



**Weizmann Forex Limited**

(CIN: L65990MH1985PLC037697)

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

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**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Weizmann Forex Limited

**NOTICE** is hereby given, in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“the **Act**”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“the **Rules**”) that the Resolution appended below are proposed to be passed by the Members as Special Resolution(s) by way of Postal Ballot in physical/electronic mode by giving their assent/ dissent. The Explanatory Statement pertaining to all the Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

In the event the draft Resolution as set out are assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Business at General Meeting. Special Resolution shall be declared as passed if the number of votes cast in favour are not less than three times the number of votes cast, if any, against the said Resolution. The date of the announcement of result of Postal Ballot shall be considered to be the date of General Meeting and the date of passing of the said Resolution.

**SPECIAL BUSINESS**

1. To consider and, if thought fit, to give assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** in accordance with Article 18 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (**the “Buyback Regulations”**), and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression includes any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded for the buyback by the Company of Upto 4,36,467 fully paid-up equity shares of a face value of ₹10/- each (**“Equity Shares”**) from the equity shareholders / beneficial owners of the equity shares of the Company as on the record date to be decided by the Board of Directors, including promoters, members of promoter group, and persons acting in concert (it being understood that the “promoter”, “promoter group”, and “persons acting in concert” will be such persons as have been disclosed in the filings made by the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended), for an amount not exceeding ₹ 30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) which amounts to 20% of total equity share capital and Free reserves as on 31<sup>st</sup> March 2018 (hereinafter referred to as the **“Buyback Offer Size”**) excluding transaction costs such as securities transaction tax, GST, stamp duty, filing fees, advisors' fees, brokerage, public announcement expenses, printing and dispatch expenses and other incidental and related expenses, at a price of ₹702/- (Rupees Seven Hundred and Two Only) per share on a proportionate basis through the “Tender Offer” route (hereinafter referred to as the **“Buyback”**), in accordance and consonance with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules and Management Rules.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback out of its free reserves and that the Buyback shall be through the Tender Offer route in such manner as may be prescribed under the Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the equity shareholders on a proportionate basis provided that 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of small shareholders, as defined in the Buyback Regulations (“**Small Shareholders**”), as of the Record Date, whichever is higher, shall be reserved for Small Shareholders.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback” notified by Securities and Exchange Board of India (“SEBI”) vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

**RESOLVED FURTHER THAT** the Buyback from the equity shareholders who are residents outside India including foreign corporate bodies, foreign institutional investors / foreign portfolio investors, non-resident Indians, shareholders of foreign nationality, if any, shall be subject to Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, Income Tax Act, 1961 and rules and regulations framed there under, and also subject to such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

**RESOLVED FURTHER THAT** nothing contained herein above shall confer any right on the part of any Member to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the Buyback, including but not limited to appointment of merchant bankers, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants, representatives, intermediaries, agencies, printers, advertisement agency, compliance officer as may be required, for the implementation of the Buyback; carrying out incidental documentation as also to make applications to the appropriate authorities for requisite approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, Declaration of Solvency, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) Registrar of Companies, Depositories and / or other authorities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders.”

**By order of Board of Directors**

Date: June 4, 2018

Place: Mumbai

**Registered office:**

Empire House, 214, Dr. D. N. Road,

Ent. A. K. Nayak Marg, Fort,

Mumbai – 400 001

Tel.: +91-22-22071501 Fax: + 91-22-22071514

E-mail: [investorsgrievance@weizmannforex.com](mailto:investorsgrievance@weizmannforex.com)

Website: [www.weizmannforex.com](http://www.weizmannforex.com)

CIN: L65990MH1985PLC037697

**B. Karthikeyan  
Managing Director**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Board vide its Resolution passed on June 4, 2018 has appointed Shri Martinho Ferrao, FCS No. 6221, CP No. 5676 Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and manner of conducting e-Voting is being sent electronically to all the members whose email ids are registered with the Company/Depository Participant(s). For Members, who request for the hard copy and those who have not registered their email addresses, physical copies of the same are being sent through permitted mode.
4. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on August 1, 2018.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on June 15, 2018. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
6. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the e voting instructions given in the Notice.
7. The voting period commences on July 2, 2018 at 9.00 a.m. and ends on August 1, 2018, at 5.00 p.m. The e-Voting module will be disabled by NSDL for voting thereafter.
8. The members may request for a duplicate Postal Ballot form, if so required or can download the same from the Company's website and the same duly completed form should reach the scrutinizer not later than the date and time specified above.
9. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on or before August 3, 2018. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on or before August 3, 2018 at 4.00 P.M. at the Registered office of the Company and the Resolution will be taken as passed effectively on the date of announcement of the result by Chairman or such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.

