

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of Weizmann Forex Limited (the "Company") as on the Record Date in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "Buyback Regulations"). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e. Keynote Corporate Services Limited or the Registrar to the Buyback i.e. Bigshare Services Private Limited. Please refer to the section on 'Definitions' for the definition of the capitalized terms used herein.



Weizmann Forex Limited

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

Tele. No. 22071501 (6 Lines), **Fax :** 22071514

Email: investorsgrievance@weizmannforex.com

Website: www.weizmannforex.com

Corporate Identification Number (CIN): L65990MH1985PLC037697

Contact Person: Mr. B. Karthikeyan, Managing Director and Compliance Officer

OFFER FOR BUYBACK OF UPTO 4,36,467 (FOUR LAKHS THIRTY SIX THOUSAND FOUR HUNDRED AND SIXTY SEVEN) FULLY PAID UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹10 (INDIAN RUPEES TEN ONLY) EACH AT A PRICE OF ₹702 (INDIAN RUPEES SEVEN HUNDRED AND TWO) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.

- 1 The Buyback is in accordance with the provisions contained in Article 18 of the Articles of Association of the Company, Sections 68, 69, 70, 110 and other applicable provisions if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable), the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations and other applicable provisions contained in the Buyback Regulations, as amended (including any statutory modifications or re-enactments that may be introduced from time to time), and subject to such other applicable approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory and/or regulatory authorities including but not limited to SEBI, the Stock Exchanges, the ROC and the RBI.
- 2 The Buyback Offer size constitutes 20.05% of the aggregate of the fully paid-up equity share capital and free reserves, as per the audited standalone accounts of the Company for the financial year ended March 31, 2018 and is within the statutory limits of 25% of the aggregate of the fully paid up equity share capital and free reserves as per the audited standalone accounts of the Company for the financial year ended March 31, 2018.
- 3 This Letter of Offer is sent to the Equity Shareholder(s)/ Beneficial Owner(s) of Equity Shares as on the Record Date i.e; **August 16, 2018.**
- 4 The procedure for tendering and settlement is set out in clause 20 on page 36 of this Letter of Offer.
- 5 The Form of Acceptance-cum-Acknowledgement (the "Tender Form") is enclosed together with this Letter of Offer.
- 6 For mode of payment of consideration to the Equity Shareholders, please refer to clause 20 (20.25) on page 45 of this Letter of Offer.
- 7 A copy of the Public Announcement and the Letter of Offer (including the Tender Form) will be available on the website of Securities and Exchange Board of India at www.sebi.gov.in and the company at www.weizmannforex.com
- 8 Equity Shareholders are advised to refer to Details of the Statutory Approvals and Note on Taxation in clause 17 on page 29 and clause 21 on page 47, respectively, of this Letter of Offer, before tendering their Equity Shares in the Buyback.

BUY BACK OFFER OPENS ON: WEDNESDAY, OCTOBER 03, 2018

BUY BACK OFFER CLOSES ON: TUESDAY, OCTOBER 16, 2018

LAST DATE/ TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO THE BUY BACK OFFER: FRIDAY, OCTOBER 19, 2018

MANAGER TO THE BUY BACK

REGISTRAR TO THE BUY BACK

KEYNOTE

KEYNOTE CORPORATE SERVICES LIMITED

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400028;

Tel: +91-22- 30266000-3; **Fax:** +91-22- 3026 6088;

E-mail: mbd@keynoteindia.net;

Website: www.keynoteindia.net;

Contact Person: Ms. Pooja Sanghvi / Mr. Shashank Pisat

SEBI Registration No.: INM 000003606;



BIGSHARE SERVICES PVT. LTD

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra

Tel : +91 -22- 6263 8200, **Fax :** +91 -22- 6263 8299

Email Id : buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Ashok Shetty/ Mr. Ashish Bhope

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1. SCHEDULE OF ACTIVITIES

Activity	Day and Date
Date of the Board meeting to approve the proposal for Buyback of Equity Shares	Monday, June 04, 2018
Date of declaration of the results of postal ballot for special resolution by the Shareholders of the Company, approving the Buyback Offer	Friday, August 03, 2018
Date of publication of Public Announcement for the Buyback	Tuesday, August 07, 2018
Record Date for determining the Buyback Entitlement and the names of Eligible Sellers	Thursday, August 16, 2018
Buyback opens on / date of opening of Buyback	Wednesday, October 03, 2018
Buyback closes on / date of closing of Buyback	Tuesday, October 16, 2018
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar and Transfer Agent	Friday, October 19, 2018
Last date of verification by Registrar	Tuesday, October 23, 2018
Last date of providing Acceptance to the Stock Exchange by the Registrar	Thursday, October 25, 2018
Last date of settlement of bids on the Stock Exchange	Friday, October 26, 2018
Last date of dispatch of share certificate(s) by RTA / return of unaccepted demat shares by Stock Exchange to Selling Member	Friday, October 26, 2018
Last date of extinguishment of Equity Shares	Friday, November 02, 2018

2. DEFINITION OF KEY TERMS

Acceptance	Acceptance of fully paid-up Equity Shares tendered by Eligible Sellers in the Buyback Offer.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by BSE in the form of a separate window in accordance with the SEBI Circular.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Seller over and above the Buyback Entitlement of such Equity Shareholder upto the Eligible Equity Shares.
Articles/ AOA	Articles of Association of the Company.
Board/ Board of Directors	Board of Directors of the Company.
Board Meeting	Meeting of the Board of Directors held on Monday, June 04, 2018, approving the proposal for the Buyback Offer.
BSE	BSE Limited.
Buyback/ Offer	Offer by Weizmann Forex Limited to buy back up to 4,36,467 (Four Lakhs Thirty Six Thousand Four Hundred and Sixty Seven) fully paid-up Equity Shares of face value of ₹10/- (Rupee Ten only) each at a price of ₹702/- (Rupees Seven Hundred and Two only) per Equity Share from the fully paid-up equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date, through the Tender Offer route on a proportionate basis.

Buyback Committee	The Buyback committee of the Board, constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated Monday, June 04, 2018
Buyback Entitlement	The number of Equity Shares that an Equity Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by that Equity Shareholder, on the Record Date and the ratio of Buyback applicable in the category, to which such Equity Shareholder belongs.
Buyback Price	Price at which Equity Shares will be bought back from the Equity Shareholders i.e. ₹702/- (Rupees Seven Hundred and Two only) per fully paid up Equity Share, payable in cash.
Buyback Regulations	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 including any statutory modifications or re-enactments thereof.
Buyback Size	Number of Equity Shares proposed to be bought back (i.e. 4,36,467 Equity Shares) multiplied by the Buyback Price (i.e. ₹702/- per Equity Share) aggregating to ₹ 30,63,99,834/- (Rupees Thirty Crores Sixty Three Lakhs Ninety Nine Thousand Eight Hundred and Thirty Four Only), on a proportionate basis, from the Eligible Shareholders by way of a Tender Offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circular.
CDSL	Central Depository Services (India) Limited.
Company	Weizmann Forex Limited
Companies Act	The Companies Act, 2013, with Rules notified therein as amended.
Company's Broker	Keynote Capitals Limited
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
DP	Depository Participant
Letter of Offer/ Offer Document	This Letter of Offer dated Tuesday, September 18, 2018 filed with SEBI.
LTCG	Long-term Capital Gains
Eligible Seller(s)	Person(s) eligible to participate in the Buyback/ Offer and would mean all Equity Shareholders as on the Record Date being August 16, 2018
Equity Shares	Fully paid-up equity shares of face value of ₹ 10/- each of Weizmann Forex Limited.
Equity Shareholder	Holders of fully paid-up Equity Shares and includes beneficial owners thereof.
Escrow Account	The Escrow Account titled "ESCROW ACCOUNT - WEIZMANN FOREX LIMITED – BUY BACK OFFER " opened with IndusInd Bank Limited
Escrow Agent	IndusInd Bank Limited
Escrow Agreement	The escrow agreement dated July 25, 2018 entered into between the Company, IndusInd Bank Limited and Keynote Corporate Services Limited.
FCNR account	Foreign Currency Non-Resident account.
FDI	Foreign Direct Investment

FEMA	Foreign Exchange Management Act, 1999, as amended.
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
HUF	Hindu Undivided Family.
IT Act/ Income Tax Act	Indian Income Tax Act, 1961, as amended.
Manager to the Buyback	Keynote Corporate Services Limited
Non-Resident Shareholders	Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI) and erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals.
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited.
OCB	Overseas Corporate Bodies
Promoter and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the listing agreement/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Public Announcement	Public announcement published on August 07, 2018.
RBI	Reserve Bank of India.
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Sellers to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback offer in accordance with the Buyback Regulations. The Record Date for the Offer is August 16, 2018.
Registrar to the Buyback	Bigshare Services Private Limited
Rules	Rules notified under Companies Act, 2013.
SEBI	The Securities and Exchange Board of India.
Seller Member/ Seller Broker	A Stock broker (who is a member of the BSE) of an Eligible Seller, through whom the Eligible Seller wants to participate in the Buyback.
Small Shareholder	A Shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such security, as on record date is not more than two lakh rupee
Stock Exchanges	BSE & NSE being the stock exchanges where the Equity Shares of the Company are listed.
Tender Form	Form of Acceptance–cum–Acknowledgement.
Tender Offer	Method of buy back as defined in Regulation 2(1)(o) of the Buyback Regulations.
TRS	Transaction Registration Slip.
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, Keynote Corporate Services Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Keynote Corporate Services Limited, has furnished to SEBI a Due Diligence Certificate dated August 14, 2018 in accordance with Buyback Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated August 06, 2018 (the “Public Announcement”) and the Draft Letter of Offer dated August 14, 2018 (“DLoF”). On the basis of such examination and the discussions with the Company, we hereby state that:

- i. The Public Announcement and the DLoF are in conformity with the documents, materials and papers relevant to the Buyback;
- ii. All the legal requirements connected with the said offer including the SEBI (Buy Back of Securities) Regulations, 1998, as amended, have been duly complied with;
- iii. The disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback;
- iv. Funds used for Buyback shall be as per the provisions of the Companies Act”

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoter and Promoter Group/ Directors of the Company declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Sellers has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoter and Promoter Group of the Company/ Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Promoter and Promoter Group / Directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on June 04, 2018. The extracts of the Board resolution are as follows:

“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 the approval of shareholders and 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 Board be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of a face value of ₹10 /- each (“Equity Shares”) not exceeding **436,467 (Four Lakh Thirty Six Thousand Four Hundred and Sixty Seven)** fully-paid-up Equity Shares, from the equity shareholders of the Company as on the Record Date, for an amount not exceeding **₹ 30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only)** which amounts to **20.05%** of total equity share capital and Free reserves as on 31st 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 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, 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.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1. The Public Announcement dated August 06, 2018, was published on August 07, 2018, in accordance with Regulation 8(1) of the Buyback Regulations, within two Working Days from the date of passing the Shareholder’s resolution approving on Friday, August 03, 2018.

The Public Announcement, was published in the following newspapers

Publication	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Tarun Bharat	Marathi	Mumbai

- 5.2. The Public Announcement is available on the SEBI website at <http://www.sebi.gov.in>.

6. DETAILS OF THE BUY BACK

- 6.1. The Board of Directors of Weizmann Forex Limited (the “Company”) at its meeting held on June 4, 2018 (“Board Meeting”) approved the proposal of Buy Back up to 4,36,467 (Four Lakhs Thirty Six Thousand Four Hundred and Sixty Seven) fully-paid-up Equity Shares of face value ₹10/- each, at a price of ₹702/- per share for an amount not exceeding ₹30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the “Tender Offer”. The Board of Directors at their meeting approved the Postal Ballot Notice dated June 04, 2018 (“Postal Ballot Notice”), to seek the approval of the Shareholders of the Company for the Buyback, through a Special Resolution.

The Shareholders of the Company approved the “Buyback” of up to 4,36,467 (Four Lakh Thirty Six Thousand Four Hundred and Sixty Seven) fully-paid-up Equity Shares of face value ₹10/- each, from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the “Tender Offer” route at a price of ₹702/- (Rupees Seven Hundred and Two Only) per share, payable in cash, for an amount not exceeding ₹ 30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) which excludes 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. The results of the Postal Ballot Resolution were announced on August 03, 2018 (“Shareholders’ Approval”).

- 6.2. The Buyback is 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”).
- 6.3. The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (BSE and NSE together referred to as “Stock Exchanges”), where the Equity Shares of the Company are listed.
- 6.4. The Company will adopt the Tender Offer route for the purpose of Buyback. The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide the SEBI Circular and Notice Number 20170210-16 dated 10th February, 2017 issued by BSE.

- 6.5. In accordance with the provisions of the Companies Act, 2013, the Buyback Size is ₹30.64 Crores which is 20.05% of the fully paid up equity share capital and free reserves as per the audited standalone accounts of the Company for the financial year ended March 31, 2018 (the last audited financial statement available as on the date of Board Meeting approving the Buyback) and is within the statutory limit of 25% of the fully paid up equity share capital and free reserves as per the last audited financial statement of the Company. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity shares capital of the Company in that financial year. Since the Company proposes to Buy Back upto 4,36,467 equity shares representing 3.77% of the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.
- 6.6. The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.
- 6.7. The aggregate shareholding of the Promoters and Promoter Group (and directors of the promoter where the promoter is a company) and persons who are in control of the Company, as on the date of the Public Announcement (i.e August 06, 2018), is as follows:
- 6.7.1. 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
	TOTAL	86,46,898	74.77

6.7.2. 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

6.7.3 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

6.8 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. The extent of their participation in the Buyback has been detailed in clause 9.4 of this Letter of Offer.

6.9 Assuming that all the public Shareholders participate upto their entitlement (full Acceptance), then the aggregate shareholding of the Promoters and Promoter Group, post Buyback will increase from 74.77% to 75.09 % and the aggregate shareholding of the public in the Company shall decrease from 25.23% to 24.91% of the post Buyback equity share capital of the Company.

6.10 Post completion of the Buyback, the Promoters and Promoter Group undertake to carry out/execute all steps necessary to comply with the minimum public shareholding requirement in accordance with Regulation 38 of the SEBI Listing Regulations read with Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended, if so required.

7. AUTHORITY FOR THE BUY BACK

7.1. The Buyback is 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").

- 7.2. The Board of Directors of Weizmann Forex Limited (the “**Company**”) at its meeting held on June 4, 2018 (“Board Meeting”) approved the proposal of Buy Back up to 4,36,467 (Four Lakh Thirty Six Thousand Four Hundred and Sixty Seven) fully-paid-up Equity Shares of face value ₹10/- each, at a price of ₹702/- per share for an amount not exceeding ₹30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the “Tender Offer”. The Buy Back Size of ₹30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) excludes the 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. The Board of Directors at their meeting approved the Postal Ballot Notice dated June 04, 2018 (“Postal Ballot Notice”), to seek the approval of the Shareholders of the Company for the Buyback, through a Special Resolution.
- 7.3. The Shareholders of the Company approved the “**Buyback**” of up to 436,467 (Four Lakh Thirty Six Thousand Four Hundred and Sixty Seven) fully-paid-up Equity Shares of face value ₹10/- each, from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the “Tender Offer” route at a price of ₹702/- (Rupees Seven Hundred and Two Only) per share, payable in cash, for an amount not exceeding ₹30.64 Crore (Rupees Thirty Crore Sixty Four Lakh only) which excludes 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. The results of the Postal Ballot Resolution were announced on August 03, 2018 (“Shareholders’ Approval”).

8. NECESSITY OF THE BUY BACK

- 8.1. The Board at its meeting held on June 4, 2018 took into account the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2018. After considering several factors and taking into account the strategic and operational capital requirements of the company in the short, medium and long term, the Board was of the view that there is no immediate need of utilising surplus by the Company. The surplus available with the Company can be utilised for the benefits of the Shareholders holding Equity Shares of the Company. Buyback being a more efficient form of returning surplus cash to the Shareholders compared to other alternatives including interim dividend, the Board decided to consider the said option and hence recommended the buyback. Accordingly, Board of Directors decided to allocate a sum of ₹30.64 Crores excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., for returning to the Shareholders holding Equity Shares of the Company through the Buyback.
- 8.2. 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:
- a) 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;
 - b) The buy-back helps to return surplus cash to its shareholders, in proportion to their shareholding, thereby, enhancing the overall returns to shareholders;
 - c) The buy-back would help in improving certain key financial ratios of the Company;
 - d) 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 whose market value, on the basis of closing price of shares on the recognized stock exchange in which highest trading volume in respect of such equity shares, as on the Record Date, is not more than ₹2,00,000 (Rupees Two Lakhs).

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT ON THE BUYBACK OF THE COMPANY

- 9.1. The management believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that there would be full response to the Buyback offer, the funds deployed by the Company towards the Buyback would not exceed ₹ 30.64 crore (Rupees Thirty Crore Sixty Four Lakh only) excluding transaction costs viz. brokerage, applicable taxes such as Securities Transaction Tax, Service Tax, Stamp Duty, etc.
- 9.2. The Buyback is not expected to impact growth opportunities for the Company.
- 9.3. The Buyback will not result in change in control or otherwise affect the existing management structure of the Company.
- 9.4. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters 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.

a) The maximum number of Equity Shares intended to be tendered by each member of the Promoter and Promoter Group in the Buyback is as follows:

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
	TOTAL	86,46,898	

b) 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	
	Maximum number of Equity Shares intended to be tendered					
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
	Maximum number of Equity Shares intended to be tendered					
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
	Maximum number of Equity Shares intended to be tendered					
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
	Maximum number of Equity Shares intended to be tendered					
Anju Siraj	16.12.2010	3,89,627	10	2.41	9,39,001	Shares allotted in the Company pursuant to

	16.12.2010	46,840	10	7.51	3,51,768	Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	Maximum number of Equity Shares intended to be tendered					4,36,467
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
	Maximum number of Equity Shares intended to be tendered					3,360
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
	Maximum number of Equity Shares intended to be tendered					80,005
Hansneel Impex Pvt Limited	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	
	Maximum number of Equity Shares intended to be tendered					3,52,424
Kotta Enterprises Limited	23.01.2014	4,36,467	10	77.06	3,36,34,147	Purchased from open market
	Maximum number of Equity Shares intended to be tendered					4,36,467
Avinaya Resources Limited	31.12.2007	1,000	10	0.05	50	Purchased from open market
	Maximum number of Equity Shares intended to be tendered					1,000
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	
	Maximum number of Equity Shares intended to be tendered					2,60,631
Ramakrishna Iron Works Pvt Limited	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
	Maximum number of Equity Shares intended to be tendered					1,000
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
	Maximum number of Equity Shares intended to be tendered					4,07,578
Windia Infrastructure	16.12.2010	4,36,467	10	3.92	17,10,951	Shares allotted in the Company pursuant to

Finance Limited						Demerger of Forex Business Undertaking from Weizmann Limited to Weizmann Forex Limited
	Maximum number of Equity Shares intended to be tendered					4,36,467
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	
	Maximum number of Equity Shares intended to be tendered					4,10,269
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.
	Maximum number of Equity Shares intended to be tendered					1,000
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	
	Maximum number of Equity Shares intended to be tendered					4,36,467
Tapi Energy Projects Limited	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)
	Maximum number of Equity Shares intended to be tendered					1,000

- 9.5 Consequent to Buyback and based on number of shares bought back within each category of shareholders, the shareholding pattern of the company would undergo a change.
- 9.6 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Promoter Group in the Company may increase / decrease from the existing holding of 74.77% of the total equity capital and voting rights of the Company. The Promoters and Promoter Group of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters and Promoter Group will not result in any change in control over the Company.

- 9.7 The debt equity ratio post Buyback will be compliant with the permissible limit of 2 : 1 prescribed by the Companies Act, even if response to the Buyback is to the extent of 100% i.e. full acceptance from all the eligible shareholders up to maximum of their Buyback entitlement.
- 9.8 The Company shall not issue any equity shares or other securities including by way of bonus till the date of closure of Buyback.
- 9.9 The Company shall not raise further capital for a period of one year from the closure of Buyback except in discharge of its subsisting obligations.
- 9.10 The Promoters and Promoter Group shall not deal in the equity shares of the Company including any inter se transfer of shares amongst the Promoters and Promoter Group for the period between the date of passing of special resolution and the date of closure of Buyback in accordance with the Buyback Regulations.
- 9.11 Salient financial parameters pursuant to the Buyback based on the audited standalone & consolidated financial statements as of March 31, 2018 of the company are as under:

Standalone

(₹ in Lakhs)

Parameters (based upon audited results for the year ended 31/03/2018)	Pre Buyback	Post Buyback (assuming full acceptance)
Net Worth (₹ in Lakhs) ⁽¹⁾	15,283.71	12,219.71
Return on the Net Worth (%) ⁽²⁾	22.34%	27.94%
Earnings Per Share (in ₹) ^{(3) & (5)}	29.52	30.68
Book Value Per Share (in ₹) ^{(4) & (5)}	132.16	109.81
Price / Earnings ^{(6) & (7)}	21.38	20.57
Total Debt /Equity Ratio(total debt/net worth) ⁽⁸⁾	0.78	0.97

Consolidated

(₹ in Lakhs)

Parameters (based upon audited results for the year ended 31/03/2018)	Pre Buyback	Post Buyback (assuming full acceptance)
Net Worth (₹ in Lakhs) ⁽¹⁾	14,224.21	11,160.21
Return on the Net Worth (%) ⁽²⁾	23.12%	29.47%
Earnings Per Share (in ₹) ^{(3) & (5)}	28.44	29.55
Book Value Per Share (in ₹) ^{(4) & (5)}	123.00	100.29
Price / Earnings ^{(6) & (7)}	22.19	21.35
Total Debt /Equity Ratio(total debt/net worth) ⁽⁸⁾	0.84	1.07

Note –

- (1) Net Worth is excluding Other Comprehensive Income (OCI). The post Buy-back numbers are calculated by reducing the net worth by the amount of the Buy-back Size (assuming full acceptance) without factoring in any corresponding impact on the profit after tax post Buy-back
- (2) Return on Net Worth = Profit After Tax/ Net Worth (excluding Other Comprehensive Income(OCI))
- (3) Earnings Per Share = Profit After Tax / Average number of shares outstanding for the period

- (4) Book Value Per Share = Net Worth (excluding Other Comprehensive Income(OCI)) / Number of shares at the end of the period
- (5) Earnings Per Share/ Book Value, post buyback is computed after reducing proposed buyback shares from average outstanding shares for the year
- (6) Price / Earnings = Market value per share / Earnings per share
- (7) Market value has been taken as ₹ 631.05 i.e; price on BSE Limited (being the Designated Stock Exchange) as on August 07, 2018 (date of publication of public announcement) for both pre and post buy back
- (8) Total Debt/Equity Ratio = Total Debt / Networth (excluding Other Comprehensive Income(OCI))

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1. The buyback price is ₹ 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.
- 10.2. The equity shares are being offered for buyback at a premium of 24.2% & 23.8% over the closing price of equity shares on BSE and NSE respectively, on the date of Board meeting to consider the proposal for buyback.
- 10.3. The book value per Equity Share of the Company pre-Buyback as on March 31, 2018, on a Standalone basis & Consolidated basis, was ₹132.16 & ₹123.00 respectively, which will decrease to ₹109.81 & ₹100.29 respectively post Buyback Offer assuming full acceptance of the Buy-back as stated in clause 9.11 above.
- 10.4. The earning per Equity Share of the Company pre-Buyback as on March 31, 2018, on a Standalone basis & Consolidated basis, was ₹29.52 & ₹28.44 respectively which will increase to ₹30.68 & ₹29.55 respectively post Buyback Offer assuming full acceptance of the Buy-back as stated in clause 9.11 above.
- 10.5. The return on net-worth of the Company pre Buyback as on March 31, 2018, on a Standalone basis & Consolidated basis, was 22.34% & 23.12% which will increase to 27.94% & 29.47% post Buyback Offer assuming full acceptance of the Buy-back as stated in clause 9.11 above.

11. SOURCES OF FUNDS FOR THE BUY BACK

- 11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹ 30,63,99,834/- (Rupees Thirty Crore Sixty Three Lakhs Ninety Nine Thousand Eight Hundred and Thirty Four Only).
- 11.2. 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.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 12.1. In accordance with Regulation 10 of the Buyback Regulations, the Company has appointed IndusInd Bank Limited having its office at 62, Sonawala building, Mumbai Samachar Marg, Fort, Mumbai – 400 001 as the Escrow Agent for the aforementioned Buyback, and the Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated July 25, 2018 pursuant to which an Escrow Account in the name and style “**Escrow Account – Weizmann Forex Limited – Buy Back Offer**” has been opened with the Escrow Agent. The Company has deposited cash of ₹ 7,66,00,000 (Rupees Seven Crores Sixty Six Lakhs only) in the Escrow Account. This amount of cash deposited is more than 25% of the total Buy Back size that is the minimum amount required to be deposited in terms of the Buyback Regulations. Keynote Corporate Services Limited, being the Manager has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.
- 12.2. The Company has adequate and firm financial resources to fulfill the obligations under the Buyback and the same has been certified by Sharp & Tannan LLP, Statutory Auditors & Chartered Accountants, having its office at Ravindra Annexe, 194, Churchgate Reclamation, Dinshaw Vachha Road, Mumbai – 400 020, vide their certificate dated August 10, 2018.
- 12.3. Based on the above and surplus available with the Company as per audited financials as on March 31, 2018, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1. The present capital structure of the Company is as follows:

Sr. No.	Particulars	Pre Buyback (Amount in ₹)
1	Authorized Share Capital:	
	15,000,000 Equity Shares of ₹ 10 each	15,00,00,000
2	Issued, Subscribed and Paid-up Capital:	
	11,564,357 Equity Shares of ₹ 10 each	11,56,43,570

- 13.2. Assuming full acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

Sr. No	Particulars	Post Buyback (Amount in ₹)
1	Authorized Share Capital:	
	15,000,000 Equity Shares of ₹ 10 each	15,00,00,000
2	Issued, Subscribed and Paid-up Capital:	
	11,127,890 Equity Shares of ₹ 10 each	11,12,78,900

- 13.3. The Company has not undertaken any Buyback of its Equity Shares in the last one year from the date of the meeting of the Board in which the proposal for this Buyback was approved by the Board, i.e. June 04, 2018. No Buyback was undertaken by the Company since incorporation.
- 13.4. There are no partly paid up equity shares in the Company.
- 13.5. There are no outstanding instruments convertible into Shares.
- 13.6. There are no amounts under calls in arrears
- 13.7. The shareholding pattern of the Company pre & post Buyback is as follows:

Category of Shareholder	Pre Buyback		Post Buyback *	
	Number of equity shares	% to the existing Equity Share	Number of equity shares	% to post Buyback Equity
Promoter and Promoter Group	86,46,898	74.77	83,55,978	75.09
Foreign Investors (Including ADRs, Non-Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	1,13,136	0.98	27,71,912	24.91
Financial Institutions/Banks, NBFCs & Mutual Funds	1,517	0.01		
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	28,02,806	24.24		
Total	1,15,64,357	100.00	1,11,27,890	100.00

* Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders of the Equity Shares up to their Buyback Entitlement.

- 13.8. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- 13.9. Assuming response to the Buyback to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to 75.09 % from 74.77% prior to the Buyback.
- 13.10. No Equity Shares of the Company have been purchased/sold by any Promoter and Promoter Group, the Directors of the Promoter Group Companies, Directors and Key Managerial Personnel of the Company from a period of six months preceding the date of the Board meeting i.e. June 04, 2018 at which the Board approved the proposal for Buyback till the date of the Public Announcement i.e. August 06, 2018, except for the following transaction

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

14. BRIEF INFORMATION OF THE COMPANY

14.1 History of the Company

- Weizmann Forex Limited (“**Weizmann**” / the “**Company**”) was incorporated on October 09, 1985 as “Chanakya Holdings Private Limited” at Maharashtra as a Private Limited Company under the Companies Act, 1956. The name of the Company was changed from “Chanakya Holdings Private Limited” to “Chanakya Holdings Limited” and subsequently to “Weizmann Forex Limited” and fresh certificate of incorporation consequent to change of name was obtained on December 29, 2010 from Registrar of Companies, Mumbai, Maharashtra.
- The registered office of Weizmann Forex Limited is situated at Empire House, 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001.
- The core business of the company is money changing and money transfer. It is an RBI Registered Authorized Dealer (AD) Category II and RBI approved principal Agents and overseas money transfer entities. Weizmann has presence in all 709 districts in India and it has 200+ Branches Pan India. The total revenue of the company has grown from ₹ 3,463 crore in FY 2011 to ₹ 7,699 crore in FY 2018. The company has increased its outreach in money transfer from about 46,000 locations in 2011 to 61,000+ locations as of 2018. The Company has spread its presence from one airport a decade back to five airports covering 18 forex counters and 2 wellness counters.
- The Equity Shares of the Company are listed on the BSE and NSE since 2011.

14.2 The details of changes in the share capital of the Company since incorporation is as follows:

Date of Allotment/ Extinguishment	Number of Equity Shares	Face Value (₹)	Issue/ Buyback Price (₹)	Consideration	Reasons for Allotment	Cumulative number of Equity Shares	Cumulative Equity Share Capital (₹)
09.10.1985	2	100.00	100.00	200.00	Subscribers to MOA	2	200.00
05.06.1989	198	100.00	100.00	19,800.00	Further Issue	200	20,000.00
15.10.1990	2,000	100.00	100.00	2,00,000.00	Further Issue	2,200	2,20,000.00
30.11.2002	2,800	100.00	100.00	2,80,000.00	Further Issue	5,000	5,00,000.00
04.02.2010 (Consolidation and Division) *	50,000	10.00	10.00	5,00,000.00	Consolidation & Division	50,000	5,00,000.00
16.12.2010	11,514,357	10.00	10.00	11,51,43,570.00	Issue of Shares pursuant to Scheme of Arrangement sanctioned by Hon' Court of Bombay	11,564,357	11,56,43,570.00

* The Share Capital of the Company was reclassified from ₹25,00,000/- consisting of 20,000 Non Cumulative Redeemable Preference Shares of ₹ 100/- each and 5,000 Equity Shares of ₹ 100/- each to 2,50,000 equity shares share of ₹ 10/- each by cancellation/re-classification/increase/sub-division of 20,000 Non Cumulative Redeemable Preference Shares of ₹ 100/- each amounting to ₹ 20,00,000/- which have not been or agreed to be taken by any person and sub-division of 5,000 Equity Shares of ₹ 100/- each into 50,000 equity share of ₹ 10/- each.

14.3 The Details of the Board of Directors of the Company as on date are as follows:

Name, DIN, Age, Qualification and Occupation	Designation	Date of Appointment/re-appointment	Other directorship (name of the company & designation).
Name:- :- Shri Dharmendra Gulabchand Siraj DIN:- 00025543 Age:- 67 Qualification:- Bachelors in Business Management, Diploma in Management Studies, London U.K. Occupation:- Business	Chairman	23.08.2017	<ul style="list-style-type: none"> • Karma Energy Limited • Weizmann Limited • Sitex India Private Limited • Navbharat Potteries Private Limited • Ram Krishna Iron Works Private Limited • Malayamarutha Energy Projects Limited • R K Urja Private Limited • Sanchay Properties Private Limited • Sarvodaya Properties Private Limited • Hansneel Impex Private Limited • Weizmann International Limited • Prabhanjan Multitrade Private Limited • Brahmanvel Energy Limited • Samarth Multitrade Private Limited • Greenweiz Projects Limited • Purvaja Projects Limited • Weizmann Corporate Services Limited • Weizmann Impex Service Enterprise Limited
Name:- :- Shri Chetan Durgadas Mehra DIN:- 00022021 Age:- 52 Qualification:- Bachelor in Science Occupation:- Service	Vice-Chairman	07.08.2018	<ul style="list-style-type: none"> • Karma Energy Limited • Weizmann Limited • Sitex India Private Limited • Malayamarutha Energy Projects Limited • Inspeed Power Private Limited • Koyna Country Cottages Private Limited • True Man Properties Private Limited • Sanchay Properties Private Limited • Sarvodaya Properties Private Limited • Hansneel Impex Private Limited • Batot Hydro Power Limited • Upper Deck Resorts Private Limited • Samarth Multitrade Private Limited • Avinaya Resources Limited • Kotta Enterprises Limited

Name, DIN, Age, Qualification and Occupation	Designation	Date of Appointment/re-appointment	Other directorship (name of the company & designation).
			<ul style="list-style-type: none"> • Purvaja Projects Limited • Weizmann Impex Service Enterprise Limited • All India Association Of Authorized Money Changers And Money Transfer Agents
Name:- :- Shri Neelkamal Vrajlal Siraj DIN:- 00021986 Age:- 65 Qualification:- Bachelor in Commerce Occupation:- Service	Director	23.08.2017	<ul style="list-style-type: none"> • Karma Energy Limited • Weizmann Limited • Ram Krishna Iron Works Private Limited • Greenpower Energy Projects Private Limited • R K Urja Private Limited • Khandesh Energy Projects Limited • Hansneel Impex Private Limited • Weizmann International Limited • Brahmanvel Energy Limited • Greenweiz Projects Limited • Weizmann Corporate Services Limited • Weizmann Impex Service Enterprise Limited
Name:- :- Smt. Smita Vinesh Davda DIN:- 00050218 Age:- 56 Qualification:- Bachelor in Commerce Occupation:- Service	Director	03.07.2017	<ul style="list-style-type: none"> • Karma Energy Limited • Weizmann Limited • Navbharat Potteries Private Limited • Navbharat Estate Developments Private Limited
Name:- :- Shri Kishore Madhavsinh Vussonji DIN:- 00444408 Age:- 72 Qualification:- Bachelors in Science & Law Occupation:- Professional	Independent Director	11.09.2014	<ul style="list-style-type: none"> • Karma Energy Limited • Sunteck Realty Limited • Krishna Ventures Limited • Goldcrest Corporation Limited • Batot Hydro Power Limited • Bhagwati Associates Private Limited
Name:- :- Shri Upkar Singh Kohli DIN:- 02528045 Age:- 71 Qualification:- Mechanical Engineer, CAIIB. Occupation:- Professional	Independent Director	11.09.2014	<ul style="list-style-type: none"> • Karma Energy Limited • Uv Asset Reconstruction Company Limited

Name, DIN, Age, Qualification and Occupation	Designation	Date of Appointment/re-appointment	Other directorship (name of the company & designation).
Name:- :- Shri Balkrishna Laxman Patwardhan DIN:- 00147084 Age:- 77 Qualification:- Master in Economics Occupation:- Professional	Independent Director	11.09.2014	<ul style="list-style-type: none"> • Mutual Industries Limited
Name:- :- Shri Hitesh Vrajlal Siraj DIN:- 00058048 Age:- 54 Qualification:- Bachelor in Commerce Occupation:- Service	Director	07.08.2018	<ul style="list-style-type: none"> • Weizmann Limited • Sitex India Private Limited • Ram Krishna Iron Works Private Limited • R K Urja Private Limited • Koyna Country Cottages Private Limited • Chikmaglur Energy Projects Limited • Weizmann International Limited • Avinaya Resources Limited • Purvaja Projects Limited • Weizmann Impex Service Enterprise Limited
Name:- :- Shri Nakul Manmohan Chopra DIN:- 00062369 Age:- 58 Qualification:- Bachelor in Arts & Economics Occupation:- Service	Independent Director	13.09.2017	NA
Name:- :- Shri Balasubramanian Kartikeyan DIN:- 01902755 Age:- 43 Qualification:- IIM Lucknow, IIT Madras Occupation:- Service	Managing Director	01.03.2017	NA

14.4 The details of changes in the Board of Directors during the last 3 (Three) years are as under:-

Name	Nature of Change	Effective date	Reasons
Mr. Balady S. Shetty	Re-appointment as Managing Director	01.12.2015	Re-appointment for a period of 1 year
Mr. Chetan D. Mehra	Appointment as Vice Chairman	09.02.2016	Change in designation
Mr. Balady S. Shetty	Re-appointment as Managing Director	01.12.2016	Re-appointment for a period of 1 year

Name	Nature of Change	Effective date	Reasons
Mr. Balady S. Shetty	Cessation as Managing Director	28.02.2017	Pre-Occupation
Mr. B. Karthikeyan	Appointment as Managing Director	01.03.2017	Appointment for a period of 3 year
Ms. Smita Davda	Re-categorization as Non-Independent Director	03.07.2017	Re - categorised on account of her appointment to office or place of Profit
Mr. Nakul Chopra	Appointment as Additional Director (Independent)	13.09.2017	Appointment
Mr. Vishnu Kamath	Cessation as Independent Director	01.11.2017	Personal reasons

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the standalone audited financial statements for the last three years being March 31, 2018, March 31, 2017 and March 31, 2016 are as under:

Standalone

(₹ in Lakh unless stated otherwise)

Particulars	Year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Total Income	769,988.2	599,315.13	478,952.76
Total Expenses (Excluding Interest and Depreciation & Amortization)	763,651.93	594,128.19	473,717.50
Interest	680.67	1,085.86	1,255.72
Depreciation & Amortization	445.36	457.22	470.31
Profit before tax	5,210.03	3,643.85	3,509.23
Provision for tax (including Deferred Tax)	1,795.88	1,341.36	1,322.23
Profit/ (Loss) after tax	3,414.16	2,302.49	2,187.00
Equity Share Capital	1,156.44	1,156.44	1,156.44
Reserves & Surplus*	14,127.27	11,167.82	8,865.03
Networth*	15,283.71	12,324.26	10,021.47
Loan Funds			
- Long term Loans & Advances	1,409.73	1,440.09	1,831.39
- Short term Loans & Advances	10,093.87	4,473.89	5,447.24

* Excluding Other Comprehensive Income(OCI) of ₹ 3,379.17 Lakhs.

Key Financial Ratios

Particulars	Year		
	March 31, 2018	March 31, 2017	March 31, 2016
Key Ratios			
Earnings per Share – Basic & diluted (₹) ⁽¹⁾	29.52	19.91	18.91
Book Value Per Share (₹) ⁽²⁾	132.16	106.57	86.66
Return on Net worth (%) ⁽³⁾	22.34	18.68	21.82
Debt-Equity Ratio ⁽⁴⁾	0.78	0.51	0.77

Consolidated

(₹ in Lakh unless stated otherwise)

Particulars	Year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Total Income	769,988.20	599,488.42	479,187.41
Total Expenses (Excluding Interest and Depreciation)	763,651.94	594,284.98	473,951.57
Interest	680.87	1,086.26	1,257.29
Depreciation	445.36	461.68	477.27
Profit before tax	5,210.03	3,655.45	3,501.28
Provision for tax (including Deferred Tax)	1,795.88	1,341.36	1,322.23
Profit/ (Loss) after tax**	3,288.82	2,081.19	1,477.85
Equity Share Capital	1,156.44	1,156.44	1,156.44
Reserves & Surplus*	13,067.76	9,994.19	7,802.02
Networth*	14,224.20	11,15.63	8,958.46
Loan Funds			
- Long term Loans & Advances	1,409.73	1,440.09	1,831.39
- Short term Loans & Advances	10,093.87	4,473.89	5,447.24

*Excluding Other Comprehensive Income(OCI) of ₹3,673.64

**Includes Profit/(Loss) share of Associates

Key Financial Ratios

Particulars	Year Ended		
	March 31, 2018	March 31, 2017	March 31, 2016
Key Ratios			
Earnings per Share – Basic & diluted (₹) ⁽¹⁾	28.44	18.00	12.78
Book Value Per Share (₹) ⁽²⁾	123.00	96.42	77.47
Return on Net worth (%) ⁽³⁾	23.12	18.66	16.50
Debt-Equity Ratio ⁽⁴⁾	0.84	0.57	0.87

Note: Below are the formulae used for computation of the above ratios:

- (1) Earnings Per Share = Profit After Tax/ Average Number of Shares outstanding for the period
 (2) Book Value Per Share = Net Worth (excluding Other Comprehensive Income(OCI))/ Number of Shares at the end of the period
 (3) Return on Net Worth = Profit After Tax/ Net Worth (excluding Other Comprehensive Income(OCI))
 (4) Debt-Equity Ratio = Total Debt/ Net Worth (excluding Other Comprehensive Income(OCI))
 (5) The Consolidated financial statements are prepared in accordance with the principles and procedures for the preparation and presentation of consolidated financial statements as laid down under relevant Indian Accounting Standards (Ind AS).

15.2. Pre & post Debt Equity ratio

Statement of Debt Equity Ratio for Pre-buyback and Post-buyback period based on standalone financials is as under:-

(₹ in lakhs)

Particulars	Pre Buyback	Post Buyback
Debt		
Long Term Borrowings	1,409.73	1,409.73
Short Term Borrowings	10,093.87	10,093.87
Current Maturities	386.56	386.56
Total Debts	11,890.16	11,890.16
Networth		
Equity Share Capital	1,156.44	1,156.44
Other Equity / Reserves and Surplus **	14,127.28	14,127.28
Networth excluding Ind AS impact	15,283.72	15,283.72
Buyback Value (4,36,467 shares at ₹702/- each)		3,064.00
Networth Less Buyback Value	15,283.72	12,219.72
Debt/ Equity Ratio (at actual)	0.78	0.97

(** Excluding re- measurement profits on fair value of assets at ₹ 3,379.17 Lakhs)

Statement of Debt Equity Ratio for Pre-buyback and Post-buyback period based on consolidated financials is as under:-

(₹ in lakhs)

Particulars	Pre Buyback	Post Buyback
Debt		
Long Term Borrowings	1,409.73	1,409.73
Short Term Borrowings	10,093.87	10,093.87
Current Maturities	386.56	386.56
Total Debts	11,890.16	11,890.16
Networth		
Equity Share Capital	1,156.44	1,156.44
Other Equity / Reserves and Surplus **	13,067.77	13,067.77
Networth excluding Ind AS impact	14,224.21	14,224.21
Buyback Value (4,36,467 shares at ₹702/- each)		3,064.00
Networth Less Buyback Value	14,224.21	11,160.21
Debt/ Equity Ratio (at actual)	0.84	1.07

(**Excluding re- measurement profits on fair value of assets at ₹ 3,673.64 Lakhs)

- 15.3. **Size of the Buyback offer** (in %) aggregate of fully paid-up share capital and free reserves on a standalone basis and consolidated basis

The Size of the Buyback offer (in %) aggregate of fully paid-up share capital and free reserves on a standalone basis is as under:-

(₹ in lakhs)

Particulars	Amount	Amount
Equity Share Capital		1,156.44
Other Equity / Reserves and Surplus (Free Reserves) **		
General Reserve	3,159.67	
Retained Earnings	10,967.61	14,127.28
Total Paid up Capital and Free Reserves		15,283.72
Buyback Value		3,064.00
Size of the Buyback as % of Share Capital and Free Reserves		20.05%

(** Excluding re-measurement profits on fair valuation of assets of ₹ 3,379.17 lakhs)

The Size of the Buyback offer (in %) aggregate of fully paid-up share capital and free reserves on a consolidated basis is as under:-

Particulars	Amount	Amount
Equity Share Capital		1,156.44
Other Equity / Reserves and Surplus (Free Reserves) **		
General Reserve	3,159.67	
Retained Earnings	9,908.10	13,067.77
Total Paid up Capital and Free Reserves		14,224.21

Buyback Value		3,064.00
Size of the Buyback as % of Share Capital and Free Reserves		21.54%

(** Excluding re-measurement profits on fair valuation of assets of ₹ 3673.64 lakhs)

16. STOCK MARKET DATA

16.1. The Equity Shares are currently listed and traded on BSE & NSE.

16.2. The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices during the six months preceding the date of publication of Public Announcement and the corresponding volumes on BSE are as follows:

Period	High Price (₹)	Date of High Price & Number of shares traded on that date	Low Price (₹)	Date of Low Price & Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
PRECEDING 3 YEARS						
FY 2017-18	1640.25	05/12/2017 (53860)	355.00	03/04/2017 (9077)	891.97	12,22,923
FY 2016-17	355.00	28/03/2017 (7920)	154.15	29/09/2016 (521)	196.71	3,30,318
FY 2015-16	340.00	15/07/2015 (5119)	151.00	26/02/2016 (879)	231.50	8,51,799
PRECEDING 6 MONTHS						
July 2018	555.00	27-07-2018 (4095)	448.00	10-07-2018 (2859)	501.59	32264
June 2018	680.00	01-06-2018 (13242)	452.00	20-06-2018 (1733)	520.68	1,08,243
May 2018	1125.00	02-05-2018 (702)	560.10	31-05-2018 (33630)	946.32	79,365
April 2018	1158.90	24-04-2018 (3583)	1023.60	04-04-2018 (410)	1075.09	16,415
March 2018	1280.00	12-03-2018 (2176)	1050.25	28-03-2018 (639)	1148.04	45,287
Feb 2018	1185.00	08-02-2018 (2233)	900.00	19-02-2018 (2189)	1069.33	47,612

Source: www.bseindia.com

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

16.3. The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices during the six months preceding the date of publication of Public Announcement and the corresponding volumes on NSE are as follows:

Period	High Price (₹)	Date of High Price & Number of shares traded on that date	Low Price (₹)	Date of Low Price & Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
PRECEDING 3 YEARS						
FY 2017-18	1655.40	05-12-2017 (238330)	349.20	03-04-2017 (8934)	892.29	3909428
FY 2016-17	357.05	28-03-2017 (8957)	151.10	25-11-2016 (1388)	195.42	934726
FY 2015-16	348.10	20-07-2015 (2909)	151.10	29-02-2016 (267)	229.51	779425
PRECEDING 6 MONTHS						
July 2018	555.00	27-07-2018 (18103)	466.00	20-07-2018 (4485)	501.98	170675
June 2018	679.95	01-06-2018 (59763)	475.95	22-06-2018 (24405)	520.01	601746
May 2018	1141.15	02-05-2018 (2603)	561.05	31-05-2018 (290495)	941.36	498960
April 2018	1148.80	24-04-2018 (14770)	1038.00	20-04-2018 (6226)	1075.83	88513
March 2018	1275.00	01-03-2018 (60422)	1050.05	22-03-2018 (4467)	1146.39	254468
Feb 2018	1190.00	01/02/2018 (9876)	902.40	19-02-2018 (17149)	1071.44	303177

Source: www.nseindia.com

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

- 16.4. As on June 01, 2018 i.e. the trading day immediately before June 04, 2018, being the date of Board Meeting approving the Buyback the closing price was ₹636.85 per Equity Share on BSE and ₹ 638.10 per Equity Share on NSE.
- 16.5. As on June 05, 2018 i.e. the trading day immediately after June 04, 2018 being the date of Board Meeting approving the Buyback the closing price was ₹ 508.70 per Equity Share on BSE and ₹ 506.60 per Equity Share on NSE.

17. DETAILS OF THE STATUTORY APPROVALS

- 17.1. The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.
- 17.2. Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. NRIs and erstwhile OCBs must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from

the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit the same along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

- 17.3. By agreeing to participate in the Buyback the Non-Resident Shareholders and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- 17.4. As of date of this Letter of Offer, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges

18. DETAILS OF THE REGISTRAR TO THE BUY BACK

- 18.1. Eligible Sellers Brokers are required to send the Tender Form and requisite documents by superscribing the envelope as "Weizmann Forex Limited - Buyback Offer", either by hand delivery, registered post or courier, to the Registrar to the Buyback Offer at their below office, so that the documents are received within 2 (Two) days from the Buyback Closing Date i.e. Friday, October 19, 2018 (by 5 PM):

REGISTRAR TO THE BUY BACK:



BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building

Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East)

Mumbai 400059, India.

Telephone: +91 22 6263 8200, **Facsimile:** +91 22 6263 8299

Investor grievance email: buybackoffer@bigshareonline.com

Contact Person: Mr. Ashok Shetty/ Mr. Ashish Bhope

Website: www.bigshareonline.com

SEBI Registration Number: INR000001385

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

EQUITY SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE SUCH DOCUMENTS ARE LIABLE TO BE REJECTED

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 19.1. The Company proposes to Buyback up to 4,36,467 (Four Lakh Thirty Six Thousand Four Hundred and Sixty Seven) fully paid-up Equity Shares from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at the Buyback Price, i.e. ₹ 702/- (Rupees Seven Hundred and Two Only) per Equity Share, payable in cash for an aggregate amount of ₹30,63,99,834/- (Rupees Thirty Crore Sixty Three Lac Ninety Nine Thousand Eight Hundred and Thirty Four Only). The maximum number of Equity Shares proposed to be bought back represents 3.77% of the total paid-up equity share capital of the Company. The Buyback is 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"). The Buyback Size is 20.05% of the fully paid up equity share capital and free reserves for the financial year ended March 31, 2018 (the last audited financial statement available as on the date of Board Meeting approving the Buyback) and is within the statutory limit of 25% of the fully paid up equity share capital and free reserves for the financial year ended March 31, 2018 (the last audited financial statement available as on the date of Board Meeting approving the Buyback). The Buyback offer size does not include 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. The Equity Shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (including e-voting) pursuant to a Postal Ballot Notice dated June 4, 2018, the results of which were announced on August 03, 2018.
- 19.2. The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 86,46,898 (Eighty Six Lakhs Forty Six Thousand Eight Hundred and Ninety Eight) Equity Shares which represents 74.77 % of the existing equity share capital of the Company. 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. The extent of their participation in the Buyback has been detailed in clause 9.4 of this Letter of Offer.
- 19.3. Assuming Acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoter and Promoter Group after the completion of the Buyback may increase from 74.77% to 75.09% of the post-Buyback total paid-up equity share capital of the Company. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce from 74.77% to 74.04% of the total equity share capital of the Company.

19.4. Record Date

19.4.1. The Board in its Buyback Committee Meeting held on August 03, 2018 has announced August 16, 2018 as Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback.

19.4.2. The Equity Shares proposed to be bought back by the Company as a part of this Buyback are divided into two categories:

- a) Reserved category for Small Shareholders (“**Reserved Category**”); and
- b) General Category for all Eligible Sellers/ Shareholders Other than Small Shareholders (“**General Category**”).

19.4.3. As defined in Regulation 2(1)(la) of the Buyback Regulations, a “Small Shareholder” is a Shareholder who holds Equity Shares whose market value, on the basis of the closing price on the recognized Stock Exchange registering the highest trading volume on August 16, 2018, i.e., the Record Date, is not more than ₹ 200,000 (Rupees Two Lakhs only). As on Record Date, the volume of shares traded on NSE was 11,508 shares and on BSE was 1,841 shares. Accordingly, NSE being the exchange with highest turnover, the closing price was ₹ 564.00 and hence all shareholders holding not more than 355 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback Offer.

19.4.4. Based on the above definition, there are 11,380 Small Shareholders, with an aggregate of 7,50,190 Equity Shares, as on the Record Date, which constitutes 6.49% of the outstanding paid up equity share capital of the Company and 172% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback Offer.

