

28<sup>th</sup> September 2018

To,  
The Manager  
Corporate Relations Department,  
**BSE Limited**  
Corporate Relations Department,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001  
**KIND ATTN.: Mr. Jeevan Norhona**  
**Scrp Code No.: 511138**

Dear Sir,

**Sub: Scrutinizer Report for E-Voting, Poll and Combined Report carried out for the 33<sup>rd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018.**

Please find enclosed herewith Scrutinizer Report for E-Voting, Poll and Combined Report for E-Voting and poll carried out for the 33<sup>rd</sup> Annual General Meeting of the Company held on Friday, 28<sup>th</sup> September, 2018 at 09.30 a.m. at 121/C, Mittal Tower, 12<sup>th</sup> Floor, Nariman Point, Mumbai - 400021 for your record.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,

For **KOTHARI WORLD FINANCE LIMITED**



**NITESH KOTHARI**  
**DIRECTOR**  
**(DIN: 00024195)**

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**KOTHARI WORLD FINANCE LTD.**

C-121, Mittal Tower, Nariman Point, Mumbai - 400 021 (India) • [www.kothariworld.com](http://www.kothariworld.com)

Tel. +91-22-22851620 • Fax: +91-22-22871695 • Email: [info@kothariworld.com](mailto:info@kothariworld.com) • CIN: L65993MH1985PLC035005

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

**The Chairman of 33rd Annual General Meeting of Kothari World Finance Limited  
(The Company) held on the 28<sup>th</sup> Day of September, 2018 At "121/C, Mittal Tower,  
12<sup>th</sup> Floor, Nariman Point, Mumbai - 400021."**

Dear Sir,

I, Uma Lodha, Company Secretary in Practice, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 33rd Annual General Meeting of the Equity Shareholders of Kothari World Finance Limited (The Company), held on Friday, September 28, 2018 at 9:30 A.M. at 121/C, Mittal Tower, 12<sup>th</sup> Floor, Nariman Point, Mumbai - 400021, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**ORDINARY BUSINESS:**

**As an Ordinary Resolution - Item No. 1 Passed with the requisite majority.**

To receive, consider and adopt the Standalone and Consolidated audited Balance Sheet as of 31<sup>st</sup> 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.



# UMA LODHA & CO.

COMPANY SECRETARIES

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	40	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

As an Ordinary Resolution - Item no.2 Passed with the requisite majority.

To appoint a Director in place of Mr. Manohar Mhatre (DIN No. 00024326) who retires by rotation and being eligible offers himself for reappointment.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	40	100

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0





**As an Ordinary Resolution – Item no.3 Passed with the requisite majority.**

To re-appoint M/s. JMK & Co., Chartered Accountants, Mumbai as statutory auditors of the company for the financial year 2018-19 and fix their remuneration.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	40	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

**SPECIAL BUSINESS:**

**As Special Resolution – Item no.4 Passed with the requisite majority.**

Re-Appointment of Mrs. Liza Kothari (Din: 01273272) as a Managing Director of The Company.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	40	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0



# UMA LODHA & CO.

COMPANY SECRETARIES

**As Special Resolution – Item no.5 Passed with the requisite majority.**

To Authorise for advancing any loan under section 185 of the companies act, 2013 and increase the limits of investment(s), loans, guarantees and security under section 186 of the companies act, 2013.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	40	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

**As Special Resolution – Item no.6 Passed with the requisite majority.**

To fix charges of Service of Documents under section 20 of the companies act, 2013.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	40	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0



**UMA LODHA & CO.**  
COMPANY SECRETARIES

A Compact Disc (CD) CONTAINING A LIST OF EQUITY SHAREHOLDERS WHO VOTED "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

**For Uma Lodha & Co.  
Company Secretaries**



**Uma Lodha  
Proprietor  
(COP NO. 2593)**

**Place: Mumbai  
Date: September 28, 2018**

**Witness 1- Ms. Sayali Pawar**



**Witness 2- Ms. Madhu Kadam**





**SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR KOTHARI WORLD FINANCE  
LIMITED**

The Chairman of 33<sup>rd</sup> Annual General Meeting of Kothari World Finance Limited, (The Company) held on the 28<sup>th</sup> day of September, 2018 at 9.30 am at "121/C, Mittal Tower, 12<sup>th</sup> Floor, Nariman Point, Mumbai - 400021.

**Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of Directors of Kothari World Finance Limited at the meeting held on 7<sup>th</sup> August, 2018, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company held on the 28<sup>th</sup> Day of September, 2018 At 121/C, Mittal Tower, 12<sup>th</sup> Floor, Nariman Point, Mumbai - 400021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a scrutinizer report for the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

**The result of the E-voting is an under:**

Further, I submit my report as under:

- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days in advance from the date of Annual General Meeting in English in Free Press Journal Newspaper on 3<sup>rd</sup> September, 2018 and in Marathi in Navshakti newspaper on 3<sup>rd</sup> September, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- The e-voting remained open from Tuesday, 25<sup>th</sup> September, 2018 at 9.00 A.M. till Thursday, 27<sup>th</sup> September 2018 at 5.00 P.M.



# UMA LODHA & CO.

COMPANY SECRETARIES

- The members of the Company as on the "cutoff date" i.e.21<sup>st</sup> September,2018 was entitled to vote on the resolutions (item no.1 to 6) as set out in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company.
- The votes cast were unblocked on 28<sup>th</sup> September,2018 in the presence of 2 witnesses, Ms. Sayali Pawar and Ms. Madhu Kadam who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- There are in all 34 shareholders holding 64,71,144 Equity shares of the Company, who have participated in the e-voting process carried out by the Company.
- Thereafter , the details containing inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolution that were put to vote , were generated from the e-voting website of National Securities Depository Limited (NSDL)i.e. <https://www.e-voting.nsdl.com> and based on the reports generated , the result of the e-voting is as under:

## ORDINARY BUSINESS:

**As an Ordinary Resolution – Item No. 1 Passed with the requisite majority.**

To receive, consider and adopt the Standalone and Consolidated audited Balance Sheet as of 31<sup>st</sup> 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.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
34	6471144	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0





**UMA LODHA & CO.**  
COMPANY SECRETARIES

**Not voted**

Total Number of Members who have not voted	Total number of shares held by them
0	0

**As an Ordinary Resolution - Item no.2 Passed with the requisite majority.**

To appoint a Director in place of Mr. Manohar Mhatre (DIN No. 00024326) who retires by rotation and being eligible offers himself for reappointment.

**Voted in favour of the resolution:**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
33	6431144	100%

**Voted against the resolution:**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

**Not voted**

Total Number of Members who have not voted	Total number of shares held by them
1	40000



# UMA LODHA & CO.

COMPANY SECRETARIES

As an Ordinary Resolution – Item no.3 Passed with the requisite majority.

To re-appoint M/s. JMK & Co., Chartered Accountants, Mumbai as statutory auditors of the company for financial year 2018-19 and fix their remuneration.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
34	6471144	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

Not voted

Total Number of Members who have not voted	Total number of shares held by them
0	0

## **SPECIAL BUSINESS:**

As Special Resolution – Item no.4 Passed with the requisite majority.

Re-Appointment of Mrs. Liza Kothari (Din: 01273272) as a Managing Director of The Company.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
22	1667649	100%



# UMA LODHA & CO.

COMPANY SECRETARIES

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

Not voted

Total Number of Members who have not voted	Total number of shares held by them
12	4803495

**As Special Resolution - Item no.5 Passed with the requisite majority.**

To Authorise for advancing any loan under section 185 of the companies act, 2013 and increase the limits of investment(s), loans, guarantees and security under section 186 of the companies act, 2013.

Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
34	6471144	100%

Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0





# UMA LODHA & CO.

COMPANY SECRETARIES

**Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

**Not voted**

Total Number of Members who have not voted	Total number of shares held by them
0	0

**As Special Resolution – Item no.6 Passed with the requisite majority.**

To fix charges of Service of Documents under section 20 of the companies act, 2013.

**Voted in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
34	6471144	100%

**Voted against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**Invalid Votes**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
0	0

**Not voted**

Total Number of Members who have not voted	Total number of shares held by them
0	0



**UMA LODHA & CO.**  
COMPANY SECRETARIES

All the resolutions stands passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,  
Yours Faithfully,

For Uma Lodha & Co.  
(Company Secretaries)



Uma Lodha  
(Proprietor)  
Membership No.:5363  
C.P. No. 2593

Place: Mumbai

Date: 28<sup>th</sup> September,2018

Witness 1.

Ms. Sayali Pawar



Witness 2.

Ms. Madhu Kadam



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL CARRIED OUT FOR KOTHARI  
WORLD FINANCE LIMITED**

**Chairman of 33<sup>rd</sup> Annual General Meeting of Kothari World Finance Limited, (The Company)  
held on the 28 Day of September 2018 at "121/C, Mittal Tower, 12<sup>th</sup> Floor, Nariman Point,  
Mumbai - 400021.**

**Sub: Passing of Resolution through electronic and poll conducted at the 33<sup>rd</sup> Annual General  
Meeting of Kothari World Finance Limited (The Company) held on the 28<sup>th</sup> Day of September  
2018.**

Pursuant to the Resolution passed by the Board of Directors of Kothari World Finance Limited at the meeting held on 7<sup>th</sup> August, 2018, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the 33<sup>rd</sup> Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll under the provisions of Section 109 of Companies Act, 2013 read with and rule 21(2) of the Companies (Management and Administration) Rules, 2014], on the resolution contained in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company held on the 28<sup>th</sup> Day of September, 2018 At "121/C, Mittal Tower, 12<sup>th</sup> Floor, Nariman Point, Mumbai - 400021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and polls on the resolution contained in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a scrutinizer report for the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facility and also at the time of poll at the Annual general Meeting.

Further, I submit my report as under:

- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.





# UMA LODHA & CO.

COMPANY SECRETARIES

- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days in advance from the date of Annual General Meeting in English in Free Press Journal Newspaper on 3<sup>rd</sup> September,2018 and in Marathi in Navshakti newspaper on 3<sup>rd</sup> September,2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- The e-voting remained open from, Tuesday 25<sup>th</sup> September,2018 at 9.00 a.m. till Thursday, 27<sup>th</sup> September,2018 at 5.00 p.m.
- The members of the Company as on the "cutoff date" i.e.21<sup>st</sup> September,2018 was entitled to vote on the resolutions (item no.1 to 6) as set out in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company.
- The votes cast were unblocked on September 28, 2018 the presence of 2 witnesses, Ms. Sayali Pawar and Ms. Madhu Kadam who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- There are in all 34 shareholders holding 6471144 Equity shares of the Company, who have participated in the e-voting process carried out by the Company.
- Thereafter , the details containing inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolution that were put to vote , were generated from the e-voting website of National Securities Depository Limited (NSDL)i.e. <https://www.e-voting.nsdl.com> and based on the reports generated , the result of the e-voting is as under:

At the 33<sup>rd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September , 2018 the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in form MGT-13 dated 28<sup>th</sup> September,2018.

I have issued separate Scrutinizer Report dated, 28<sup>th</sup> September, 2018 on the e-Voting on the resolutions contained in the notice to the Annual General Meeting. As a request by the management, I hereby submit a combined report on the results of e-Voting together with that of poll as under:



# UMA LODHA & CO.

## COMPANY SECRETARIES

The result of the E-voting together with that of the Poll is as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Total number of valid votes	
		Nos.	% of Total number of valid votes cast	Nos.	% of Total number of valid votes cast	Nos.	% of Total number of valid votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	6471144	99.99%	0	0	6471144	99.99
	Poll	40	0.01%	0	0	40	0.01
	<b>TOTAL</b>	<b>6471184</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>6471184</b>	<b>100</b>
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	6431144	99.99%	0	0	6431144	99.99
	Poll	40	0.01%	0	0	40	0.01
	<b>TOTAL</b>	<b>6431184</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>6431184</b>	<b>100</b>
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	6471144	99.99	0	0	6471144	99.99
	Poll	40	0.01	0	0	40	0.01
	<b>TOTAL</b>	<b>6471184</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>6471184</b>	<b>100</b>
Item No. 4 of the Notice (As Special Resolution)	E-voting	1667649	99.99%	0	0	1667649	99.99
	Poll	40	0.01%	0	0	40	0.01
	<b>TOTAL</b>	<b>1667689</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>1667689</b>	<b>100</b>
Item No. 5 of the Notice (As Special Resolution)	E-voting	6471144	99.99%	0	0	6471144	99.99
	Poll	40	0.01%	0	0	40	0.01
	<b>TOTAL</b>	<b>6471184</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>6471184</b>	<b>100</b>
Item No. 5 of the Notice (As Special Resolution)	E-voting	6471144	99.99%	0	0	6471144	99.99
	Poll	40	0.01%	0	0	40	0.01
	<b>TOTAL</b>	<b>6471184</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>6471184</b>	<b>100</b>



# UMA LODHA & CO.

COMPANY SECRETARIES

All the Resolution stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.


Thanking you,

Yours faithfully,

For Uma Lodha & Co.  
Company Secretaries

  
Uma Lodha  
Proprietor  
(COP NO. 2593)

Place: Mumbai  
Date: 28<sup>th</sup> September, 2018

Witness 1. Ms. Sayali Pawar 

Witness 2. Ms. Madhu Kadam 