**11. Voting through electronic means:**

The instructions for Shareholders for e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

*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-into 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 108513 then user ID is 108513001

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 mferraocs@gmail.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

**By order of Board of Directors**

Date: June 4, 2018

Place: Mumbai

**B. Karthikeyan**  
**Managing Director**

**Registered office:**

Empire House, 214, Dr. D. N. Road,

Ent. A. K. Nayak Marg, Fort,

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Tel.: +91-22-22071501 Fax: + 91-22-22071514

E-mail: investorsgrievance@weizmannforex.com

Website: www.weizmannforex.com

CIN: L65990MH1985PLC037697

## EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

### Item No. 1

#### 1. Requisite details relating to the buy-back are given below:

##### a. Approval of the Board of Directors of the Company for the buy-back:

With the intent of distribution of surplus cash to the equity shareholders, the Board in its meeting held on June 4, 2018 considered and approved, subject to approval of shareholders of the Company by way of special resolution through Postal Ballot (“**Special Resolution**”) and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, the proposal to buyback the Company's equity shares of face value of ₹ 10/- (Rupees Ten only) each on a proportionate basis from the equity shareholders / beneficial owners of the equity shares of the Company including promoters, members of promoter group, and persons acting in concert (it being understood that the “promoter”, “promoter group”, and “persons acting in concert” will be such persons as have been disclosed under the filings made by the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended) as on the record date to be decided by the Board, through the 'Tender Offer' route as prescribed under the Buy-back Regulations, the Articles of Association and pursuant to Section 68 and other applicable provisions of the Act.

The aforesaid Buyback shall be less than 25% of the aggregate paid-up equity capital and free reserves of the Company at a price of ₹ 702/- (Rupees Seven Hundred and Two only) per Equity Share. The Buyback will comprise a purchase of up to 436,467 Equity Shares for an aggregate amount of up to ₹ 30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) (aggregating up to 20% of the paid-up equity share capital and free reserves of the Company as on March 31, 2018)

##### b. Rationale for Buyback:

Buyback is being undertaken by the Company after taking into account the strategic and operational capital needs in short, medium and long term and for returning surplus funds to the shareholders in an effective and efficient manner.

The buy-back is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

- i. The buy-back gives an option to the equity shareholders to either participate in the buy-back and receive cash in lieu of Equity Shares accepted under the buy-back or not participate in the buy-back and enjoy a resultant increase in their percentage shareholding in the Company post the buy-back;
- ii. The buy-back helps to return surplus cash to its shareholders, in proportion to their shareholding, thereby, enhancing the overall returns to shareholders;
- iii. The buy-back would help in improving certain key financial ratios of the Company;
- iv. The buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve a reservation for small shareholders as defined in the Buy-back Regulations. As defined in the Buy-back Regulations, a “small shareholder” is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of such equity shares, as on the Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs).

##### c. Maximum amount required under the buy-back & its percentage of the total paid-up capital and free reserves and the sources of funds from which the buyback would be financed:

Pursuant to Section 68 (2) (c) of the Companies Act, 2013, a Company can buyback 25% or less of the aggregate paid up share capital and free reserves as per last audited financials. The proposed buyback shall be for upto Rs. 30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) amounting to 20% of the paid up share capital and free reserves as on March 31, 2018 and is therefore within the limit of 25% of Company's paid up share capital and free reserves as prescribed under Section 68 (2) of the Companies Act, 2013. This amount excludes any transaction costs such as securities transaction tax, GST, stamp duty, filing fees, advisors' fees, brokerage, public announcement expenses, printing and dispatch expenses and other incidental and related expenses.

