



**WEIZMANN**  
LIMITED

**24th Annual Report  
2010-2011**

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**ANNUAL REPORT 2010-2011**

**BOARD OF DIRECTORS**

Dr. P.D. Ojha	-	<b>Chairman</b>
Shri D. G. Siraj	-	<b>Vice Chairman</b>
Shri N.V. Siraj		
Shri H.V. Siraj		
Shri V. P. Kamath		
Shri Chetan D. Mehra	-	<b>Managing Director</b>
Shri S. Srinivasan	-	<b>Company Secretary</b>

**BANKERS**

State Bank of Mysore  
State Bank of Bikaner & Jaipur  
Uco Bank Ltd.  
Union Bank of India  
Punjab & Sind Bank

**AUDITORS**

M/s. U.B. Sura & Co.  
M/s. Shyam C. Agrawal & Co.

**REGISTERED OFFICE**

Empire House, 214, Dr. D.N. Road,  
Ent. A.K.Nayak Marg,  
Mumbai - 400 001  
Tel. : 22071501-06  
Fax : 22071514  
E-mail : [investorsgrievance@weizmann.co.in](mailto:investorsgrievance@weizmann.co.in)

**TEXTILE PROCESS HOUSE**

Vatva Road, Narol, Ahmedabad

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**24<sup>th</sup> ANNUAL GENERAL MEETING OF  
WEIZMANN LTD.**

**Friday 30th September, 2011 at 2.00 p.m.**

at M. C. Ghia Hall, 4th Floor,  
Hargovindas Building,  
18/20, K. Dubash Marg, Kala Ghoda,  
Mumbai – 400 001,

**REGISTRAR AND SHARE TRANSFER AGENTS**

Bigshare Services Pvt. Ltd.  
E-2/3 Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (E), Mumbai - 400 071.  
Tel. No. 40430200 Fax No. 28475207

As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting.  
Shareholders are requested to kindly bring their copies to the Meeting.



## NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of WEIZMANN LIMITED will be held on Friday, September 30, 2011 at 2.00 p.m at M. C. Ghia Hall, 4th Floor, Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 to transact the following business :

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2011 and the Balance Sheet as at that date together with the Report of the Directors and Auditors thereon.
- To declare dividend on Equity Shares.
- To appoint a Director in place of Shri H. V. Siraj who retires by rotation and, being eligible, offers himself for re- appointment.
- To appoint Messrs. U. B. Sura & Co., Chartered Accountants and Messrs Shyam C. Agrawal & Co., Chartered Accountants, the retiring Auditors of the Company, as Joint Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

- \*5. **“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 to give from time to time any guarantee(s) and / or provide any security in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by any body/ies corporate, which may or may not be subsidiary/ies of the company as the board may think fit for the amount exceeding the limits specified in Section 372A of the Companies Act, 1956 as per details mentioned herein below -

Particulars	Name of the Company	Rs. In Crores	Details
Corporate	Weizmann International Ltd.	1.20	For raising debt
Guarantee	Weizmann Forex Ltd	207.43	for business
	Karma Energy Ltd	30.81	operations

**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 guarantees given or securities 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.”

By Order of the Board

Place : Mumbai  
Date : August 23, 2011

S. Srinivasan  
Company Secretary

## NOTES :

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING.
- The Register of Members and Share Transfer Books of the Company will be closed from 28th September, 2011 to 30th September, 2011 (both days inclusive) for the purpose of payment of dividend. In respect of shares held in electronic form, the dividend will be paid on the basis of ownership as per the details furnished by the Depositories for the purpose.
- Dividend on equity shares will be payable to those members whose names appear on the Company's Register of Members on 30th September, 2011.
- The Company will be transferring all unclaimed or unpaid Dividend declared upto financial year ended **31st March, 2004** to Investor Education and Protection Fund (IEPF) of the Central Government pursuant to Section 205(A) of the Companies Act, 1956 on or before December, 2011.
- Dividends for the Financial Year ended **31st March, 2005** and thereafter, which remain unclaimed or unpaid for a period of seven years will be transferred to the IEPF under Section 205A(5) of the Act. Members who have not encashed the dividend warrant(s) so far for the Financial year ended 31st March, 2005 or any subsequent Financial years are requested to make their claims to the Registered office of the Company. It may also be noted that once the unclaimed dividend is transferred to IEPF as stated above, no further claim shall lie in respect thereof. The dividend for the Financial year ended 31st March, 2005 is due to be transferred to the aforesaid Fund before 28th December, 2012.
- Shareholders are requested to notify immediately any change in their address to the Registered Office of the Company quoting their Folio Number and if the shares are held in dematerialised form, this information should be sent to their respective Depository Participants.
- Information on Director recommended for re-appointment at the Annual General Meeting in terms of Clause 49 of the Listing Agreement.
- The ministry of Corporate Affairs has vide Circular Nos.17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering / updating their email addresses, in respect of shares held in dematerialized form with their respective depository participants and in respects of shares held in physical form, with Bigshare Services Private Ltd., the Company's Registrar and Share Transfer Agents.**

i) Copies of Balance Sheet including Profit and Loss Account, Schedules and Notes to Accounts along with the Auditors' Report thereon is available for inspection at the registered office of the

Company during working hours for a period of twenty-one days before the date of Annual General Meeting.

\*j) Item No. 5 is through Postal Ballot.

**Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956**

Item No. 5

As per the provisions of Section 372A of the Companies Act, 1956, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of Sixty percent of the aggregate of the paid up share capital and free reserves or, One hundred percent of its free reserves, whichever is more, if Special Resolution is passed by the Shareholders of the lending Company.

Since the amount mentioned at the table in the resolution is in excess of above prescribed limits, approval of the Shareholders by means of Special resolution through Postal Ballot is required. This permission is sought pursuant to the provisions of Section 372A read with Section 192A and 292 of the Companies Act, 1956 to give powers to the Board of Directors for giving guarantees.

The Directors are satisfied that it would be in the interest of the Company and its shareholders and accordingly recommend the Resolutions for your approval by exercising your votes through a Postal Ballot.

Shri Dharmendra G. Siraj and Shri Chetan D. Mehra, Directors of the Company are deemed to be interested in the resolution to the extent of their shareholding in the said companies. None of the other Directors of the Company are deemed to be concerned or interested in this resolution.

The consent of the Shareholders to the above Resolution is required to be obtained by means of the Postal Ballot in accordance with Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2001.

The Company has appointed Shri Navneet Pandya, Chartered Accountant, as a Scrutinizer for conducting postal ballot process in accordance with the law and in a fair and transparent manner.

The Scrutinizer will scrutinize and submit the report to the Company and the results of the postal ballot will be declared on the date of the Annual General Meeting.

Place : Mumbai  
Date : August 23, 2011

**By Order of the Board**

**S. Srinivasan**  
Company Secretary

**Details of Director seeking re-appointment are as follows :**  
(in Pursuance to clause 49 iv(a) of the Listing Agreement)

	<b>Shri Hitesh V. Siraj</b>
Date of Birth	16.05.1964
Date of appointment	23.05.2001
Qualifications	Commerce Graduate
Expertise in specific functional areas	Textile Manufacturing and Exports
Shareholding as on 10th August 2011	Nil
List of other Public Limited Companies in which directorship is held as on 10th August 2011 (Excluding Private Limited, Foreign Company & Section 25 Company)	Avinaya Resources Ltd. Avirodh Financial Resources Ltd. Chikmagalur Energy Projects Ltd. Weizmann Forex Ltd.
Chairman/ Member of Committees of Board across all Public Limited Companies in which he is Director	Nil
Relationship of Directors Inter-se	Shri Hitesh V. Siraj is brother of Shri N. V. Siraj, who is Non-Executive Director of the Company



## DIRECTORS' REPORT

### TO THE MEMBERS OF WEIZMANN LIMITED

The Directors are pleased to present this Twenty Fourth Annual Report and the Audited Statement of Accounts for the year ended March 31, 2011.