19.4.5. In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be 70,527 (**Refer Note**) Equity Shares, which is the higher of:

- a) Fifteen percent of the number of Equity Shares which the Company proposes to buy back, i.e., 15% of 4,36,467 Equity Shares, which works out to 65,470 Equity Shares; or
- b) The number of Equity Shares to which the Small Shareholders are entitled, as per their shareholding as on Record Date, [i.e., $(7,50,190 / 11,564,357) \times 4,36,467$], which works out to 28,314 Equity Shares.

Note:-

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoters & Promoter Group also intend to offer Equity Shares held by them in the Buyback.

Based on above mentioned point 19.4.5 (a), 65,470 Equity shares should be reserved for Small Shareholders Category. While calculating individual entitlement based on the number of shares available for retail, 65,233.91 Equity shares are required to be reserved for small shareholder’s category. Further while rounding of the fractional entitlement to the next higher integer so that at least 1 (one) Equity share is allocated to all small

shareholders, the total number of equity shares reserved for small shareholder's category works out to ₹ 70,527 equity shares.

Thus 5,057 number of additional equity shares are reserved for the small shareholders. Equivalent number of equity shares has been adjusted from the Promoters entitlement.

Accordingly, the General Category shall consists of 3,65,940 Equity Shares.

- c) Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback
Reserved category for Small Shareholders	70,527 Equity Shares out of 7,50,190 fully paid-up Equity Shares held on the Record Date.
General category for all other Equity Shareholders	3,65,940 Equity Shares out of 10,814,167 fully paid- up Equity Shares held on the Record Date.

19.5 Fractional Entitlements:

19.5.1. If the Buyback Entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date is not a whole number, then the fractional entitlement shall be rounded off to the next higher integer for computation of buy-back entitlement to tender equity shares in the buy-back. Adjustment for excess resulting from such rounding off would be made in the entitlement of entities belonging to promoter.

19.5.2. Hence, on account of the above, those Small Shareholders whose entitlement comes to less than 1 (one) equity share will be dispatched a Tender Form with 1 (One) entitlement.

19.6 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

19.6.1. Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in clause a above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be Accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be Accepted in Reserved Category.

(c) Adjustment for fractional result in case of proportionate Acceptance, as described in Clause 19.6.1. b above:

- i. For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- ii. For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.7 Basis of Acceptance of Shares validly tendered in the General Category:

19.7.1 Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Sellers in the General Category in the following order of priority:

(a) Acceptance of 100% Equity Shares from other Eligible Sellers in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post the Acceptance as described in Clause 19.7.1.(a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Sellers over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Sellers divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

(c) Adjustment for fractional results in case of proportionate acceptance as described in Clause 19.7.1 (a) and (b) above:

- i) For any Eligible Seller, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- ii) For any Eligible Seller if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.8 Basis of Acceptance of Equity Shares between Categories

19.8.1 In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted

proportionately, i.e. valid Acceptances per Eligible Seller shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Seller in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.

19.8.2 Adjustment for fraction results in case of proportionate Acceptance, as defined in clause 19.8.1 above:

i) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.9 For avoidance of doubt, it is clarified that:

19.9.1 The Equity Shares accepted under the Buyback from each Eligible Seller, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Seller;

19.9.2 The Equity Shares accepted under the Buyback from each Eligible Seller, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Seller as on the Record Date; and

19.9.3 The Equity Shares tendered by any Eligible Seller over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

19.9.4 Post allocation, up to the entitlement of each Shareholder or the number of Shares tendered by each Shareholder, whichever is lower, all over-tendered Shares will be accepted by the Company on a proportionate basis. The ratio computed for over-tendered Equity Shares will be computed separately for the Reserved Category and the General Category.

19.10 Clubbing of Entitlement: In order to ensure that the same Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Shareholders with a common PAN for determining the category (Small Shareholder or General Category) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint Shareholders is identical. In case of physical Shareholders, where the sequence of PANs is identical and where the PANs of all joint Shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies etc., with a common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature

based on information prepared by the Registrar as per the shareholder records received from the Depositories

20 PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 20.1. The Buyback is open to all Eligible Sellers, who hold Equity Shares in both physical form and dematerialized form.
- 20.2. The Company proposes to effect the Buyback through a tender offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be sent to Eligible Sellers of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.
- 20.3. The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists
- 20.4. The Company shall comply with Regulation 19(5) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 20.5. Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, as a result of the decrease in the paid-up Equity Share Capital, without additional investment. Shareholders may also accept a part of their Buyback Entitlement. Shareholders also have the option of tendering additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in clause 19 (**Process and Methodology for the buyback**) of this Letter of Offer.
- 20.6. The tender in the Buyback Offer should be unconditional, on the enclosed Tender Form and sent along with other documents duly filled and signed by all the Equity Shareholder(s). The process of Acceptance shall be as disclosed in clause 19.6, 19.7 and 19.8.
- 20.7. Shareholders, to whom the Offer is made, are free to tender Shares to the extent of their Buyback Entitlement, in whole or in part or in excess of their Buyback Entitlement subject to a maximum of their full holding, as on the Record Date. Acceptance of any Shares tendered in excess of the Buyback Entitlement of the Shareholder, shall be in terms of procedure outlined in clause 19.8
- 20.8. Equity Shareholders who have accepted the Buyback Offer by tendering their Equity Shares and requisite documents in terms of the Public Announcement and this Letter of Offer are entitled to cancel/modify such tenders during the Tendering Period.

- 20.9. Eligible Shareholders will have to tender the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account.
- 20.10. As elaborated under clause 19.4 above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories: (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buyback Entitlement of a Eligible Person in each category shall be calculated accordingly.
- 20.11. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.
- 20.12. The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.13. For implementation of the Buyback, the Company has appointed Keynote Capitals Limited as the registered broker to the Company (the “**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:
- Keynote Capitals Limited**
The Ruby, 9th Floor,
Senapati Bapati Marg,
Dadar (W), Mumbai – 400 028
Contact Person: Mr. Alpesh Mehta
Email ID: alpesh@keynoteindia.net
Tel No: +91-22-30266000
- 20.14. **BSE has been appointed as the designated stock exchange whose separate Acquisition Window shall be used to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. All Eligible Shareholders may place orders in the Acquisition Window of BSE, through their respective stock brokers (“Seller Broker”). In case any Eligible Shareholder’s stock broker is not registered with BSE, for additional procedural requirements, in addition to requirements stated in clause 20.20 and 20.21, please refer to clause 20.23 below.**
- 20.15. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window of BSE by Eligible Shareholders through their respective Seller Broker during normal trading hours of the secondary market.
- 20.16. Seller Broker can enter orders for demat Shares as well as physical Shares.
- 20.17. Modification / cancellation of orders and multiple bids from a single Shareholder will be allowed during the Tendering Period of the Buyback Offer. Multiple bids made by single Shareholder for selling the Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance

- 20.18. The cumulative quantity tendered shall be made available on the website of the BSE at www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.19. All documents sent by the Eligible Sellers will be at their own risk. Eligible Sellers are advised to safeguard adequately their interests in this regard.
- 20.20. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form**
- (a) Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Broker by indicating to the concerned Seller Broker, the details of Equity Shares they intend to tender under the Buyback.
 - (b) The Seller Broker would be required to place a bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE. Before placing the bid, the concerned Seller Broker would need to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Limited (“Clearing Corporation”), by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buyback shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation.
 - (c) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
 - (d) Upon placing the bid, the Seller Broker shall provide a TRS generated by the exchange bidding system to the Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered, etc.
 - (e) Eligible Shareholders who have tendered their Equity Shares in the Buyback may deliver the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares, along with the TRS generated by the exchange bidding system either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer) not later than 2 (Two) days from the Buyback Closing Date i.e. Friday, October 19, 2018 (by 5:00 PM). The envelope should be superscribed as “**Weizmann Forex Limited Buyback Offer**”.
 - (f) The Eligible Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial Acceptance.

- (g) All the Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- i) The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares;
 - ii) Duly attested power of attorney, if any person other than the Eligible Person has signed the Tender Form;
 - iii) Duly attested death certificate and succession certificate / legal heirship certificate, in case any Eligible Person has expired; and
 - iv) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- (h) In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Shareholders.
- (i) In case any Eligible Shareholder's stock broker is not registered with BSE, for additional procedural requirements, please refer to clause 20.23 (**Additional procedural requirements for Eligible Shareholders, whose stock broker are not registered with BSE**) below.

20.21 Procedure to be followed by Registered Equity Shareholders holding Equity Shares in physical form

- (a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include:
- i) The Tender Form duly signed (by all Equity Shareholders in case Equity Shares are in joint names) the same order in which they hold the Equity Shares;
 - ii) Original share certificates;
 - iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company.
 - iv) Self-attested copy of the Equity Shareholder's PAN Card;
 - v) Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form;
 - Notarized copy of death certificate/ succession certificate or probated will, if the original Equity Shareholder has deceased;
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies;
- (b) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid aadhar card, voter identity card or passport.

- (c) Based on these documents, the concerned Seller Broker shall place a bid on behalf of the physical Equity Shareholders who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. Upon placing the bid, the Seller Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- (d) Any Seller Broker who places a bid for physical Equity Shares, is required to deliver Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents (as mentioned in this clause) either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer not later than 2 (Two) days from the Buyback Closing Date i.e. Friday, October 19, 2018. The envelope should be superscribed as **"Weizmann Forex Limited - Buyback Offer"**. One copy of the TRS will be retained by Registrar to the Buyback Offer and it will provide acknowledgement to the Seller Broker.
- (e) Shareholders holding physical shares should note that physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard.
- (f) Registrar to the Buyback Offer will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback Offer confirms the bids, they will be treated as 'Confirmed Bids'. Modification/cancellation of orders will be allowed during the Tendering Period of the Buyback.
- (g) The equity shares shall be liable for rejection on the following ground among others
- If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company;
 - If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
 - If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate;
 - In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar.
- (h) In case any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback Offer before Buyback Closing Date.

- (i) In case any Eligible Shareholder's stock broker is not registered with BSE, for additional procedural requirements, please refer to clause 20.23 (**Additional procedural requirements for Eligible Shareholders, whose stock broker are not registered with BSE**) below.

