Date: January 01, 2019

To,

**National Stock Exchange of India Limited,**
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra East
Mumbai 400 051

Dear Sir,

**Sub: Open Offer for acquisition of upto 27,99,350 fully paid-up equity shares of face value of ₹ 10/- each from the eligible public shareholders of Weizmann Forex Limited ("Target Company"), representing 25.16% of the fully diluted voting equity share capital of the Target Company, by EbixCash World Money Limited ("Acquirer") along with the Ebix Asia Holdings Inc. ("PAC 1") and Ebix, Inc. ("PAC 2", and alongwith 'PAC 1', collectively referred to as "PACs") under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations") ("Open Offer")**

This letter is in relation to the captioned Open Offer. Pursuant to and in accordance with Regulation 12(1) of the SEBI (SAST) Regulations, the Acquirer has appointed us as the manager to the Open Offer ("**Manager to the Offer**"). We are not an associate of the Acquirer.

The Open Offer is being made by the Acquirer and the PACs in compliance with *inter alia* Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the share purchase agreement dated December 31, 2018 entered into by and amongst the Acquirer and Windia Infrastructure Finance Limited, Prabhanjan Multitrade Private Limited, Kotta Enterprises Limited, Chetan Durgadas Mehra jointly with Radhika Chetan Mehra, Anju Siraj, Dharmendra Gulabchand Siraj, Inspeed Power Private Limited, Sitex India Private Limited, Chetan Mehra, Hansneel Impex Private Limited, Anju Siraj jointly with Dharmendra Gulabchand Siraj, Purvaja Projects Limited, Dharmendra G Siraj, Isha Siraj Kedia, Radhika Mehra jointly with Chetan Mehra, Nirmal D Mehra, Tapi Energy Projects Limited, Avinaya Resources Limited, Karma Energy Limited, Ramakrishna Iron Works Private Limited and Arun Durgadas Mehra (hereinafter collectively referred to as the '**Sellers**') ("**SPA**").

In connection with the Open Offer, we hereby submit the following:

1. The soft copy of the public announcement was mailed on takeover@nse.co.in on December 31, 2018. Further, a copy of the public announcement in relation to the Open Offer as required under Regulation 13(1) read with Regulation 14(1) of the SEBI (SAST) Regulations, 2011 is being submitted to your office; and

2. A compact disk containing the soft copy of the public announcement in "**.PDF**" format

The offer price of ₹ 528/- payable per equity share of the Target Company in the Open Offer has been calculated in accordance with Regulations 8(1), 8(2) and 8(7) of the SEBI (SAST) Regulations, 2011.

Should you require any further information or clarifications on the same, please contact the following persons:

| Name | Contact Number | E-mail ID |
|---|---|---|
| Bhavin Ranawat | Mobile: +91 98193 45619<br>Tel: +91 4215 9427 | project.flower@centrum.co.in |
| Sugandha Kaushik | Mobile: + 91 88796 66179<br>Tel: +91 4215 9061 | project.flower@centrum.co.in |

**For and on behalf of Centrum Capital Limited**

**Authorized Signatory**
**Name:** Gaurav Saravgi
**Designation:** Executive Vice President

CENTRUM CAPITAL LIMITED MUMBAI

**Authorized Signatory**
**Name:** Sugandha Kaushik
**Designation:** Assistant Vice President


**Centrum Capital Limited (CIN No.: L65990MH1977PLC019986)**
**Corporate Office :** Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel : +91 22 4215 9000
**Registered Office:** 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001. Tel : +91 22 2266 2434 Email : info@centrum.co.in
Website: www.centrum.co.in

# PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

## FOR THE ATTENTION OF THE ELIGIBLE EQUITY SHAREHOLDERS OF
# WEIZMANN FOREX LIMITED

**OPEN OFFER FOR ACQUISITION OF UPTO 27,99,350 (TWENTY SEVEN LAKHS NINETY NINE THOUSAND THREE HUNDRED AND FIFTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") REPRESENTING 25.16% OF THE FULLY DILUTED VOTING EQUITY SHARE CAPITAL ("VOTING SHARE CAPITAL") (AS DEFINED BELOW) OF WEIZMANN FOREX LIMITED ("TARGET COMPANY"), FROM THE ELIGIBLE EQUITY SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY EBIXCASH WORLD MONEY LIMITED ("ACQUIRER") ALONG WITH EBIX ASIA HOLDINGS INC. ("PAC 1") AND EBIX, INC. ("PAC 2", ALONGWITH 'PAC 1' COLLECTIVELY REFERRED TO AS THE "PACs"), IN THEIR CAPACITY AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER ("OPEN OFFER" OR "OFFER").**