#### 1. FINANCIAL RESULTS

Particulars	(Rs. in lakh)	
	2010-2011	2009-2010
Total Income including exceptional items	3071.19	218034.82
Profit Before Depreciation	351.98	2846.00
Less : Depreciation	89.04	1097.29
Profit Before Tax	262.94	1748.71
Less : Income Tax	168.26	511.26
Less : Deferred Tax	(22.42)	92.44
Profit After Tax	117.10	1149.01
Add : Balance brought forward from previous year	3265.91	1344.90
Add : Addition on Amalgamation	-	3176.71
Balance Available for appropriation	<u>3383.02</u>	<u>5666.62</u>
<b>Director's Recommendation for Appropriation :</b>		
Transfer to General Reserve	-	2300.00
Proposed Dividend on Equity Shares @ 5 % (2009 – 2010: 5 %)	86.36	86.36
Dividend Tax	13.90	14.34
Surplus Carried to Balance Sheet	<u>3282.76</u>	<u>3265.91</u>
	<u>3383.02</u>	<u>5666.62</u>

#### 2. DIVIDEND

Your Directors have recommended a dividend @ 5 % (Re.0.50 per share) on equity shares. The dividend, together with the tax on distributed profit, will absorb a sum of Rs.100.26 Lakh.

#### 3. COMPANY RESTRUCTURING

As you are aware, your companies had undertaken a restructuring exercise under which two of its subsidiary companies namely Karma Energy Ltd and Weizmann Forex Ltd got amalgamated with the company with effect from the appointed date 1st April, 2009 through a Composite Scheme of Arrangement sanctioned by Honourable High Court of Bombay on 29th October, 2010 and later under the same Scheme, Power and Forex business undertakings were demerged w.e.f. 1st April, 2010 into two resultant companies Karma Wind Power Ltd. & Chanakya Holdings Ltd respectively and the names of which were changed to Karma Energy Ltd & Weizmann Forex Ltd. respectively. In consideration both Karma Wind Power Ltd and Chanakya Holdings Ltd issued 2 shares of face value Rs.10/- each credited as fully paid up for every 3 equity shares of face value Rs.10/- each held by the shareholders in Weizmann Ltd. The shares issued by the resulting companies are now listed on BSE and NSE from 28th June, 2011.

#### 4. PERFORMANCE

During the year the Total Income of the Company was Rs. 3071.19 Lakhs as compared to Rs. 218034.82 Lakhs in the previous year.

The Profit before depreciation achieved was Rs. 351.98 Lakh

(Previous year – Rs. 2846.00 Lakh). The Profit after Tax registered was Rs.117.10 Lakh (Previous year Rs. 1145.01 Lakh). The current year financials are not comparable with previous year, as figures of previous year include financials of entities merged with your Company.

#### 5. SUBSIDIARY COMPANIES

During the year pursuant to demerger Almi Hydro Electric Projects Ltd, Baledh Energy Projects Ltd, Batot Hydro Power Ltd, Brahmanvel Energy Ltd, Greenweiz Projects Ltd, Joiner Hydro Power Projects Ltd, Khandesh Energy Projects Ltd, Vajharpada Energy Ltd and Vedang Tours and Travels Ltd. ceased to be subsidiaries of your company.

The Statement pursuant to Section 212 of the Companies Act, 1956 containing details of the Company's subsidiaries as at 31st March, 2011, Knitwear Industries Ltd. and Weizmann International Ltd is attached to the Annual Accounts.

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 prescribed under Companies (Accounting Standards) Rules form part of the Annual Report and Accounts.

A Statement containing brief financial details of subsidiary companies for the year ended 31st March, 2011 is given in separate statement and forms part of this Annual Report.

#### 6. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri H. V. Siraj retires by rotation and, being eligible has offered himself for re-appointment.

#### 7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm:

- that in the preparation of the annual accounts for the year ended 31st March, 2011, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the profit of the Company for the year ended on that date;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities; and
- that the Directors have prepared the annual accounts on a going concern basis.

#### 8. PARTICULARS OF THE EMPLOYEES

The Company does not have any employee whose particulars are required to be given under the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended up to date.

