ("NPA") which is recognized as per income recognition and assets classification norms prescribed by RBI.

- b. Loan processing fee income is accounted for upfront upon processing of loan as and when it becomes due.

ii. Income from investment activities:

- a. Dividend income is recognised when right to receive payment is established by the Balance Sheet date.
- b. Interest on Securities is accounted for on accrual basis except where ultimate collection cannot be established with reasonable certainty.
- c. Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount of outstanding and applicable interest rate.

iii. Lease rental income

Lease rental income is recognised in the statement of profit and loss on a straight-line basis over the lease term.

1.7. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and impairment losses, if any. The cost includes any cost attributable for bringing asset to its working condition, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use and interest on borrowings attributable to acquisition of qualifying assets upto the date the asset is ready for its intended use.

1.8. Depreciation on Property, plant and equipment

- a. Depreciation is provided on a pro rata basis for all property, plant and equipment on straight line method over the useful life of assets as prescribed under part C of schedule II of the Companies Act, 2013 except some building / godown premises where useful life is considered based on Valuation Report of valuer.
- b. Depreciation on Lease hold improvement is provided for on straight line method over the primary period of the lease of premises.
- c. Fixed assets costing upto Rs. 5,000 individually are depreciated fully in the year of purchase

1.9. Intangible Assets and amortization thereof-

Intangible assets are stated at cost net of accumulated amortization and impairment losses, if any. The Cost includes any cost attributable to bringing asset to its working condition. which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use and interest on borrowings attributable to acquisition of qualifying assets upto the date the asset is ready for its intended use.

Software is amortized over its estimated useful life on Straight Line Method which is 5 years.

1.10. Impairment of Assets-

At each Balance Sheet date, the Company reviews whether there is any indication of impairment of asset. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss.

Recoverable amount of the asset is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flow expected from continuing use of the asset and from its disposal is discounted to its present value using a pre-tax discount rate that reflects the current market

assessments of time value of money and the risk specific to the asset. If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased above the lower of the recoverable amount and the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.11. Investments -

i. Investment Property

Property that is held for long-term rental yields or for capital appreciation or for both, and that is not in use by the Company, is classified as investment property.

Investment property is stated at cost less accumulated depreciation and impairment losses, if any.

Investment property is measured initially at its acquisition cost, including related transaction costs and where applicable borrowing costs and are carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation on Investment property is provided on a pro rata basis on straight line method over the useful life of assets as prescribed under part C of schedule II of the Companies Act,

ii. Investment in Shares and Securities

a. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. All investments are initially measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

b. Current investments are stated at lower of cost and market/fair value determined on an individual investment basis.

Long term investments are carried at cost. However, provision for diminution in values is made to recognize a decline other than temporary in the value of the investments.

c. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.12. Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered. The company is providing one-month salary of leave encashment in the last month of the respective financial year.

KOTHARI WORLD FINANCE LIMITED

1.13. Leases

Where the company is Lessee

Assets taken on lease, under which the lessor effectively retains all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expense in the statement of profit and loss on a straight-line basis over the lease term.

Assets acquired under leases where all the risks and rewards of ownership are substantially transferred to company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of fair value or the present value of minimum lease payments and liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Where the company is Lessor

Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

1.14. Cash and cash Equivalents

Cash and cash Equivalents for the **purpose of** Cash flow statement comprise cash at bank, cash in hand, and short-term investments which have original maturity period of three months or less than three months.

1.15. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluting potential equity shares.

1.16. Income Taxes

Income tax expenses comprises current and deferred tax.

Current Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax

Deferred tax is recognised on timing differences, between taxable income and accounting income that originated in one period and is capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax assets or liabilities are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised when there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised to the extent there is virtual certainty of realisation of such assets. The Company reviews the carrying value of Deferred tax assets on each reporting date and written down and written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

1.17. Provisions, Contingent Liabilities & Contingent Assets-**a. Provisions**

A provision is recognized when the company has present obligations as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimate can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Provision for non-performing assets and contingent provisions against standard assets have been made as per the RBI Guidelines.

b. Contingent Liabilities

A Contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but disclose its existence in the financial statement.

1.18. Statutory Reserve

In accordance with Section 45 – IC of the Reserve Bank of India (Amendment) Act 1997, Twenty percent of the profit after taxation has been transferred to Statutory Reserve.

1.19. Security of Loans Given-

Housing Loans/ Loans against property are granted are secured by equitable registered mortgage of property and / or undertaking to create a security. Other Secured Loans are secured against hypothecation of respective assets.

For JMK & Co**Chartered Accountants**

Firm Registration No. 120459W

Sd/-

Timal P. Maru**Partner**

Membership No: 104942

Mumbai, May 25, 2018

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

(Currency: Rupees in Lakh)

Note 2: Share Capital

Particulars	As on 31.03.2018	As on 31.03.2017
Authorized Capital 2,50,00,000 (2,50,00,000) Equity Shares of Rs. 10/- each	2,500.00	2,500.00
Issued, Subscribed and fully Paid Up 74,37,500 (74,37,500) Equity Shares of Rs. 10/- each	743.75	743.75
Total	743.75	743.75

a) Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the period.

Particulars	As on 31 March, 2018		As on 31 March, 2017	
	Numbers	Rs. in Lakh	Numbers	Rs. in Lakh
Equity Shares				
At the beginning of the year	74,37,500	743.75	74,37,500	743.75
Issued during the year	-	-	-	-
At the end of the year	74,37,500	743.75	74,37,500	743.75

b) Details of shareholders holding more than 5% of shares in the Company.

Name of Shareholder	As on 31 March, 2018		As on 31 March, 2017	
	No. of shares	% of Holding	No. of Shares	% of Holding
Liza Nilesh Kothari	5,23,650	8.39%	5,23,650	8.39%
Nilesh Prataprai Kothari	5,98,125	9.39%	5,86,925	9.24%
D Dabhyabhai And Co Private Limited	9,63,900	12.96%	9,62,100	12.94%
Goldcoin Engineers Private Limited (See Note b(i))	7,24,120	9.73%	-	-
Ramesh U Ramchandani	13,13,447	17.66%	12,80,988	17.22%

b(i) Note b(i) : As on 31st March 2018 (a) Arvity Agriculture Private Limited, (b) Atarndee Engineers Private Limited, (c) Manal Engineers Private Limited (d) Mithani Agriculture Private Limited and (e) VIP Constructions Private Limited are holding shares in the Kothari World Finance Limited (the Company). As per order of Regional Director under Section 233 of the Companies Act, 2013 dated 12 March 2018 companies (a) to (e) referred above are merged with Goldcoin Engineers Private Limited (GEPL). As on 31 March 2018 shares in the Company are held in the name of companies referred to in (a) to (e) above. The Company is in process of transferring above shareholding in the name of GEPL. Accordingly, shares held by companies referred in (a) to (e) above is disclosed in the name of GEPL.

c) The company have one class of equity shares having par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, holder of equity shares will be entitled to receive remaining assets of the company. The distribution will be in the proportion to the number of equity shares held by the shareholders.

Note 3: Reserve & Surplus

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
a) Share Premium Account		
Balance as at the beginning of the year	373.45	373.45
Add: Premium on shares issued during the year	-	-
Balance as at the end of the year	373.45	373.45
b) Reserve Fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as at the beginning of the year	116.77	89.90
Add: Transfer from Surplus in the Statement of Profit & Loss (Refer note 3.1)	39.90	28.87
Balance as at the end of the year	156.67	116.77
c) General Reserve		
Balance as at the beginning of the year	1.00	1.00
Add: Transfer from Surplus in the Statement of Profit & Loss	-	-
Balance as at the end of the year	1.00	1.00
d) Surplus in the Statement of Profit & Loss		
Balance as at the beginning of the year	460.10	352.61
Add: Profit for the year	199.50	134.38
Less: Transfer to Reserve Fund (Refer footnote 1)	39.90	28.87
Less: Contingent Provisions on Standard Assets (Refer note 3.2)	0.10	-
Balance as at the end of the year	619.60	460.10
Total Reserve & Surplus (a+b+c+d)	1,150.72	951.32

Notes:- The amounts appropriated out of the surplus in the Statement of Profit and Loss are as under:

3.1 Transfer to Special Reserve Rs.39.90 Lakh (Previous Year: Rs.28.87 Lakh) as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profit after tax for the year.