20.22 For Equity Shares held by Eligible Sellers, being Non-Resident Shareholders of Equity Shares (Read with clause 17 "DETAILS OF THE STATUTORY APPROVALS"):

- a) While tendering their Equity Shares under the Buyback Offer, all Non-Resident Equity Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all Shareholders in case the Equity Shares are held in joint names) Tender Forms. In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.
- b) FII/FPI Shareholders should also enclose a copy of their SEBI registration certificate. Erstwhile OCBs are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. OCBs are required to obtain and enclose RBI approval for tendering Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCBs/ NRIs in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- c) Where Non-Resident Shareholder is tax resident of a country which has entered into a DTAA with India, it may be possible for the Non-Resident Shareholder to avail the beneficial provisions, if any, under the DTAA. If the Non-Resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, as also a copy of the self-certified declaration for non-existence of a permanent establishment should be submitted along with the Tender Form. A copy of the Tender Form must also be provided to the relevant Seller Broker.
- d) If the Non-Resident Shareholder requires the Seller Broker not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, they would need to obtain a certificate from the Income- tax authorities, either under Section 195(3) or under Section 197 of the Income Tax Act, and submit this to Company and the Shareholders' Broker while submitting the Tender Form. In absence of such certificate from the Income-tax authorities, the Shareholders' Broker shall deduct tax on gross consideration at the prescribed rate of tax.
- e) It is recommended that the Non-Resident Shareholders submit a copy of the PAN card along with the Tender Form as PAN verification is necessary for the Company and Shareholders' Broker to deduct taxes at the appropriate rate as well as to avoid queries regarding availability of tax credit on the TRACES website. In the absence of PAN, a different rate may be applicable as per the provisions of the Indian tax laws.
- f) Non-Resident Shareholders who have acquired Equity Shares of the Company under the approval route of the RBI and erstwhile OCBs are required to submit copies of earlier RBI approvals along with their respective Tender Forms.

- g) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose the supporting documents. Such documents could include:
- i) a copy of the permission received by them from RBI at the time of the original acquisition of Shares.
 - ii) a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for this was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval.
 - iii) any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.
- h) In case the Non-Resident Shareholder is not in a position to produce supporting documents towards enabling repatriation, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Offer i.e. by way of credit to a non-repatriation bank account or issuance of rupee demand draft.

20.23 Additional procedural requirements for Eligible Shareholders, whose stock broker are not registered with BSE

- a) In the event the stock broker of any Eligible Shareholder is not registered with BSE, such Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that BSE registered stock broker after submitting the details as may be required by the stock broker (so that such stock broker is in compliance with the applicable regulations of SEBI). An indicative list of such documents is given as under.

1. In case of Eligible Seller being an individual or HUF:

A. If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

(a) Forms required:

- 1) Central Know Your Client (CKYC) form
- 2) Know Your Client (KYC) form

(b) Documents required (all documents self-attested):

- 1) Bank details (cancelled cheque)
- 2) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

B. If Eligible Shareholder is not registered with KRA:

(a) Forms required:

- 1) CKYC form
- 2) KRA form
- 3) KYC form

(b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof

- 3) Bank details (cancelled cheque)
- 4) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may also be required.

2. In case of Eligible Seller other than Individual and HUF:

A. If Eligible Shareholder is KRA registered:

(a) Form required

1) KYC Form

(b) Documents required (all documents self-attested)

- 1) Bank details (cancelled cheque)
- 2) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- 3) Latest list of directors/authorised signatories
- 4) Latest shareholding pattern
- 5) Board resolution
- 6) Details of ultimate beneficial owner along with PAN card and address proof
- 7) Last 2 years financial statements

B. If Eligible Shareholder is not KRA registered:

(a) Forms required:

1) KRA form

2) KYC form

(b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof
- 3) Bank details (cancelled cheque)
- 4) Demat details, only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- 5) Latest list of directors/authorised signatories /partners
- 6) PAN card copies & address proof of directors/authorised signatories/partners
- 7) Latest shareholding pattern
- 8) Board resolution/partnership declaration
- 9) Details of ultimate beneficial owner along with PAN card and address proof
- 10) Last 2 years financial statements
- 11) MOA/Partnership deed

b) The Company will make the payment of consideration to all Shareholders validly participating in the Buyback Offer in Indian Rupee. For Equity Shares accepted under the Buyback, the eligible Shareholder will receive funds payout in their settlement bank account attached with Depository Account from the Clearing Corporation. If bank account details of any Shareholder are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the eligible Shareholders will

be transferred to the concerned Seller Brokers for onward transfer to such eligible Shareholder. In case of physical shares, the Clearing Corporation will release the funds to the Seller Brokers as per the secondary market mechanism. The Seller Broker/custodian participants would pay the consideration to their respective clients. By participating in the Buyback Offer, demat Equity Shareholders are deemed to have provided consent to the Company, the Registrar to the Buyback Offer and the Manager to the Buyback Offer to obtain details of their bank accounts linked to the respective demat accounts, from the Depositories. As regards the Shareholders holding Shares in physical form, the bank details indicated in the Tender Form will be used for payment of consideration under the Buyback Offer.

- c) Equity Shareholders who have made an investment in the Company under the FDI route shall have an option to receive the payment consideration in foreign currency in their respective foreign bank account(s). If any such Shareholder opts to receive the payment consideration in foreign currency, then the Shareholder would be deemed to have provided consent to the Company to convert the Indian Rupee consideration into equivalent foreign currency, at the exchange rate prevailing at the time of payment. The actual currency conversion rate shall be decided by the Company at its sole discretion, and remittance costs will be borne by the Shareholder seeking foreign remittance. Shareholders opting for this option will be required to furnish all such documents, undertakings etc., as may be required by the RBI authorised dealer handling the remittance.
- d) Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any Eligible Person, shall not invalidate the Buyback Offer in any way. Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Tender Form downloaded from SEBI website (www.sebi.gov.in) or obtain a duplicate copy by writing to the Registrar to the Buyback Offer. Please note that the Company shall accept Equity Shares validly tendered for the Buyback Offer on the basis of their holding and entitlement as appearing in the records of the Company as on the Record Date.
- e) The Acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Equity Shareholders of the Company. The Company does not accept any responsibility for the decision of any Equity Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Equity Shareholders are advised to adequately safeguard their interest in this regard.
- f) The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.

20.24 In case of non-receipt of this Letter of Offer:

- a. **In case the Equity Shares are in dematerialized form:** An Equity Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. www.weizmannforex.com or send an application in writing on plain paper signed by all Equity Shareholders stating name, address, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback (along with the necessary documents mentioned in clause 20.20 and 20.22). The Tender Form along with necessary documents should reach the Registrar to the Buyback Offer no later than 2(Two) days from the Buyback Closing Date i.e., Friday, October 19, 2018 (by 5.00 PM). Equity Shareholders must also ensure that credit of

dematerialized Shares in the special account of the Clearing Corporation, by using the settlement number and the procedure prescribed by the Clearing Corporation takes place before 5:00 PM on the Buyback Closing Date.

- b. **In case the Equity Shares are in physical form:** A registered Equity Shareholder may send an application in writing on a plain paper signed by all Equity Shareholders stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback Offer and the distinctive numbers thereof, bank account particulars for payment of consideration, enclosing the original share certificate(s), copy of Equity Shareholders' PAN card(s), executed share transfer form in favour of the Company and other necessary documents. The transfer form SH-4 can be downloaded from the Company's website i.e. www.weizmannforex.com and has also been annexed to this Letter of Offer. Seller Broker must ensure that the Tender Form, along with the requisite documents (mentioned in clause 20.21 and 20.22), reach the Registrar to the Buyback Offer no later than 2(Two) days from the Buyback Closing Date i.e., Friday, October 19, 2018 (by 5.00 PM). If the signature(s) of the Equity Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buyback Offer.

Eligible Person(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this clause are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

Please note that Eligible Person(s) who intend to participate in the Buyback will be required to approach their respective Seller Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Broker or broker in the electronic platform to be made available by BSE before the Buyback Closing Date, otherwise such documents are liable to be rejected.

The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement.

The non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any Eligible Shareholder, shall not invalidate the offer to any person who is eligible to receive this offer under the Buyback.

The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

Depositories are required to provide information to the Clearing Corporation about the shareholder on whose behalf the Seller Broker has placed a sell order. This information shall include investor PAN, beneficiary account details and bank details including IFSC code.

20.25 Method of Settlement

Upon finalization of the basis of Acceptance as per Buyback Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- (b) The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement as per the secondary market mechanism. For Equity Shares accepted under the Buyback, the Seller Broker will receive funds payout in their bank account attached with Depository Account from the Clearing Corporation. If bank account details of any Shareholder are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Brokers for onward transfer to such Eligible Shareholder. In case of physical shares, the Clearing Corporation will release the funds to the Seller broker as per the secondary market mechanism. The Seller Broker / custodian participants would pay the consideration to their respective clients. The payment of consideration to all Shareholders validly participating in the Buyback will be made in ₹.
- (c) The Equity Shares bought back in the demat form would be transferred directly to the demat account of the Company (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (d) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to the respective Seller Broker by Clearing Corporation as part of the exchange payout process, not later than Friday, October 26, 2018. If the Share transfer instruction is rejected in the depository system, due to any issue, then such Shares will be transferred to the Seller Brokers depository pool account for onward transfer to the Shareholder. In case of custodian participant orders, excess demat shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant depository pool account. The Seller Broker / custodian participants would return these unaccepted shares to their respective clients on whose behalf the bids have been placed.
- (e) Physical Shares, to the extent tendered but not accepted, will be returned back to the concerned Shareholders directly by Registrar to the Buyback Offer. The Company will issue a new single share certificate for all the unaccepted physical Shares and return them to the sole/first Shareholder (in case of joint Shareholders). Share certificates in respect of unaccepted / rejected Shares and other documents, if any, will be sent by registered post / speed post at the Shareholders' sole risk to the sole/first Shareholder (in case of joint Shareholders), at the address recorded with the Company, not later than Friday, October 26, 2018 .
- (f) Seller Broker will issue contract notes and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted demat Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (g) Shareholders who intend to participate in the Buyback should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) or any tax required to be withheld from the Buyback Consideration that may be levied by the Seller Broker upon the selling Shareholders or withheld from the Buyback consideration for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges expenses (including brokerage) and tax and the Company accepts no responsibility to bear or pay such additional

cost, charges expenses (including brokerage) and tax liability incurred solely by the selling Shareholders.

- (h) The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

21. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAXIMPLICATIONS.

IN VIEW OF THE SPECIFIC NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY-BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year is from 1st April to 31st March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her income sourced from India or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares would be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Taxation Avoidance Agreement ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA.

The ITA also provides for different tax regimes / rates applicable to the gains arising on buy-back of shares based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buy-back of equity shares listed on the stock exchanges in India is set out below.

All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. CLASSIFICATION OF SHARES AND SHAREHOLDERS

Shareholders can be classified under the following categories

- A) Resident Shareholders being:
 - Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
 - Others:
 - Company
 - Other than Company

- B) Non-Resident Shareholders being:
 - Non-Resident Indians (NRIs)
 - Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - Others:
 - Company
 - Other than Company

3. CLASSIFICATION OF INCOME

Shares can be classified under the following two categories:

- A) Shares held as investment (Income from transfer is taxable under the head “Capital Gains”)
- B) Shares held as stock-in-trade (Income from transfer is taxable under the head “Profits and Gains of Business or Profession”, hereinafter referred to as “business income”)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

Further, investments by FII / FPI in any securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 would be treated as capital asset and the transfer of such shares would be treated as “capital gains” under the provisions of the Income Tax Act.

SHARES HELD AS INVESTMENT

- i. As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains on Buy-back of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of computation of Capital Gain contained in Section 48 of the Income Tax Act. The provisions of buy-back tax on the Company under Section 115QA in Chapter XIIDA of the Income Tax Act do not apply for shares listed on the stock exchange.
- ii. Period of holding :

Depending on the period for which the shares are held, the gains would be taxable as ‘short term capital gain’ or ‘long term capital gain’ as stated below:

- In respect of equity shares held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a ‘short-term capital

asset', and the gains arising therefrom shall be taxable as 'short term capital gains ("STCG").

- Similarly, where equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a 'long-term capital asset', and the gains arising therefrom shall be taxable as 'long-term capital gains' ("LTCG").

iii. Buy-back of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buy-back) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax ('STT') a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the recognized stock exchanges in India, the taxability is as follows:

- With effect from 1st April 2018 the exemption provided u/s. 10(38) of ITA has been withdrawn and levy tax on LTCG exceeding Rs. 1 Lakh in a financial year arising on transfer of listed equity shares @ 10% without allowing the benefit of indexation as per Sec 112A of ITA. However, gains accrued on such equity shares till 31st January, 2018 have been exempted by providing that the cost of acquisition in respect of such equity shares which would be transferred on or after 1st April, 2018 shall be higher of i) the actual cost of acquisition of such equity shares acquired before 1st February, 2018 or ii) the lower of a) the highest price of such equity shares quoted on the recognised stock exchange on the 31st January, 2018; or b) the actual sale value of such equity shares. Further securities transaction tax to have been paid at the time of acquisition as well as transfer.
- LTCG not exceeding Rs.1 Lakh arising from such transaction would continue to be exempted under Section 10(38) of the Income Tax Act subject to fulfilment of certain conditions which mainly included that such sale transaction is chargeable to securities transaction tax. In case of Buy-back herein, securities transaction tax is chargeable and accordingly the LTCG up to the monetary limited stated above arising on tendering of shares under Buy-back would be exempted. With effect from 1st April, 2017, a third proviso has been inserted in Section 10(38) of ITA vide Finance Act, 2017 which additionally requires that the exemption u/s. 10(38) of ITA on sale of equity shares would be available if acquisition of such equity shares was chargeable to securities transaction tax in cases of acquisition of equity shares on or after 1st October, 2004, other than such acquisition which may be notified by the Central Government. Pursuant to such powers conferred by third proviso to Section 10(38), the Central Government has exempted all transactions of acquisition of equity shares on or after 1st October, 2004 except few transactions vide Notification No. S.O. 1789(E) dated June 5, 2017. Therefore, tax treatment of LTCG may be different for each Shareholder depending on whether the transaction of acquisition of equity shares which are tendered in the Buy-back falls under the exemption u/s. 10(38) or otherwise. In case, LTCG arising from tendering of equity shares under the Buy-back doesn't fall under tax exemption u/s. 10(38) or taxable at 10% u/s 112A, such LTCG shall be subject to tax u/s. 112 of the Income Tax Act @ 20% with indexation benefit or @ 10% without indexation benefit.
- STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.

- iv. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, surcharge, education cess and secondary and higher education cess are leviable (Please refer to clause 5. below for rate of surcharge and cess). Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act i.e. the balance maximum limit not chargeable to tax will be first reduced from STCG taxable u/s 115A and the remaining STCG will be chargeable to tax @ 15%. In addition to the above STCG tax, Surcharge and Health and Education Cess are leviable.
- v. Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.
- vi. Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains of Business or Profession". In such a case, the provisions of Section 46A and Section 48 of the Income Tax Act will not apply.

i) Resident Shareholders

- a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- b) Domestic company having turnover or gross receipts not exceeding Rs. 250 Crore in the previous year i.e. 2016-17 would be taxable @ 25%.
- c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30% or other applicable tax rate.

No benefit of indexation by virtue of period of holding would be available in any case.

ii) Non-Resident Shareholders

- a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA, if any, entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- b) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- For foreign companies, profits would be taxed in India @ 40%.
- For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge, education cess and secondary and higher education cess are leviable (Please refer to clause 5 below for rate of surcharge and cess).

4. TAX DEDUCTION AT SOURCE

- A) In case of Resident Shareholders in absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buy-back.
- B) In case of Non-resident Shareholders Since the Buy-back is undertaken through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the Non-Resident Shareholder. It is therefore important for the Non-Resident Shareholders to appropriately compute such gains (if any) on this transaction and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians/authorized dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company, if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buy-back of Equity Shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buy-back of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

5. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, surcharge, health and education cess is leviable as under:

a) Surcharge

- In case of domestic companies: Surcharge @ 12% is leviable where the taxable income exceeds Rs.10 crore and @ 7% where the taxable income exceeds Rs.1 crore but does not exceed Rs.10 crore.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the taxable income exceeds Rs.10 crore and @ 2% where the taxable income exceeds Rs.1 crore but does not exceed Rs.10 crore.
- In case of individual, HUF, AOP, BOI: Surcharge @15% is leviable where the taxable income exceeds Rs.1 crore and @ 10% where the taxable income exceeds Rs. 50 lakh but does not exceed Rs.1 crore
- In case of Firm, Local Authority: Surcharge @12% is leviable where the taxable income exceeds Rs. 1 crore.

b) Cess

With effect from 1st April 2018 cess is levy as “Health and Education Cess” @ 4%.

The above note on taxation sets out the provisions of law in a summary manner only and is not a complete/exhaustive analysis or listing of all potential tax consequences on the disposal of equity shares under the Buy-back. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, Eligible Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

22. DECLARATION BY THE BOARD OF DIRECTORS

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).

23. AUDITORS CERTIFICATE

The text of the Report dated June 4, 2018 received from Sharp & Tannan LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below

**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 clause 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 (₹ In Lakhs)	Amount (₹ in Lakhs)
Paid up Share Capital of face value ₹ 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
Total Paid Up Capital & Free Reserves		15,283.71
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 ₹ 3,379.17 Lakhs.

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company between 10 a.m. and 5.00 p.m. on all working days (Monday to Friday) during the offer period:

- i) Certificate of Incorporation of the Company.
- ii) Memorandum and Articles of Association of the Company.
- iii) Annual reports of the Company for the last three financial year's viz. March 31, 2018, 2017 and 2016.
- iv) Copy of resolution passed by the Board of Directors at its meeting held on June 04, 2018 approving the proposal of the Buyback.
- v) Copy of resolution passed by the Buyback Committee of the Board of Directors at its meeting held on August 03, 2018 announcing the Record date for determining the Buyback Entitlement and the names of Eligible Sellers.
- vi) Copy of special resolution of the Shareholders approving the Buyback, passed by way of postal ballot (including through e-voting), the results of which were announced on August 03, 2018
- vii) Certificate dated June 04, 2018 received from Sharp & Tannan LLP, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buyback Regulations.
- viii) Copy of Public Announcement dated August 06, 2018 published in the newspapers on August 07, 2018 regarding Buyback
- ix) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.
- x) Certificate from Sharp & Tannan LLP, Chartered accountants, dated August 10, 2018, certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations.
- xi) Copy of Escrow Agreement dated July 25, 2018 between Weizmann Forex Limited (Company), Indusind Bank Limited (Escrow Bank) and Keynote Corporate Services Limited (Manager to the Buy Back).
- xii) Confirmation letter by the Escrow Bank dated August 06, 2018 that the Escrow Account has been opened and Escrow Amount has been deposited.
- xiii) SEBI comments vide letter dated September 17, 2018 issued in terms of the Buyback Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

The Company has designated Mr. B. Karthikeyan, Managing Director as the Compliance Officer for the Buyback. The contact details are as given below :

Name	Mr. B. Karthikeyan
Designation	Managing Director
Address	Empire House, 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001
Email	investorgrievance@weizmannforex.com
Contact	+91-22-22071501

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am & 5 pm on all working days, at the above mentioned address.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the investor can approach the Compliance Officer of the Manager to the Buyback and/ or Registrar to the Buyback and/ or Compliance Officer of the Company for redressal.

If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the Equity Shareholders may contact the Registrar & Transfer Agent of the Company on any day except Saturday, Sunday and Public holidays between 10.00 a.m. and 5.00 p.m. at the following address:

REGISTRAR TO THE BUY BACK:**BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East)
Mumbai 400059, India.
Telephone: +91 22 6263 8200, Facsimile: +91 22 6263 8299
Investor grievance email: buybackoffer@bigshareonline.com
Contact Person: Mr. Ashok Shetty/ Mr. Ashish Bhope
Website: www.bigshareonline.com
SEBI Registration Number: INR000001385

28. DETAILS OF THE MANAGER TO THE BUY BACK

The Company has appointed the following as Manger to the Buyback.

KEYNOTE

Keynote Corporate Services Limited,

Address: The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400028;

Tel: +91-22- 30266000-3; **Fax:** +91-22- 3026 6088;

E-mail: mbd@keynoteindia.net; **Website:** www.keynoteindia.net;

Contact Person: Ms. Pooja Sanghvi / Mr. Shashank Pisat;

SEBI Registration No.: INM 000003606; **AMBI No.:** AMBI/ 040

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER.

As per Regulation 19(1)(a) of the Buyback Regulations, the Directors of the Company accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on June 04, 2018.

For and on behalf of the Board of Directors of Weizmann Forex Limited

sd/-

B. Karthikeyan
Managing Director
DIN : 01902755

Place: Mumbai
Date: September 18, 2018

sd/-

Dharmendra G. Siraj
Chairman
DIN : 00025543

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