#### 9. DISCLOSURE OF PARTICULARS

Information as per the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, research & development, technology absorption, foreign exchange earnings and outgo are given in Annexure 'I' forming part of this report.

**10. FIXED DEPOSITS**

The outstanding amount of fixed deposits placed with the Company amounted to Rs.320.71Lakh (Previous year Rs.357.06 Lakh). There were 9 deposits amounting to Rs.3.32 Lakhs which remained unclaimed as at the end of the year.

**11. AUDITORS**

Messrs. U.B. Sura & Co. Chartered Accountants and Messrs. Shyam C. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company retire as Auditors at the forthcoming Annual General Meeting and have given their consent for reappointment. The members will be required to appoint Auditors for the current year and fix their remuneration.

As required under the provisions of Section 224 of the Companies Act, 1956, the Company has obtained a written confirmation from the above Auditors proposed to be re-appointed to the effect that their re-appointment, if made at the ensuing Annual General Meeting will be within the limits specified in Section 224(1B) of the Companies Act, 1956.

**12. AUDITORS' REPORT**

The observations of the Auditors in their report, read with notes annexed to the accounts, are self-explanatory.

**13. CORPORATE GOVERNANCE**

Your Company has complied with Corporate Governance requirement as per the Clause 49 of the Listing Agreement. A report on Corporate Governance is annexed as Annexure 'II' forming part of this report.

**14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchanges is annexed as Annexure 'III' forming part of this report.

**15. ACKNOWLEDGEMENT**

Your Directors express their appreciation for the assistance and co-operation received from Government Authorities, Bankers, Investors, Lending Institutions, Suppliers and Customers during the year under review. Your Directors place on record their appreciation for the committed services of the executives and staff of the Company.

For and on behalf of the Board

Place : Mumbai

Date : 23rd August, 2011

**DR. P. D. OJHA**  
CHAIRMAN

**ANNEXURE 'I' TO DIRECTORS' REPORT**  
Disclosure of particulars with respect to conservation of Energy

	YEAR ENDED 31-03-2011	(Rs. In Lakh) YEAR ENDED 31-03-2010	
<b>A. POWER AND FUEL CONSUMPTION :</b>			
1. Electricity			
(a) Purchased Units	Nil	2646035	
Total Amount (in Lacs)	Nil	140.67	
Rate / Unit	Nil	5.32	
(b) (i) Own Generation Units	Nil	Nil	
Total Amount (in Lacs)	Nil	Nil	
(ii) Through Steam (turbine / generator)	Nil	Nil	
2. Coal	Nil	Nil	
3. Furnace Oil	Nil	Nil	
4. Other / Internal Generation			
a) Lignite (Kgs)	Nil	9505000	
b) Fire wood (Kgs)	Nil	416155	
c) Lignite kgs / Mtrs	Nil	0.330	
d) Fire wood kgs / Mtrs	Nil	0.15	
<b>B. CONSUMPTION PER UNIT OF PRODUCTION :</b>			
	Standards (if any)	Current Year	Previous Year
Electricity (KWH)	Nil	Nil	0.10
Diesel Oil	Nil	Nil	Nil
Coal (Specify quantity)	Nil	Nil	Nil
Others	Nil	Nil	Nil
	YEAR ENDED 31-03-2011	YEAR ENDED 31-03-2010	
<b>C. Foreign Exchange :</b>			
Earnings (Rs. in Lacs)	734.19	35824.61	
Outgo (Rs. in Lacs)	0.16	18.40	



## ANNEXURE "II" TO DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Corporate Governance Code

WEIZMANN LIMITED is committed to good corporate governance as it believes that good corporate governance is essential for achieving long term corporate goals. The Company respects and values the rights of its stakeholders to secure information about the Company and its performance. The Corporate Governance in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the senior management, employees etc. The Compliance Report prepared and given below is in conformity with the mandatory requirements of the Listing Agreement with the Stock Exchanges.

### 2. Board of Directors

#### I Composition and size of the Board

The Company is being managed by the Managing Director under the supervision of Board of Directors ('the Board'). The Current strength of the Board is six. Since the Company has a Non Executive Chairman, the Board meets the stipulated requirement of at least one third of the Board comprising of Independent Directors.