3.2 As per RBI Master Direction Non-Banking Financial Company Non-Systematically Important No-Deposit Taking Company (Reserve Bank) Direction, 2018 was required to create contingency provision on standard assets as on March 31, 2017. Hence, the Contingency Provision on standard assets of Rs.0.10 Lakh has been adjusted.

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

Note 4: Other Long-Term Liabilities

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Security Deposits	54.93	36.39
Total	54.93	36.39

Note 5: Long-Term Provisions

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Contingent Provisions against Standard Assets (Refer Note 26.(i))	0.03	-
Total	0.03	-

Note 6: Trade Payables

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Due to Micro enterprises and small enterprises	-	-
Due to Others	1.28	2.68
Total	1.28	2.68

Note - There are no Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 to whom Company owes dues. This information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by Auditors'

Note 7: Other Current Liabilities

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Security Deposits	1.92	27.54
Statutory Dues Payables	3.55	0.26
Total	5.47	27.83

Note 8: Short Term Provisions

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Provision for Tax (Net of Advance Tax & TDS)	-	0.19
Contingent Provisions against Standard Assets (Refer Note 26.(i))	-	-
Total	-	0.19

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

(Currency: Rupees in Lakh)

Note 9: Property, Plant and Equipment

Particulars	Gross Block			Accumulated Depreciation and Amortisation				Net block		
	Balance as at 1 April, 2017	Additions during the year	Disposals during the year	Balance as at 31 March, 2018	Balance as at 1 April, 2017	Depreciation / Amortisation for the year	Adjustment	Balance as at 31 March, 2018	Balance as at 31 March, 2018	Balance as at 31 March, 2017
a) Tangible Assets										
Furniture & Fixtures	0.48	-	-	0.48	0.47	-	-	0.47	0.01	0.01
Office Equipments	1.38	0.22	-	1.60	1.24	0.09	-	1.33	0.27	0.13
Total	1.86	0.22	-	2.08	1.71	0.09	-	1.80	0.28	0.14
b) Intangible Assets										
Computer Software	-	0.68	-	0.68	-	0.06	-	0.06	0.62	-
Total	-	0.68	-	0.68	-	0.06	-	0.06	0.62	-
Grand Total (a+b)	1.86	0.90	-	2.76	1.71	0.15	-	1.86	0.90	0.14
Previous Year	1.86	-	-	1.86	1.67	0.04	-	1.71	0.14	-

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

Note 10: Non-Current Investment

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Investment in Properties		
Free Hold Land	228.24	228.24
Buildings	1,069.29	1,069.29
Less: Accumulated Depreciation	(251.73)	(225.36)
Leasehold Land & Building	90.55	90.55
Less: Accumulated Depreciation and Amortisation	(12.14)	(10.21)
	1,124.21	1,152.51
Investment in Equity Shares		
a) Quoted, fully paid-up		
2,00,000 Shares of Tricom India Limited *	27.00	27.00
	27.00	27.00
b) Unquoted, fully paid-up		
5,000 Equity Shares of Kalkhushroo Manekji Mehta Stone & Engg. Works Private Limited of Rs. 10/- each	0.50	0.50
630 Equity Shares of Amity Agriculture Private Limited of Rs.100/- (refer Note 10.1)	-	1.95
120 Equity Shares of Steady Mercantile Co. Private Limited of Rs. 100/-each	0.60	0.60
340 Equity Shares of Mithani Agriculture Private Limited of Rs.100/- each (refer Note 10.1)	-	1.70
400 Equity Shares of Manal Engineers Private Limited of Rs. 100/- each (refer Note 10.1)	-	0.80
56,900 Equity Shares of Munoth Hire Purchase Limited of Rs. 10/-each **	0.98	0.99
	2.08	6.54
Associate Companies		
Unquoted, fully paid-up		
7,050 Equity Shares of International Health Care Products Limited of Rs.100/- each	25.30	25.30
300 Equity Shares of Alamdeep Engineers Private Limited of Rs. 100/- each (refer Note 10.1)	-	0.30
	25.30	25.60
Associate of Associate Companies (due to merger refer in note 10.1 following entities become indirect associates of the Company during the year)		
1421 (420) Equity Shares of Goldoan Engineers Private Limited of Rs.100/- (refer Note 10.1)	5.65	0.90
1,100 Equity Shares of D.Dahyabhai & Co. Private Limited of Rs.100/- each (refer Note 10.1)	1.10	1.10
200 Equity Shares of Famous Commercial & Leasing Private Limited of Rs.100/-	1.00	1.00
	7.75	3.00
Total Investment	1,186.34	1,214.85
Provision for Diminution in the Value of Investment		
* Quoted	27.00	27.00
** Unquoted	0.98	0.99
Total Provisions for Diminution in the Value of Investments	27.98	27.99
Total		
Net carrying value of Investments	1,158.36	1,186.86

i. Aggregate of Unquoted Investments	Cost	1,159.34	1,187.65
ii. Aggregate of Quoted Investments	Cost	27.00	27.00
	Market Value *	1.40	1.40

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

* Market price of quoted shares is not available as Suspended from Trading. Hence, last price available on BSE site is considered.

Note 10.1 : Consequent to the Amalgamation of Amity Agriculture Private Limited (AAPL), Mithani Agriculture Private Limited (MAPL), Maral Engineers Private Limited (MEPL) and Atamdeep Engineers Private Limited (AEPL) with the Goldcoin Engineers Private Limited (GEPL) (Investee Company) and in accordance with the terms of Scheme of Amalgamation, the Goldcoin Engineers Private Limited would allot 1001 equity shares Rs.100 each to the shareholders of Kothri World Finance Limited (KWFL).

Note 11: Deferred Tax Assets

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Timing difference in respect of depreciation and amortisation on Property, Plant and Equipment	1.24	1.25
Contingent Provision for standard assets	0.01	-
Total	1.25	1.25

Note 12: Long-Term Loans & Advances

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Secured, Considered Good		
Loans under finance activity	13.30	15.38
Unsecured, Considered Good		
Advance Tax & TDS (Net of Provision for Tax)	7.25	-
Security Deposits	14.28	15.30
Total	34.83	30.68

Note 13: Other Non-current Assets

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Bank deposits (original maturity period is more than 12 months) held as margin money against bank guarantee (Refer Note.15)	4.49	83.20
Accrued Interest on Fixed Deposits	0.33	1.43
Total	4.82	84.63

Note 14: Inventory

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Shares & Debentures (Held as Stock in Trade)	51.97	42.55
Total	51.97	42.55

Note 15: Cash & Bank Balances

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
I. Cash and Cash Equivalents		
(a) Balance with Banks		
- In Current Accounts	68.60	74.51
- In Fixed Deposits (with original maturity period not more than 3 months)	145.00	23.20
(b) Cash on hand	0.51	0.60
Total of Cash and Cash Equivalents	214.11	98.31
II. Other bank balances		
- Deposit with Banks (with original maturity period is more than 3 months but less upto 12 months)	432.42	250.42
- Bank deposits & Deposits held as margin money against bank guarantee (with original maturity period more than 12 months)	4.49	83.20
- Less: Bank deposits (with original maturity period more than 12 months) included in 'Other Non-current Assets' (Refer Note 13)	(4.49)	(83.20)
Total of Other bank balances	432.42	250.42
Total	646.53	348.73

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

Note 16: Short-Term Loans & Advances

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Secured, Considered Good-		
Current Maturities of Long-term Loans		
- Loans under finance activity	1.74	25.38
Unsecured, Considered Good-		
Loan to Staff	-	0.33
Prepaid Expenses	1.80	0.09
Total	3.54	25.80

Note 17: Other Current Assets

(Rs. In Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Lease Rent Receivable	22.76	22.34
Accrued Interest on Fixed Deposits	20.90	14.34
Amount Receivable	10.32	5.04
Total	53.98	41.72

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

(Currency: Rupees in Lakh)

Note 18: Revenue from Operations

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Sale of Shares	68.91	16.52
Interest Income on		
- Loans	3.85	4.65
- Fixed Deposits	35.96	25.90
- Debentures	0.01	0.01
License Fees (Net of Service Tax / GST)	281.47	242.29
Speculation Profit on Shares & Commodities	4.93	3.80
Total	393.13	293.17

Note 19: Other Income

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Dividend Income	0.60	0.41
Compensation Charges	4.75	-
Contingent Provisions against Standard Assets	0.06	-
Total	5.41	0.41

Note 20: Changes in Stock in Trade

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Opening Inventory as on 1st April, 2017	42.55	35.07
Closing Inventory as on 31st March, 2018	51.97	42.55
Changes in Inventory	(9.42)	(7.48)

Note 21: Employee Benefits Expenses

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Salaries, Wages and Bonus	13.77	14.89
Directors Remuneration	12.00	12.00
Total	25.77	26.89

Note 22: Depreciation & Amortisation Expenses

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Depreciation on Tangible assets (Also, refer note 9)	0.09	0.04
Depreciation on Intangible assets (Also, refer note 9)	0.06	-
Depreciation on Investment properties (Also, refer note 9)	28.30	(19.78)
Total	28.45	(19.74)

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2018

Note 23: Other Expenses

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Advertisement Charges	0.70	0.62
Electricity Charges	0.69	0.92
Directors Sitting Fees	0.07	0.11
Listing Fee	2.50	2.00
Legal and Professional Fees	5.68	2.97
Auditors Remuneration (Refer Note No. 23.1)	0.20	0.60
Travelling and Conveyance	0.50	-
Office Rent	1.11	1.11
Printing and Stationery	0.15	0.28
Property Tax and Maintenance Charges	6.90	6.42
Provision for diminution in value of investment	-	27.98
Service Tax Assessment Dues	1.00	-
Sundry Balances Written off	1.81	-
Miscellaneous Expenses	3.66	1.36
Total	25.17	44.37

Note 23.1: Auditors Remuneration

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
As Auditor:		
Audit Fee	0.40	0.40
Tax Audit Fee	0.15	0.15
Limited Review	0.20	0.05
Total	0.75	0.60

Note 24: Earning Per Share

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Net Profit After Tax available for Equity Shareholders	1,99,49,706	1,34,36,334
Weighted average number of Ordinary Shares for Basic EPS	74,37,500.00	74,37,500.00
Weighted average number of Ordinary Shares for Diluted EPS	74,37,500.00	74,37,500.00
Nominal Value of Ordinary Shares	10.00	10.00
Basic & Diluted Earnings per Equity Share	2.68	1.81

		(Rs. in Lakh)		
Assets Side		Amount Outstanding		
3	Break-up of Loans and Advances including bills receivables (other than those included in (4) below)			
(a)	Secured			15.04
(b)	Unsecured			23.33
4	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities			
(i)	Lease assets including lease rentals under sundry debtors			
(a)	Financial lease			-
(b)	Operating lease			-
(ii)	Stock on hire including hire charges under sundry debtors			
(a)	Assets on hire			-
(b)	Repossessed Assets			-
(iii)	Other loans counting towards AFC activities			
(a)	Loans where the assets have been repossessed			-
(b)	Loans other than (a) above			-
5	Break-up of Investments :			
	Current Investments:			
1	Quoted :			
(i)	Shares : (a) Equity			-
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Others (please specify)			-
2	Unquoted :			
(i)	Shares : (a) Equity			-
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Others (please specify)			-
	Long-Term Investments:			
1	Quoted :			
(i)	Shares : (a) Equity *			27.00
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Others (please specify)			-
	* (disclosed at Cost without considering Provision for Diminution in Value of Investments Rs.27.00 lakhs)			
2	Unquoted :			
(i)	Shares : (a) Equity *			27.38
	(b) Preference			-
(ii)	Debentures and Bonds			-
(iii)	Units of mutual funds			-
(iv)	Government Securities			-
(v)	Immovable property			1,124.21
	* (disclosed at Cost without considering Provision for Diminution in Value of Investments Rs.0.98 lakhs)			
6	Borrower group-wise classification of assets financed as in (3) and (4) above Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1	Related Parties **			
(a)	Subsidiaries	-	-	-
(b)	Companies in the same group	-	-	-
(c)	Other related parties	-	-	-
2	Other than related parties	15.04	23.33	38.37
	Total	15.04	23.33	38.37
7	Investor group-wise classification of all Investments (current and long-term) in shares and securities (both quoted and unquoted) :- Please see note 3 below			
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1	Related Parties **			
(a)	Subsidiaries	-	-	-
(b)	Companies in the same group	6.75		6.75
(c)	Other related parties	0.50		0.50
2	Other than related parties	29.28		19.15
	Total	36.53		26.40
	** As per Accounting Standard of ICAI (Please see Note 3)			
8	Other Informations			
	Particulars	Amount		
(i)	Gross Non-Performing Assets			
(a)	Related parties			
(b)	Other than related parties			
(ii)	Non-Performing Assets			
(a)	Related parties			
(b)	Other than related parties			
(iii)	Assets acquired in satisfaction of debt			

Notes

- 1 As defined in point xix of paragraph 3 of Chapter -2 of these Directions
- 2 Provisioning norms shall be applicable as prescribed in these Directions
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other assets as

Note 30 :

Figures of previous year have been regrouped, rearranged, reclassified where ever necessary to make them comparable with that of current year.

As per our attached report of even date

For JMK & Co.
Chartered Accountants
Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
Timal P. Maru
Partner
Membership No : 104942

Sd/-
Liza Kothari
Managing Director
DIN No.: 01273272

Sd/-
Nitesh Kothari
Director
DIN No. : 00024195

Date : 25th May, 2018
Place : Mumbai

Sd/-
Ekta Rathod
Chief Financial Officer

Sd/-
Shafali Tanna
Company Secretary
Mem No: 48841

INDEPENDENT AUDITORS' REPORT**To The Members KOTHARI WORLD FINANCE LIMITED
Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **KOTHARI WORLD FINANCE LIMITED** (hereinafter referred to as "the Holding Company") and its associate companies (the Holding Company and its associates comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Holding Company including its associates in accordance with accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the Holding Company and its associate companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Holding Company and its associate companies and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing, specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the

KOTHARI WORLD FINANCE LIMITED

Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at March 31, 2018, and their consolidate profit and their consolidated cash flows for the year ended on that date.

Other Matters

- i. The consolidated financial results also include the Holding Company's share of loss after tax of Rs. 0.30 Lakh for the year ended 31st March 2018, as considered in the consolidated financial results, in respect of an associate company, whose financial information have been audited by us
- ii. The consolidated financial statements also include the Holding Company's share of net profit of Rs.7.32 lakhs for the year ended March 31, 2018, in respect of three associates, based on their unaudited financial statements furnished by the management of Holding Company, and our opinion is based solely on such unaudited financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

3. As required by Section 143(3) of the Act, we report to the extent applicable, that:
 - h. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - i. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records.
 - j. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - k. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - l. On the basis of the written representations received from the Directors of the Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the report of the associate companies incorporated in India, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - m. With respect to the adequacy of the Internal financial controls over financial reporting and operating effectiveness such controls, refer to our report in "Annexure A"; which is based on the reports of the Holding Company and its associate companies incorporated in India; and
 - n. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

KOTHARI WORLD FINANCE LIMITED

- i. The Holding Company and its associates does not have any pending litigations which would impact its financial position.
- ii. The Holding Company and its associates did not have any long-term contracts including derivative contracts as at March 31, 2018 for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate companies incorporated in India.

For JMK & Co

Chartered Accountants

Firm Registration No. 120459W

Sd/-

Timal P. Maru

Partner

Membership No: 104942

Mumbai, May 25, 2018

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Kothari World Finance Limited on the consolidated financial statements for the year ended March 31, 2018)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of **KOTHARI WORLD FINANCE LIMITED** (hereinafter referred to as “the Holding Company”) and its associate companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Holding Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company’s and its associate companies incorporated in India internal financial controls system over financial reporting.

KOTHARI WORLD FINANCE LIMITED

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The company's internal financial control over financial reporting includes those policies and procedures that

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JMK & Co

Chartered Accountants

Firm Registration No. 120459W

Sd/-

Timal P. Maru

Partner

Membership No: 104942

Mumbai, May 25, 2018

KOTHARI WORLD FINANCE LIMITED

Consolidated Balance Sheet as on 31st March, 2018

(Currency: Rupees in Lakh)

	Note	As on 31.03.2018	As on 31.03.2017
EQUITY AND LIABILITIES:			
Shareholders' Funds			
(a) Share Capital	2	743.75	743.75
(b) Reserves and Surplus	3	1,242.29	1,035.87
Non Current Liabilities			
(a) Other Long-Term Liabilities	4	54.93	36.39
(b) Long Term Provisions	5	0.03	-
Current Liabilities			
(a) Trade Payables	6		
Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		1.28	2.68
(b) Other Current Liabilities	7	5.47	27.83
(c) Short-Term Provisions	8	0.00	0.19
Total		2,047.75	1,846.71
ASSETS:			
Non Current Assets			
(a) Property, Plant and Equipment	9		
(i) Tangible Assets		0.28	0.14
(ii) Intangible Assets		0.82	-
(b) Non Current Investments	10	1,249.93	1,271.22
(c) Deferred Tax Assets	11	1.25	1.25
(d) Long-term Loans & Advances	12	34.83	30.68
(e) Other Non-current Assets	13	4.82	84.63
Current Assets			
(a) Inventory	14	51.97	42.55
(c) Cash and Bank Balances	15	846.53	348.73
(d) Short Term Loans and Advances	16	3.54	25.80
(e) Other Current Assets	17	53.98	41.71
Total		2,047.75	1,846.71

Summary of Significant Accounting Policies
 Notes to the Financial Statements

1
2-31

As per our attached report of even date

For JMK & Co.

Chartered Accountants

Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
 Timal P. Maru
 Partner
 Membership No : 104942

Sd/-
 Liza Kothari
 Managing Director
 DIN No.: 01273272

Sd/-
 Nitesh Kothari
 Director
 DIN No.: 00024195

Date : 25th May, 2018
 Place : Mumbai

Sd/-
 Ekta Rathod
 Chief Financial Officer

Sd/-
 Shafal Tanna
 Company Secretary
 Mem No: 48841

KOTHARI WORLD FINANCE LIMITED

Statement of Consolidated Profit and Loss for year ended 31st March, 2018

(Currency: Rupees in Lakh)

	Note	Year ended 31.03.2018	Year ended 31.03.2017
REVENUE:			
Revenue From Operations	18	393.13	293.17
Other Income	19	5.41	0.41
Total		398.54	293.58
EXPENSES :			
Purchase of Inventory in Trade		75.19	14.92
Changes in value of Inventory	20	(9.42)	(7.48)
Employee Benefits Expenses	21	25.77	26.89
Depreciation & Amortization Expenses	22	28.45	(19.74)
Other Expenses	23	25.17	44.38
Total		145.16	58.97
Profit Before Tax		253.38	234.61
Tax Expenses			
Current Tax		53.88	56.83
Deferred Tax		0.00	38.28
Earlier Year's Taxes		-	5.17
Profit after tax before share of profit of associate for the year		199.50	134.35
share of profit of associate for the year		7.02	1.05
Profit for the year		206.52	135.40
Earnings Per Share (Basic and Diluted) (In Rs.)	24	2.78	1.82
Summary of Significant Accounting Policies	1		
Notes to the Financial Statements	2-31		

As per our attached report of even date

For JMK & Co.
Chartered Accountants
 Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
Timal P. Maru
Partner
 Membership No : 104942

Sd/-
Liza Kothari
Managing Director
 DIN No.: 01273272

Sd/-
Nitesh Kothari
Director
 DIN No.: 00024195

Date : 25th May, 2018
 Place : Mumbai

Sd/-
Ekta Rathod
Chief Financial Officer

Sd/-
Shefali Tanna
Company Secretary
 Mem No: 48841

KOTHARI WORLD FINANCE LIMITED

Consolidated Cash Flow Statement For The Year Ended March 31, 2018

(Currency: Rupee in Lakh)

	Year Ended 31.03.2018	Year Ended 31.03.2017
A. Cash flow from operating activities:		
Net Profit before Tax	253.38	234.81
Adjustments for:		
Depreciation	28.45	(19.74)
Provision for diminution in value of investment	-	27.98
Provision against standard assets	(0.05)	-
Dividend Received/ Income From Investments	(0.60)	(0.41)
Operating profit before working capital changes	281.17	242.44
Adjustments for:		
Increase/(Decrease) in trade payables	(1.40)	2.33
Increase/(Decrease) in short-term provisions	-	0.19
Increase/(Decrease) in other current liabilities	(22.38)	27.01
Increase/(Decrease) in other long current liabilities	18.53	(27.54)
(Increase)/Decrease in inventories	(9.42)	(7.48)
(Increase)/Decrease in long-term loans and advances	(4.15)	3.73
(Increase)/Decrease in other non-current assets	79.81	(98.96)
(Increase)/Decrease in short-term loans and advances	22.26	(3.43)
(Increase)/Decrease in other bank balances	(182.00)	11.17
(Increase)/Decrease in other current assets	(12.27)	6.84
Cash generated from operations	170.17	156.30
Direct taxes refund / (paid) (Net)	(54.08)	(62.00)
Net cash inflow / (outflow) from operating activities	116.09	94.30
B. Cash flow from investing activities:		
Purchase of fixed assets	(0.60)	-
Dividend received / Income from investment	0.60	0.41
Net cash inflow / (outflow) from investing activities	(0.30)	0.41
C. Cash flow from Financing activities:		
Proceeds (Repayment) of unsecured loans from borrowings (Net)	-	-
Equity Shares issued	-	-
Share Premium	-	-
Net cash inflow / (outflow) from financing activities	-	-
D. Net increase / (Decrease) in cash and cash equivalents	115.79	94.71
E. Cash and cash equivalents at the beginning of the year	98.32	3.61
F. Cash and cash equivalents at the end of the year	214.11	98.32
Components of cash and cash equivalents		
Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Balance with Banks		
- in Current Accounts	68.60	74.51
- in Fixed Deposits (with original maturity period not more than 3 months)	145.00	23.20
Cash on hand	0.51	0.60
Total cash and cash equivalents at the end of the year	214.11	98.32

Notes:

- The Cash Flow Statement has been prepared under the "Indirect method" as set out in Accounting Standard 3- Cash Flow Statement.
- Previous years figures are regrouped / recasted wherever necessary.

Summary of Significant Accounting Policies
 Notes to the Financial Statements

1
 2-31

As per our attached report of even date

For JMK & Co.
 Chartered Accountants
 Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
 Timal P. Maru
 Partner
 Membership No : 104942

Sd/-
 Liza Kothari
 Managing Director
 DIN No.: 01273272

Sd/-
 Nilesh Kothari
 Director
 DIN No.: 00024195

Date : 25th May, 2018
 Place : Mumbai

Sd/-
 Ekta Rathod
 Chief Financial Officer

Sd/-
 Shefali Tanna
 Company Secretary
 Mem No: 48841

Note 1 : SIGNIFICANT ACCOUNTING POLICIES

1.20. Corporate Information-

Kothari World Finance Limited (the ‘Holding Company’) is a Public Company incorporated under the provisions of the Companies Act, **1956 on January 5, 1985** and registered as a Non-Banking Finance Company (NBFC) as defined under section 45-IA of the Reserve Bank of India Act, 1934. The Holding Company is engaged in the business of Lending & Investment Activities.