Further, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 28,91,089 Equity Shares. Since the Company proposes to buyback up to 436,467 Equity Shares, the same is within the aforesaid 25% limit.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company and no funds will be borrowed from Banks and Financial Institutions for the Buyback.

The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement.

The Company confirms that as required under Section 68(2) (d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid up equity share capital and free reserves after the Buyback.

**d. Maximum buy-back Price and the basis of arriving at the Maximum buy-back price:**

The buyback price shall be Rs. 702/- per equity share. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Share.

The shares are being offered for buyback at a premium of 23.8% & 24.2% over closing price of equity shares on NSE and BSE respectively on the date of Board meeting to consider the proposal for buyback.

**e. Number of shares that the Company proposes to buy-back and the time limit for completing the buy-back:**

The Company proposes to buyback up to 436,467 fully paid up Equity Shares of face value ₹ 10/- per equity share. The buy-back is proposed to be completed within 12 months from the date of passing the special resolution approving the proposed buy-back.

**f. Method to be adopted of buy back**

The equity shares shall be purchased through buyback by the Company using 'Tender Offer' route as prescribed under "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

As required under the Buyback Regulations, the Company will announce a record date (**the "Record Date"**) for determining the names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback. In due course, each shareholder, holding Equity Shares as on the Record Date, will receive a letter of offer (the "Letter of Offer") along with a tender / offer form indicating the entitlement of the shareholder for participating in the Buyback.

The Equity Shares to be bought back as a part of the buyback is divided in two categories:

- i. Reserved category for Small Shareholders; and
- ii. General category for all other shareholders.

As defined in Regulation 2(1)(1a) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having the highest trading volume as on the Record Date, of not more than ₹ 2,00,000/- (Rupees Two Lakh only). In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall, if any, created due to non-participation of some other Members. The maximum equity shares tendered under the Buyback by any Member cannot exceed the number of equity shares held by the Member as on the Record Date.

The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

Based on the holding of Equity Shares on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Detailed instructions for participation in the buy-back as well as the relevant Schedule of Activities will be included in the Letter of Offer which will be sent in due course to the equity shareholders as on the Record Date.

The buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as are required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.

**g. The aggregate shareholding of the Promoter and Promoter Group, persons who are in control of the Company, the directors of companies which are part of the Promoter and Promoter Group and directors and key managerial personnel of the Company as on the date of this Notice are as follows:**

(i) The aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company:

Sr.no	Name of Shareholder	No. of Shares held	Percentage (%)
1	Chetan Mehra	12,24,067	10.58
2	Dharmendra Gulabchand Siraj	6,45,715	5.59
3	Arun Durgadas Mehra	133	0.00
4	Isha Siraj Kedia	1,16,514	1.01
5	Anju Siraj	8,29,069	7.17
6	Nirmal D Mehra	3,360	0.03
7	Radhika Mehra	80,005	0.69
8	Hansneel Impex Private Limited	3,52,424	3.05
9	Kotta Enterprises Limited	9,32,725	8.07
10	Avinaya Resources Limited	1,000	0.01
11	Purvaja Projects Limited	2,60,631	2.25
12	Ramakrishna Iron Works Private Limited	1,000	0.01
13	Sitex India Private Limited	4,07,578	3.52
14	Tapi Energy Projects Limited	1,000	0.01
15	Windia Infrastructure Finance Limited	20,34,600	17.59
16	Inspeed Power Private Limited	4,10,269	3.55
17	Karma Energy Limited	1,000	0.01
18	Prabhanjan Multitrade Private Limited	13,45,808	11.64
	<b>TOTAL</b>	<b>86,46,898</b>	<b>74.77</b>

(ii) The aggregate shareholding of the directors of companies, which are part of the Promoter and Promoter Group:

Sr.no	Name of Director of promoter group companies	No. of Shares held	Percentage(%)
1	Chetan Mehra	12,24,067	10.58
2	Dharmendra Gulabchand Siraj	6,45,715	5.59
3	Radhika Mehra	80,005	0.69
4	Arun Durgadas Mehra	133	0.00
5	Anju Siraj	8,29,069	7.17



(iii) None of the directors and key managerial personnel of the Company hold any equity shares in the Company except for the following:

Sr. no	Name of Director or Key Managerial Personnel	Category	No. of Shares held	Percentage(%)
1	Chetan Mehra	Director	12,24,067	10.58
2	Dharmendra Gulabchand Siraj	Director	6,45,715	5.59

(iv) No Equity Shares of the Company have been purchased/sold by any of the Promoter, and Promoter Group, Directors of the Promoter Group companies, Directors and Key Managerial Personnel of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Notice, except for the following transactions:

Name	Date of Transfer	No. of Shares	Details of Transfer	Price
Dharmendra Gulabchand Siraj	12.04.2018	1,16,514	Inter-se transfer of shares from Shweta Siraj related to Dharmendra Gulabchand Siraj as daughter	₹ 1,065 per share Excluding Brokerage and other transaction costs

**h. Intention of the Promoters and Promoters Group of the Company to tender equity shares for buy-back:**

In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group of the Company, have expressed their intention vide their letters dated June 4, 2018 to participate in the Buyback and offer up to 4,36,467 equity shares in aggregate or any such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback.

Sr.no	Name of Shareholder	No. of Shares held	Maximum number of Shares to be tendered
1	Chetan Mehra	12,24,067	4,36,467
2	Dharmendra Gulabchand Siraj	6,45,715	4,36,467
3	Arun Durgadas Mehra	133	133
4	Isha Siraj Kedia	1,16,514	1,16,514
5	Anju Siraj	8,29,069	4,36,467
6	Nirmal D Mehra	3,360	3,360
7	Radhika Mehra	80,005	80,005
8	Hansneel Impex Private Limited	3,52,424	3,52,424
9	Kotta Enterprises Limited	9,32,725	4,36,467
10	Avinaya Resources Limited	1,000	1,000
11	Purvaja Projects Limited	2,60,631	2,60,631
12	Ramakrishna Iron Works Private Limited	1,000	1,000
13	Sitex India Private Limited	4,07,578	4,07,578
14	Tapi Energy Projects Limited	1,000	1,000
15	Windia Infrastructure Finance Limited	20,34,600	4,36,467
16	Inspeed Power Private Limited	4,10,269	4,10,269
17	Karma Energy Limited	1,000	1,000
18	Prabhanjan Multitrade Private Limited	13,45,808	4,36,467
	<b>TOTAL</b>	<b>86,46,898</b>	

In order to be in compliance with 10(4)(C) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the promoter director/ director belonging to Promoter Group i.e. Mr. Dharmendra Siraj-Chairman and Mr. Chetan Mehra- Vice Chairman did not participate in the board meeting dated June 04, 2018 for approval of buyback. Further, Promoter / Promoter Group entities have undertaken to not participate in the postal ballot process for approval of buy-back.

Details of the date and price of acquisition of the equity shares from which the Promoter / Promoter Group entities intend to tender their equity shares are set-out below.

Name of Promoter/ Promoter Group Entities	Date of Acquisition	Number of Shares	Nominal Value ₹	Issue Price / Transfer Price - ₹	Consideration ₹	Nature of Transactions
Chetan Mehra	16.12.2010	2,20,236	10	2.38	5,25,095	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	16.12.2010	2,16,231	10	9.12	19,72,027	
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Dharmendra Gulabchand Siraj	16.12.2010	1,36,352	10	4.54	6,19,038	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	22.02.2016	3,00,115	10	4.37	13,11,879	Interse transfer of shares amongst promoter group
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>4,36,467</b>
Arun Durgadas Mehra	16.12.2010	133	10	1.92	256.00	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>133</b>
Isha Siraj Kedia	16.12.2010	1,16,514	10	6.68	7,78,137	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>1,16,514</b>