The composition of and the category of directors on the Board of the Company as at March 31, 2011 were as under.

Category	Particulars of the Directors
Non Executive - Independent	Dr. P. D. Ojha - Chairman Shri V. P. Kamath
Non Executive - Non Independent	Shri D. G. Siraj - Vice Chairman Shri N. V. Siraj Shri H. V. Siraj
Executive	Shri C D Mehra – Managing Director

Except the Vice Chairman and Managing Director, the other Directors are liable to retire by rotation.

#### II Conduct of Board Proceedings

The day to day activities of the Company are conducted by the executives of the Company under the direction of the Managing Director and the overall supervision of the Board. During the financial year 2010-2011 the Board held six meetings on May 15, 2010, August 13, 2010, November 15, 2010, November 29, 2010, December 24, 2010 and February 14, 2011.

The Board periodically reviews compliance report of all laws applicable to the Company and take steps to rectify deviations if any. The Board also reviews and discuss the performance of the company, its future plans, strategies and other pertinent issues relating to the Company.

### III Attendance of Directors

Attendance of Directors at the Board Meetings held during 2010-2011 and the last AGM held on December 24, 2010.

Directors	Meetings held during the tenure of Directors	Meetings Attended	Attendance at last AGM
Dr. P D Ojha	6	5	No
Shri D G Siraj	6	6	Yes
Shri N V Siraj	6	6	Yes
Shri H V Siraj	6	5	Yes
Shri V P Kamath	6	6	Yes
Shri C D Mehra	6	6	Yes

A sitting fee of Rs. 2000/- per meeting is paid to Directors (except Managing Director) for attending the Board Meeting.

### IV Details of Directors

The Brief profile of Company's Board of Directors as on March 31, 2011.

Name of Directors	Number of other Directorship*	Number of other Committee Membership	Chairmanship
Dr. P.D. Ojha - Chairman	3	-	-
Shri D. G. Siraj - Vice Chairman	12	3	2
Shri N. V. Siraj	5	-	-
Shri H. V. Siraj	4	-	-
Shri V. P. Kamath	10	9	4
Shri C.D. Mehra - Managing Director	12	1	-

\*(excluding private limited, foreign company and section 25 company)-

Shri D.G.Siraj is related to Shri C. D. Mehra and Shri H. V. Siraj is related to Shri N. V. Siraj in terms of the provisions of the Companies Act, 1956.

None of the Directors holds directorship in more than 15 public limited companies.

No director holds membership of more than 10 committees of board nor is any director chairman of more than 5 committees of the board.

### 3. Audit Committee

The Audit Committee headed by Dr. P.D. Ojha, is working according to the terms of reference under Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreement which, *inter alia* includes overseeing financial reporting processes, reviewing with the management the financial statements and investment made by unlisted subsidiary companies, accounting policies and practices, adequacy of internal control system, adequacy of internal audit function and discussion with internal auditors on any significant findings, financial risks and management policies.

The Audit Committee held its meeting on May 15, 2010, August 13, 2010, November 15, 2010, November 29, 2010 and February 14, 2011.

The Company Secretary acts as Secretary to the Committee.

The composition of the Audit Committee and the attendance of the Members in the meetings are as under:

Name of Director	Category	Profession	No. of Meetings held	No. of Meetings attended
Dr. P. D. Ojha, Chairman	Non-Ex. & Independent	Professional	5	4
Shri D. G. Siraj	Non - Executive	Industrialist	5	5
Shri V. P. Kamath	Non-Ex. & Independent	Professional	5	5

Note: No sitting fee is paid to members for attending Audit Committee meeting.

#### 4. Remuneration Committee

The Company has one Executive Director on the Board, whose appointment and remuneration is fixed by the Board of Directors and in terms of the resolution passed by the members. In view of the above, the Company does not have a Remuneration Committee. The Board of Directors determines the remuneration of the Executive Director.

No significant / material transactions have been made with the Non-Executive Directors vis-à-vis the Company.