1.21. Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements of the Holding Company and its Associate company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 (the ‘Act’) together with Rule 7 of the Companies (Accounting Standards) Rules, 2014, (as amended), the relevant provisions of the Act, as applicable and guidelines issued by the Reserve Bank of India (RBI) for Non-Banking Finance Companies. The consolidated financial statements have been prepared on accrual basis under the historical cost convention.

The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year except policy dealing with prudential norms...

1.22. Principles of Consolidation

The consolidated financial statements incorporate financial statement of Kothari World Finance Limited and the entities controlled by the Holding Company. Associates are entities over which the Holding Company has significant influence but no control or joint control. This is generally the case where the Holding Company holds between 20% to 50% of the voting rights. Financial information of the following Associates are included in consolidation:

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership interest as on 31.03.2018	Proportion of ownership interest as on 31.03.2017
i.	International Health Care Products Limited (IHCPL) #	India	26.11%	26.11%
ii.	Atamdeep Engineers Private limited (refer Note 10.1)	India	-	21.13%
iii.	Goldcoin Engineer Private Limited (GEPL) (Associate of IHCPL) \$	India	*	-
iv.	D Dahyabhai & Company Private Limited (DDPL) (Associate of GEPL) \$	India	**	-
v.	Famous Commercial & Leasing Private Limited (FCLPL) (Associate of DDPL) \$	India	***	

# based on audited financial statements	* IHCPL holding in GEPL is 39.60%
\$ based on unaudited financial statements	** GEPL holdings in DDPL is 46.32%
	*** DDPL holdings in FCLPL is 25.74%

The consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the associate used in consolidation are drawn upto the same reporting date as that of the Holding Company.
- b. The consolidated financial statements include the share of profit/ (loss) of associates, which have been accounted for using equity method as per AS 23 (Accounting for Investments in Associates in Consolidated Financial Statements) under which the Holding Company originally records its investment at cost and carrying amount is adjusted to recognize the Holding Company's share of profit/ (loss) of the associates (loss being restricted to the cost of investment).

1.23. Prudential Norms

The Holding Company follows the prudential norms issued by the RBI for assets classifications, income recognitions, provisioning for non-performing assets and contingency provision on standard assets.

1.24. Uses of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosures relating to contingent assets and liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in material or immaterial adjustments to the carrying amounts of assets or liabilities in future periods. Any revision of accounting estimates is recognized prospectively in the current and future periods.

1.25. Stock in Trade

Securities held as Stock in Trade are valued at lower of cost and fair value. Cost includes cost of purchase and other directly attributable cost towards purchase costs.

1.26. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i. Income from financing activities:

- a. Interest income is recognized on accrual basis with reference to the terms of contractual arrangement entered with borrowers except for interest on non-performing assets ("NPA") which is recognized as per income recognition and assets classification norms prescribed by RBI.
- b. Loan processing fee income is accounted for upfront upon processing of loan as and when it becomes due.

ii. Income from investment activities:

- a. Dividend income is recognised when right to receive payment is established by the Balance Sheet date.
- b. Interest on Securities is accounted for on accrual basis except where ultimate collection cannot be established with reasonable certainty.
- d. Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount of outstanding and applicable interest rate.

iii. Lease rental income

Lease rental income is recognised in the statement of profit and loss on a straight-line basis over the lease term.

1.27. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and impairment losses, if any. The cost includes any cost attributable for bringing asset to its working condition, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use and interest on borrowings attributable to acquisition of qualifying assets upto the date the asset is ready for its intended use.

1.28. Depreciation on Property, plant and equipment

- d. Depreciation is provided on a pro rata basis for all property, plant and equipment on straight line method over the useful life of assets as prescribed under part C of schedule II of the Companies Act, 2013 except some building / godown premises where useful life is considered based on Valuation Report of valuer.
- e. Depreciation on Lease hold improvement is provided for on straight-line method over the primary period of the lease of premises.
- f. Fixed assets costing upto Rs. 5,000 individually are depreciated fully in the year of purchase

1.29. Intangible Assets and amortization thereof

Intangible assets are stated at cost net of accumulated amortization and impairment losses, if any. The Cost includes any cost attributable to bringing asset to its working condition. which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use and interest on borrowings attributable to acquisition of qualifying assets upto the date the asset is ready for its intended use.

Software is amortized over its estimated useful life on Straight Line Method which is 5 years.

1.30. Impairment of Assets

At each Balance Sheet date, the Company reviews whether there is any indication of impairment of asset. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss.

Recoverable amount of the asset is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flow expected from continuing use of the asset and from its disposal is discounted to its present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased above the lower of the recoverable amount and the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

KOTHARI WORLD FINANCE LIMITED

1.31. Investments

iii. Investment Property

Property that is held for long-term rental yields or for capital appreciation or for both, and that is not in use by the Company, is classified as investment property.

Investment property is stated at cost less accumulated depreciation and impairment losses, if any.

Investment property is measured initially at its acquisition cost, including related transaction costs and where applicable borrowing costs and are carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation on Investment property is provided on a pro rata basis on straight line method over the useful life of assets as prescribed under part C of schedule II of the Companies Act,

iv. Investment in Shares and Securities

d. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. All investments are initially measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

e. Current investments are stated at lower of cost and market/fair value determined on an individual investment basis.

Long term investments are carried at cost. However, provision for diminution in values is made to recognize a decline other than temporary in the value of the investments.

f. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.32. Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered. The company is providing one month salary of leave encashment in the last month of the respective financial year.

1.33. Leases

Where the company is Lessee

Assets taken on lease, under which the lessor effectively retains all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expense in the statement of profit and loss on a straight-line basis over the lease term.

Assets acquired under leases where all the risks and rewards of ownership are substantially transferred to company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of fair value or the present value of minimum lease payments and liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Where the company is Lessor

Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

1.34. Cash and cash Equivalents

Cash and cash Equivalents for the **purpose of** Cash flow statement comprise cash at bank, cash in hand, and short-term investments which have original maturity period of three months or less than three months.

1.35. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluting potential equity shares.

1.36. Taxes on Income

Income tax expenses comprises current and deferred tax.

Current Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax

Deferred tax is recognised on timing differences, between taxable income and accounting income that originated in one period and is capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax assets or liabilities are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised when there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised to the extent there is virtual certainty of realisation of such assets. The Company reviews the carrying value of Deferred tax assets are reviewed as at each balance sheet date and written down and written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

KOTHARI WORLD FINANCE LIMITED

1.37. Provisions, Contingent Liabilities & Contingent Assets-

c. Provisions

A provision is recognized when the company has present obligations as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimate can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Provision for non-performing assets and contingent provisions against standard assets have been made as per the RBI Guidelines.

d. Contingent Liabilities

A Contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but disclose its existence in the financial statement.

1.38. Statutory Reserve

In accordance with Section 45 – IC of the Reserve Bank of India (Amendment) Act 1997, Twenty percent of the profit after taxation has been transferred to Statutory Reserve.

1.39. Security of Loans Given

Housing Loans/ Loans against property are granted are secured by equitable registered mortgage of property and / or undertaking to create a security. Other Secured Loans are secured against hypothecation of respective assets.

For JMK & Co

Chartered Accountants

Firm Registration No. 120459W

Sd/-

Timal P. Maru

Partner

Membership No: 104942

Mumbai, May 25, 2018

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018
(Currency: Rupees in Lakh)

Note 2: Share Capital

Particulars	As on 31.03.2018	As on 31.03.2017
Authorized Capital 2,50,00,000 (2,50,00,000) Equity Shares of Rs. 10/- each	2,500.00	2,500.00
Issued, Subscribed and Fully Paid Up 74,37,500 (74,37,500) Equity Shares of Rs. 10/- each	743.75	743.75
Total	743.75	743.75

a) Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the period.

Particulars	As on 31 March, 2018		As on 31 March, 2017	
	Numbers	Rs. in Lakh	Numbers	Rs. in Lakh
Equity Shares				
At the beginning of the year	74,37,500	743.75	74,37,500	743.75
Issued during the year	-	-	-	-
At the end of the year	74,37,500	743.75	74,37,500	743.75

b) Details of shareholders holding more than 2% of shares in the Company.

Name of Shareholder	As on 31 March, 2018		As on 31 March, 2017	
	No. of shares	% of Holding	No. of Shares	% of Holding
Liza Nitesh Kothari	6,23,650	8.39%	6,23,650	8.39%
Nitesh Prabir Kothari	6,88,125	9.39%	6,88,825	9.24%
D Dahyabhai And Co Private Limited	9,63,800	12.96%	9,62,100	12.94%
Goldcoin Engineers Private Limited [See Note b(i)]	7,24,120	9.73%	-	-
Ramash U Ramchandani	13,13,647	17.68%	12,80,989	17.22%

b(i) Note b(i) : As on 31st March 2018 (a) Anvity Agriculture Private Limited, (b) Abandeep Engineers Private Limited, (c) Mansel Engineers Private Limited (d) Mithani Agriculture Private Limited and (e) VIP Constructions Private Limited are holding shares in the Kothari World Finance Limited (the Company). As per order of Regional Director under Section 233 of the Companies Act, 2013 dated 12 March 2018 companies (a) to (e) referred above are merged with Goldcoin Engineers Private Limited (GEPL). As on 31 March 2018 shares in the Company are held in the name of companies referred to in (a) to (e) above. The Company is in process of transferring above shareholding in the name of GEPL. Accordingly, shares held by companies referred in (a) to (e) above is disclosed in the name of GEPL.

c) The company have one class of equity shares having par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, holder of equity shares will be entitled to receive remaining assets of the company. The distribution will be in the proportion to the number of equity shares held by the shareholders.

Note 3: Reserve & Surplus

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
a) Share Premium Account		
Balance as at the beginning of the year	373.45	373.45
Add: Premium on shares issued during the year	-	-
Balance as at the end of the year	373.45	373.45
b) Reserve Fund in terms of section 45-4C(1) of the Reserve Bank of India Act, 1934		
Balance as at the beginning of the year	116.77	89.90
Add: Transfer from Surplus in the Statement of Profit & Loss (Refer note 3.1)	41.30	26.87
Balance as at the end of the year	158.07	116.77
c) General Reserve		
Balance as at the beginning of the year	1.00	1.00
Add: Transfer from Surplus in the Statement of Profit & Loss	-	-
Balance as at the end of the year	1.00	1.00
d) Capital Reserve		
Balance as at the beginning of the year	111.85	111.85
Add: Transfer from Surplus in the Statement of Profit & Loss	-	-
Balance as at the end of the year	111.85	111.85
d) Surplus in the Statement of Profit & Loss		
Balance as at the beginning of the year	432.60	324.27
Add: Profit for the year	208.52	125.40
Less: Transfer to Reserve Fund (Refer note 3.1)	41.30	26.87
Less: Contingent Provisions on Standard Assets (Refer note 3.2)	0.10	-
Balance as at the end of the year	587.92	432.80
Total Reserve & Surplus (a+b+c+d)	1,242.29	1,035.87

Notes:- The amounts appropriated out of the surplus in the Statement of Profit and Loss are as under:

3.1 Transfer to Special Reserve Rs.39,89,513 (Previous Year: Rs.26,87,158) as prescribed by section 45-4C of the Reserve Bank of India Act, 1934, being 20% of the profit after tax for the year.

3.2 As per RBI Master Direction Non-Banking Financial Company Non-Systematically Important No-Deposit Taking Company (Reserve Bank) Direction, 2018 was required to create contingency provision on standard assets as on March 31, 2017. Hence, the Contingency Provision on standard assets of Rs.0.10 Lakh has been adjusted

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

Note 4: Other Long-Term Liabilities

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Security Deposits	54.93	36.39
Total	54.93	36.39

Note 5: Long-Term Provisions

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Contingent Provisions on Standard Assets (Refer Note 26.(i))	0.03	-
Total	0.03	-

Note 6: Trade Payables

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Due to Micro enterprises and small enterprises	-	-
Due to Others	1.28	2.68
Total	1.28	2.68

Note : Note - There are no Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 to whom Company owes dues. This information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by Auditors'

Note 7: Other Current Liabilities

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Security Deposits	1.92	27.54
Statutory Dues Payables	3.55	0.29
Total	5.47	27.83

Note 8: Short Term Provisions

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Provision for Tax (Net of Advance Tax & TDS)	-	0.19
Contingent Provisions against Standard Assets (Refer Note 26.(i))	0.00	-
Total	0.00	0.19

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

(Currency: Rupees in Lakh)

Note 9: Property, Plant and Equipment

Particulars	Gross Block			Accumulated Depreciation and Amortisation			Net block			
	Balance as at 1 April, 2017	Additions during the year	Disposals during the year	Balance as at 31 March, 2018	Balance as at 1 April, 2017	Depreciation / Amortisation for the year	Adjustment	Balance as at 31 March, 2018	Balance as at 31 March, 2018	Balance as at 31 March, 2017
a) Tangible Assets										
Furniture & Fixtures	0.48	-	-	0.48	0.47	-	-	0.47	0.01	0.01
Office Equipments	1.38	0.22	-	1.60	1.24	0.09	-	1.33	0.27	0.13
Total	1.86	0.22	-	2.08	1.71	0.09	-	1.80	0.28	0.14
b) Intangible Assets										
Computer Software	-	0.88	-	0.88	-	0.06	-	0.06	0.62	-
Total	-	0.68	-	0.68	-	0.06	-	0.06	0.62	-
Grand Total (a+b)	1.86	0.90	-	2.76	1.71	0.15	-	1.86	0.90	0.14
Previous Year	1.86	-	-	1.86	1.67	0.04	-	1.71	0.14	-

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2017

Note 10: Non-Current Investment

(Rs. in Lakh)

Particulars	As on 31.03.2016	As on 31.03.2017
Investment in Properties		
Free Hold Land	228.24	228.24
Buildings	1,089.29	1,089.29
Less: Accumulated Depreciation	(251.73)	(225.36)
Leasehold Land & Building	90.55	90.55
Less: Accumulated Depreciation and Amortisation	(12.14)	(10.21)
	1,124.21	1,152.51
Investment in Equity Shares		
a) Quoted, fully paid-up		
2,00,000 Shares of Tricom India Limited *	27.00	27.00
	27.00	27.00
b) Unquoted, fully paid-up		
5,000 Equity Shares of Kalkhushroo Manekji Mahla Stone & Engg. Works Private Limited of Rs. 10/- each	0.50	0.50
630 Equity Shares of Amity Agriculture Private Limited of Rs. 100/-	-	1.85
120 Equity Shares of Steady Mercantile Co. Private Limited of Rs. 100/-each (refer Note 10.1)	0.80	0.80
340 Equity Shares of Mithani Agriculture Private Limited of Rs. 100/- each (refer Note 10.1)	-	1.70
400 Equity Shares of Manal Engineers Private Limited of Rs. 100/- each (refer Note 10.1)	-	0.80
56,900 Equity Shares of Munoth Hire Purchase Limited of Rs. 10/-each **	0.98	0.98
	2.98	6.53
Associate Companies		
Unquoted, fully paid-up		
7,050 Equity Shares of International Health Care Products Limited of Rs. 100/- each		
Original Cost of Investment	25.30	25.30
Add : Share of Profit post acquisition	90.92	83.90
	116.22	109.20
300 Equity Shares of Atamdeep Engineers Private Limited of Rs. 100/- each (refer Note 10.1)		
Original Cost of Investment	-	0.30
Add : Share of Profit post acquisition	-	0.65
	-	0.95
	116.22	110.15
Associate of Associate Companies (due to merger refer in note 10.1 following entities become indirect associates of the Holding Company during the year)		
1421 (420) Equity Shares of Goldcoin Engineers Private Limited of Rs. 100/-	6.30	0.80
1,100 Equity Shares of D.Dahyabhai & Co. Private Limited of Rs. 100/- each	1.10	1.10
200 Equity Shares of Famous Commercial & Leasing Private Limited of Rs. 100/- each	1.00	1.00
	8.40	3.00
Total Investment	1,277.91	1,289.20
Provision for Diminution in the Value of Investment		
* Quoted	27.00	27.00
** Unquoted	0.98	0.98
	27.98	27.98
Total Net carrying value of investments	1,249.93	1,271.22

i. Aggregate of Unquoted Investments	Cost	1,250.91	1,272.20
ii. Aggregate of Quoted Investments	Cost	27.00	27.00
	Market Value *	1.40	1.40

* Market price of quoted shares is not available as Suspended from Trading. Hence, last price available on BSE site is considered.

Note 10.1 : Consequent to the Amalgamation of Amity Agriculture Private Limited (AAPL), Mithani Agriculture Private Limited (MAPL), Manal Engineers Private Limited (MEPL) and Atamdeep Engineers Private Limited (AEPL) with the Goldcoin Engineers Private Limited (GEPL) (Investee Company) and in accordance with the terms of Scheme of Amalgamation, the Goldcoin Engineers Private Limited would allot 1001 equity shares Rs.100 each to the shareholders of Kothari World Finance Limited (KWFL).

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

Note 11: Deferred Tax Assets

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Timing difference in respect of depreciation and amortisation on Property, Plant and Equipment	1.24	1.25
Contingent Provision for standard assets	0.01	-
Total	1.25	1.25

Note 12: Long-Term Loans & Advances

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Secured, Considered Good		
Loans under finance activity	13.30	15.38
Unsecured, Considered Good		
Advance Tax & TDS (Net of Provision for Tax)	7.25	-
Security Deposits	14.28	15.30
Total	34.83	30.68

Note 13: Other Non-current Assets

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Bank deposits held as margin money against bank guarantee (due to mature after 12 months) (Refer Note.15)	4.49	83.20
Accrued Interest on Fixed Deposits	0.33	1.43
Total	4.82	84.63

Note 14: Inventory

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Shares & Debentures (Held as Stock in Trade)	51.97	42.55
Total	51.97	42.55

Note 15: Cash & Bank Balances

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
I. Cash and Cash Equivalents		
(a) Balance with Banks		
- In Current Accounts	89.60	74.51
- In Fixed Deposits (with original maturity period not more than 3 months)	145.00	23.20
(b) Cash on hand	0.51	0.60
	214.11	98.31
II. Other bank balances		
- Deposit with Banks (with maturity in more than 3 months but upto 12 months)	432.42	250.42
- Bank deposits & Deposits held as margin money against bank guarantee (due to mature after 12 months)	4.49	83.20
- Less: Bank deposits due to mature after 12 months of the reporting date	(4.49)	(83.20)
	432.42	250.42
Total	646.53	348.73

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

Note 16: Short-Term Loans & Advances

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Secured, Considered Good- Loans under finance activity	1.74	25.38
Unsecured, Considered Good- Loan to Staff	-	0.33
Prepaid Expenses	1.50	0.09
Total	3.54	25.80

Note 17: Other Current Assets

(Rs. in Lakh)

Particulars	As on 31.03.2018	As on 31.03.2017
Lease Rent Receivable	22.76	22.34
Accrued Interest on Fixed Deposits	20.90	14.33
Amount Receivable	10.32	5.04
Total	53.98	41.71

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

(Currency: Rupees in Lakh)

Note 18: Revenue from Operations

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Sale of Shares	68.91	16.52
Interest Income on		
- Loans	3.85	4.65
- Fixed Deposits	35.98	25.90
- Debentures	0.01	0.01
License Fees (Net of Service Tax / GST)	281.47	242.29
Speculation Profit on Shares & Commodities	4.83	3.80
Total	393.13	293.17

Note 19: Other Income

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Dividend Income	0.60	0.41
Compensation Charges	4.75	-
Contingent Provisions against Standard Assets	0.06	-
Total	5.41	0.41

Note 20: Changes in Stock in Trade

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Opening Inventory as on 1st April, 2017	42.55	35.07
Closing Inventory as on 31st March, 2018	51.97	42.55
Changes in Inventory	(9.42)	(7.48)

Note 21: Employee Benefits Expenses

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Salaries, Wages and Bonus	13.77	14.89
Directors Remuneration	12.00	12.00
Total	25.77	26.89

Note 22: Depreciation & Amortisation Expenses

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Depreciation on Tangible assets (Also, refer note 9)	0.09	0.04
Depreciation on Intangible assets (Also, refer note 9)	0.06	-
Depreciation on Investment properties (Also, refer note 9)	28.30	(19.78)
Total	28.45	(19.74)

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

Note 23: Other Expenses

(Rs. in Lakh)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Advertisement Charges	0.70	0.62
Electricity Charges	0.89	0.92
Directors Sitting Fees	0.07	0.11
Listing Fee	2.50	2.00
Legal and Professional Fees	5.68	2.97
Auditors Remuneration (Refer Note No. 23.1)	0.20	0.60
Travelling and Conveyance	0.50	-
Office Rent	1.11	1.11
Printing and Stationary	0.15	0.28
Property Tax and Maintenance Charges	6.90	6.42
Provision for diminution in value of Investment	-	27.98
Service Tax Assessment Dues	1.00	-
Sundry Balances Written off	1.61	-
Miscellaneous Expenses	3.68	1.37
Total	25.17	44.38

Note 23.1: Auditors Remuneration

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
As Auditor:		
Audit Fee	0.40	0.40
Tax Audit Fee	0.15	0.15
Limited Review	0.20	0.05
Total	0.75	0.60

Note 24: Earning Per Share

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Net Profit After Tax available for Equity Shareholders	2,09,51,584	1,35,39,749
Weighted average number of Ordinary Shares for Basic EPS	74,37,500	74,37,500
Weighted average number of Ordinary Shares for Diluted EPS	74,37,500	74,37,500
Nominal Value of Ordinary Shares	10	10
Basic & Diluted Earnings per Equity Share	2.78	1.82

KOTHARI WORLD FINANCE LIMITED

Notes forming part of Consolidated Financial Statements for the year ended 31st March, 2018

(Currency: Rupees in Lakh)

Note 25: Contingent Liabilities

(Rs. in Lakh)

Particular	As on March 31, 2018	As on March 31, 2017
Bank Guarantee	4.48	4.49

Note 26: Segment Reporting

There is no reportable segment (business or geographical) to be disclosed under Accounting Standard 17 - Segment Reporting

Note 27: Related Party Disclosure

Disclosure as required by the Accounting Standard 18 "Related Party Disclosure" are as follows

List of Related Parties and their relationship:

Associates:

International Health Care Products Limited (IHCP)
Goldcoin Engineers Private Limited (GEPL) (Associate of IHCP)
D Dabhyabhai & Co. Private Limited (DDPL) (Associate of GEPL)
Famous Commercial & Leasing Private Limited (FCLP) (Associate of GEPL)
Atandeep Engineers Private Limited (upto 31st March, 2018)

Directors:

Mrs. Liza Kothari
Mr. Nitesh Kothari
Mr. Manohar Mhatre
Mr. Jayesh N Gandhi
Mr. Atheya Mayekar
Mr. Vivek Mhatre

Transactions during the year :

Particular	As on March 31, 2018	As on March 31, 2017
Directors Remuneration paid during the year		
Mrs. Liza Kothari	12.00	12.00

Note 28: Operating Lease

- The Holding Company has taken premises under operating leases which are cancellable by either party by providing notice period mentioned in the Agreement. Gross rental expenses of Rs. 1.11 lakh (Previous Year Rs. 1.11 lakh) recognised in the Statement of Profit and Loss.
- Lease rentals received by the Holding Company for the assets let out on operating lease arrangement for which are cancellable by either party by providing notice as mentioned in the agreement. Lease rental income / Licence fees of Rs. 281.47 Lakh (P.Y. Rs. 242.29 Lakh) are recognised as income in the statement of Profit and Loss under the head 'Revenue from operations'.

