

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(s) of Weizmann Limited ("Company"), as on the Record Date (as defined hereinafter) in accordance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended. If you require any clarification about the action to be taken, you may consult your stockbroker or your investment consultant or the Manager to the Buy-back, i.e. Saffron Capital Advisors Private Limited or the Registrar to the Buy-back, i.e. Bigshare Services Private Limited. Please refer the section entitled "Definition of Key Terms" for the definition of the capitalized terms used herein.



WEIZMANN LIMITED
Registered Office: 214, Empire House, Dr D N Road, Ent. A K Nayak Marg, Fort, Mumbai- 400001, Maharashtra, India
Tel. No. +91-22-22071501 (6 lines); **Email:** investorsgrievance@weizmann.co.in; **Website:** www.weizmann.co.in
Corporate Identification Number (CIN): L65990MH1985PLC038164
Contact Person: Ami Purohit, Company Secretary & Compliance Officer

OFFER TO BUY-BACK UP TO 3,65,169 (THREE LAKH SIXTY FIVE THOUSAND ONE HUNDRED AND SIXTY NINE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 160/- (RUPEES ONE HUNDRED SIXTY ONLY) ("BUY-BACK PRICE") PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 5,84,27,081/- (FIVE CRORES EIGHTY FOUR LAKHS TWENTY SEVEN THOUSAND EIGHTY ONE ONLY) ("BUY-BACK OFFER SIZE") EXCLUDING TRANSACTION COST, FROM THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM ("BUY-BACK")

- 1) The Buy-back is being undertaken in accordance with Article 18 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ("SEBI Buy-back Regulations") read with SEBI Circulars. The Buy-back is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the Securities and Exchange Board of India, and/or the National Stock Exchange of India Limited and the BSE Limited, Registrar of Companies, Reserve Bank of India, etc.
- 2) The Buy-back Offer Size is ₹ 5,84,27,081/- (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only) excluding the Transaction Costs, which represents 9.2% and 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 (i.e. the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buy-back), respectively, which is within the statutory limit of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited accounts of the Company for the financial year ended March 31, 2024.
- 3) The Letter of Offer is being sent electronically to all Eligible Shareholder(s) who have registered their email id with the Depositories/ the Company. Further, in terms of explanation to Regulation 9(ii) of the SEBI Buy-back Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided.
- 4) For details of the procedure for tender and settlement, please refer to the "Procedure for Tender Offer and Settlement" on page 36. The Form of Acceptance-cum-Acknowledgement (the "Tender Form") is enclosed together with this Letter of Offer.
- 5) For details of the methodology adopted for the Buy-back, please refer to the "Process and Methodology for the Buy-back" on page 32.
- 6) For mode of payment of cash consideration to the Eligible Shareholders, please refer to "Procedure for Tender Offer and Settlement" on page 32.
- 7) A copy of the Public Announcement (as defined below), and this Letter of Offer (including the Tender Form) will also be available on the websites of the Company, the Securities and Exchange Board of India, the Registrar to the Buy-back, the Stock Exchanges i.e. BSE & NSE and the Manager to the Buy-back at www.weizmann.co.in, www.sebi.gov.in, www.bigshareonline.com, www.bseindia.com, www.nseindia.com and www.saffronadvisor.com, respectively.
- 8) Eligible Shareholders are advised to refer to "Details of Statutory Approvals" and "Note on Taxation" on pages 31 and 41 respectively, before tendering their Equity Shares in the Buy-back.

BUY-BACK PROGRAMME

BUY-BACK OPENS ON	THURSDAY, SEPTEMBER 05, 2024
BUY-BACK CLOSES ON	WEDNESDAY, SEPTEMBER 11, 2024
LAST DATE AND TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUY-BACK	WEDNESDAY, SEPTEMBER 11, 2024, ON OR BEFORE 5.00 PM IST

BUY-BACK ENTITLEMENT

Category of Eligible Shareholders	Ratio of Buyback (i.e. Buyback Entitlement) *
Reserved Category for Small Shareholders	33 Equity Shares for every 776 Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	33 Equity Shares for every 776 Equity Shares held on the Record Date

*For further information on Ratio of Buyback as per the Buyback Entitlement in each Category, please refer paragraph 20.7 on page 33 of this Letter of Offer.

ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUY-BACK BY FOLLOWING THE STEPS GIVEN BELOW:

- 1) Click on www.bigshareonline.com
- 2) Select the name of the Company – "Weizmann Limited-Buyback-2024"
- 3) Select holding type - "Demat" or "Physical" or "PAN"
- 4) Based on the option selected above, enter your "Folio Number" or "NSDL DPID/Client ID" or "CDSL Client ID" or "PAN"
- 5) Click on submit and then click on "View button"
- 6) The entitlement will be provided in the pre-filled 'FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT'

MANAGER TO THE BUY-BACK	REGISTRAR TO THE BUY-BACK
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SAFFRON
energising ideas
SAFFRON CAPITAL ADVISORS PRIVATE LIMITED
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SEBI Registration Number: INM000011211; **Validity:** Permanent
Contact Person: Saurabh Gaikwad/ Sachin Prajapati

Bigshare Services Pvt. Ltd.
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1. SCHEDULE OF ACTIVITIES

Sr. No.	Activity Schedule	Day & Date
1)	Date of meeting of the Board of Directors approving the proposal for the Buy-back	Tuesday, August 20, 2024
2)	Date of Public Announcement for the Buy-back	Wednesday, August 21, 2024
3)	Date of publication of the Public Announcement for the Buy-back	Thursday, August 22, 2024
4)	Record Date for determining the Buy-back Entitlement and the names of the Eligible Shareholders	Friday, August 30, 2024
5)	Last date for dispatch of Letter of Offer	Tuesday, September 03, 2024
6)	Date of opening of the Buy-back (“Buy-back Opening Date”)	Thursday, September 05, 2024
7)	Date of closing of the Buy-back (“Buy-back Closing Date”)	Wednesday, September 11, 2024
8)	Last date of receipt of completed Tender Forms and other specified documents by the Registrar	Wednesday, September 11, 2024
9)	Last date of completion of verification by Registrar to the Buy-back	Friday, September 13, 2024
10)	Last date of intimation to the Designated Stock Exchange regarding acceptance/ non-acceptance of the tendered Equity Shares by the Registrar to the Buy-back	Tuesday, September 17, 2024
11)	Last date of completion of settlement of bids by the Clearing Corporation/Stock Exchange	Thursday, September 19, 2024
12)	Last date of dispatch of share certificate(s) by the Registrar to the Buy-back/ unblocking/return of unaccepted demat Equity Shares in the account of the Eligible Shareholders/Seller Broker	Thursday, September 19, 2024
13)	Last date of payment of consideration to Eligible Shareholders who participated in the Buy-Back	Thursday, September 19, 2024
14)	Last date of extinguishment of the Equity Shares	Monday, September 30, 2024

Note: In case the last date is mentioned for certain activities, such activities may be completed on or before such last date.

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buy-back Regulations, the Companies Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.

Terms	Description
Acceptance/Accept/ Accepted	Acceptance of fully paid up Equity Shares, tendered by Eligible Persons in the Buy-back process
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars.
Additional Shares / Additional Equity Shares	Additional eligible Equity Shares tendered by an Eligible Shareholders over and above the Buy-back Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles/Articles of Association/AoA	Articles of Association of the Company, as amended from time to time
Board/ Board of Directors/ Director(s)	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Buy-back Committee' thereof)
Board Approval	Meeting of the Board of Directors held on Tuesday, August 20, 2024, approving the proposal for the Buy-back.
Board Meeting date	Tuesday, August 20, 2024
Buy-back Closing Date	Wednesday, September 11, 2024
Buy-back Committee	Buy-back Committee comprising of Shri. Dharmendra G Siraj, Non-Executive - Non-Independent Director-Chairman, Shri. Neelkamal V Siraj, Vice Chairman and Managing Director, Shri Chetan D Mehra, Director, constituted on Tuesday, August 20, 2024, by a resolution of the Board of Directors, and duly authorized for the purpose of this Buy-back
Board	Board of Directors of the Company, or the Authorized Committee for the purpose of the Buy-back
BSE	BSE Limited
Buy-back Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back Offer, based on the number of Equity Shares held by that Eligible Shareholder, on the Record date and the Ratio of Buy-back applicable in the category, in which such Shareholder belongs to.
Buy-back Opening Date	Thursday, September 05, 2024
Buy-back Offer / Buy-back / Offer	Offer to Buy-back up to 3,65,169 (Three Lakhs Sixty Five Thousand One Hundred Sixty Nine) fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the company (" Equity Shares ") at a price of ₹ 160/- (Rupees One Hundred and Sixty Only) (" Buy-Back Price ") per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 5,84,27,081/- (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only), from the Equity Shareholders / Beneficial Owners of the Equity Shares of the company as on the record date, on a proportionate basis.
Buy-back Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹ 160/- (Rupees One Hundred and Sixty Only) per Equity Share, payable in cash.
Buy-back Offer Size	Maximum number of Equity Shares proposed to be bought back i.e., up to 3,65,169 (Three Lakhs Sixty Five Thousand One Hundred Sixty Nine) Equity Shares multiplied by the Buy-back Offer Price i.e., ₹ 160/- (Rupees One Hundred and Sixty Only) per Equity Share aggregating to ₹ 5,84,27,081 (Rupees Five Crores Eighty

	Four Lakhs Twenty Seven Thousand Eighty One Only), excluding Transaction Costs
Buy-back Period	The period between the date of Board meeting to authorise Buy-back and the date on which the payment of consideration to the shareholders whose Equity Shares have been accepted under the Buy-back, will be made.
Buying Broker/ Company's Broker	Choice Equity Broking Private Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Collectively referred as, Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited.
Companies Act	Companies Act, 2013, as amended and relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, as amended
Company/ the Company/ "we" / "us" / "our"	Weizmann Limited, having registered office at 214, Empire House, Dr D N Road, Ent. A K Nayak Marg, Fort, Mumbai- 400001, Maharashtra, India
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buy-back would be transferred
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories Act	The Depositories Act, 1996
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Stock Exchange	The designated stock exchange for the Buy-back, being BSE.
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Eligible Shareholders	Person(s) eligible to participate in the Buy-back Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on Record Date i.e. Friday, August 30, 2024, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buy-back.
EPS	Earnings per Equity Share
Equity Shares / Shares	Fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company
Equity Shareholder(s)/ Shareholder(s)	Holder(s) of the Equity Shares and includes beneficial owners thereof
Escrow Bank/Escrow Agent	ICICI Bank Limited
Escrow Account	The Escrow Account in the name and style of "WEIZMANN LIMITED BUYBACK ESCROW A/C -2024" opened with Escrow Agent in accordance with Escrow Agreement
Escrow Agreement	The Escrow Agreement dated August 20, 2024, entered into between the Company, the Manager to the Buy-back and the Escrow Agent.
FEMA	Foreign Exchange and Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	The Income-tax Act, 1961, as amended
Letter of Offer / LOF / Offer Document	This Letter of Offer dated September 03, 2024, to be filed with SEBI containing disclosures in relation to the Buy-back as specified in Schedule III of the SEBI Buy-back Regulations
MCA	Ministry of Corporate Affairs
Management Rules	The Companies (Management and Administration) Rules, 2014
Manager to the Buy-back/Manager	Saffron Capital Advisors Private Limited
Memorandum of Association/MoA	Memorandum of Association of the Company, as amended
N.A.	Not Applicable

Non-Resident Shareholders	Includes NRIs, FIIs, FPIs, foreign corporate bodies (including OCBs) and foreign nationals etc.
NECS	National Electronic Clearing Services
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PA / Public Announcement	Public Announcement made in accordance with the SEBI Buy-back Regulations, dated August 21, 2024, published in Business Standard English (All Edition), Business Standard Hindi (All Edition) and Mumbai Lakshadeep Marathi (Mumbai Edition - Being the Regional language of Mumbai wherein the registered office of the Company is located) on Thursday, August 22, 2024
PAN	Permanent Account Number
Persons in Control	Promoters and Persons Acting in concert, including such persons as have been disclosed under the filings made by the Company from time to time under the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (“ SEBI Takeover Regulations ”) and filings with the Stock exchanges under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“ SEBI LODR Regulations ”)
Physical Share(s)	Equity Share(s) of the Company in physical form
Promoter and Promoter Group	Chetan Mehra (Promoter), Dharmendra Gulabchand Siraj (Promoter Group), Anju Siraj (Promoter Group), Arun Durgadas Mehra (Promoter Group), Isha Siraj Kedia (Promoter Group), Radhika C Mehra (Promoter Group), Shweta Siraj Mehta (Promoter Group), Hansneel Impex Private Limited (Promoter Group), Kotta Enterprises Limited (Promoter Group), Purvaja Projects Limited (Promoter Group), Sitex India Private Limited (Promoter Group), Inspeed Power Private Limited (Promoter Group), Prabhanjan Multitrade Private Limited (Promoter Group), Ram Krishna Iron Works Private Limited (Promoter Group), Windia Infrastructure Finance Limited (Promoter Group), Karma Energy Limited (Promoter Group)
RBI	Reserve Bank of India
Record Date	Friday, August 30, 2024, being the date for the purpose of determining the Buy-back Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the proposed Buy-back in accordance with the SEBI Buy-back Regulations.
Registrar/Registrar to the Offer / Registrar to the Buy-back	Bigshare Services Private Limited
Regulations / SEBI Buy-back Regulations / Buy-back Regulations	The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buy-back
RoC	Registrar of Companies, Mumbai
SEBI	The Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified in Chapter 4 of the Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated February 16, 2023 with reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI (“ SEBI Master Circular ”) and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any amendments thereof.
SEBI (LODR) Regulations, 2015/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Shareholder’s Broker/ Stockbroker	The stockbrokers (who is a member of the NSE and BSE) of an Eligible Shareholder, through whom such Eligible Shareholder can participate in the Buy-back
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buy-back Regulations and in relation to the Buy-back means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE/NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date.
Stock Exchanges	Collectively referred as, BSE and NSE.