Anju Siraj	16.12.2010	3,89,627	10	2.41	9,39,001	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	16.12.2010	46,840	10	7.51	3,51,768	
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Nirmal D Mehra	16.12.2010	3,360	10	16.93	56,896	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Radhika Mehra	16.12.2010	80,005	10	4.59	3,67,544	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Hansneel Impex Pvt Ltd	23.01.2015	1,000	10	313.31	3,13,310	Purchased from open market
	12.07.2017	1,50,000	10	660.70	9,91,05,000	
	21.08.2017	2,01,424	10	756.35	15,23,46,049	
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Kotta Enterprises Limited	23.01.2014	4,36,467	10	77.06	3,36,34,147	Purchased from open market
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Avinaya Resources Limited	31.12.2007	1,000	10	0.05	50	Purchased from open market
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Purvaja Projects Limited	23.01.2015	20,698	10	313.31	64,95,312	Purchased from open market
	29.01.2015	2,19,933	10	660.70	6,51,65,268	
	25.02.2015	20,000	10	756.35	58,05,800	
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Ramakrishna Iron Works Pvt Ltd	16.12.2010	1,000	10	2.20	2,204	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	<b>Maximum number of Equity Shares intended to be tendered</b>					

Sitex India Private Limited	16.12.2010	4,07,568	10		17,57,525	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	08.08.2017	10	10	774.61	7,746	Purchased from open market
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>4,07,578</b>
Windia Infrastructure Finance Limited	16.12.2010	4,36,467	10	3.92	17,10,951	Shares allotted in the Company pursuant to Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>4,36,467</b>
Inspeed Power Private Limited	14.11.2013	100	10	66.20	6,620	Inter se transfer of shares amongst promoter group
	10.02.2016	1,00,000	10	209.51	2,09,50,930	Purchased from open market
	10.02.2016	94,000	10	209.41	1,96,84,465	
	10.02.2016	1,00,000	10	187.19	1,87,18,700	
	10.02.2016	96,434	10	187.49	1,80,80,150	
	19.07.2016	10,000	10	210.97	21,09,700	
	22.07.2016	9,698	10	208.81	20,25,039	
	07.08.2017	37	10	773.83	28,632	
	<b>Maximum number of Equity Shares intended to be tendered</b>					
Karma Energy Limited	01.04.2011	1,000	10	27.63	27,630	The holding in Weizmann Forex Ltd of Avirodh Financial Services Ltd pursuant to its merger with Karma Energy Ltd.
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>1,000</b>
Prabhanjan Multitrade Private Limited	16.12.2010	1,22,720	10	19.00	23,31,714	Shares allotted pursuant to Demerger of Forex Undertaking from Weizmann Limited to Weizmann Forex Limited
	16.12.2010	2,54,046	10	7.00	17,78,092	
	16.12.2010	59,701	10	7.10	4,23,877	
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>4,36,467</b>
Tapi Energy Projects Ltd	15.02.2010	1,000	10	10.00	10,000	Weizmann Forex Limited Shares Received in lieu of Shares of Chankya Holdings Private Limited ( Now : Weizmann Forex Limited )
	<b>Maximum number of Equity Shares intended to be tendered</b>					<b>1,000</b>

**I. No Defaults:**

The Company confirms that there are no defaults made or subsisting in the repayment of deposits / interest thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of term loans / interest thereon to any financial institution or banks.

**j. Confirmation that the Board of Directors have made full enquiry into the affairs and prospects of the Company and that they have formed the opinion :**

The Board of Directors of the Company have confirmed that they have made a full enquiry into the affairs and prospects of the Company and have formed the opinion:

- a. That immediately following the date of the Board Meeting held on June 04, 2018 and the date on which the results of the shareholders' resolution with regard to the proposed Buyback are declared (the "**Postal Ballot Resolution**"), there will be no grounds on which the Company can be found unable to pay its debts;
- b. That as regards the Company's prospects for the year immediately following the date of the Board meeting held on June 04, 2018 as well as the year immediately following the date on which the results of the shareholders' resolution with regard to the proposed Buyback are declared, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting approving the Buyback or within a period of one year from the date on which the results of the shareholders' resolution with regard to the proposed Buyback are declared, as the case may be;
- c. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).

**k. Report addressed to the Board of Directors by the Company's Auditors:**

**The Board of Directors  
Weizmann Forex Limited**  
Empire House 214,  
Dr. D. N. Road,  
A K Nayak Marg,  
Fort, Mumbai-400001.

