WEIZMANN LIMITED

CIN:L65990MH1985PLC038164

Regd. Off: Empire House, 214, Dr. D. N. Road, Ent. A.K. Nayak Marg, Fort, Mumbai - 400 001.
Tel : 2207 1501 (6 Lines) · Fax : (022) 2207 1514 · E-mail : weizmann@bom3.vsnl.net.in

Date : 2nd September, 2014

NATIONAL STOCK EXCHANGE LTD.
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir/Madam,

Security Code : WEIZMANIND

Ref : Clause 35A of the Listing Agreement
Sub : Result of the Postal Ballot

We wish to furnish below the details regarding the voting results in respect of the resolution as set out in the Postal Ballot notice dated May 27, 2014 in the format prescribed under Clause 35A of the Listing Agreement

We wish to inform you that the said resolutions have been approved by the requisite majority. Enclosed please find a copy of Scrutinizer's Report of Mr. Martinho Ferrao, Practicing Company Secretary, Scrutinizer for Postal Ballot Process and summary of results pursuant to Clause 35A of the Listing Agreement.

You are requested to kindly take the note of the same and bring it to the notice of all concerned.

Kindly take the same on record.

Thank you,

WEIZMANN LIMITED BOMBAY

Yours faithfully,
For Weizmann Limited

S. Sharma

Company Secretary

Encl : As above.

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Name of the Company : WEIZMANN LIMITED

Cut of date for reckoning voting rights : June 20, 2014

Total Number of Shareholder as of cut off date : 9389

Date of Passing resolution : 1st September, 2014

RESULT OF VOTING CONDUCTED THROUGH POSTAL BALLOT

Resolution No.-1 Special Resolution

To provide Security u/s 180 (1)(a) of the Companies Act, 2013 in connection with the borrowing of the Company

Clause 35A (Physical and e-Voting)							
Resolution 1							
Promoter/Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**Number of votes-in favour**	**Number of votes-against**	**% of votes in favour of votes polled**	**% of Votes Against on votes polled**
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]*
Promoter	12866170	9412327	73.15	9412327	0	100.00	0.00
Public-Institution Holders	200	60	30.00	60	0	100.00	0.00
Public Others	4405166	48472	1.10	47097	1375	97.16	2.84
Total	**17271536**	**9460859**	**54.77**	**9459484**	**1375**	**99.99**	**0.01**

Resolution No.2-Special Resolution

To provide loans/guarantees/make Investments/creation of Securities under Section 186

Clause 35A (Physical and e-Voting)							
Resolution 2							
Promoter/Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**Number of votes-in favour**	**Number of votes-against**	**% of votes in favour of votes polled**	**% of Votes Against on votes polled**
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]*
Promoter	12866170	9412327	73.15	9412327	0	100.00	0.00
Public-Institutional Holders	200	60	30.00	60	0	100.00	0.00
Public Others	4405166	75075	1.70	73092	1983	97.36	2.64
Total	**17271536**	**9487462**	**54.93**	**9485479**	**1983**	**99.98**	**0.02**

...2

WEIZMANN LIMITED BOMBAY

WEIZMANN LIMITED CIN:L65990MH1985PLC038164

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Resolution No.3-Special Resolution

To make investment/providing loan/creation of securities /give guarantee under Section 188

Clause 35A (Physical and e-Voting)							
Resolution 3							
Promoter/Public	**No. of shares held**	**No. of votes polled**	**% of votes polled on outstanding shares**	**Number of votes-in favour**	**Number of votes-against**	**% of votes in favour of votes polled**	**% of Votes Against on votes polled**
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]*
Promoter	12866170	9412327	73.15	9412327	0	100.00	0.00
Public-Institution Holders	200	60	30.00	60	0	100.00	0.00
Public Others	4405166	77350	1.75	75423	1927	97.51	2.49
Total	**17271536**	**9489737**	**54.94**	**9487810**	**1927**	**99.98**	**0.02**



MARTINHO FERRAO & ASSOCIATES
Company Secretaries
Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001
Tel: +91 22 2202 4366 • Email: mferraocs@yahoo.com

SCRUTINIZER'S REPORT

August 30, 2014

The Chairman
WEIZMANN LIMITED
Empire House 214,
Dr D N Road,
Fort,
Mumbai - 400 001