STT	Securities Transaction Tax
Tender Form/Form(s)	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buy-back
Tender Offer	Method of Buy-back as defined in Regulation 2(i)(q) of the SEBI Buy-back Regulations
Tendering Period	Period of 5 (five) Working Days from the Buy-back Opening Date till the Buy-back Closing Date (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buy-back viz. brokerage, costs, fees, turnover charges, taxes such as Buy-back tax, securities transaction tax and goods and services tax (if any), stamp duty, advisor's fees, filing fees, publication expense, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip
United States/U.S.	United States of America
Working Day(s)	Working day as defined in the SEBI Buy-back Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

Currency and Units of Presentation

All references to "Rupee(s)", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is from the audited financial statement for the period ended March 31, 2024, March 31, 2023, and March 31, 2022.

Our Company's financial year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "**Financial Year**" or "**FY**"). All data related to financials are given in ₹ crores unless otherwise stated.

Stock Market Data: Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to the Securities and Exchange Board of India (SEBI). It is to be distinctly understood that submission of the 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 Buy-back commitments or for the correctness of the statements made or opinions expressed in the Offer Document. The Manager to the Buy-back, Saffron Capital Advisors Private Limited, has certified that the disclosures made in the Offer Document are generally adequate and are in conformity with the provisions of Companies Act, 2013 and SEBI Buy-Back Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Shares in the Buy-back.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Offer Document, Manager to the Buy-back 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 Buy-back, Saffron Capital Advisors Private Limited has furnished to SEBI a Due Diligence Certificate dated September 03, 2024 in accordance with the SEBI Buy-back Regulations which reads as follows:

“We have examined various documents and materials relevant to the Buy-back, as part of the due diligence carried out by us in connection with the finalisation of the Public Announcement and the Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back Offer.*
- *All the legal requirements connected with the said Buy-back including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer 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 Buy-back Offer.*
- *Funds to be used for Buy-back shall be as per the provisions of the Companies Act, 2013, as amended”.*

The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-back.

The Promoters and Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders 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 Promoters/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buy-back Regulations.

The Promoters and Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.

Disclaimer for U.S. Persons

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for persons in foreign countries other than U.S.

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buy-back to a new or additional requirements or registration. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be

deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

Important notice to all Equity Shareholders

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buy-back Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders as per the SEBI Buy-back Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

Forward Looking Statements

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

Quote

TO APPROVE THE PROPOSAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY AS WELL AS MATTERS RELATED/INCIDENTAL THERETO

“RESOLVED THAT pursuant to the provision of Article 18 of the Articles of Association of the Weizmann Limited (the “Company”), the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, (hereinafter referred to as the “Share Capital Rules”), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “Management Rules”) and other relevant rules made thereunder, as amended from time to time, and in compliance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buy- back Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buy-back Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Mumbai (the “RoC”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and/ or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the “Appropriate Authorities”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the Directors, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), the Board hereby consents and approves the Buy-back by the Company of its fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each (“Equity Shares”), up to 3,65,169 (Three Lakhs Sixty Five Thousand One Hundred Sixty Nine) Equity Shares (representing 2.30% of the total number of Equity Shares in the total paid-up Equity Share Capital) of the Company at a price of ₹160/- (Rupees One Hundred Sixty only) /- per Equity Share (“Buy-back Price”) payable in cash for an aggregate amount up to and not exceeding ₹5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One only) (“Buy-back Size”), which represents 9.2% and 10% of the aggregate of the Company’s paid-up capital and free reserves as per the latest audited standalone and consolidated financial statements, respectively, as at March 31, 2024, being within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on latest audited standalone and consolidated financial statements, respectively, as at March 31, 2024, as per the provisions of the Companies Act and SEBI Buy-back Regulations from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters and promoter group as have been disclosed in the shareholding pattern filed by the Company from time to time under Regulation 31 of SEBI Listing Regulations, as on a record date i.e. Friday, August 30, 2024 (“Record Date”), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buy- back Regulations (hereinafter referred to as the “Buy-back/ Buy-back Offer/ Offer”)

RESOLVED FURTHER THAT the Company shall implement the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”) or such other circulars or notifications, as may be applicable.

RESOLVED FURTHER THAT pursuant to Regulation 42 of the SEBI Listing Regulations and Regulation 9(i) of SEBI Buy-back Regulations approval of the Board be and is hereby accorded for fixing **Friday, August 30, 2024**, as the Record Date who shall be eligible to participate in the Buy-back Offer of the Company and to whom the Letter of Offer along with the Tender Form shall be dispatched through electronic mode.

RESOLVED FURTHER THAT the Buy-back Size does not include any expenses incurred or to be incurred for the Buy-back like filing fees payable to the SEBI, brokerage, applicable taxes (such as income tax, Buy-back taxes, securities transaction tax, stamp duty and goods and service tax), advisors’ fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (“Transaction Cost”)

RESOLVED FURTHER THAT the Board may increase the Buy-back Offer Price and decrease the number of shares proposed to be bought back, such that there is no change in the Buy-back Size till one working day prior to the Record Date fixed for the purpose of Buy-back.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buy-back Regulations, the Company shall Buy-back Equity Shares from the existing shareholders including promoters and persons in control who holds Equity Shares of the Company as on Record Date (“**Eligible Shareholders**”), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buy-back Regulations (“**Small Shareholders**”), as on the Record Date, whichever is higher, shall be reserved for the small shareholders in accordance the SEBI Buy-back Regulations.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buy-back including promoter and promoter group, persons in control of the Company who hold Equity Shares of the Company except any shareholders who may be specifically prohibited under the Buy-back Regulations or other applicable law.

RESOLVED FURTHER THAT, the amount required by the Company for the Buy-Back is intended to be met out of current surplus and/or cash balance and/or accumulated internal accruals as may be permitted by law through ‘Tender Offer’ route and as required by the Buy-Back Regulations and the Act and on such terms and conditions as the Board may decide from time to time and the Buy-Back would be made out of free reserves of the Company or such other means as may be permissible.

RESOLVED FURTHER THAT, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buy-back Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and is hereby approved and that Shri. Neelkamal V Siraj, Managing Director and Shri. Chetan D Mehra, Director be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the RoC and the SEBI and/or other concerned authorities, as may be necessary, in accordance with the applicable laws.

RESOLVED FURTHER THAT the Buy-back from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders themselves.

RESOLVED FURTHER THAT the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations read with Rule 19(2) and 19A of Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”) and in the event, after the completion of the Buy-Back, the non-promoter shareholding of the Company fall below the minimum level required as per Listing Regulations, the Company shall bring the public shareholding to twenty five per cent shareholding within the time and in the manner as prescribed under SCRR and SEBI from time to time.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the Buy-back consideration to the shareholders who have tendered their Ordinary Shares in the Buy-back.

RESOLVED FURTHER THAT, the Board hereby confirms that:

- i. all the Equity Shares of the Company are fully paid-up;
- ii. the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the Buy-back period i.e. from the date of Board meeting approving the Buy-back of its Equity Shares till the date on which the payment of consideration to shareholders who have accepted the Buy-back offer is made in accordance with the Act and the SEBI Buy-back Regulations (“**Buy-back Period**”);
- iii. the Company, as per the provisions of Section 68(8) of the Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- iv. unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buy-back Period i.e. the date on which the payment of consideration to shareholders who have accepted the Buy-back offer is made except in discharge of subsisting obligations;

- v. the Company shall not Buy-back of its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
- vi. the aggregate amount of the Buy-back i.e. up to ₹ 5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One only) does not exceed 10% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone or consolidated financial statements, as at March 31, 2024, whichever sets out the lower amount;
- vii. the number of Equity Shares proposed to be purchased under the Buy-back i.e. 3,65,169 (Three Lakhs Sixty Five Thousand One Hundred Sixty Nine) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as at March 31, 2024;
- viii. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act (“Scheme”) involving the Company, and no public announcement of the Buy-back shall be made during pendency of any such Scheme;
- ix. the Company shall not make any further offer of buy-back within a period of one year reckoned from the expiry of the Buy-back Period;
- x. the Buy-back shall be completed within a period of one year from the date of passing of the Board Resolution;
- xi. the Company shall not withdraw the Buy-back offer after the public announcement of the offer of the Buy-back is made;
- xii. the Company shall comply with the statutory and regulatory timelines in respect of the Buy-back in such manner as prescribed under the Act and/or the SEBI Buy-back Regulations and any other applicable laws;
- xiii. the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buy-back;
- xiv. the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- xv. the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buy-back in accordance with the SEBI Buy-back Regulations;
- xvi. the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Act;
- xvii. the Company will ensure consequent reduction of its share capital post Buy-back and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buy-back Regulations and the Act within the specified timelines;
- xviii. there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- xix. the Company will not Buy-back Equity Shares which are locked-in or non-transferable until the pendency of such lock-in or until the time the Equity Shares become transferable, as applicable;
- xx. the consideration for the Buy-back shall be paid by the Company only in cash;
- xxi. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy-back shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone or consolidated financial statements of the Company, whichever sets out a lower amount, as prescribed under the Act and the SEBI Buy-back Regulations;
- xxii. the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements;
- xxiii. the Buy-back shall not result in delisting of the Equity Shares or other specified securities from BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”);
- xxiv. the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;
- xxv. as per Regulation 24(i)(e) of the SEBI Buy-back Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board meeting approving Buy-back till the closing of the Buy-back Offer;
- xxvi. the Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy-back Regulations, i.e. the Company has not made the offer of Buy-back within a period of one year reckoned from the date of expiry of Buy-back period of the preceding offer of buy-back; and
- xxvii. Covenants in relation to our financing arrangements / borrowings with banks, financial institutions and other entities (“Lenders”) are not being breached pursuant to the Buy-back and accordingly the prior consent of the Lender(s) of the Company, as required Regulation 5(i)(c) and Schedule I (xii) of the SEBI Buy-back Regulations, is not applicable.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I and in accordance with Regulation 5(iv)(b) of the SEBI Buy-back Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- a. immediately following the date of the Board Meeting i.e., Tuesday, August 20, 2024, there will be no grounds on which the Company can be found unable to pay its debts;
- b. as regards its prospects for the year immediately following the date of the Board Meeting i.e., Tuesday, August 20, 2024 approving the Buy-back, having regard to the Board's intentions 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 their 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 i.e., Tuesday, August 20, 2024 approving the Buy-back; and
- c. in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act 2013 or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities);

RESOLVED FURTHER THAT, the Buy-back is being proposed in keeping with the Company's desire to (a) enhance the overall return to shareholders in the long run; and (b) enhance the long term value for shareholders.

RESOLVED FURTHER THAT the powers of the Board in respect of Buy-back be and are hereby delegated to the Committee (the "**Buy-back Committee**") comprising:

Sr. No.	Committee Members	Designation
1	Shri. Dharmendra G Siraj	Chairman
2	Shri. Neelkamal V Siraj	Member
3	Shri. Chetan D Mehra	Member

RESOLVED FURTHER THAT, the Buy-back Committee and each member of the Buy-back Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buy-back, including but not limited to the following:

- i. finalizing the terms of Buy-back including the mechanism for the Buy-back, the schedule of activities including the preparation of public announcement, letter of offer, dates of opening and closing of the Buy-back, Record Date, entitlement ratio, the timeframe for completion of the Buy-back;
- ii. make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Notice prior to its circulation, as it, in its absolute discretion deems fit;
- iii. negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buy-back Regulations;
- iv. earmarking and making arrangements for adequate sources of funds for the purpose of the Buy-back including arranging for bank guarantees as may be necessary for the Buy-back in accordance with applicable laws;
- v. opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- vi. appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- vii. preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buy-back including declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buy-back on behalf of the Board;
- viii. extinguishment of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buy-back on behalf of the Company and/ or Board, as required under applicable law;
- ix. decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- x. To verify offer/acceptances received, to finalize basis of acceptance, to pay to the members consideration for shares bought back pursuant to the Buy-back;
- xi. To finalize basis of acceptance;
- xii. To pay to the shareholders consideration for shares bought back pursuant to the Buy-back;
- xiii. To issue rejection letters, if any;
- xiv. To file 'Return of Buy-back' with Registrar of Companies and other statutory authorities;
- xv. providing such confirmations and opinions as may be required in relation to the Buy-back
- xvi. creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;

- xvii. to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR11/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”) or such other circulars or notifications, as may be applicable.
- xviii. to sign the documents as may be necessary with regard to the Buy-back and use of common seal of the Company wherever necessary on relevant documents required to be executed for the Buy-back and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buy-back to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- xix. making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buy-back;
- xx. settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back;
- xxi. carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- xxii. obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;
- xxiii. giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer as may be required by the relevant authorities;
- xxiv. to do all such acts, deeds, matters and things incidental and in connection with the Buy-back and deliver such documents as may be necessary, desirable and expedient; and
- xxv. Delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

The Company Secretary shall act as the Secretary to the Buy-back Committee.

RESOLVED FURTHER THAT the quorum for any meeting of the Buy-back Committee for implementing the Buy-back shall be any two members and the Buy-back Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

RESOLVED FURTHER THAT BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buy-back.

RESOLVED FURTHER THAT Ami Purohit Company Secretary & Compliance, be and is hereby appointed as Compliance Officer for the Buy-back, and Bigshare Services Private Limited, Registrar to the Buy-back be and is hereby designated as the investors service centre for compliance with SEBI Buy-back regulations and to redress the grievances of the investors, as required under regulation 24(iii) of the SEBI Buy-back Regulations.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated August 05, 2024, setting out the terms as mutually agreed between the Company and Saffron Capital Advisors Private Limited, and the appointment of Saffron Capital Advisors Private Limited as the Manager to the Buy-back in accordance with the Companies Act, as amended and SEBI Buy-back Regulations, be and hereby ratified and approved.

RESOLVED FURTHER THAT in compliance with the SEBI Buy-back Regulations, the following intermediaries and other third parties be and are hereby appointed for the Buy-back at such remuneration as may be mutually agreed between the Company and the intermediary/third Party:

Sr. No.	Entity	Purpose
1	Saffron Capital Advisors Private Limited	Manager to the Buy-back
2	Choice Equity Broking Private Limited	Buying Broker
3	Bigshare Services Private Limited	Registrar to the offer
4	BSE Limited	Designated Stock Exchange
5	ICICI Bank Limited	Escrow Agent

RESOLVED FURTHER THAT, the Board hereby takes on record the auditor report dated August 20, 2024, issued by M/s Batliboi & Purohit, Chartered Accountants the Statutory Auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buy-back Regulations and placed before the Board for its noting.

RESOLVED FURTHER THAT an escrow account be opened with ICICI Bank Limited (“**Escrow Agent/Escrow Bank**”) for the purpose of the Buy-back and the Company shall in accordance with the provisions of the SEBI Buy-back Regulations, as and by way of security, for the performance of its obligations under the SEBI Buy-back Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the Manager to the Buy-back and before the opening of the Buy-back, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the SEBI Buy-back Regulations and the Manager to the Buy-back be and is hereby authorized to operate the Escrow Account in accordance with the SEBI Buy-back Regulations.

RESOLVED FURTHER THAT Saffron Capital Advisors Private Limited, the Manager to Buy-back Offer is authorized to operate the Escrow Account and Special Escrow Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buy-back Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in terms of the SEBI Buy-back Regulations, in the event of non-fulfilment of the obligations under the SEBI Buy-back Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with SEBI Buy-back Regulations.

RESOLVED FURTHER THAT Shri. Neelkamal V Siraj, Managing Director and Shri. Chetan D Mehra Director, in the name and on behalf of the Company and Mr. Sachin Prajapati , Senior Manager – Equity Capital Market on behalf of Saffron Capital Advisors Private Limited (Manager to the Buy-back), be and are severally authorised to execute/perform the acts, deeds, documents, letters and things, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buy-back Regulations.

RESOLVED FURTHER THAT, no information/ material likely to have a bearing on the decision of the shareholders has been/ shall be 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 mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buy-back Regulations.

RESOLVED FURTHER THAT, nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buy-back Committee to buy back any equity shares of the Company or impair any power of the Company or the Board or the Buy-back Committee to terminate any process in relation to such Buy-back, if permitted by law.

RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered and that Ami Purohit Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven working days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Ami Purohit Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Ami Purohit Company Secretary of the Company be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buy-back by the officers of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT Shri. Neelkamal V Siraj, Managing Director, Shri. Chetan D Mehra, Director and Ami Purohit Company Secretary, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.”

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1 In accordance with the provisions of Regulation 7(i) of the SEBI Buy-back Regulations, the Company has made the Public Announcement dated Wednesday, August 21, 2024, for the Buy-back of Equity Shares which was published on Thursday, August 22, 2024, in the newspapers mentioned below:

Name of the Newspapers	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition (Being the Regional language of Mumbai wherein the registered office of the Company is located)

- 5.2 The Public Announcement was published within 2 (two) Working Days from the date of the board resolution being passed by the Board of Directors approving the Buy-back (i.e., Tuesday, August 20, 2024). The Company will publish further notices or corrigendum to or relating to the Public Announcement, if any, in the abovementioned newspapers.
- 5.3 A copy of the Public Announcement is available on the website of the Company, i.e., www.weizmann.co.in, the Manager to the Buy-back, i.e., www.saffronadvisor.com, the website of SEBI i.e., www.sebi.gov.in and on the websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.
- 5.4 After dispatch of the Letter of Offer, the Company will publish an advertisement in all editions of Business Standard, an English daily and all editions of Business Standard Hindi national daily and Mumbai edition of Mumbai Lakshadeep, a regional language Marathi daily to inform the Eligible Shareholders about the completion of dispatch of Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buy-back.

6. DETAILS OF THE BUY-BACK

- 6.1 Pursuant to the resolution passed by the Board of Directors of the Company on Tuesday, August 20, 2024, the Company, hereby, announces the Buy-back of up to **3,65,169** (Three Lakh Sixty Five Thousand One Hundred and Sixty Nine) Equity Shares (representing 2.30% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company) from the Eligible Shareholders as on the Record Date i.e., Friday, August 30, 2024 (for further details in relation to the Record Date, refer to section entitled “*Process and Methodology of Buy-back*” of this Letter of Offer), at a price of ₹ 160/- (Rupees One Hundred and Sixty Only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only), excluding Transaction Costs (“**Maximum Buy-back Size**”) being within the 10% of the aggregate fully paid-up equity share capital and free reserves of the Company based on both audited standalone and consolidated financial statements of the Company as on March 31, 2024, on a proportionate basis through tender offer in accordance with the provisions of the Companies Act, and in compliance with the SEBI Buy-back Regulations.
- 6.2 The Equity Shares are listed on the National Stock Exchange of India Limited (“**NSE**”) and on the BSE Limited (“**BSE**”) (hereinafter together referred to as the “**Stock Exchanges**”).
- 6.3 The Buy-back is less than 10% of the total paid up equity share capital and free reserves of the Company as per latest audited standalone and consolidated financial statements of the Company as on March 31, 2024, permitted through the board approval route as per the provisions of the Companies Act and SEBI Buy-back Regulations. The Buy-back is being undertaken in terms of Chapter III of the SEBI Buy-back Regulations, Sections 68, 69, 70 and any other applicable provisions of the Companies Act and the rules made thereunder, and various circulars issued by Ministry of Corporate Affairs and SEBI (LODR) Regulations, 2015. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by the SEBI Circulars and stock exchanges rules and regulations. The Buy-back is subject to receipt of such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the statutory, regulatory, governmental authorities or other appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions, as may be required from time to time under the applicable laws.
- 6.4 The Buy-back shall be undertaken on a proportionate basis from the Eligible Shareholders of the Equity Shares of the Company as on the Record Date through the “**tender offer**” process prescribed under Regulation 4(iv)(a) of the SEBI Buy-back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, implemented by the Company using the Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting (“**Stock Exchange Mechanism**”) notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“**SEBI Circulars**”). In this regard,

the Company will request Stock Exchanges to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buy-back and for the purposes of this Buy-back, BSE will be the designated stock exchange.

- 6.5 The maximum amount proposed to be utilized for the Buy-back, does not exceed ₹ 5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One only) and is therefore within the limit of 25% of the aggregate total paid-up equity share capital and free reserves of the Company, based on latest audited standalone and consolidated financial statements of the Company as of March 31, 2024.
- 6.6 In terms of the SEBI Buy-back Regulations, under the tender offer route, the Promoters, members of the Promoter Group and persons in control of the Company have an option to participate in the Buy-back. In this regard the Promoters of the Company have expressed their intention to participate in the Buy-back vide their letters dated August 20, 2024, and may tender, based on their entitlement, up to an aggregate maximum of 3,78,594 Equity Shares or such lower number of Equity Shares, in accordance with the provisions of the SEBI Buy-back Regulations.
- 6.7 The Company confirms that the public shareholding post buy-back will not fall below the minimum level as required under as per Regulation 38 of the SEBI (LODR) Regulations, 2015.
- 6.8 The Buy-back from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”), under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.
- 6.9 The Buy-back would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buy-back, or their entitlement, whichever is higher.
- 6.10 The aggregate shareholding of (i) Promoters, members of the Promoter Group and persons in control of the Company (“Promoters & Person in Control”); (ii) the Directors/Partners/Trustees of the Promoter and Promoter Group of the Company; and (iii) Directors and Key Managerial Personnel of the Company as on the Board Meeting Date and on the date of the Public Announcement is as follows:
- (i) Aggregate shareholding of the Promoters, members of Promoter Group and persons in control of the Company in the Company:

S. No.	Name of the Shareholder	Promoter/ Promoter Group	No. of Equity Shares held	% of Shareholding
1)	Chetan Mehra	Promoter	100	Negligible
2)	Dharmendra Gulabchand Siraj	Promoter Group	12,56,805	7.92
3)	Anju Siraj	Promoter Group	11,17,325	7.05
4)	Arun Durgadas Mehra	Promoter Group	100	Negligible
5)	Isha Siraj Kedia	Promoter Group	1,52,958	0.96
6)	Radhika C Mehra	Promoter Group	0	0.00
7)	Shweta Siraj Mehta	Promoter Group	0	0.00
8)	Hansneel Impex Private Limited.	Promoter Group	30,94,508	19.51
9)	Kotta Enterprises Limited	Promoter Group	92,576	0.58
10)	Purvaja Projects Limited	Promoter Group	5,74,191	3.62
11)	Sitex India Private Limited	Promoter Group	16,85,456	10.63
12)	Inspeed Power Private Limited	Promoter Group	5,49,892	3.47
13)	Prabhanjan Multitrade Private Limited	Promoter Group	22,40,262	14.13
14)	Ram Krishna Iron Works Private Limited	Promoter Group	0	0.00
15)	Windia Infrastructure Finance Limited	Promoter Group	0	0.00
16)	Karma Energy Limited	Promoter Group	0	0.00
TOTAL			1,07,64,173	67.87

- (ii) Aggregate shareholding of the Directors of the Promoter and Promoter Group of the Company, where the Promoter and Promoter Group is a company:

S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
1.	Hansneel Impex Private Limited.	Kanan Ankit Khambhati	10,40,067	6.56
		Neelkamal Vrajlal Siraj	Nil	0.00
TOTAL			10,40,067	6.56
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding

2.	Kotta Enterprises Limited	Chetan Mehra	100	negligible
		Radhika Chetan Mehra	Nil	0.00
TOTAL			100	negligible
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
3.	Purvaja Projects Limited	Mansi Hitesh Siraj	29,803	0.19
		Maneka Hitesh Siraj	29,803	0.19
		Hitesh Vrajlal Siraj	Nil	0.00
TOTAL			59,606	0.38
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
4.	Sitex India Private Limited	Mansi Hitesh Siraj	29,803	0.19
		Maneka Hitesh Siraj	29,803	0.19
		Hitesh Vrajlal Siraj	Nil	0.00
TOTAL			59,606	0.38
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
5.	Inspeed Power Private Limited	Chetan Mehra	100	negligible
		Radhika Chetan Mehra	Nil	0.00
TOTAL			100	negligible
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
6.	Prabhanjan Multitrade Private Limited	Dharmendra Gulabchand Siraj	12,56,805	7.92
		Anju Dharmendra Siraj	11,17,325	7.05
TOTAL			23,74,130	14.97
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
7.	Ram Krishna Iron Works Private Limited	Dharmendra Gulabchand Siraj	12,56,805	7.92
		Neelkamal Vrajlal Siraj	0	0.00
		Arun Durgadas Mehra	100	negligible
		Hitesh Vrajlal Siraj	0	0.00
TOTAL			12,56,905	7.92
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
8.	Windia Infrastructure Finance Limited	Balady Shekar Shetty	200	negligible
		Chetan Mehra- Manager	100	negligible
		Ganesh Narasimha Kamath	0	0.00
		Nakul Manmohan Chopra	0	0.00
		Urav Hasmukhlal Shah- CFO	0	0.00
TOTAL			200	negligible
S. No.	Name of the promoter Company	Name of Directors	No. of Equity Shares held	% of Shareholding
9.	Karma Energy Limited	Dharmendra Gulabchand Siraj	12,56,805	7.92
		Chetan Durgadas Mehra	100	negligible
		Neelkamal Vrajlal Siraj	0	0.00
		Balady Shekar Shetty	200	negligible
		Smita Vinesh Davda	0	0.00
		Thamarathiruthy Venkateswaran Subramanian CFO & CS	0	0.00
TOTAL			12,57,105	7.92

(iii) Aggregate Shareholding of the directors and key managerial personnel of the Company:

S. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
1.	Dharmendra Gulabchand Siraj	Non-Executive - Non-Independent Director-Chairperson	12,56,805	7.92
2.	Neelkamal Vrajlal Siraj	Executive Director-MD	Nil	0.00
3.	Sreerama Sudhakar Tammana	Chief Financial Officer	Nil	0.00
4.	Ami Dharmendra Purohit	Company Secretary & Compliance Officer	Nil	0.00

5.	Hitesh Vrajlal Siraj	Non-Executive - Non-Independent Director	Nil	0.00
6.	Chetan Durgadas Mehra	Non-Executive - Non-Independent Director	100	negligible
7.	Balady Shekar Shetty	Non-Executive - Independent Director	200	negligible
8.	Smita Vinesh Davda	Non-Executive - Independent Director	Nil	0.00
9.	Kishore Madhavsinh Vussonji	Non-Executive - Independent Director	Nil	0.00
TOTAL			12,57,105	7.92

6.11 No Equity Shares of the Company were either purchased or sold by the Promoter and Promoter Group, persons who are in control of the Company, Directors of the Promoter Group Company and Directors and Key Managerial Personnel of the Company, during a period of six months preceding the date of the Board Meeting Date, i.e. Tuesday, August 20, 2024, and from the date of the Board Meeting till the date of this Public Announcement i.e. Thursday, August 22, 2024.

7. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUY-BACK

7.1. In terms of the SEBI Buy-back Regulations, under the tender offer route, the Promoters, members of the Promoter Group and persons in control of the Company have an option to participate in the Buy-back. In this regard the Promoters of the Company have expressed their intention to participate in the Buy-back vide their letter dated August 20, 2024, and may tender, based on their entitlement:

Sr. No.	Name of the Promoter	Number of Equity Shares Held As on the date of Board Meeting	Maximum Number of Equity Shares Intended to Tender
1	Dharmendra Gulabchand Siraj	12,56,805	2,70,224
2	Sitex India Private Limited	16,85,456	71,854
3	Inspeed Power Private Limited	5,49,892	36,516
Total		34,92,153	3,78,594

7.2. The date, price and other details of the Equity Shares held by the Promoter and Promoter Group who are intending to tender their Equity Shares are as follows:

DHARMENDRA GULABCHAND SIRAJ

Date of Transaction	Nature of Transaction	Number of Equity Shares	Transaction Price (₹ per Share)	Consideration (₹)	Face Value (₹)
20.02.1993	Bonus	3,880	-	-	10
20.02.1993	Bonus	10,864	-	-	10
Before 01-04-1996	Off Market purchase	9700	4.39	42,853	10
Before 01-04-1996	Off market purchase	500	17.57	8,785	10
02.05.2005	Off market purchase	2,45,280	5.05	12,38,664	10
Maximum number of Equity Shares to be tendered		2,70,224			

SITEX INDIA PRIVATE LIMITED

Date of Transaction	Nature of Transaction	Number of Equity Shares	Transaction Price (₹ per Share)	Consideration (₹)	Face Value (₹)
17.01.2005	Off Market purchase	71,854	5.10	3,66,455.4	10
Maximum number of Equity Shares to be tendered		71,854			

INSPEED POWER PRIVATE LIMITED

Date of Transaction	Nature of Transaction	Number of Equity Shares	Transaction Price (₹ per Share)	Consideration (₹)	Face Value (₹)
22.03.2016	Open Market purchase	36,516	18.82	6,87,231.12	10
Maximum number of Equity Shares to be tendered		36,516			

- 7.3. The Buy-back will not result in any benefit to the Promoters, Promoter Group and persons in control of the Company or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy-back in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the Company post Buy-back.
- 7.4. Pursuant to the proposed Buy-back and depending on the response to the Buy-back, the aggregate shareholding and voting rights of the Promoters and Members of the Promoter Group and persons in control of the Company, in the Company, may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoters and Members of the Promoter Group and persons in control of the Company, post Buy-back will increase to 68.52% of the post Buy-back Equity Share capital of the Company. The Promoters and Members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further increase in the voting rights of the Promoters and Members of the Promoter Group and persons in control will not result in any change in control of the Company. Please refer section titled “*Capital Structure and Shareholding Pattern*” on page no. 24 of this Letter of Offer for further details regarding shareholding (pre and post buy-back) of the Promoter and Members of the Promoter Group and the Public shareholding in the Company.
- 7.5. The Buy-back would be subject to the condition of maintaining Minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters of the Company pursuant to completion of Buy-back will not result in any change in control over the Company.

8. AUTHORITY FOR THE BUY-BACK

- 8.1 The Buy-back is pursuant to Article 18 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buy-back Regulations read with SEBI Circulars, and the SEBI (LODR) Regulations, 2015 subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Mumbai, the Stock Exchanges and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- 8.2 The Buy-back has been duly authorised by a resolution of the Board of Directors at its meeting held on Tuesday, August 20, 2024.

9. NECESSITY OF THE BUY-BACK

The Board at its meeting held on Tuesday, August 20, 2024 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available audited standalone and consolidated financial statements as on March 31, 2024, the Board proposed to Buy-back of up to 3,65,169 (Three Lakh Sixty Five Thousand One Hundred and Sixty Nine) fully paid-up Equity Shares of face value of ₹ 10/- each from the eligible shareholders of the Company and allocate up to ₹ 5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only) excluding the Transaction Costs, for distributing to the Eligible Shareholders through the Buyback which will help the Company to achieve the following objectives:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

(iii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

Accordingly, the above proposed objectives could be achieved by returning part of the surplus cash back to shareholders through the Buy-back process and lead to reduction of outstanding Shares. Further, the Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

10. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

10.1 The Company believe that the Buy-back 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 there is full participation in the Buy-back, the funds deployed by the Company towards the Buy-back (excluding Transaction Costs) would be up to ₹ 5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only) with a likely reduction in the equity share capital base, the Buy-back will likely improve the return on net worth or return on equity ratio.

10.2 The Company believe that the Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buy-back is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.

10.3 In terms of the SEBI Buy-back Regulations, under the tender offer route, the Promoters, members of the Promoter Group and persons in control of the Company have an option to participate in the Buy-back. In this regard the Promoters of the Company have expressed their intention to participate in the Buy-back vide their letters dated August 20, 2024, and may tender, based on their entitlement:

Sr. No.	Name of the Promoter	Number of Equity Shares Held As on the date of Board Meeting	Maximum Number of Equity Shares Intended to Tender
1	Dharmendra Gulabchand Siraj	12,56,805	2,70,224
2	Sitex India Private Limited	16,85,456	71,854
3	Inspeed Power Private Limited	5,49,892	36,516
	Total	34,92,153	3,78,594

10.4 Assuming the response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders, the aggregate shareholding of the Promoters and the persons in control of the Company, may increase to 68.52% post Buy-back from the current pre Buy-back shareholding of 67.87% and the aggregate shareholding of the public Shareholders in the Company may decrease to 31.48% post Buy-back from the current pre Buy-back shareholding of 32.13

10.5 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 67.87% to 67.12% of the total equity share capital of the Company.

10.6 The Buy-back will not result in a change in control or otherwise affect the existing management structure of the Company.

10.7 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 its paid-up equity share capital and free reserves post completion of the Buy-back, even if the response to the Buy-back is to the extent of 100% (full acceptance).

10.8 The Buy-back will not result in any benefit to the Directors except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy-back in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buy-back.

- 10.9 The Promoters of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares amongst the Promoters and member of the Promoter Group during the period from the date of passing the board resolution till the closing of the Buy-back.
- 10.10 In compliance with regulation 24(i)(b) of the SEBI Buy-back Regulations, the Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buy-back Period.
- 10.11 The Company shall not raise further capital for a period of one year from the closure of the Buy-back except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- 10.12 The Company is not undertaking the Buy-back so as to delist its shares from the Stock Exchanges.
- 10.13 Salient financial parameters consequent to the Buy-back based on the latest audited standalone and consolidated financial statements for the financial year ended March 31, 2024, are as under:

Financial Parameters (based on audited standalone financial statement for the period ended March 31, 2024)	Pre-Buy-back	Post Buy-back*
Networth (₹ in Lakhs) ¹	6,504.36	5,920.09
Return on Networth (%) ²	14.72	16.18
Earnings per Share - Basis (₹) ⁴	6.04	6.18
Earnings per Share –Diluted (₹) ⁴	6.04	6.18
Book Value per Share (₹) ⁵	41.01	38.21
Price / Earnings Ratio (P/E) as per latest audited financial statement ⁷	18.36	17.94
Total Debt / Equity Ratio ⁶	0.12	0.13

**The Post-Buyback numbers are calculated by reducing the net worth by the proposed Buy-back amount (assuming full acceptance), without factoring in tax on Buy-back of shares and any impact in the statement of profit & loss and other transaction costs. Assuming full acceptance of Equity Shares in the Buy-back offer in the ratio of buy-back.*

Financial Parameters (based on audited consolidated financial statement for the period ended March 31, 2024)	Pre-Buy-back	Post Buy-back*
Networth (₹ in Lakhs) ¹	7,279.50	6,695.23
Return on Networth (%) ²	12.31	13.38
Earnings per Share - Basis (₹) ⁴	5.65	5.78
Earnings per Share –Diluted (₹) ⁴	5.65	5.78
Book Value per Share (₹) ⁵	45.90	43.21
Price / Earnings Ratio (P/E) as per latest audited financial statement ⁷	19.63	19.18
Total Debt / Equity Ratio ⁶	0.11	0.12

**The Post-Buyback numbers are calculated by reducing the net worth by the proposed Buy-back amount (assuming full acceptance), without factoring in tax on Buy-back of shares and any impact in the statement of profit & loss and other transaction costs. Assuming full acceptance of Equity Shares in the Buy-back offer in the ratio of buy-back.*

1) Net Worth = Equity share capital + other equity

2) Return on Net Worth = Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

3) Total Debt = Borrowings + Current Maturities of long-term debt

4) Basic and Diluted EPS = Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year outstanding

5) Book Value per Share = Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve) / Number of Equity Shares outstanding at year end

6) Debt Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off and foreign currency translation reserve)

7) Price / Earnings Ratio based on the closing market price on NSE and BSE as on March 31, 2024, divided by Earnings per equity share for the period ending as on March 31, 2024, on pre and post Buyback basis.

11. BASIS OF CALCULATING THE BUY-BACK PRICE

11.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹ 160/- (Rupees One Hundred and Sixty Only) ("**Buy-back Offer Price**") per Equity Share.

11.2 The Basis of arriving at Buy-back Offer Price represents:

The Buy-back Offer Price has been arrived at after considering various factors including, but not limited to (i) trends in the volume weighted average prices, closing prices of the Equity Shares traded on the Stock Exchanges where the Equity Shares are listed, (ii) the net worth of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed as on the date of the Board Meeting for considering Buy-back.

The Buy-back Offer Price represents:

- (i) Premium of 34.45% and 34.31% over the closing price of the Equity Shares on BSE and NSE, respectively as on the day preceding the Intimation Date. i.e., Tuesday, August 13, 2024
- (ii) Premium of 22% and 22.75% over the closing price of the Equity Shares on BSE and NSE, respectively as on the day preceding the date of Board Meeting i.e., Monday, August 19, 2024
- (iii) The annualized return on net worth of the Company was 14.72% and 12.31% for the year ended on the basis of audited standalone and consolidated financial statements, respectively, as at March 31, 2024.
- (iv) The basic and diluted earnings per Equity Share of the Company prior to the Buy-back, for the year ended on the basis of audited standalone and consolidated financial statements, respectively, as at March 31, 2024 was ₹ 6.04/- and ₹ 5.65/- per Equity Share, respectively.
- (v) The closing market price of the Equity Shares as on the date of intimation of the Board Meeting for considering the Buy-back, being Wednesday, August 14, 2024, was ₹118.24/- on NSE and ₹119/- on BSE.
- (vi) The Buy-back Price is above the book value per Equity Share of the Company, which for the year ended on the basis of audited standalone and consolidated financial statements, respectively, as at March 31, 2024 was ₹ 41.01/- and ₹ 45.90/- per Equity Share.
- (vii) The closing market price of the Equity Shares as on the date of Board Meeting for considering the Buy-back, being Tuesday, August 20, 2024, was ₹ 136.86/- on NSE and ₹ 137.70/- on BSE.

11.3 For trends in the market price of the Equity Shares, please refer to “**Stock Market Data**” on page 30 of this Letter of Offer. For details of salient financial parameters, both pre-Buy-back and post-Buy-back, based on the latest audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2024, please refer to “*Management Discussion and Analysis and the likely impact of Buy-back on the Company*” on page 21 of this Letter of Offer.

12. SOURCES OF FUNDS FOR THE BUY-BACK

12.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buy-back of up to 3,65,169 (Three Lakhs Sixty Five Thousand One Hundred Sixty Nine) Equity Shares at a price of ₹ 160/- (Rupees One Hundred and Sixty Only) per Equity Share aggregating maximum amount of ₹ 5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only) excluding the Transaction Costs.

12.2 The Buy-back is less than 10% of the total paid up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2024, permitted through the board approval route as per the provisions of the Companies Act and SEBI Buy-back Regulations.

12.3 The funds for the implementation of the Buy-back (including the transaction costs) will be sourced out of free reserves of the Company and/or such other source as may be permitted by the SEBI Buy-back Regulations or the Companies Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited Standalone and Consolidated financial statements.

12.4 The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-back.

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

13.1 In accordance with Regulation 9(xi) of the SEBI Buy-back Regulations, the Company has appointed the Escrow Agent, namely, ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949. The Company, the Manager to the Buy-back and the Escrow Agent have entered into an Escrow Agreement dated August 20, 2024, pursuant to which the Escrow Account in the name and style “**WEIZMANN LIMITED BUYBACK ESCROW A/C -2024**” bearing account number **000405158765** has been opened with the Escrow Agent. The Company shall deposit requisite amount in the form of cash deposit and Saffron Capital Advisors Private Limited (“**Manager to the Buy-back**”) shall be empowered to operate the Escrow Account in accordance with the Regulations.

13.2 In accordance with Regulation 9(xi) of the SEBI Buy-Back Regulations, the Company deposited a sum of Rs. 1,46,06,771 (Rupees one crore forty six lakhs six thousand seven hundred and seventy one only) in cash in the Escrow Account, being 25% of the total consideration payable up to ₹100 Crores and 10% thereafter under the Buy-back Offer for the purpose of Buy-back. In accordance with the SEBI Buy-Back Regulations, the Manager to the

Buy-back is empowered to operate the Escrow Account in accordance with the terms of the Escrow Agreement and the SEBI Buy-Back Regulations.

- 13.3 In accordance with Regulation 10 of the SEBI Buy-back Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders and will constitute the entire sum due and payable as consideration for the Buy-back in terms of the SEBI Buy-back Regulations.

Firm Financial Arrangement

- 13.4 Nikhil D Shah & CO, Chartered Accountant (Firm Registration Number: 137750W), having Corporate office located at B-809, Kailas Business Park, Hiranandani Vikhroli Link Road, Vikhroli (w) Mumbai 400079; Email: nikhil@candshah.com; having Membership Number: 143293, verified the Bank Balance/ liquid funds as of August 30, 2024.
- 13.5 Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy-back in accordance with the SEBI Buy-back Regulations.

14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 14.1 The present capital structure of the Company as on the date of this Letter of Offer is as follows:

(Amount in ₹)	
Particulars	Pre-Buyback
Authorised Share Capital	
3,00,00,000 equity shares of Rs. 10 each	30,00,00,000
20,00,000 Preference shares of Rs. 100 each	20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
1,58,59,021 equity shares of Rs. 10 each fully paid-up	15,85,90,210

- 14.2 Assuming response to the Buy-back is to the extent of 100% (full acceptance), the paid-up Equity Share Capital of the Company Post-Buyback would be as follows:

(Amount in ₹)	
Particulars	Post-Buyback*
Authorised Share Capital	
3,00,00,000 equity shares of Rs. 10 each	30,00,00,000
20,00,000 Preference shares of Rs. 100 each	20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
1,54,93,852 equity shares of Rs. 10 each fully paid-up	15,49,38,520

*Assuming 100% i.e. full acceptance of Equity Shares in the Buy-back. However, the post-Buy-back issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

- 14.3 Details of buyback programmes undertaken by the Company in the last 3 (three) years are given below:

Particulars	Financial year 2021-22
Equity Shares Bought Back	14,12,515
Buy Back Price	₹60/- (Rupees Sixty Only) per Equity share
Buy Back Size	Rs. 847.51 Lakhs
Method of Buyback	Through the Tender Offer
Opening Date	Thursday, January 13, 2022
Closing Date	Thursday, January 27, 2022

- 14.4 The Company confirms that as on date of this Letter of Offer:

- All the Equity Shares for Buy-back are fully paid-up and there are no partly paid-up shares or calls-in-arrears;
- There are no outstanding preference shares or convertible securities;
- it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of Buy-back Period in accordance with Regulation 24(i)(b) of the SEBI Buy-back Regulations; and
- There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.
- It shall not Buy-back locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable.
- It is in compliance with Section 68(2)(g) of the Companies Act and Regulation 4(vii) of the Buy-back Regulations.

14.5 The shareholding pattern of the Company before the Buy-back (as on the Record Date, i.e. Friday, August 30, 2024) and after the Buy-back, is provided below:

Category of Shareholder	Pre - Buy-back		Post – Buy-back*	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post Buy-back Equity Share capital
Promoters and persons acting in concert	1,07,64,173	67.87	1,06,15,669	68.52
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	50	0.0003	48,78,183	31.48
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	3,33,920	2.1056		
Public including other Bodies Corporate	47,60,878	30.02		
Total	1,58,59,021	100	1,54,93,852	100

* Assuming the full acceptance of 3,65,169 Equity Shares in the Buy-back in accordance with the Buy-back Entitlement for all Eligible Shareholders. However, the Post Buy-back shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

Please refer to paragraph 20.3 and paragraph 20.4 of this Letter of Offer for details regarding shareholding (pre and post Buy-back) of the Promoters in the Company.

15. BRIEF INFORMATION OF THE COMPANY

History of the Company

- 15.1 The Company was incorporated as 'Weizmann Financial Resources (India) Limited on November 25, 1985, under the Companies Act, 1956. Subsequently, the name of the Company was changed to 'Weizmann Industries Limited on January 30, 1992. Thereafter, on May 03, 1994, the name of the Company was changed from 'Weizmann Industries Limited' to 'Weizmann Limited'.
- 15.2 The registered office of the Company is situated at 214, Empire House, Dr D N Road, Ent. A K Nayak Marg, Fort, Mumbai- 400001, Maharashtra, India. The Equity Shares of Company are presently listed on the BSE (Security Code: 523011) and on NSE (Security Code: WEIZMANIND).

Business Overview

- 15.3 Weizmann Limited is the flagship company of the Weizmann Group with business interests in Textile Processing and Exports, Fin-Tech and Renewable Energy. Weizmann Limited was initially engaged in Textile Processing and Exports, Non-Banking Finance Activities and in the early 1990's commenced Money Changing Business as an FFMC registered with RBI, under the brand name Weizmann Forex. The group then commenced money transfer services as representatives of Western Union Money Transfer Services, USA. The group also promoted a Housing Finance Company, Weizmann Homes. Further the group ventured into the Renewable Energy sector by initially manufacturing NedWind make Wind Electric Generators and later as Renewable Energy Developers Primarily Wind Power and Hydro Power under Karma Energy.
- 15.4 The Group periodically restructured itself by adding new business or effecting divestment from an existing business. In late 2000 the group exited from manufacturing of Wind Electric Generators. In mid-2007 transferred their entire stake in housing finance company to American International Group. In 2009-10, being the Silver Jubilee of Weizmann Group, the Group carried out a major restructuring exercise involving merger of its then two subsidiaries Weizmann Forex Limited and Karma Energy Limited and later demerging the forex business undertaking and power business undertaking into two resultant companies which were rechristened as Weizmann Forex Limited and Karma Energy Limited. In the said process Weizmann Limited rewarded its shareholders with equity shares of the new entity Weizmann Forex Limited and Karma Energy Limited and listed the entities in 2011. Currently the Company is focusing on its core business of Textile Processing. The processing unit of the Company is located at Naroda, Ahmedabad.
- 15.5 For the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, the Company reported total income of ₹ 12,346.87 lakhs, ₹ 13,557.33 lakhs and ₹ 10231.37 lakhs respectively. Further, for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, the Company reported profit after tax of ₹ 957.70 lakhs, ₹ 612.24 lakhs and ₹ 287.92 lakhs respectively. For further details on financial

information about the Company for the financial years 2024, 2023, 2022, see section “*Financial information about the Company*” on page 29 of this Letter of Offer.

15.6 Details of changes in Management

There has been no change in management of the Company.

15.7 Consolidation and Restructuring

There have been no instances of mergers/amalgamations or corporate restructuring in the Company in last 3 years.

15.8 The following table sets forth the history of the equity share capital of the Company since incorporation:

Sr. No.	Date of Allotment	Number of Equity Shares issued	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Cumulative number of Equity Shares	Details
1	03.01.1986	7	10	10	Cash	7	Subscribers to MOA
2	16.04.1986	11,49,993	10	10	Cash	11,50,000	Further Issue
3	22.06.1992	4,60,000	10	10	NA	16,10,000	Bonus Issue in the ration of 2:5
4	27.08.1992	690,000	10	50	Cash	23,00,000	Preferential Allotment
5	20.02.1993	12,88,000	10	10	NA	35,88,000	Bonus Issue in the ration of 4:5
6	18.03.1993	20,70,000	10	50	Cash	56,58,000	Public Issue + Mutual Fund
7	08.04.1993	28,96,086	10	40	Cash	85,54,086	Right Issue
8	19.12.1994	43,07,000	10	10	Cash	1,28,61,086	Preferential Allotment
9	15.11.2010	44,10,450	10	10	NA	1,72,71,536	Amalgamation of two unlisted subsidiaries
10	14.02.2022	(14,12,515)	10	60	Cash	1,58,59,021	Buy-back
13% Cumulative Redeemable Preference Shares							
Sr. No	Date of Allotment	Particulars					Status of Redemption
1	14.05.1998	Allotment of Preference share capital up to 3,00,000 shares of face value Rs. 100/- each at issue price of Rs. 100/- aggregating to a consideration of Rs. 3,00,00,000.					All preference shares stand redeemed in 2004
2	17.06.1998	Allotment of Preference share capital up to 2,00,000 shares of face value Rs. 100/- each at issue price of Rs. 100/- aggregating to a consideration of Rs. 2,00,00,000.					
3	31.07.1998	Allotment of Preference share capital up to 33,500 shares of face value Rs. 100/- each at issue price of Rs. 100/- aggregating to a consideration of Rs. 33,50,000.					

15.9 The following table sets forth details regarding the Board of the Directors as on the date of this Letter of Offer are as follows:

Sr. No.	Name, DIN, Age and Occupation of the Director	Designation	Qualifications	*Date of Appointment/ Reappointment	Other Directorships
1	Neelkamal Vrajlal Siraj DIN: 00021986 Age: 66 Occupation: Service	Managing Director	Bachelor's in Commerce	11 April, 2022	<ul style="list-style-type: none"> a. Karma Energy Limited b. Ram Krishna Iron Works Private Limited c. Greenpower Energy Projects Private Limited d. Khandesh Energy Projects Limited e. Hansneel Impex Private Limited f. Weizmann International Limited g. Brahmanvel Energy Limited h. Siul-Baroti Hydro Projects Limited i. Weizmann Corporate Services Limited j. Weizmann Forex Ltd. (Formerly known as Pawanraj Energy Ltd.) k. Weizmann Energy Ltd. l. Kambam Valley Energy Projects Limited
2	Dharmendra Gulabchand Siraj DIN: 00025543 Age: 72 Occupation: Business	Chairman	Bachelor's in business management, Diploma in Management Studies, London U.K.	30 July, 2024	<ul style="list-style-type: none"> a. Karma Energy Limited b. Navbharat Potteries Private Limited c. Ram Krishna Iron Works Private Limited d. Weizmann International Limited e. Prabhanjan Multitrade Private Limited f. Kotta Enterprises Pvt. Limited g. Weizmann Corporate Services Limited h. Brahmanvel Energy Limited i. Weizmann Digital Limited j. K&H Construction Private Limited
3	Hitesh Vrajlal Siraj DIN: 00058048 Age: 60 Occupation: Service	Director	Bachelors in Commerce	30 July, 2024	<ul style="list-style-type: none"> a. Sitex India Private Limited b. Ram Krishna Iron Works Private Limited c. Koyna Country Cottages Private Limited d. Weizmann International Limited e. Kambam Valley Energy Projects Limited f. Purvaja Projects Limited g. RHMM Enterprises Ltd. h. Weiztarge Technopack Pvt. Ltd. i. Weizmann Digital Ltd.
4	Chetan Durgadas Mehra DIN: 00022021 Age: 57 Occupation:	Director	Bachelor's in Science	July, 2023	<ul style="list-style-type: none"> a. Bay wind projects private limited b. Siul-baroti hydro projects limited c. Kombai mettu energy projects

	Service				<p>limited</p> <p>d. Advitiya power ventures private limited</p> <p>e. Weizmann financial resources (cochin) private limited</p> <p>f. Khandesh energy projects limited</p> <p>g. Orbit exports limited</p> <p>h. Weizmann forex limited (formerly known as pawanraj energy limited)</p> <p>i. Karma energy limited</p> <p>j. Vayuraj power ventures private limited</p> <p>k. Inspeed power private limited</p> <p>l. Koyna country cottages private limited</p> <p>m. True man properties private limited</p> <p>n. Batot hydro power limited</p> <p>o. Upper deck resorts private limited</p> <p>p. Codex solutions private limited</p> <p>q. Kotta enterprises private limited</p> <p>r. Weizmann corporate services limited</p> <p>s. Weizmann Digital Ltd</p>
5	Balady Shetty DIN: 01262317 Age: 73 Occupation: Service	Independent Director	Commerce Graduate, CAIIB, LLB and ACS	22 December, 2020	<p>a. Karma Energy Limited</p> <p>b. Windia Infrastructure Finance Limited</p> <p>c. Kombai Mettu Energy Projects Limited</p> <p>d. Siul-Baroti Hydro Projects Limited</p> <p>e. Supportive Insurance Brokers Limited</p> <p>f. Weizmann Digital Limited</p> <p>g. K&H Constructions Private Limited</p>
6	Smita V Davda DIN: 00050218 Age: 62 Occupation: Service	Independent Director	Bachelor in Commerce	12 December, 2022	<p>a. Karma Energy Limited</p> <p>b. Navbharat Potteries Private Limited</p> <p>c. Navbharat Estate Developments Private Limited</p> <p>d. Weizmann Digital Limited</p> <p>e. Tapi Energy Projects Limited</p>
7	Kishore M Vussonji DIN: 00444408 Age: 77 Occupation: Service	Independent Director	Graduate in Science and Law	27 July, 2023	<p>a. Bhagwati Associates Pvt. Ltd.</p> <p>b. Batot Hydro Power Ltd.</p>

**Date indicates the original date of appointment /Reappointment*

**As per details available on website www.mca.gov.in*

15.10 The changes in our Board during the three years immediately preceding the date of this Letter of Offer are as follows:

Sr.No	Name of the Director and DIN	Appointment/Cessation	Effective Date	Reasons
1	Mr. Neelakamal V Siraj (DIN: 00021986)	Re-appointment as Managing Director for a	11.04.2022	Re-appointment for a period of 3 Years

		period of 3 years w.e.f 11.04.2022		
2	Ms. Smita Davda (DIN: 00050218)	Re-appointment as independent director for second term of 5 years	12.12.2022	Re-appointment in AGM as Independent director for second term of 5 years
3	Mr. Kishore M Vussonji (DIN: 00444408)	Appointment	27.07.2023	Appointment as Independent Director for 5 years

Note: Except as mentioned above, there were no changes in the Board during the last three years immediately preceding the date of this Letter of Offer.

15.11 The Buy-back will not result in any benefit to any Directors & Key Managerial Personnel, Promoters and persons in control of the Company except to the extent of their participation in the Buy-back, as applicable, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buy-back.

16. FINANCIAL INFORMATION ABOUT THE COMPANY

16.1 The financial information, as extracted from the audited standalone and consolidated financial statements of the Company for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, is detailed below:

Standalone

(₹ in Lakhs)

Key Financials	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	12,346.87	13,557.33	10,231.37
Total Expense (excluding Interest, Depreciation & Amortization and Tax)	10,814.92	12,257.46	9,390.29
Interest	65.23	95.56	27.74
Depreciation & Amortization	273.15	317.67	338.16
Profit Before Exceptional Item	1,193.57	886.64	475.18
Exceptional Items	0	0	0
Profit Before Tax	1,193.57	886.64	475.18
Provision for tax (including Deferred Tax)	235.87	274.41	187.26
Profit/(Loss) after tax	957.70	612.24	287.92
Other Comprehensive Income	(10.84)	(12.80)	(2.51)
Total Comprehensive Income	946.86	599.44	285.41
Equity Share Capital	1,585.90	1,585.90	1,585.90
Reserves & Surplus	4,918.46	4,050.90	3,559.95
Net worth	6,504.36	5,636.80	5,145.85
Total Debt	772.93	1,165.14	1,827.04

Key financial ratios are as under:

Key Ratios	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Earnings per Share (₹)	6.04	3.86	1.82
Book Value per Share (₹)	41.01	35.54	32.45
Return on Net Worth (%)	14.72	10.86	5.59
Debt / Equity Ratio	0.12	0.21	0.36

Consolidated

(₹ in Lakhs)

Key Financials	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Total Income	12,346.87	13,557.33	10,231.37
Total Expense (excluding Interest, Depreciation & Amortization and Tax)	10,814.92	12,257.46	9,390.29
Interest	65.23	95.56	27.74
Depreciation & Amortization	273.15	317.67	338.16
Profit Before Exceptional Item	1,193.57	886.64	475.18

Exceptional Items	0	0	0
Share of Profits/(Loss) of Associates and Joint Venture	(61.61)	(186.22)	58.64
Profit Before Tax	1,131.97	700.43	533.82
Provision for tax (including Deferred Tax)	235.87	274.41	187.26
Profit/(Loss) after tax	896.10	426.02	346.56
Other Comprehensive Income	(10.61)	(466.85)	(50.72)
Total Comprehensive Income	885.49	(40.83)	295.84
Equity Share Capital	1,585.90	1,585.90	1,585.90
Reserves & Surplus	5,693.60	4,887.42	5,036.73
Net worth	7,279.50	6,473.32	6,622.63
Total Debt	772.93	1,165.14	1,827.04

Key financial ratios are as under:

Key Ratios	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Earnings per Share (₹)	5.65	2.69	2.19
Book Value per Share (₹)	45.90	40.82	41.76
Return on Net Worth (%)	12.31	6.58	5.23
Debt / Equity Ratio	0.11	0.18	0.28
The key ratios have been computed as below:			
Key Ratios	Basis		
Earnings per Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year		
Book value per Share (₹)	(Paid up Equity Share Capital + Reserve & Surplus) / No of Equity Shares at the end of the year		
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / (Paid up Equity Share Capital + Reserve & Surplus)		
Debt-Equity Ratio	Total Debt / (Paid up Equity Share Capital + Reserve & Surplus)		

16.2 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buy-back.

16.3 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buy-back.

17. STOCK MARKET DATA

17.1 The Equity Shares are listed on the National Stock Exchange of India Limited (“NSE”) having **Symbol – WEIZMANIND** and on BSE Limited (“BSE”) having **Scrip Code – 523011** (hereinafter together referred to as the “Stock Exchanges”). The ISIN of the Equity Shares is **INE080A01014**.

17.2 The high, low and average market prices in preceding three financial years (April to March periods) and the monthly high, low and average market prices for the six months preceding the date of Public Announcement i.e., August 21, 2024, and the corresponding volumes on BSE and NSE are as follows:

BSE

Period	High* (₹)	Date of High	No. of Shares traded on that date	Low* (₹)	Date of Low	No. of Shares traded on that date	Average Price#	Total Volume traded in the period
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
FY 2023-24	146.9	06, November, 2023	25,558	83.35	13 April, 2023	160	106.47	11,06,331
FY 2022-23	126.4	04 November, 2022	58,214	44.6	22 June, 2022	1,373	80.80	15,37,458
FY 2021-22	93.9	11 February, 2022	1,05,800	38.85	20 April, 2021	4,569	54.99	16,94,093

PRECEDING SIX MONTHS								
February 2024	118.6	08 February, 2024	16,642	105.8	13 February, 2024	1,654	110.04	64,849
March 2024	110.9	28 March, 2024	13,039	88.95	13 March 2024	13,882	102.31	58,879
April 2024	142.3	24 April, 2024	2,24,818	113.3	15 April, 2024	3,016	121.94	4,23,492
May 2024	128.95	02 May, 2024	621	115.65	30 May, 2024	138	122.04	58,127
June 2024	155.1	26 June, 2024	1,11,366	107.05	04 June, 2024	10,914	122.10	2,72,607
July 2024	128.5	01 July, 2024	5,584	118.5	16 July, 2024	1,990	123.85	61,223

(Source: www.bseindia.com)

*Based on closing price

#Arithmetic average of Closing prices of all trading days during the said period

NSE

Period	High* (₹)	Date of High	No. of Shares traded on that date	Low* (₹)	Date of Low	No. of Shares traded on that date	Average Price#	Total Volume traded in the period
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
FY 2023-24	146.55	06 November, 2023	2,26,198	82.6	12 April, 2023	6,447	106.23	75,39,666
FY 2022-23	126.95	04 November, 2022	3,65,699	44.85	01 July, 2022	3,347	80.77	1,42,66,770
FY 2021-22	93.6	11 February, 2022	6,47,028	38.65	20 April, 2021	5,569	54.91	74,95,817
PRECEDING SIX MONTHS								
February 2024	119.6	08 February, 2024	78,346	105.85	13 February, 2024	10,499	110.09	3,18,815
March 2024	110.85	28 March, 2024	24,911	88.2	13 March, 2024	31,694	102.15	2,13,383
April 2024	142.25	24 April, 2024	11,22,259	112.6	15 April, 2024	13,604	121.84	23,25,538
May 2024	129	02, May, 2024	11,573	115.7	30 May, 2024	10,843	121.75	4,09,079
June 2024	154.58	26 June, 2024	11,68,333	108.15	04 June, 2024	18,791	121.89	26,09,715
July 2024	128.88	01 July, 2024	41,063	117.09	29 July, 2024	19,826	122.51	3,17,364

(Source: www.nseindia.com)

*Based on closing price

#Arithmetic average of Closing prices of all trading days during the said period

17.3 The closing market price of the Equity Shares of the Company based on following events is summarized below:

Particulars	Date	Stock Price on BSE (₹)	Stock Price on NSE (₹)
Being one trading day before the date on which the intimation was given to Stock Exchanges for board meeting in which the Buy-back proposal was to be approved	August 14, 2024	119.00	118.24
Being one trading day after the date on which the intimation was given to Stock Exchanges for board meeting in which the Buy-back proposal was to be approved	August 16, 2024	124.95	124.15
One trading day prior to the Board Meeting Date	August 19, 2024	131.15	130.35
Board Meeting Date	August 20, 2024	137.70	136.86
Trading day immediately after date of Board Approval	August 21, 2024	133.55	134.44
Date of publication of Public Announcement	August 22, 2024	136.80	135.59

(Source: www.bseindia.com and www.nseindia.com)

18. DETAILS OF THE STATUTORY APPROVALS

- 18.1 The Board at its meeting held on Tuesday, August 20, 2024, approved the proposal for the Buy-back.
- 18.2 The Buy-back will be subject to such necessary approvals as may be required under the applicable laws including from the SEBI and/ or the BSE, and the NSE, and the Buy-back from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.
- 18.3 The Buy-back from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buy-back. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buy-back. The Buy-back of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI approval is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted.
- 18.4 By participating in the Buy-back, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buy-back, each Eligible Shareholder hereby: (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of each shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.
- 18.5 There are no directions subsisting or proceedings pending against the Company, Manager and Registrar to the Buy-Back Offer under SEBI Act, 1992:
- 18.6 As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buy-back, other than as indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buy-back will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buy-back, if any, shall be intimated to the Stock Exchanges.
- 18.7 Covenants in relation to our financing arrangements / borrowings with banks, financial institutions and other entities (“Lenders”) are not being breached pursuant to the Buy-back and accordingly the prior consent of the Lender(s) of the Company, as required Regulation 5(i)(c) and Schedule I (xii) of the SEBI Buy-back Regulations, is not applicable.

19. DETAILS OF REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRES

Eligible Shareholders are required to send Tender Form along with the other requisite document(s), as mentioned in “*Procedure for Tender Offer and Settlement*” on page no. 36 of this Letter of Offer along with TRS generated by the stock exchanges bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back, so that the same are received not later than Buy-back Closing Date i.e. Wednesday, 11 September, 2024 by IST 5:00 p.m. The envelope should be super scribed as “**Weizmann Limited Buy-back Offer 2024**”. The Company has appointed Bigshare Services Private Limited as the Registrar to the Buy-back their contact details are set forth below:



BIGSHARE SERVICES PRIVATE LIMITED

Address: Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Tel: 022-62638200

Fax: 022 – 62638299

E-mail: buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Maruti Eate

SEBI Registration No.: INR000001385

Validity Period: Permanent Registration, Unless Terminated

Eligible shareholders are requested to note that the tender form, TRS and other relevant documents should not be sent to the company or to the manager to the buyback.

Eligible shareholders are advised to ensure that the tender form, TRS and other relevant documents are complete in all respects. Otherwise, the same are liable to be rejected.

20. PROCESS AND METHODOLOGY FOR THE BUY-BACK

20.1 The Company proposes to Buy-back up to 3,65,169 (Three Lakhs Sixty Five Thousand One Hundred Sixty Nine) Equity Shares, representing 2.30% of the issued, subscribed and paid-up Equity Shares, from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the 'Tender Offer' process, at a price of ₹ 160/- (Rupees One Hundred and Sixty Only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹5,84,27,081 (Rupees Five Crores Eighty Four Lakhs Twenty Seven Thousand Eighty One Only) excluding the Transaction Costs, which represents 9.2% and 10% of the aggregate fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2024, respectively (being the latest audited financial statement, as on the date of Board Meeting recommending the proposal for the Buy-back).

20.2 The Buy-back is in accordance with the Articles of Association of the Company and Sections 68, 69, 70, and any other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buy-back Regulations read with SEBI Circulars, and the SEBI (LODR) Regulations, 2015 subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Mumbai, the Stock Exchanges and/or other authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

20.3 The aggregate shareholding of the Promoters as on the date of the Public Announcement and the date of this Letter of Offer is 1,07,64,173 Equity Shares, which represents 67.87% of the existing equity share capital of the Company. In terms of the SEBI Buy-back Regulations, under the tender offer route, the Promoters, members of the Promoter Group and persons in control of the Company have an option to participate in the Buy-back. In this regard the Promoters and members of the Promoter Group i.e. namely Dharmendra Gulabchand Siraj, Sitex India Private Limited and Inspeed Power Private Limited have expressed their intention to participate in the Buy-back vide their letters dated August 20, 2024, and may tender, based on its entitlement, up to an aggregate maximum of 3,78,594 Equity Shares or such lower number of Equity Shares, in accordance with the provisions of the SEBI Buy-back Regulations.

20.4 Assuming the response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders, the aggregate shareholding of the Promoters and the persons in control of the Company, may increase to 68.52% post Buy-back from the current pre Buy-back shareholding of 67.87% and the aggregate shareholding of the public Shareholders in the Company may decrease to 31.48% post Buy-back from the current pre Buy-back shareholding of 32.13%.

20.5 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 67.87% to 67.12% of the total equity share capital of the Company.

20.6 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buy-back and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buy-back.

20.7 Record Date and Ratio of Buy-back and Buy-back Entitlement:

- a) As required under the SEBI Buy-back Regulations, the Company has fixed Friday, August 30, 2024, as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares, who are eligible to participate in the Buy-back.
- b) The Equity Shares to be bought back as part of this Buy-back are divided in to two categories:
 - i. Reserved Category for Small Shareholders; and
 - ii. General Category for all other Eligible Shareholders
- c) 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buy-back Regulations and in relation to the Buy-back means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹2,00,000/- (Rupees Two lakhs only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was 1,482 Equity Shares and on NSE was 16,352 Equity Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was ₹ 133.31/- and hence all Eligible Shareholders holding not more than 1,500 Equity Shares as on the Record

Date are classified as 'Small Shareholders' for the purpose of the Buy-back.

- d) Based on the above definition, there are 12,020 Small Shareholders with aggregate shareholding of 14,75,868 Equity Shares (as on the Record Date), which constitutes 9.31% of the total paid-up Equity Share capital of the Company and 404.16% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buy-back.
- e) In accordance with Regulation 6 of the SEBI Buy-back Regulations, the reservation for the Small Shareholders (**Reserved Category**), will be 62,763 Equity Shares, which is higher of:
 - i. 15% (Fifteen) of the maximum number of Equity Shares which the Company proposes to Buy-back, which works out to 54,775 Equity Shares; or
 - ii. the number of Equity Shares as per their entitlement as on the Record Date (i.e., August 30, 2024) (14,75,868/ 85,87,001 x 3,65,169), which works out to 62,763 Equity Shares.

All the outstanding fully paid-up Equity Shares, other than 72,72,020 Equity Shares held by the members of the Promoters and Promoter Group who have expressed their intention not to participate in the Buyback, have been taken into account for computing the Entitlement.

- f) Based on the above and in accordance with Regulation 6 of the SEBI Buy-back Regulations, 62,763 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 3,02,406 Equity Shares.
- g) Based on the aforementioned, the entitlement ratio of Buy-back for both categories is set forth below:

Category of Shareholders	Ratio of Buy-back
Reserved category for Small Shareholders	33 Equity Shares for every 776 Equity shares held on the Record date
General category for all other Eligible Shareholders	33 Equity shares for every 776 Equity Shares held on the Record date

**The above Ratio of Buy-back is approximate and providing indicative Buy-back Entitlement. Any computation of the Buy-back Entitlement using the above Buy-back ratio may provide a slightly different number than the actual entitlement due to rounding off. The actual Buy-back Entitlement for Reserved category for Small Shareholders 4.25261608761759% and for other shareholders under the General Category is 4.25257128505401%. Also, the numbers arrived at using the actual Buy-back Entitlement may not conform exactly to the Buy-back Entitlement printed in the Tender Form due to rounding-off of the factor.*

20.8 Fractional Entitlements

If the Buy-back Entitlement under Buy-back, after applying the above-mentioned ratios to the Equity Shares held on the Record Date, is not a round number (i.e., not in the multiple of 1 (one Equity Share)), then the fractional Entitlement shall be ignored for computation of the Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 23 or less Equity Shares as on the Record Date is being sent a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make its best efforts, subject to Buy-back Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

20.9 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:

In accordance with the Letter of Offer and Tender Form, the acceptance in the Buy-back from the Reserved Category will be implemented in the following order of priority:

- a) Full acceptance of Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buy-back Entitlement, or the number of Shares tendered by them whichever is less; and
- b) Post the acceptance as described in clause (a) above, in case there are any Shares left to be bought back in the Reserved Category for Small Shareholders, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered additional Shares as part of the Buy-back Offer, shall be given preference and one share each from the Additional Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post-acceptance as described in clauses (a) and (b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category and 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 Buy-back Entitlement, shall be accepted in proportion of the additional Equity Shares tendered by them and the acceptances shall be made in accordance with the SEBI Buy-back Regulations (valid acceptance per Small Shareholder shall be equal to the additional Equity Shares validly tendered by them divided by the total additional Equity Shares validly tendered by the Small Shareholders and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category). For the purpose of this calculation, the additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 20.9 above, shall be reduced by one.

d) The procedure of adjustment for fractional results in case of proportionate acceptance, as described in paragraph c) above, is set forth below:

- i. For any shareholder, if the number of Additional 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 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.

20.10 Basis of Acceptance of Shares validly tendered in the General Category for Other Shareholders:

In accordance with the Letter of Offer and Tender Form, the acceptance in the Buy-back from the General Category will be implemented in the following order of priority:

- a) Full acceptance in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post-acceptance as described in clause (a) above, in case there are any validly unaccepted Equity Shares in the General Category and the Equity Shares left to be bought back in the General Category, the additional Equity Shares tendered by the Eligible Shareholders under the General Category over and above their Buy-back Entitlement shall be accepted in proportion of the additional Equity Shares tendered by them and the acceptances shall be made in accordance with the SEBI Buy-back Regulations (valid acceptance per such Eligible Shareholder shall be equal to the additional Equity Shares validly tendered by them divided by the total additional Equity Shares validly tendered in the General Category and multiplied by the total number of Equity Shares remaining to be bought back in General Category).
- c) Adjustment for fractional results in case of proportionate acceptance as described in paragraph b) above is set forth below:
 - i. For any Eligible 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 Eligible 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.

20.11 Basis of Acceptance of Equity Shares between Categories:

- a) 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 (valid acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder 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).
- b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with “Basis of acceptance of Equity Shares validly tendered in the Reserved Category” will be reduced by one Equity Share.
- c) Adjustment for fraction results in case of proportionate acceptance, as described above is set forth below:
 - i. For any Eligible 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 Eligible 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.

20.12 For avoidance of doubt, it is clarified that, in accordance with the clauses above:

- a) Equity Shares accepted under the Buy-back from each Eligible Shareholder shall be lower of the following:
 - i. the number of Equity Shares tendered by the respective Eligible Shareholder; and

- ii. the number of Equity Shares held by respective Eligible Shareholder, as on the Record Date;
- b) Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of acceptance.
- c) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 20 of this Letter of Offer.

20.13 Clubbing of Entitlement

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher Entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) 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 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 name of joint Shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, 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 and insurance companies etc., with 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 to the Buyback as per the Shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body –broker” as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their Entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- 21.1 The Buy-back is open to all Eligible Shareholders holding either Physical Shares or Demat Shares as on the record date, i.e. August 30, 2024.
- 21.2 The Company proposes to implement the Buy-back through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be dispatched to Eligible Shareholders who have registered their email IDs with the Depositories/ the Company through electronic means. In terms of Regulation 9(ii) of the SEBI Buy-back Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in this section of this Letter of Offer.
- 21.3 The Company will not accept any Equity Shares offered for Buy-back where there exists any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 21.4 The Company shall comply with Regulation 24 (v) of the SEBI Buy-back Regulations which restricts the Company from buying back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable.
- 21.5 The Eligible Shareholders participation in the Buy-back is voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buy-back, without additional investment. The Eligible Shareholders may also tender a part of their Buy-back Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer.
- 21.6 The Company will accept Equity Shares validly tendered for the Buy-back by the Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date and also additional Equity Shares if any tendered by Eligible

Shareholders will be accepted as per paragraphs 20.10, 20.11 and 20.12.

- 21.7 Eligible Shareholders will have to tender their Demat Shares from the same demat account in which they were holding such 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.
- 21.8 For the Clearing Corporation to make a payout of more than ₹ 50,00,00,000 (Indian Rupees Fifty Crore only), a Legal Entity Identifier (LEI) number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering shares of value more than ₹ 50,00,00,000 (Indian Rupees Fifty Crore only) will have to provide LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar through email at buybackoffer@bigshareonline.com latest by 5:00 p.m. (IST) on the Buyback Closing Date.
- 21.9 The Equity Shares proposed to be bought back in the Buy-back is divided into two categories:
- i. Reserved Category for Small Shareholders; and
 - ii. General Category for all other Eligible Shareholders.
- 21.10 After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in another category.
- 21.11 The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 21.12 For implementation of the Buy-back, the Company has appointed “**Choice Equity Broking Private Limited**” as Company’s Broker through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company’s Broker are as follows:

<p>Name: Choice Equity Broking Private Limited Address: Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai-400099; Maharashtra, India Contact Person: Mr. Jeetender Joshi (Senior Manager); Telephone. + 91 22-67079857; E-mail ID: jeetender.joshi@choiceindia.com; Website: www.choiceindia.com Investor Grievance Email id: ig@choiceindia.com SEBI Registration No: INZ000160131</p>
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- 21.13 The Buy-back shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by the SEBI Circulars and following the procedure prescribed in the Companies Act, the Share Capital Rules and the SEBI Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time. In this regard, the Company will request the Stock Exchanges to provide a separate Acquisition Window. For the purpose of this Buy-back, BSE will be the Designated Stock Exchange. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stockbrokers (“**Shareholder Broker**”) during normal trading hours of the secondary market.
- 21.14 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the Eligible Shareholders can approach any BSE registered stockbroker and can register themselves by using quick unique client code (“UCC”) facility through BSE registered stockbroker (after submitting all details as may be required by such BSE registered stockbroker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered stockbroker, Eligible Shareholders may approach Company’s Broker i.e., Choice Equity Broking Private Limited to place their bids.
- 21.15 The Eligible Shareholder approaching Stock Exchange registered stockbroker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.
- 21.16 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares and Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 21.17 The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

- 21.18 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
- 21.19 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buy-back.
- 21.20 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 21.21 The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer to any person who is eligible to receive this Offer. In case of non-receipt of the Letter of Offer, Eligible Shareholders may participate in the offer by applying on the Tender Form downloaded from the Company's website i.e. www.weizmann.co.in or Registrar's portal at www.bigshareonline.com or obtain a duplicate copy of the same by writing to the Registrar to the Buy-back or by providing their application in plain paper in writing signed by such shareholder (in case jointly held then signed by all shareholders), stating name, address, number of shares held, Folio No, Client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents. Eligible Shareholder(s) have to ensure that their bid is entered in the Acquisition Window prior to the closure of the Offer. Please note that the Company shall accept Equity Shares from the Eligible Shareholders on the basis of their holding and Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the 'plain paper' option as mentioned in this paragraph are advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back, before participating in the Buy-back.
- 21.22 The acceptance of the offer for Buy-back made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buy-back. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 21.23 Procedure to be Followed by Equity Shareholders Holding Equity Shares in the Dematerialised Form:**
- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buy-back would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buy-back.
 - The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buy-back using the Acquisition Window of the Stock Exchanges.
 - The lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buy-back. Details of such Equity Shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to the Clearing Corporation.
 - In case, the Eligible Shareholder's demat account is held with one depository and clearing member pool and clearing corporation account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to clearing member pool/Clearing Corporation account at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e., transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
 - For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant 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, order modification shall revoke the custodian participant confirmation, and the revised order shall be sent to the custodian participant again for confirmation.
 - Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder. The TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
 - It is clarified that in case of Demat Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- 21.24 Procedure To Be Followed by Registered Equity Shareholders Holding Equity Shares in the Physical Form:**
- In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in Buy-back through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buy-back Regulations.
 - Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buy-back will

be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form 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 favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) Form ISR-1 in case of request for registering PAN, KYC Details Or Changes / Updation Thereof, Form ISR-2 for Confirmation of Signature of securities holder by the Banker and any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

- c) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buy-back, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back i.e., **Bigshare Services Private Limited** (at the address mentioned on cover page) not later than the offer closing date. The envelope should be super scribed as "**Weizmann Limited Buy-back Offer 2024**". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Shareholder Broker.
- e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the SEBI Buy-back Regulations and any further directions issued in this regard. The Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids as '**unconfirmed physical bids**'. Once Registrar to the Buy-back confirms the bids, they will be treated as 'Confirmed Bids'.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the closure of the tendering period of the Buy-back.

21.25 Additional requirements in respect of tenders by the Non-Resident Shareholders (Read with section "*Details of Statutory Approvals*" on page 31 of this Letter of Offer):

- a) While tendering their Equity Shares under the Buy-back, all Eligible Shareholders being Non-Resident Shareholders of the Equity Shares (excluding FIIs/ FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b) Eligible Shareholders who re FIIs/ FPIs should also enclose a copy of their SEBI registration certificate.
- c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g., NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non- Resident Eligible 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 Equity Shares accepted in the Buy-back.
- d) Notwithstanding anything contained in this Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

21.26 Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by email, can send a letter to the Registrar to the Buy-back requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at www.bigshareonline.com and download the Letter of offer and the Tender form available and may also check for their entitlement by entering information like Folio no, / DP id and Client id, PAN and such other credentials as may be required for validating the request at the portal.

B. ACCEPTANCE OF ORDERS

The Registrar to the Buy-back shall provide details of order acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buy-back Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (b) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buy-back to the Clearing Corporation's bank account(s) as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds payout to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/ Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such respective Eligible Shareholders.
- (c) In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement bank accounts for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time.
- (d) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buy-back. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (e) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- (f) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Eligible Shareholders directly by Registrar to the Buy-back. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by the Equity Shareholders holding Equity Shares in the physical form.
- (g) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company ("**Demat Escrow Account**") opened for the Buy-back.
- (h) Eligible Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- (i) The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buy-back and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- (j) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

- (k) 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 Buy-back Regulations.

D. Special Account opened with the Stock Exchange or Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the Stock Exchange or the Clearing Corporation.

E. Rejection criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- the Equity Shareholder is not an Eligible Shareholder (Equity Shareholder as on the Record Date); or
- in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- if there is a name mismatch in the demat account of the Eligible Shareholder and PAN;
- Where there exists any restraint order of a Court/any other competent authority 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; or

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the Buyback Closing Date i.e., Wednesday, September 11, 2024, by 5:00 pm (IST); or
- If there is any other company's share certificate/Invalid Certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buy-back; or
- Where there exists any restraint order of a Court/any other competent authority 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; or
- If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.
- If the Shareholder is not an Eligible Shareholder of the Company on the Record Date;
- If there is a name mismatch in the share certificate of the Shareholder;
- If the Eligible Shareholder has made a duplicate bid.

22. NOTE ON TAXATION

The text of the report dated August 20, 2024, of Nikhil D Shah & Co, Chartered Accountants, addressed to the Board of Directors of the Company is reproduced below:

Quote

To,
Board of Directors,
Weizmann Limited
214, Empire House, Dr D N Road,
Ent. A K Nayak Marg,
Fort, Mumbai-400001
Maharashtra, India.

Dear Sir/ Madam,

Sub: Note on Taxation for the proposed buyback of Equity Shares on a proportionate basis (the “Buyback”) of Weizmann Limited (“Company”) from the Eligible Shareholders by way of a tender offer process

General

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 TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY.

The Indian tax year runs from April 1 to March 31 of subsequent year. 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 (“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 Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled 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 ITA and 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 should 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 Double Taxation Avoidance Agreement (“DTAA”), as modified by the Multilateral Instrument (“MLI”), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

Classification of Shareholders

Section 6 of the ITA determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

A. Resident Shareholders being:

- Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”), Firm, Limited Liability Partnership (“LLP”)
- Others (corporate bodies):
 - Company
 - Other than Company

B. Deemed Resident Shareholder –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹15 lakh during the tax year.

C. Non-Resident Shareholders being:

- NRIs
- FIIs/FPIs
- Others:
 - Foreign Company
 - Foreign non-corporate shareholders

Buy-back of Shares

Section 115QA of the ITA introduced w.e.f. June 1, 2013, contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Section 68 of the Act). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No. 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No. 2), 2019 has amended section 115QA of the ITA with effect from July 5, 2019, extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for tax exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section 10(34A) of the ITA extending the benefit of tax exemption on income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the tax implications to the following categories of shareholders are as under:

A. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.

B. Non-Resident Shareholders

While the income arising to the shareholder on account of buy back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) with effect from July 5, 2019 in the hands of a non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the Company in view of Section 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

Tax Deduction at Source

In absence of any specific provision under the current Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

Securities Transaction Tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchanges, Securities Transaction Tax will be applicable at the applicable rate.