Dear Sirs /Madam,

**Subject: Statutory Auditor's Report in respect of proposed buyback of equity shares by Weizmann Forex Limited ("the Company") in terms of clause (xi) of Part A of Schedule II of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("Buyback Regulations").**

1. This Report is issued in accordance with the terms of our engagement letter dated June 02, 2018.
2. The Board of Directors of the Company have approved a proposal for buy-back of Equity Shares by the Company at its meeting held on June 04, 2018 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying Statement of permissible capital payment (including premium) ("Annexure A") as at March 31, 2018 (hereinafter referred together as the "Statement") This Statement has been prepared by the Management of the Company, which we have initialed for identification purposes only.

**Management's Responsibility for the Statement**

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of

the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

### **Auditors Responsibility**

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:
  - i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements as at and for the year ended March 31, 2018.
  - ii. if the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements as at March 31, 2018 in accordance with Section 68(2) of the Act; and
  - iii. if the Board of Directors of the Company, in their meeting held on June 04, 2018 have formed the opinion as specified in Clause (x) of Part A of Schedule II to the Buy-Back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date and from the date on which the results of the shareholders' resolution with regards to the proposed buyback are declared.
6. The standalone financial statements referred to in paragraph 5 above, have been audited by us, on which we issued an unmodified audit opinion vide our report dated May 29, 2018. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("the ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

### **Opinion**

9. Based on enquiries conducted and our examination as above, we report that:
  - i. We have enquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the year ended March 31, 2018 which has been approved by the Board of Directors of the Company on May 29, 2018.
  - ii. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith, is properly determined in our view in accordance with Section 68 (2)(C) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended March 31, 2018.
  - iii. The Board of Directors of the Company, in their meeting held on June 04, 2018 have formed their opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated June 04, 2018, and from the date on which the results of the shareholders' resolution with regards to the proposed buyback are declared.

### **Restriction on Use**

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other

applicable provisions of the Act and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

**SHARP & TANNAN LLP**  
**Chartered Accountants**  
(Firm Registration No. 127145W/W100218)  
by the hand of

**Place: Mumbai**  
**Date: June 4, 2018**

**Edwin P. Augustine**  
**Partner**  
**Membership No. 043385**

**Annexure A**  
**Weizmann Forex Limited**

Particulars as on March 31, 2018	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
Paid up Share Capital of face value Rs. 10 each		1,156.44
Free Reserves:		
a) General Reserves	3,159.67	
b) Profit & Loss Account	10,967.60	
Total Free Reserves*		14,127.27
<b>Total Paid Up Capital &amp; Free Reserves</b>		<b>15,283.71</b>
Maximum amount permissible for Buy -back under section 68 of the act i.e. 25% of the total paid up capital and free reserves with the shareholder's approval		3,820.93

\*Excluding re-measurement profits on fair valuation of assets Rs. 3,379.17 Lakhs.

**I. As per the provisions of the Buy-back Regulations and the Companies Act, 2013:**

- i) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the buy-back;
- ii) The Company shall not raise further capital for a period of one year from the closure of the buy-back, except in discharge of its subsisting obligations, or such period as may be applicable under extant regulations;
- iii) The special resolution approving the buy-back will be valid for a maximum period of 1 year from the date of passing the said special resolution (or such extended period as may be permitted under the Companies Act, 2013 or the Buy-back Regulations or by the appropriate authorities). The Schedule of Activities for the buy-back shall be decided by the Board of Directors within the above time limits;
- iv) The equity shares bought back by the Company will be compulsorily cancelled;
- v) The Company shall not withdraw the buy-back once the shareholders have approved the buy-back;
- vi) The Company shall not buy-back locked-in equity shares and non-transferable equity shares if any, till the pendency of the lock-in or till the equity shares become transferable; and
- vii) The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013, the ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after the buy-back.

For any clarifications related to the Buy-Back process, the equity shareholders may contact the following:

**Mr. B. Karthikeyan- Managing Director or Mr. Anant Yadav- CFO**

**WEIZMANN FOREX LIMITED**

214, Empire House, Dr. D N. Road, Ent. A K Nayak Marg,  
Fort ,Mumbai ,Maharashtra ,400001  
E-mail: [investorsgrievance@weizmannforex.com](mailto:investorsgrievance@weizmannforex.com)  
Phone: 022-22071501

Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the buyback, the Auditors Report dated June 4, 2018 and the audited accounts for the financial year 2017-18 are available for inspection by the members of the Company at its registered office on any working day between 10 a.m. and 5 p.m. up to the last date of receipt of postal ballot form specified in the accompanying notice.