Note 29: Particulars as per RBI directions for NBFC*

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company as required in terms of paragraph 18 of Master Direction Non Banking Finance Company - Non Systematically Important Non Deposit taking Company vide Master Direction DNBR.PD.007/03.10.119/2016-17 dated September 1, 2016

(Rs. in Lakh)

Particulars	Amount outstanding	Amount overdue
Liabilities Side		
1	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	
(a)	Debentures - Secured	-
	Unsecured	-
	(other than falling within the meaning of public deposits*)	-
(b)	Deferred Credits	-
(c)	Term Loans	-
(d)	Intra-corporate loans and borrowing	-
(e)	Commercial Paper	-
(f)	Public Deposits*	-
(g)	Other Loans (specify nature)	-
* Please see Note 1 below		
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :	
(a)	In the form of Unsecured debentures	-
(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-
(c)	Other public deposits	-

		(Rs. In Lakh)		
Assets Side		Amount Outstanding		
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :			
	(a) Secured	15.04		
	(b) Unsecured	23.33		
4	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities			
	(i) Lease assets including lease rentals under sundry debtors :			
	(a) Financial lease	-		
	(b) Operating lease	-		
	(ii) Stock on hire including hire charges under sundry debtors :			
	(a) Assets on hire	-		
	(b) Repossessed Assets	-		
(iii) Other loans counting towards AFC activities	(a) Loans where the assets have been repossessed	-		
	(b) Loans other than (a) above	-		
5	Break-up of Investments :			
	Current Investments:			
1	Quoted :			
	(i) Shares : (a) Equity	-		
	(b) Preference	-		
	(ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
(v) Others (please specify)	-			
2	Unquoted :			
	(i) Shares : (a) Equity	-		
	(b) Preference	-		
	(ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
(v) Others (please specify)	-			
	Long-Term Investments:			
1	Quoted :			
	(i) Shares : (a) Equity *	27.00		
	(b) Preference	-		
	(ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
(v) Others (please specify)	-			
* (disclosed at Cost without considering Provision for Diminution in Value of Investments Rs.27.00 lakhs)				
2	Unquoted :			
	(i) Shares : (a) Equity *	27.38		
	(b) Preference	-		
	(ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
(v) Immovable property	1124.21			
* (disclosed at Cost without considering Provision for Diminution in Value of Investments Rs.0.98 lakhs)				
6	Borrower group-wise classification of assets financed as in (3) and (4) above :			
	Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1	Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
2	Other than related parties	15.04	23.33	38.37
	Total	15.04	23.33	38.37
7	Investor group-wise classification of all investments (current and longterm) in shares and securities (both quoted and unquoted) :			
	Please see note 3 below			
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1	Related Parties **			
	(a) Subsidiaries			
	(b) Companies in the same group	8.75	8.75	
	(c) Other related parties	0.5	0.5	
2	Other than related parties	120.9	19.15	
	Total	128.10	28.40	
	** As per Accounting Standard of ICAI (Please see Note 3)			

8 Other Informations		Amount
Particulars		
(i)	Gross Non-Performing Assets	
	(a) Related parties	
	(b) Other than related parties	
(ii)	Non-Performing Assets	
	(a) Related parties	
	(b) Other than related parties	
(iii)	Assets acquired in satisfaction of debt	

Notes

- 1 As defined in point six of paragraph 3 of Chapter -2 of these Directions
- 2 Provisioning norms shall be applicable as prescribed in these Directions
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.

Note 30: Additional Information, as required under Schedule III of Companies Act, 2013 of Holding Company and Associates

(Rs. In Lakh)					
Sr. No.	Name of Entity	As % of Consolidated Net Assets	Net Asset Amount	As % of Consolidated Profit or Loss	Profit/ (loss) after taxation
1	Holding Company				
	Kothari World Finance Limited	99.84%	1,978.92	98.80%	199.50
2	Indian - Associate Companies				
	International Health Care Products Limited (IHCPL)			-0.14%	(0.30)
	Goldcoin Engineer Private Limited (Associate of IHCPL)			1.23%	2.53
	D Dahyabhai & Company Private Limited (Associate of GEPL)			2.38%	4.88
	Famous Commercial & Leasing Private Limited (FCLPL) (Associate of DDPL)			-0.05%	(0.10)
			1,986.04	100.00%	206.51

Note 31:

Figures of previous year have been regrouped, rearranged, reclassified where ever necessary to make them comparable with that of current year.

As per our attached report of even date

For JMK & Co.
Chartered Accountants
Firm Registration No.: 120459W

For and on Behalf of Board of Directors

Sd/-
Timal P. Maru
Partner
Membership No : 104942

Sd/-
Liza Kothari
Managing Director
DIN No.: 01273272

Sd/-
Nitesh Kothari
Director
DIN No.: 00024185

Date : 25th May, 2018
Place : Mumbai

Sd/-
Ekta Rathod
Chief Financial Officer

Sd/-
Shefall Tanna
Company Secretary
Mem No: 48841

KOTHARI WORLD FINANCE LIMITED

Registered Office: C-121, Mittal Tower, 12th Floor, Nariman Point, Mumbai - 400021, Telephone: +91-22-22851620, Fax: +91-22-22871694, Website: www.kothariworld.com, Email: info@kothariworld.com, CIN No. L65993MH1985PLC035005.

ATTENDANCE SLIP

Venue of the meeting: C-121, Mittal Tower, 12th Floor, Nariman Point, Mumbai - 400021
Date & Time: Friday, 28th September 2018 at 9.30 A.M

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

DP ID – Client ID/ Folio No.	
Name & Address of Sole Member	
Name of Joint Holder(s), If any (In Block Letters)	
No. of shares held	

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Friday, 28th September, 2018 at 9.30 A.M at C-121, Mittal Tower, 12th Floor, Nariman Point, Mumbai - 400021.

Signature of Member / Proxy

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Even Number)	User ID	PAN / Seq. No

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting starts from Tuesday, 25th September, 2018 (9.00.a.m) End Dt : Thursday, 27th Sep, 2018 at 5.00 P.M. The voting module shall be disabled by NSDL for voting thereafter.

KOTHARI WORLD FINANCE LIMITED
Registered Office: C-121, Mittal Tower, 12th Floor, Nariman Point,
Mumbai - 400021, Telephone: +91-22-22851620, Fax: +91-22-22871694,
Website: www.kothariworld.com, Email : info@kothariworld.com,
CIN No. L65993MH1985PLC035005

FORM MGT- 11
(FORM OF PROXY)

Venue of the meeting: **C-121, Mittal Tower, 12th Floor, Nariman Point, Mumbai - 400021**

Date & Time: **Friday, 28th September, 2018 at 9.30 A.M**

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

I/We _____ of _____ being member/members of **Kothari World Finance Limited** hereby appoint the following as my/our Proxy to attend vote (for me/our behalf at the 33rd Annual General Meeting of the Company to be held on **Friday, 28th September, 2018 at 9.30 A.M** and at any adjournment thereof).

1. Mr. / Mrs. _____ (Name & Signature of the Proxy) or failing him/her
2. Mr. / Mrs. _____ (Name & Signature of the Proxy) or failing him/her
3. Mr. / Mrs. _____ (Name & Signature of the Proxy) or failing him/her

**I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

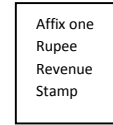
Sl. No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2018 and reports of the Board of Directors and the Auditors thereon		
2.	Re-appointment of Mr. Manohar Mhatre, who retires by rotation and being eligible offers himself for reappointment		
3.	Re-appointment of M/S JMK & Co. Chartered Accountants Mumbai (Firm Registration No. 120459W), as statutory Auditors of the Company		
Special Business			
4.	Re-appointment of Mrs. Liza Kothari as Managing Director of the Company for further period of 3 years with effect from 30th January, 2018 to 29th January, 2021		
5.	Investment(S), Loans, Guarantees and Security Under Section 185 & 186 of The Companies Act, 2013		
6.	Service of Documents		

KOTHARI WORLD FINANCE LIMITED

**This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he /she should write “Abstain” across the boxes against the Resolution.

Signature(s) of the Member(s)

1. _____
2. _____
3. _____



Signed this _____ day of _____ 2018.

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