Dear Sir,

Subject: Passing of resolution through Postal Ballot

Report to the Chairman of the Board of Directors of **Weizmann Limited,** a Company incorporated under the Companies Act, 1956 and having its Registered Office at Empire House 214, Dr D N Road, Fort, Mumbai - 400 001 on the POSTAL BALLOT conducted by the Company:

1) Pursuant to the resolution passed by the Board of Directors of Weizmann Limited on May 27, 2014, I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following Special Resolutions:

i) Under Section 180 (1)(a) of the Companies Act, 2013 for providing security in connection with the borrowings of the Company by creation of charge, hypothecation / mortgage on the assets of the Company as circulated in the Postal Ballot notice dated 27th May, 2014.

ii) Under Section 186 of the Companies Act, 2013 to make investments, provide loans, guarantees and securities beyond the prescribed limits as circulated in the Postal Ballot notice dated 27th May, 2014.

iii) Under Section 188 of the Companies Act, 2013 for entering into transactions with related parties circulated in the Postal Ballot notice dated 27th May, 2014.

2) To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide



Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13th July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Companies listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), required to provide e-voting facility to their shareholders on all resolution to be passed at General Meetings or through Postal Ballot. Since Weizmann Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

3) Weizmann Limited accordingly made arrangements with System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, Bigshare Services Private Limited (hereinafter referred to as "RTA or BSPL") to set up e-voting facility on the NSDL e-voting website http://www.evoting.nsdl.com.

4) Weizmann Limited through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All the necessary formalities in compliance with the requirements specified by NSDL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 27th May, 2014 sent to the shareholders by email, who had registered their email-ids with Company and by post to 9,104 shareholders. The Register of Members and the List of beneficiary owners as on 20th June, 2014 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of despatch of Postal Ballot notice.

5)

Reference to the Companies Act, 2013	**Type and Description of the Special Resolution**
Special Resolution pursuant to section 180(1)(a) and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	**Special Resolution** pursuant to section 180(1)(a) of the Companies Act, 2013 for selling, leasing or disposing of undertaking of the Company and creation of charge/ mortgage over the assets/ properties of the Company, present and future, in respect of borrowings of the Company not exceeding 500 Crores.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

Special Resolution pursuant to section 186 and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	**Special Resolution** pursuant to section 186 of the Companies Act, 2013 for making investments; and providing loans, guarantees and securites to any person or other body corporate upto an amount not exceeding Rs. 1500.00 Crores.
Special Resolution pursuant to section 188 and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	**Special Resolution** pursuant to section 188 of the Companies Act, 2013 for authorizing the Board of Directors or any of its Committees to enter into related party transactions upto an amount of Rs. 500.00 Crores.

6. I report that the Postal Ballot notice dated 27th May, 2014 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 were dispatched to the shareholders, by Registered Post / courier along with self-addressed pre-paid Business Reply Envelope on or before 22nd July, 2014.

7. In addition to the above, Postal Ballot notices were also sent via electronic mode by NSDL to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded from the NSDL / CDSL as on 20th June, 2014 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 6:00 p.m. on Wednesday, 27th August, 2014 as the last date for receipt of Postal Ballots and 5:00 p.m. on Wednesday, 27th August, 2014for E-voting.

8. As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 an advertisement was published by the Company in Business Standard English Newspaper and Tarun Bharat Marathi Newspaper, on 23rd July, 2014 informing about the completion of despatch of the Postal Ballot notices.

9. I report that I have received the Postal Ballot forms from the shareholders during the period commencing from Monday, 28th July, 2014 to Wednesday, 27th August, 2014. All the Postal Ballot forms together with all votes casted by e-voting through NSDL received up to 6:00 p.m. Wednesday, 27th August, 2014, being the last date fixed by the Company for receipt of Postal Ballot forms/ e-voting, were considered for my scrutiny.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

10. The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot forms I have not come across any mutilated Postal Ballot forms.

11. Since E-voting facility was provided by NSDL the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots, were duly scrutinized, processed and compiled. The details of the E-voting was provided by the system provider, and the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, have been duly scrutinized.