In the opinion of the Board, the proposal for buy-back is in the interest of the Company and its equity shareholders. The directors, therefore, recommend passing of the special resolution as set out in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are directly / indirectly concerned / interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The promoter director/ Director belonging to Promoter Group Mr. Dharmendra Siraj- Chairman and Mr. Chetan Mehra- Vice Chairman did not participate in the board meeting. Further, the Promoter / Promoter Group entities have undertaken to not participate in the postal ballot process for approval of buy-back.

**By order of Board of Directors**

Date: June 4, 2018  
Place: Mumbai

**B. Karthikeyan**  
**Managing Director**

**Registered office:**

Empire House, 214, Dr. D. N. Road,  
Ent. A. K. Nayak Marg, Fort,  
Mumbai – 400 001  
Tel.: +91-22-22071501 Fax: + 91-22-22071514  
E-mail: [investorsgrievance@weizmannforex.com](mailto:investorsgrievance@weizmannforex.com)  
Website: [www.weizmannforex.com](http://www.weizmannforex.com)  
CIN: L65990MH1985PLC037697





**Weizmann Forex Limited**

(CIN: L65990MH1985PLC037697)

Regd Off: Empire House, 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001  
Tel Nos. 22071501 (6 Lines), Fax: 22071514, Website : www.weizmannforex.com  
Email: investorsgrievance@weizmannforex.com

**Please read the instructions printed overleaf carefully before completing this form**

**POSTAL BALLOT FORM**

**Sr. No.:**

1. Name(s) of Shareholder(s) :  
(in block letters)  
(including joint holders, if any)
2. Registered Address of the sole/first :  
named shareholder
3. Registered Folio No./DP ID No. / :  
Client ID No.\*  
(\*applicable to investors holding  
shares in dematerialized form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the respective resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Particulars of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for Approval for Buyback of Shares			

Place: .....

Date: .....

\_\_\_\_\_  
Signature of the Shareholder

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	Password
108513		

1. Each equity share of the Company carries one vote.
2. Last date for receipt of Postal Ballot form by Scrutinizer is **August 1, 2018 up to 5.00 p.m.**

## **INSTRUCTIONS**

### **PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

1. The company is pleased to provide e-voting facility as an alternate for shareholders of the Company to enable them to cast their votes electronically instead of through physical ballot, for this purpose, necessary arrangements have been made with the National Securities Depository Limited (“**NSDL**”) to facilitate e-voting. E-voting is optional.
2. Voting period commences on and from July 2, 2018 from 9.00 a.m. and ends on August 1, 2018 at 5.00 p.m.
3. Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to Shri Martinho Ferrao & Associates., the Scrutinizer for the postal ballot, C/o. Weizmann Forex Ltd, 214, Empire House, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 1 in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 P.M.) on or before August 1, 2018. The postage will be borne and paid by the Company.
4. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in pt. (3) above.
5. This Postal Ballot Form should be completed and signed by the member or members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
6. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. Also the Postal Ballot will be considered invalid if the signature does not match with the specimen signature of the Company. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorized signatories.
8. Members are requested not to send any other paper (other than Board Resolution /Authority) along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope addressed to the Scrutinizer as mentioned in Sr. No.3 above and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A tick mark (√) should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be before mailing the Postal Ballot form. The assent / dissent received in any other form shall not be considered valid. Postal ballot forms bearing (√) mark in both the columns will render the form invalid.
10. The postal ballot shall not be exercised by a proxy.
11. Members are requested to complete the postal ballot form in indelible ink {avoid completing it by using erasable writing medium(s) like pencil.}
12. Kindly note that the members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
13. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the member(s) on June 15, 2018.
14. Shareholders desiring split voting i.e FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot form from the URL:<http://www.evoting.nsdl.com> or from the website of the Company-[www.weizmannforex.com](http://www.weizmannforex.com). However the duly completed duplicate / additional Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point no.3.