#### 5. Remuneration of Executive Director

Shri Chetan D. Mehra – Managing Director

Salary (Rs. in Lakh)	Perquisites (Rs. in Lakh)
Rs. 20.28	5.27

#### 6. Details of Shareholding of Non-Executive Directors

Sr. No.	Name of Directors	No. of shares held as on 31st March, 2011
1.	Dr. P. D. Ojha	Nil
2.	Shri D. G. Siraj	16,68,076
3.	Shri N. V. Siraj	Nil
4.	Shri H. V. Siraj	Nil
5.	Shri V. P. Kamath	Nil

#### 7. Investors' Grievance Committee

The Company has constituted Investors Grievance Committee in accordance with the requirements of Clause 49 of the Listing Agreement. The said Committee looks into redressing investors' complaints pertaining to transfer/ transmission of shares, non-receipt of dividend/ annual report of the Company. During the year, the Committee met twice on August 10, 2010 and February 26, 2011.

The composition of the Committee and number of meetings attended by the members during the year are as under:

Name of Director	No. of Meetings held	No. of meetings attended
Dr. P. D. Ojha, Chairman	2	2
Shri D. G. Siraj, Vice Chairman	2	2
Shri V. P. Kamath	2	2

Number of shareholders complaints received during the year was 12. Number of complaints solved to the satisfaction of shareholders was 12. Number of pending complaints as on 31st March, 2011 was Nil.

#### 8. Sub-Committee of Board of Directors

Composition:

Shri D.G. Siraj, Chairman

Shri N. V. Siraj

Shri C. D. Mehra

Shri H. V. Siraj

The sub-committee normally deals with the following matters :

- Transfer / Transmission / Transposition of shares, issue of duplicate share certificate, consolidation of shares / subdivision of shares.
- Review of Dematerialization of shares.
- Normal day to day matters & all other matters as prescribed and delegated to the sub-committee by the Board of Directors from time to time. The minutes of the sub-committee meetings are noted and ratified at every ensuing meeting of the Board of Directors of the Company.

The sub-committee meeting is normally held twice a month. 24 sub-committee meetings were held during the financial year ended 31st March, 2011.

#### 9. General Body Meetings

Details of the last three Annual General Meetings (AGMs)

Date & Year	Time	Location where AGM held in the last 3 years.
24/12/2010, 2009-2010	12.00 noon.	Jade Garden Auditorium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018
29/09/2009, 2008-2009	12.00 noon	- do-
26/09/2008, 2007-2008	12.00 noon.	-do-

Whether resolution was put through a Postal Ballot last year: No

#### 10. Disclosures

Related party transactions as required to be complied under Accounting Standard 18 (AS-18) are furnished under Note no 22 of the Notes to Accounts attached to the annual accounts of 31st March, 2011.

There has neither been any non compliance of any legal provision nor any penalty, stricture imposed by the Stock Exchange or SEBI or any other authorities on any matters related to Capital Market during last three years.

#### 11. Code of Conduct

The Code of Conduct for the Directors and Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company [www.weizmann.co.in](http://www.weizmann.co.in)





## 12. Means of Communication

Half yearly report sent to each household of Shareholders	- No
Quarterly results usually published in (Proposed)	- Business Standard (English daily) - Tarun Bharat (Marathi daily)
Any website where displayed	- www.nseindia.com www.bseindia.com
Whether any advertisement also displayed official news releases and presentations made to institutions or investors / analysts	- No presentation made
Whether management discussions and analysis forms part of Annual Report	- Yes
Whether shareholders information section forms part of Annual Report	- Yes

## 13. General Shareholder Information

### a) 24th Annual General Meeting- Day, Date, Time and Venue

Day	Date	Time	Venue
Friday	30/09/2011	2.00 p.m	M. C. Ghia Hall 4th Floor, Bhogilal Hargovindas Building 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001.