12. On scrutiny, I report that out of 9,104 shareholders, 18 Shareholders have exercised their vote through e-voting and 167 shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for the item placed for consideration by the shareholders are given below:

A. Postal Ballot	**No. of votes**
Number of Forms received from Members	**167**
Number of Forms rejected/ not considered for reasons as stated below:-	8
a. Not signed	0
b. Signature mismatch	0
c. Not voted	7
d. Nil Account	0
e. Voted under both postal ballot and evoting	1
Number of valid Forms **(A)**	**159**
B. E-Voting	
Number of members who participated is e-voting	**18**
Number of Valid E-votes **(B)**	**18**
Total (A+B)	**177**

Note:

1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.
2) There is 1 case where the shareholder holding 100 shares has voted both through Postal Ballot as well as through e-voting. The votes cast through e-voting has



been considered valid pursuant to Rule no. 22 read with Rule no. 20 of the Companies (Management and Administration) Rules, 2014.

3) Invalid Postal Ballot was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Resolution 1: Special Resolution

Special Resolution under Section 180(1)(a) of the Companies Act 2013

Promoter / Public	No. of shares held	No. of votes polled	% of voted polled on Oustand-ing shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]* 100	(7) = [(5)/(2)]* 100
Promoter	12866170	9412327	73.15	9412327	0	100.00	0
Public – Institution al Holders	200	60	30.00	60	0	100.00	0
Public Others	4405166	48472	1.10	47097	1375	97.16	2.84
Total	**17271536**	**9460859**	**54.77**	**9459484**	**1375**	**99.99**	**0.01**

Results:

Percentage of votes cast in favour : 99.99%
Percentage of votes cast against : 0.01%

As the number of votes casted in favour of the resolution is 99.99% that is more than three times the number of votes cast against i.e. 0.01%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on the date of announcement of the result.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

Resolution 2: Special Resolution

Special Resolution under Section 186 of the Companies Act 2013

Promoter / Public	No. of shares held	No. of votes polled	% of voted polled on Oustand-ing shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]* 100	(7) = [(5)/(2)]* 100
Promoter	12866170	9412327	73.15	9412327	0	100.00	0.00
Public – Institution al Holders	200	60	30.00	60	0	100.00	0.00
Public Others	4405166	75075	1.70	73092	1983	97.36	2.64
Total	**17271536**	**9487462**	**54.93**	**9485479**	**1983**	**99.98**	**0.02**

Results:

Percentage of votes cast in favour : 99.98%
Percentage of votes cast against : 0.02%

As the number of votes casted in favour of the resolution is 99.98% that is more than three times the number of votes cast against i.e. 0.02%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on the date of announcement of the result.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

Resolution 3: Special Resolution

Special Resolution under Section 188 of the Companies Act 2013

Promoter / Public	No. of shares held	No. of votes polled	% of voted polled on Oustand-ing shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]* 100	(7) = [(5)/(2)]* 100
Promoter	12866170	9412327	73.15	9412327	0	100.00	0.00
Public – Institution al Holders	200	60	30.00	60	0	100.00	0.00
Public Others	4405166	77350	1.75	75423	1927	97.51	2.49
Total	**17271536**	**9489737**	**54.94**	**9487810**	**1927**	**99.98**	**0.02**

Results:

Percentage of votes cast in favour : 99.98%

Percentage of votes cast against : 0.02%

As the number of votes casted in favour of the resolution is 99.98% that is more than three times the number of votes cast against i.e. 0.02%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on the date of announcement of the result.

i) I further report that as per the Postal Ballot notice dated 27th May, 2014 and the Board Resolution dated 27th May, 2014, the Chairman or any other as authorized in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 01st September, 2014, as intimated to the Stock Exchanges.

ii) The result of the Postal Ballot together with the Scrutinizers Report would have to be displayed on Company's website http://www.weizmann.co.in/ and on the website of NSDL within 2 days of passing of the resolution and shall be communicated to the Stock Exchanges.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

iii) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the Shareholders, voting through Postal Ballot which includes all the particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours faithfully,

For Martinho Ferrao & Associates,
Company Secretaries



Martinho Ferrao
Proprietor
COP No.: 5676
Membership No.: 6221