**THIS PUBLIC ANNOUNCEMENT ("PA" OR "PUBLIC ANNOUNCEMENT") IS BEING ISSUED BY CENTRUM CAPITAL LIMITED ("MANAGER TO THE OFFER") FOR AND ON BEHALF OF THE ACQUIRER AND THE PACs TO THE ELGIBILE EQUITY SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY PURSUANT TO AND IN COMPLIANCE WITH, AMONG OTHERS, REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SEBI (SAST) REGULATIONS.**

For the purpose of this Public Announcement:

**"Eligible Public Shareholders"** shall mean all the equity shareholders of the Target Company excluding (i) the shareholders forming a part of the promoter/ promoter group of the Target Company; (ii) parties to the share purchase agreement dated December 31, 2018 (**"SPA"**); and (iii) any persons acting in concert or deemed to be acting in concert with the persons set out in (i) and (ii).

"**Voting Share Capital**" shall mean the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) working day from the closure of the tendering period for the Open Offer.

**Offer Details**

a. **Offer Size:** The Acquirer along with the PAC 1 and the PAC 2 hereby makes this Open Offer to the Eligible Equity Shareholders of the Target Company to acquire upto 27,99,350 (Twenty Seven lakhs Ninety Nine thousand Three hundred and Fifty) Equity Shares of the Target Company, constituting 25.16% of the Voting Share Capital of the Target Company (the **"Offer Size"**), subject to the terms and conditions mentioned in

this Public Announcement and to be set out in the detailed public statement (**"DPS"**) and the letter of offer (**"LoF"**) that are proposed to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations. Assuming full acceptance under the Open Offer, necessary steps shall be taken following acquisition of the Equity Shares of the Target Company to ensure compliance with minimum public shareholding requirements (if breached as a result of the Open Offer), within the prescribed timeline as per applicable laws.

b. **Offer Price/ Consideration:** The Open Offer is made at a price of ₹ 528/- (Indian Rupees Five Hundred and Twenty Eight only) per Offer Share (**"Offer Price"**), which has been calculated in accordance with Regulations 8(1), 8(2) and 8(7) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer under the Open Offer at the Offer Price will be ₹ 147,80,56,800/- (Indian Rupees One Hundred and Forty Seven Crores Eighty Lakhs Fifty Six Thousand Eight Hundred only).

c. **Mode of payment:** The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

d. **Type of offer:** The Open Offer is a mandatory offer pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA entered into by and between the Acquirer and Windia Infrastructure Finance Limited, Prabhanjan Multitrade Private Limited, Kotta Enterprises Limited, Chetan Durgadas Mehra jointly with Radhika Chetan Mehra, Anju Siraj, Dharmendra Gulabchand Siraj, Inspeed Power Private Limited, Sitex India Private Limited, Chetan Mehra, Hansneel Impex Private Limited, Anju Siraj jointly with Dharmendra Gulabchand Siraj, Purvaja Projects Limited, Dharmendra G Siraj, Isha Siraj Kedia, Radhika Mehra jointly with Chetan Mehra, Nirmal D Mehra, Tapi Energy Projects Limited, Avinaya Resources Limited, Karma Energy Limited, Ramakrishna Iron Works Private Limited and Arun Durgadas Mehra (each a **"Seller"** and collectively hereinafter referred to as the **"Sellers"**). The Open Offer is not a conditional offer subject to a minimum level of acceptances.