### b) Financial Calendar

Financial Year	: 1st April, 2011 to 31st March 2012
Adoption of Quarterly Results for the quarter ending June, 2011	: 11th August, 2011
September, 2011	: on or before 15th November, 2011
December, 2011	: on or before 14th February 2012
March, 2012	: on or before 15th May, 2012
Book Closure Date	: 28th September 2011 to 30th September 2011 (Both days inclusive)
Dividend Payment	: On or before 29th October 2011

### c) Listing on Stock Exchanges

: BSE & NSE

### d) Stock Exchange Codes :

The Stock Exchange, Mumbai : 523011  
National Stock Exchange of India: WEIZMANIND  
ISIN NO. : INE080A01014

### e) Market Price Data/Performance:

Month	BSE		INDEX-SENSEX	
	High (Rs.)	Low (Rs.)	High	Low
April,2010	50.06	38.70	18047.86	17276.80
May,2010	54.90	46.00	17536.86	15960.15
June,2010	54.80	47.20	17919.62	16318.39
July,2010	71.00	52.05	18237.56	17395.58
August,2010	70.50	60.00	18475.27	17819.99
September, 2010	75.25	60.00	20267.98	18027.12
October, 2010	69.90	60.45	20854.55	19768.96
November,2010	92.00	64.30	21108.64	18954.82
December, 2010	89.75	16.15	20552.03	19074.57
January, 2011	22.00	14.50	20664.80	18038.48
February, 2011	17.95	13.05	18690.97	17295.62
March, 2011	18.30	13.75	19575.16	17792.17

Month	NSE		INDEX-CNX MID CAP	
	High (Rs.)	Low (Rs.)	High	Low
April,2010	49.90	37.50	8071.95	7746.40
May,2010	55.40	46.35	8099.40	7355.60
June,2010	55.05	45.60	8184.25	7645.25
July,2010	72.95	54.40	8493.60	8076.80
August,2010	69.65	60.00	9036.30	8460.05
September, 2010	74.05	60.15	9317.80	8716.40
October, 2010	71.90	61.10	9640.45	9205.20
November,2010	92.30	64.00	9853.45	8351.05
December, 2010	89.40	17.35	9258.45	8290.40
January, 2011	22.00	15.15	8978.45	7723.55
February, 2011	17.90	13.00	7971.45	7219.40
March 2011	18.35	13.10	8084.85	7426.05

f) **Registrar & Transfer Agents** : Bigshare Services Pvt. Ltd.  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (E), Mumbai-400072  
Tel : 40430200  
Fax : 28475207  
Email : info@bigshareonline.com

### g) Share Transfer System :

With a view to expedite the process of share transfer, the Board of Directors has delegated the powers of share transfers to the Sub-Committee of Board of Directors. Shares lodged in physical form with the Company/ Registrar & Share Transfer Agent are transferred expeditiously. The confirmation in respect of the request for dematerialisation of shares is sent to the respective depositories i.e. NSDL and CDSL after duly transferred.

### h) Dematerialisation of Shares and Liquidity of Shares:

The Shares of the Company are permitted for trading in dematerialisation form only. The Company's shares are available for trading in depository system of both NSDL and CDSL. 122,29,966 Equity shares representing 70.81% of the Share Capital of the Company stand dematerialized as on 31st March, 2011. Security Code No. with NSDL and CDSL is – ISIN: INE080A01014. The Shares of the Company are included under B2 category at the Bombay Stock Exchange. The shares are also traded on National Stock Exchange of India Limited.

As per SEBI Circular ISD/3/2011 dated 17th June 2011, Equity shares of the Company are permitted to be traded in the normal segment of the Exchange only if the Company holds 100% of the Promoter and Promoter Group Shareholding in dematerialised form latest by quarter ending 30th September 2011. Thus, Company has initiated process to convert the Shareholding of Promoter and Promoter Group, presently held in physical form, into dematerialised form.

### i) Shareholding Pattern as on 31st March 2011:

Sr. No.	Category	No. of Equity Shares	Percentage of Shareholding
A	<b>Promoters Holding</b>		
	Indian Promoters	* 12866170	74.50
B	<b>Non Promoter Holding</b>		
	a Mutual Funds & UTI	Nil	Nil
	b Banks, Financial Institutions Insurance Companies	200 Nil	0.00 Nil