

COMBINED SCRUTINIZER REPORT FOR E-VOTING, PHYSICAL BALLOT & POLL FOR WEIZMANN FOREX LIMITED

To,
**The Chairman,
29th Annual General Meeting
WEIZMANN FOREX LIMITED**

Maharashtra Chamber of Commerce, Oricon House, 6th Floor,
Maharashtra Chamber of Commerce Path, Kalaghoda,
Mumbai - 400 001

Sub: Passing of Resolution through Electronic Voting, Physical Ballot Paper and Poll conducted at the 29th AGM of WEIZMANN FOREX LIMITED (the Company) held on Thursday, 11th September, 2014 at Maharashtra Chamber of Commerce, Oricon House, 6th Floor, Maharashtra Chamber of Commerce Path, Kalaghoda, Mumbai – 400 001.

Dear Sir,

The Company had appointed me as a Scrutinizer to scrutinize the E-voting process together with voting through the physical Ballot Forms and also for the Poll held at the 29th AGM of the Company held on September 11, 2014.

The E-voting was held between September 02 and September 04, 2014. Receipt of the physical Ballot Forms from those shareholders who did not have access to E-voting facility was made available up to the closure of E-Voting period on September 04, 2014.



The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Tuesday, 2nd September, 2014 at 9:00 a.m. to Thursday, 4th September, 2014 at 6:00 p.m. The Company had also sent physical Ballot Forms to the shareholders to facilitate the process of voting through physical forms where such shareholders did not have access to E-voting facility. Bigshare Services (India) Private Limited are the Registrar and Share Transfer Agents of the Company.

At the 29th AGM of the Company held on September 11, 2014, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting or could not cast their votes physically through the physical Ballot Forms, to record their votes through the poll process.

The result of the E-voting together with the votes cast through the physical Ballot Forms and those of the Poll are as under:

Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including the Statement of Profit & Loss for the year ended on that date, audited Balance Sheet as at 31st March, 2014 and the Reports of the Directors' and the Auditors' thereon.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|------------|------------------------------|----------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649955 | 100 | 0 | 0 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8650045 | 100 | 0 | 0 | 0 | 0 |



Item No. 2 - Ordinary Resolution

To declare dividend on Equity Shares.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|------------|------------------------------|----------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649654 | 100 | 0 | 0 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8650045 | 100 | 0 | 0 | 0 | 0 |

Item No. 3 - Ordinary Resolution

To appoint a Director in place of Mr. Hitesh V. Siraj (DIN-00058048) who retires by rotation and being eligible, offers himself for re-appointment.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|------------|------------------------------|----------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649654 | 100 | 0 | 0 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8650045 | 100 | 0 | 0 | 0 | 0 |



Item No. 4 - Ordinary Resolution

Appointment of and fixing of remuneration of Auditors.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|------------|------------------------------|----------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649654 | 100 | 0 | 0 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8650045 | 100 | 0 | 0 | 0 | 0 |

Item No. 5 - Ordinary Resolution

Appointment of Mr. Kishore M. Vussonji (DIN-00444408) as an Independent Director.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|------------|------------------------------|----------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649654 | 100 | 0 | 0 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8650045 | 100 | 0 | 0 | 0 | 0 |



Item No. 6 - Ordinary Resolution

Appointment of Mr. Upkar Singh Kohli (DIN-02528045), as an Independent Director.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 33 | 97.05 | 1 | 2.95 | 0 | 0 |
| Ballot forms | 8649588 | 99.99 | 66 | 0.001 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8649677 | 99.9957 | 67 | 0.0043 | 0 | 0 |

Item No. 7 - Ordinary Resolution

Appointment of Mr. Vishnu P. Kamath (DIN-00025682), as an Independent Director.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649588 | 99.99 | 66 | 0.001 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8649678 | 99.9957 | 66 | 0.0043 | 0 | 0 |



Item No. 8 - Ordinary Resolution

Appointment of Mr. Balkrishna L. Patwardhan (DIN-00147084), as an Additional Director.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649588 | 99.99 | 66 | 0.001 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8649678 | 99.9957 | 66 | 0.0043 | 0 | 0 |

Item No. 9 - Special Resolution

Appointment and Remuneration of Mr. B. S. Shetty as Managing Director.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649588 | 99.99 | 66 | 0.001 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8649678 | 99.9957 | 66 | 0.0043 | 0 | 0 |



Item No. 10 - Special Resolution

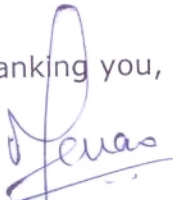
Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013.

| Method of Voting | Votes in Favour of the resolution | | Votes Against the resolution | | Invalid Votes | |
|------------------|-----------------------------------|----------------|------------------------------|---------------|---------------|----------|
| | Nos. | %age | Nos. | %age | Nos. | %age |
| E-voting | 34 | 100 | 0 | 0 | 0 | 0 |
| Ballot forms | 8649588 | 99.99 | 66 | 0.001 | 0 | 0 |
| Poll | 56 | 100 | 0 | 0 | 0 | 0 |
| TOTAL | 8649678 | 99.9957 | 66 | 0.0043 | 0 | 0 |

All resolutions stand passed under e-voting, physical ballot forms and poll with 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, physical ballot forms and Poll by the shareholder 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.

Thanking you,



MARTINHO FERRAO
Scrutinizer
Practicing Company Secretary

Date: 11th September, 2014

Place: Mumbai



RESULT OF VOTING ON AGM RESOLUTIONS- Clause 35A

1. To receive consider, and adopt the Audited Profit & Loss Account for the year ended 31st March, 2014 and the Balance sheet as on the even date together with the Reports of the Directors and Auditors thereon

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 1 | | | | | | | |
|----------------------------|---------------------------|----------------------------|--|-----------------------------------|---------------------------------|---|---|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes- in favour | Number of votes- against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23688 | 0.20 | 23688 | 0 | 100 | 0 |
| Total | 11564357 | 8649989 | 74.79 | 8649989 | 0 | 100 | 0 |

2. To declare dividend on Equity Shares-Ordinary

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

A



| Resolution 2 | | | | | | | |
|----------------------------|--------------------|---------------------|---|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23387 | 0 | 100 | 0 |
| Total | 11564357 | 8649688 | 74.79 | 8649688 | 0 | 100 | 0 |

3. To appoint Director in place of Mr. Hitesh V. Siraj, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 3 | | | | | | | |
|---------------------|--------------------|---------------------|---|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution | 199 | 0 | 0 | 0 | 0 | 0 | 0 |





CIN : L65990MH1985PLC037697

Regd. Off : Empire House , 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort , Mumbai - 400 001.

Tel : 022-2207 1501 (6 Lines) • Toll Free : 1800-22-9222 / 1800-22-5656 • Fax : 022-2207 1512

| Holdes | | | | | | | |
|---------------|-----------------|----------------|--------------|----------------|----------|------------|----------|
| Public Others | 2937857 | 23387 | 0.20 | 23387 | 0 | 100 | 0 |
| Total | 11564357 | 8649688 | 74.79 | 8649688 | 0 | 100 | 0 |

4. To appoint Sharp & Tannan, Chartered Accountants (Firm Registration no. 109982W) , who retire at the ensuing Annual General Meeting, as the Statutory Auditors of the company from conclusion of this meeting to the conclusion of next Annual General Meeting, and fix their remuneration-

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 4 | | | | | | | |
|----------------------------|--------------------|---------------------|---|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23387 | 0 | 100 | 0 |
| Total | 11564357 | 8649688 | 74.79 | 8649688 | 0 | 100 | 0 |

5. Appointment of Mr. Kishore M. Vussonji as an Independent Director

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 5 | | | | | | | |
|-----------------|--------------------|---------------------|---|---------------------------|-------------------------|----------------------|-----------------------|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour | % of Votes Against on |

A



| | held | polled | outstanding shares | votes-in favour | votes-against | in favour of votes polled | Against on votes polled |
|----------------------------|-----------------|----------------|---------------------|-----------------|---------------|---------------------------|-------------------------|
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23387 | 0 | 100 | 0 |
| Total | 11564357 | 8649688 | 74.79 | 8649688 | 0 | 100 | 0 |

6. Appointment of Mr. Upkar Singh Kohli as an Independent Director

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 6 | | | | | | | |
|----------------------------|--------------------|---------------------|---|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23320 | 67 | 99.71 | 0.29 |
| Total | 11564357 | 8649688 | 74.79 | 8649621 | 67 | 99.99 | 0.01 |

7. Appointment of Mr. Vishnu P. Kamath as an Independent Director

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM



| Resolution 7 | | | | | | | |
|----------------------------|---------------------------|----------------------------|--|----------------------------------|--------------------------------|---|---|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23353 | 0.20 | 23287 | 66 | 99.71 | 0.29 |
| Total | 11564357 | 8649688 | 74.79 | 8649622 | 66 | 99.99 | 0.01 |

8. Appointment of Mr. Balkrishna L. Patwardhan as an Independent Director

Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 8 | | | | | | | |
|----------------------------|---------------------------|----------------------------|--|----------------------------------|--------------------------------|---|---|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]* |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23287 | 66 | 99.71 | 0.29 |
| Total | 11564357 | 8649688 | 74.79 | 8649622 | 66 | 99.99 | 0.01 |




9. Re-appointment of Mr. B. S. Shetty as Managing Director
Resolution required : Ordinary Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 9 | | | | | | | |
|----------------------------|---------------------------|----------------------------|--|----------------------------------|--------------------------------|---|---|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = $[(2)/(1)]*100$ | (4) | (5) | (6)= $[(4)/(2)]*100$ | (7)= $[(5)/(2)]*$ |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23287 | 66 | 99.71 | 0.29 |
| Total | 11564357 | 8649688 | 74.79 | 8649622 | 66 | 99.99 | 0.01 |

10. Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013
Resolution required : Special Resolution

Mode of Vote : E-voting, Physical Voting and Poll at AGM

| Resolution 10 | | | | | | | |
|------------------------|---------------------------|----------------------------|--|----------------------------------|--------------------------------|---|---|
| Promoter/Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | Number of votes-in favour | Number of votes-against | % of votes in favour of votes polled | % of Votes Against on votes polled |
| | (1) | (2) | (3) = $[(2)/(1)]*100$ | (4) | (5) | (6)= $[(4)/(2)]*$ | (7)= $[(5)/(2)]*$ |






CIN : L65990MH1985PLC037697

Regd. Off : Empire House , 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort , Mumbai - 400 001.
Tel : 022-2207 1501 (6 Lines) • Toll Free : 1800-22-9222 / 1800-22-5656 • Fax : 022-2207 1512

| | | | | | | | |
|----------------------------|-----------------|----------------|--------------|----------------|-----------|--------------|-------------|
| | | | | | | 100 | |
| Promoter | 8626301 | 8626301 | 100 | 8626301 | 0 | 100 | 0 |
| Public-Institution Holders | 199 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Others | 2937857 | 23387 | 0.20 | 23287 | 66 | 99.71 | 0.29 |
| Total | 11564357 | 8649688 | 74.79 | 8649622 | 66 | 99.99 | 0.01 |

R

