

WEIZMANN FOREX LIMITED

Registered Office: Empire House (Basement), 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai, Maharashtra - 400001; Tel: +91 22 2207 1501; