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To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai- 400 051.

Date: 28th September 2012

Scrip Code: WEIZFOREX

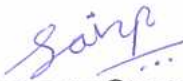
Sub: Clause 31(d) Annual General Meeting: Proceedings.

Sir/ Madam,

Enclosed find herewith Proceedings of Annual General Meeting of the Company in accordance with Clause 31(d) of the Listing Agreement. Kindly acknowledge receipt.

Thanking you,

For **Weizmann Forex Limited**


Company Secretary



PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF WEIZMANN FOREX LIMITED HELD ON WEDNESDAY, 26TH SEPTEMBER, 2012 AT 3:30 P.M. AT TEXTILE COMMITTEE AUDITORIUM, P. BALU ROAD, PRABHADEVI CHOWK, PRABHADEVI, MUMBAI – 400 025.

DIRECTORS PRESENT:

Mr. Dharmendra G. Siraj	-	Chairman
Mr. Chetan D. Mehra	-	Director
Mr. Neelkamal V. Siraj	-	Director
Mr. Vishnu P. Kamath	-	Director
Mr. Kishore M. Vussonji	-	Director
Mr. B. S. Shetty	-	Managing Director

In Attendance:

Ms. Sai Katkar	-	Company Secretary
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MEMBERS PRESENT:

27 Members were present in person and 7 proxies covering 5,96,993 equity shares were received by the Company.

Mr. Dharmendra G. Siraj – Chairman of the Board of Directors presided over the meeting.

The Chairman welcomed the members to the meeting and introduced the Directors present.

As the requisite quorum was present the Chairman called the meeting to order. He informed the members that the Attendance Register and the other relevant Registers were open for inspection.

Mr. Dharmendra G. Siraj informed that, with the consent of the members present, Notice convening the meeting was taken as read. Ms. Sai Katkar- Company secretary read out the Auditors Report.

Mr. Ramaswami Damodaran, Mr. Ramesh Akkineni, Mr. Khusbirsingh Batra, Mr. Girish Gulati and Mr. Prakash Vijaykar– Shareholders of the company asked various questions on business of the Company.

The Chairman then requested Mr. Chetan D. Mehra, Director of the Company, to reply the same.

Mr. Chetan Mehra – Director clarified all the questions raised by the shareholders to their satisfaction.

The Chairman thereafter moved to the Agenda of the meeting.



ORDINARY BUSINESS:

1. Adoption of Accounts & Reports of Directors & Auditors:

"RESOLVED THAT the Audited Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the Report of the Directors and Auditors be and are hereby approved."

Proposed by: Mr. Prakash Vijaykar

Seconded by: Mr. Babulal Parekh

The Chairman thereafter put the resolution to vote by show of hands and declared that the resolution was carried unanimously.

2. Declaration of Dividend on Equity Shares :

"RESOLVED FURTHER THAT pursuant to the recommendation of the Board of Directors, a Dividend of Rs. 2 per Equity shares of Rs. 10 each, be and is hereby declared absorbing a sum of Rs. 231.29 Lacs out of the current profit for the year ended 31st March 2012 of the Company and the same be paid to the Equity shareholders of the Company as per the register of members as on the record date."

Proposed by: Mr. Ramaswami Damodaran

Seconded by: Mr. Prakash Vijaykar

The Chairman thereafter put the resolution to vote by show of hands and declared that the resolution was passed unanimously.

3. Reappointment of Mr. Dharmendra G. Siraj as a Director :

As the Resolution for appointment of Chairman was to be considered, Chairman being interested in the Resolution, Mr. Chetan D. Mehra presided over the meeting for item no. 3 of the Notice.

"RESOLVED THAT Mr. Dharmendra G. Siraj be and is hereby re-appointed as Director of the company."

Proposed by: Mr. Ramaswami Damodaran

Seconded by: Ms. Nayana Vijaykar

The Chairman thereafter put the resolution to vote by show of hands and declared that the resolution was passed unanimously.

4. Reappointment of Mr. Neelkamal V. Siraj as a Director :

"RESOLVED THAT Mr. Neelkamal V. Siraj be and is hereby re-appointed as Director of the company."



Proposed by: Mr. Damodaran R.

Seconded by: Mr. Babulal Parekh

The Chairman thereafter put the resolution to vote by show of hands and declared that the resolution was passed unanimously.

5. Reappointment of Auditors :

“RESOLVED THAT M/s. Sharp & Tannan, Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors in consultation with the auditors plus out of pocket expenses, if any, as may be incurred by them for the purpose of audit.”

Proposed by: Mr. Babulal Parekh

Seconded by: Mr. Prakash Vijaykar

The Chairman thereafter put the resolution to vote by show of hands and declared that the resolution was passed unanimously.

SPECIAL BUSINESS :

6. Loan to Body Corporate, for the amount exceeding the limits specified in Section 372A of the Companies Act, 1956

Chairman informed that, Postal Ballot was carried out by the Company for the following Resolution pertaining to Item no. 6 of the Notice.

“RESOLVED THAT in pursuance of the Section 192A, 292, 372A and other applicable provisions of the Companies Act, 1956, or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of and permissions as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, consent and approvals of the Members be and are hereby accorded to the Board of Directors of the Company to make/ give from time to time any loan or loans to body corporate, for the amount exceeding the limits specified in section 372A of the Companies Act, 1956, as per details mentioned herein below:

Particulars	Company Name	Amount (₹ Crore)	Purpose
Loan	Windia Infrastructure Finance Limited	15.00	Funding Working Capital requirements

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or Committee of Directors constituted for this purpose be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investment or loan made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Accordingly Chairman requested Mr. Navneet Pandya, Scrutinizer appointed for determining result of the Postal Ballot, for the result of the same.

Mr. Navneet Pandya handed over result of the Postal Ballot to the Chairman.

Chairman announced that Scrutinizer received 38 valid Postal Ballots from shareholders. 38 votes were cast in favour of the Resolution, covering 92,83,308 shares of Rs. 10 each constituting 80.28% of the paid-up capital of the Company and 100% of the valid Postal Ballots received. No votes were cast against the Resolution. Chairman declared that the Resolution was passed unanimously.

Vote of thanks

Mr. Chetan Mehra then proposed a vote of thanks.

The Chairman then concluded the meeting.

Place: Mumbai
Date: 28th September 2012


CHAIRMAN