1. **Transaction which has triggered the Open Offer obligations (underlying transaction)**

| **Details of underlying transaction** | | | | | | |
|---|---|---|---|---|---|---|
| **Type of Transaction (Direct/Indirect)** | **Mode of Transaction (Agreement/Allotment/Market Purchase)** | **Equity Shares/ Voting rights acquired/ proposed to be acquired** | | **Total Consideration for Equity Shares/voting rights acquired (in ₹ )** | **Mode of payment (Cash/ securities)** | **Regulations which have been triggered** |
| | | **Number of Equity Shares** | **% vis-à-vis Equity Share / Voting Share Capital** | | | |
| Direct Acquisition | Direct acquisition of 83,28,540 Equity Shares of the Target Company representing 74.84 % of the Voting Share Capital of the Target Company, pursuant to execution of the SPA entered | 83,28,540 | 74.84% | ₹ 439,74,69,120/-* | Cash | Regulations 3(1) and 4 of the SEBI (SAST) Regulations |

| Details of underlying transaction | | | | | | |
|---|---|---|---|---|---|---|
| **Type of Transaction (Direct/Indirect)** | **Mode of Transaction (Agreement/Allotment/Market Purchase)** | **Equity Shares/ Voting rights acquired/ proposed to be acquired** | | **Total Consideration for Equity Shares/voting rights acquired (in ₹ )** | **Mode of payment (Cash/ securities)** | **Regulations which have been triggered** |
| | | **Number of Equity Shares** | **% vis-à-vis Equity Share / Voting Share Capital** | | | |
| | into between the Acquirer and the Sellers. | | | | | |

**Includes a non-compete fee of ₹ 30,00,000/-*

2. **Details of the Acquirer, PAC 1 and PAC 2**

| **Details** | | **Acquirer** | **PAC 1** | **PAC 2** |
|---|---|---|---|---|
| **Name of the Acquirer / PACs** | | EbixCash World Money Limited | Ebix Asia Holdings Inc. | Ebix, Inc. |
| **Address** | | Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai, Maharashtra, India – 400098 | 33, Edith Cavell Street, Port – Louis, 11324 Mauritius | 1 Ebix Way, Johns Creek, Georgia - 30097, United States of America |
| **Name(s) of persons in control / promoters of Acquirer / PACs** | | Ebix, Inc. is the ultimate holding company of the Acquirer | Ebix, Inc. is the ultimate holding company of the PAC 1 | The PAC 2 is a publicly listed company on NASDAQ and does not have any promoter/ person in control |
| **Name of the Group, if any to which the Acquirer / PACs belong to** | | Ebix Group | Ebix Group | Ebix Group |
| **Pre underlying transaction shareholding** | **Number of Equity Shares** | Nil | Nil | Nil |
| | **% of total Voting Share Capital** | Nil | Nil | Nil |
| **Proposed shareholding after** | **Number of Equity Shares** | 83,28,540 Equity Shares of the Target Company | Nil | Nil |

| Details | | Acquirer | PAC 1 | PAC 2 |
|---|---|---|---|---|
| **acquisition of shares which triggered the Open Offer** | **% of total Voting Share Capital** | 74.84 % of the Voting Share Capital of the Target Company | Nil | Nil |
| **Any other interest in the Target Company** | | None | None | None |

3. **Details of selling shareholders**

| Sr. No. | Name of the selling shareholder | Part of Promoter Group | Details of Equity Shares / Voting Rights held by the selling shareholder | | | |
|---|---|---|---|---|---|---|
| | | | Pre Transaction | | Post Transaction | |
| | | | Number of Equity Shares | % vis-à-vis Voting Share Capital | Number of Equity Shares | % vis-à-vis Voting Share Capital |
| 1. | Windia Infrastructure Finance Limited | Yes | 19,69,590 | 17.70 | Nil | Nil |
| 2. | Prabhanjan Multitrade Private Limited | Yes | 12,97,190 | 11.66 | Nil | Nil |
| 3. | Kotta Enterprises Limited | Yes | 8,98,269 | 8.07 | Nil | Nil |
| 4. | Chetan Durgadas Mehra jointly with Radhika Chetan Mehra | Yes | 8,22,080 | 7.39 | Nil | Nil |
| 5. | Anju Siraj | Yes | 5,08,342 | 4.57 | Nil | Nil |
| 6. | Dharmendra Gulabchand Siraj | Yes | 3,99,991 | 3.59 | Nil | Nil |
| 7. | Inspeed Power Private Limited | Yes | 3,93,876 | 3.54 | Nil | Nil |
| 8. | Sitex India Private Limited | Yes | 3,91,293 | 3.52 | Nil | Nil |
| 9. | Chetan Mehra | Yes | 3,55,443 | 3.19 | Nil | Nil |
| 10. | Hansneel Impex Private Limited | Yes | 3,38,343 | 3.04 | Nil | Nil |
| 11. | Anju Siraj jointly with Dharmendra Gulabchand Siraj | Yes | 2,88,124 | 2.59 | Nil | Nil |
| 12. | Purvaja Projects Limited | Yes | 2,50,217 | 2.25 | Nil | Nil |
| 13. | Dharmendra G Siraj | Yes | 2,19,922 | 1.98 | Nil | Nil |
| 14. | Isha Siraj Kedia | Yes | 1,11,858 | 1.01 | Nil | Nil |
| 15. | Radhika Mehra jointly with Chetan Mehra | Yes | 76,808 | 0.69 | Nil | Nil |
| 16. | Nirmal D Mehra | Yes | 3,225 | 0.03 | Nil | Nil |
| 17. | Tapi Energy Projects Limited | Yes | 959 | 0.01 | Nil | Nil |

| Sr. No. | Name of the selling shareholder | Part of Promoter Group | Details of Equity Shares / Voting Rights held by the selling shareholder | | | |
|---|---|---|---|---|---|---|
| | | | Pre Transaction | | Post Transaction | |
| | | | Number of Equity Shares | % vis-à-vis Voting Share Capital | Number of Equity Shares | % vis-à-vis Voting Share Capital |
| 18. | Avinaya Resources Limited | Yes | 959 | 0.01 | Nil | Nil |
| 19. | Karma Energy Limited | Yes | 959 | 0.01 | Nil | Nil |
| 20. | Ramakrishna Iron Works Private Limited | Yes | 959 | 0.01 | Nil | Nil |
| 21. | Arun Durgadas Mehra | Yes | 133 | Negligible | Nil | Nil |
| **Total** | | | **83,28,540** | **74.84** | **Nil** | **Nil** |

Pursuant to the Open Offer and the transactions contemplated in the SPA, the Acquirer shall become the promoter of the Target Company and the Sellers will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"). The re-classification of the Sellers is subject to approval of shareholders of the Target Company in the general meeting in terms of Regulation 31A(3) of the SEBI Listing Regulations and conditions prescribed therein.

4. **Target Company details**

a. **Name:** Weizmann Forex Limited

b. **Corporate Identity Number of the Target Company:** L65990MH1985PLC037697

c. **Registered Office:** Empire House (Basement), 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai, Maharashtra – 400001

d. **Exchange(s) where listed:** The Equity Shares of the Target Company are presently listed on BSE Limited (Scrip Code: 533452) and the National Stock Exchange of India Limited (Symbol: WEIZFOREX) and the ISIN of Equity Shares of the Target Company is INE726L01019.

5. **Other details**

a. A Detailed Public Statement in accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations shall be published on or before January 7, 2019 (i.e., not later than 5 working days from this PA) in all editions of an English national daily with wide circulation, all editions of a Hindi national daily with wide circulation and a Marathi language daily with wide circulation at Mumbai, Maharashtra. The DPS will contain further information about the Open Offer, including the background to the Open Offer, detailed information on the Offer Price and the statutory approvals, if any, required for the Open Offer.

b. The Acquirer, the PACs and their respective directors accept full responsibility for the information contained in this Public Announcement. The Acquirer and the PACs undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of the Open Offer.

c. The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.

d. This Public Announcement is not being issued pursuant to a competing offer under the terms of Regulation 20 of the SEBI (SAST) Regulations.

e. This Open Offer is subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement and the Letter of Offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

f. All information in relation to the Target Company contained in the Public Announcement is based on publicly available information.

**Issued by the Manager to the Open Offer**

**Centrum Capital Limited**
Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai, Maharashtra– 400098
**Contact Person**: Mr. Bhavin Ranawat / Ms. Sugandha Kaushik
**Tel**: +91 22 4215 9000
**Fax**: +91 22 4215 9444
**E-mail**: wfl.openoffer@centrum.co.in
**Website**: www.centrum.co.in
**SEBI Registration Number:** INM000010445

For and on behalf of:

| Acquirer | PAC 1 | PAC 2 |
|---|---|---|
| EbixCash World Money Limited | Ebix Asia Holdings Inc. | Ebix, Inc. |

**Place**: Mumbai
**Date**: December 31, 2018