Non-Applicability of Recent Amendments in The Income Tax Act, 1961 by the Finance (No.2) Act, 2024

It may be noted that the Finance (No. 2) Act, 2024 has made the following amendments with respect to buy back of shares and the extract of the amendments is given below:

- Clause (22) of the Section 2 provides the definition of dividend which, inter alia, does not include any payment made by a company on purchase of its own shares from a shareholder in accordance with the provisions of section 77A of the Companies Act, 1956.
 - It is proposed to amend the said clause so as to insert sub-clause (f) therein and omit item (iv) to provide that dividend, inter alia, include any payment by a company on purchase of its own shares from a shareholder in accordance with the provisions of section 68 of the Companies Act.
- In section 46A of the Income-tax Act, the following proviso shall be inserted before the Explanation, with effect from the 1st day of October 2024, namely: — “Provided that where the shareholder receives any consideration of the nature referred to in sub-clause (f) of clause (22) of section 2 from any company, in respect of any buy-back of shares, that takes place on or after the 1st day of October 2024, then for the purposes of this section, the value of consideration received by the shareholder shall be deemed to be nil.”
- Clause (34A) of the Section 10 of the Income-tax Act, provides exemption to any income arising to an assessee, being a shareholder, on account of buy back of shares by the company as referred to in section 115QA.
 - It is also proposed to insert a new proviso to clause (34A) of the said section so as to provide that this clause shall not apply with respect to any buy back of shares by a company on or after the 1st day of October 2024.
- Section 57 of the Income Tax Act is proposed to be amended from the 1st day of October 2024 as follows:
 - In clause (i) after the words “in the case of dividends,”, the words, brackets, letter and figures “other than that referred in sub-clause (f) of clause (22) of section 2” shall be inserted

◦ After the proviso, the following proviso shall be inserted namely:

“Provided further that no deduction shall be allowed in case of dividend income of the nature referred to in sub-clause (f) of clause (22) of section 2.”;

- In section 115QA of the Income Tax Act, in sub-section (1), after the proviso and before the Explanation, the following proviso shall be inserted with effect from the 1st day of October, 2024, namely:—

“Provided further that the provisions of this sub-section shall not apply in respect of any buy-back of shares, that takes place on or after the 1st day of October 2024

- Section 194 of the Income Tax Act, which provides for deduction of tax at source on payment of dividend is proposed to be amended as follows:

“after the word, brackets and letter “sub-clause (e)”, the words, brackets and letter “or sub-clause (f)” shall be inserted with effect from the 1st day of October, 2024.”

These amendments will take effect from October 1, 2024, and do not have any income tax implication on the proposed Buyback transaction being undertaken by the Company.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. 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.

For Nikhil D Shah & Co
Chartered Accountants
Firm’s Registration No: 143293

Nikhil Dilip Shah
Proprietor
(Membership No. 143293)
Date: 20th August 2024
Place: Mumbai
UDIN: 24143293BKBOEX8517

Unquote

23. DECLARATION BY THE BOARD OF DIRECTORS

As required under clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buy-back Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

- Immediately following the date of Board Meeting, Tuesday, August 20, 2024 ("Board Resolution") approving the Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following date of the Board Resolution, having regard to Board's intentions 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 1 (one) year from the date of the Board Resolution; and
- in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on Tuesday, August 20, 2024.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF WEIZMANN LIMITED

Sd/-	Sd/-	Sd/-
Neelkamal V Siraj Vice Chairman and Managing Director DIN: 00021986	Chetan Mehra Director DIN: 00022021	Ami Purohit Company Secretary & Compliance Officer Membership No.: ACS: A46169

24. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated **August 20, 2024**, received from Batliboi & Purohit, Chartered Accountants, the Statutory Auditor of the Company ("**Auditor's Report**") addressed to the Board of Directors of the Company is reproduced below:

Independent Auditor's Report on the proposed Buy-Back of Equity Shares pursuant to the requirements of Sections 68 and 70 of the Companies Act, 2013 and clause (xi) of schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

Quote

To,
Board of Directors,
Weizmann Limited
214, Empire House, Dr D N Road,
Ent. A K Nayak Marg,
Fort, Mumbai-400001
Maharashtra, India.

Dear Sir/ Madam,

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by Weizmann Limited (the "Company") pursuant to the requirements of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations")

1. This report is issued in accordance with the terms of our engagement letter dated August 20, 2024, with **Weizmann Limited ("the Company")**.
2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its Meeting held on Tuesday, August 20, 2024, in pursuance of the provisions of Sections 68, 69 and 70 of the Act and the SEBI 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 as at March 31, 2024" ('**Annexure A**') (hereinafter referred to as the "**Statement**"). The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and regulation 4(i) of the SEBI Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024. This Statement has been prepared by the Management, which we have initiated for the purposes of identification only.

Management's Responsibility

4. The Management of the Company is responsible for the preparation of the Statement in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-Back Regulations, is the responsibility of the Board of Directors 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.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. Tuesday, August 20, 2024 (hereinafter referred as the "**date of the Board meeting**") and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it

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 or the Insolvency and Bankruptcy Code 2016. As the SEBI Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraph 10 of AS 1, Disclosure of Accounting Policies, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from Tuesday, August 20, 2024.

6. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act.

Auditor's Responsibility:

7. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:
 - (i) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at and for the year ended March 31, 2024;
 - (ii) the amount of permissible capital payment as stated in "Annexure A" for the proposed buy-back of equity shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024, in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations;
 - (iii) the Board of Directors of the Company in their meeting dated August 20, 2024, have formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of the Board meeting with regard to the proposed buyback are declared.
8. The audited standalone financial statements and audited consolidated financial statements referred to in paragraph 7 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated May 28, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act 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. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
9. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - i. Examined that the amount of maximum permissible capital payment towards the Buyback as detailed in Annexure A has been computed in accordance with the limits specified in Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act and Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations;
 - ii. Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024;
 - iii. Examined Director's declarations for the purpose of buy back and solvency of the Company;
 - iv. Inquired if the Board of Directors, in its meeting held on Tuesday, August 20, 2024, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
 - v. Traced the amounts of paid-up equity share capital, retained earnings and General Reserves as mentioned in Annexure A from the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024;
 - vi. Examined that the Buy Back approved by Board of Directors in its meeting held Tuesday, August 20, 2024, is authorized by the Articles of Association of the Company,
 - vii. Examined that all the shares for buy-back are fully paid-up;
 - viii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and
 - ix. We have obtained appropriate representations from the Management of the Company.

- x. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024;
10. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
11. 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, issued by the ICAI. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.
12. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

13. Based on inquiries conducted and our examination as above, we report that:
 - a) We have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024;
 - b) The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI BuyBack Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the year ended March 31, 2024;
 - c) The Board of Directors of the Company, at their meeting held on Tuesday, August 20, 2024 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date i.e. Tuesday, August 20, 2024.
14. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

15. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and SEBI Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, 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 for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Batliboi & Purohit
Chartered Accountants
ICAI Firm Registration No.101048W

Atul Mehta
Partner
Membership No.: 015935
UDIN: 24015935BKHCNR3583

Place: Mumbai
Date: August 20, 2024

Annexure A

Computation of amount of permissible capital payment towards buy-back of Equity Shares in accordance with Section 68 (2) of the Companies Act, 2013 and Regulations 4 and 5 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the “Buy-back Regulations”), as amended, based on audited standalone or consolidated financial statements as at and for year ended March 31, 2024:			
<i>(₹ in Lakhs)</i>			
Particulars		Standalone	Consolidated
Paid-up Capital as at March 31, 2024 (1,58,59,021 equity shares of face value ₹ 10 each fully paid up)	A	1,585.90	1,585.90
Free Reserves as at March 31, 2024*			
General Reserve		6.26	6.26
Retained Earnings		4,757.59	4,250.56
Total Free Reserves	B	4,763.85	4,256.82
Total Paid-up Capital and Free Reserves as at March 31, 2024	C=A+B	6,349.75	5,842.72
Maximum permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Companies Act, 2013 read with Regulation 4 of the SEBI Buy-back Regulations (10% of paid-up equity capital and free reserves as at March 31, 2024)			584.27
Buy-back amount proposed by the Board of Directors as per the resolution dated Tuesday, August 20, 2024, based on audited standalone and consolidated financial statements as at and for year ended March 31, 2024			584.27

* Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013 as Amended.

Unquote

(₹ in Lakhs)

Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the SEBI Buyback Regulations			
Particulars		Standalone	Consolidated
Debt - Secured		40.55	40.55
Inter Corporate Deposits – Unsecured		732.38	732.38
Total Debt	A	772.93	772.93
Total Paid-up Capital and Free Reserves as at March 31, 2024	B	6,349.75	5,842.72
Debt / (Paid-up Capital + Free Reserves) Ratio (Pre-Buyback)	C=A/B	0.12	0.13
Proposed Buyback	D	584.27	584.27
Debt / (Paid-up Capital + Free Reserves) Ratio (Post Buyback)	E=A(B-D)	0.13	0.15

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

Neelkamal Vrajlal Siraj

Managing Director

DIN: 00021986

Place: Mumbai

Date: August 20, 2024

25. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at 214, Empire House, Dr D N Road, Ent. A K Nayak Marg, Fort, Mumbai-400001 Maharashtra, India between IST 10.00 a.m. (IST) and 5.00 p.m. (IST) on any day, except Saturday, Sunday and public holidays during the Tendering Period:

- a) Copy of the Certificate of Incorporation of the Company,
- b) Copies of the Memorandum and Articles of Association of the Company.

- c) Copies of the Annual Reports of the Company for the financial years ended March 31, 2024, and March 31, 2023, and March 31, 2022.
- d) Copy of the resolution passed by the Board of Directors at the meeting held on Tuesday, August 20, 2024, approving the proposal of the Buy-back.
- e) Copy of the report dated August 20, 2024, received from Batliboi & Purohit., Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I to the SEBI Buy-back Regulations.
- f) Copy of the Public Announcement for Buy-back dated Wednesday, August 21, 2024, published in newspapers on Thursday, August 22, 2024, regarding Buy-back of the Equity Shares.
- g) Copy of the declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act.
- h) Copy of escrow Agreement dated August 20, 2024, entered into amongst the Company, the Manager to the Buy-back and the Escrow Agent.
- i) Copy of letter dated August 22, 2024, from the Escrow Bank, confirming the deposit of funds.
- j) Nikhil D Shah & CO, Chartered Accountant (Firm Registration Number: 137750W), having Corporate office located at B-809, Kailas Business Park, Hiranandani Vikhroli Link Road, Vikhroli (w) Mumbai 400079; Email: nikhil@candshah.com; having Membership Number: 143293, verified the Bank Balance/ liquid funds as of August 30, 2024.
- k) Note on taxation, dated August 20, 2024, obtained by the Company from Nikhil Dilip Shah (Membership No. 143293), proprietor at Nikhil D Shah & Co, Chartered Accountants.

26. DETAILS OF THE COMPLIANCE OFFICER

The Board at their meeting held on Tuesday, August 20, 2024, appointed Ms. Ami Purohit, Company Secretary, as the compliance officer for the purpose of the Buy-back (“**Compliance Officer**”). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address: -

Name:	Ami Purohit
Designation:	Company Secretary & Compliance Officer
Membership No.	ACS: A46169
Registered office Address:	214, Empire House, Dr D N Road, Ent. A K Nayak Marg, Fort, Mumbai- 400001, Maharashtra, India
Email:	investorsgrievance@weizmann.co.in
Website:	www.weizmann.co.in
Contact:	+91-22-44559420/23 (4 lines)

27. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

27.1 In case of any grievances relating to the Buy-back (including non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Compliance Officer, Manager to the Buy-back, Registrar to the Buy-back for redressal thereof.

27.2 If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, 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 applicable.

27.3 The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, Mumbai
 100, Everest, Marine Drive,
 Mumbai 400 002, Maharashtra, India
Phone: +91 22 22812627/22020295/22846954
Fax: +91 22 22811977
E-mail: roc.mumbai@mca.gov.in

28. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre and Registrar for the purposes of the Buy-back, on any day except Saturday and Sunday and public holidays between IST 10.00 a.m. to IST 5.00 p.m. at the following address:

 **Bigshare Services Pvt. Ltd.**
BIGSHARE SERVICES PRIVATE LIMITED

Address: Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Tel: 022-62638200

Fax: 022 - 62638299

E-mail: buybackoffer@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Maruti Eate

SEBI Registration No.: INR000001385

Validity Period: Permanent Registration, Unless Terminated

29. DETAILS OF THE MANAGER TO THE BUY-BACK

The Company has appointed the following as Manager to the Buy-back:



Saffron Capital Advisors Private Limited

605, Sixth Floor, Centre Point, Andheri-Kurla Road,

J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.

Tel. No.: +91 22 49730394

E-mail ID: buybacks@saffronadvisor.com

Investor Grievance E-mail ID: investorgrievance@saffronadvisor.com

Website: www.saffronadvisor.com

Corporate Identification Number: U67120MH2007PTC166711

SEBI Registration Number: INM000011211

Contact Person: Saurabh Gaikwad/ Sachin Prajapati

30. REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buy-Back Regulations, the Board of Directors accepts full responsibility for the information contained in this Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buy-back and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Buy-back Committee in terms of the resolution passed by the Buy-back Committee on Tuesday, September 03, 2024.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF WEIZMANN LIMITED

Sd/-	Sd/-	Sd/-
Neelkamal V Siraj Vice Chairman and Managing Director DIN: 00021986	Chetan Mehra Director DIN: 00022021	Ami Purohit Company Secretary & Compliance Officer Membership No.: ACS: A46169

Place: Mumbai

Date: September 03, 2024

31. OFFER FORMS

31.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).

31.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).

31.3 Form No. SH-4 – Securities Transfer Form.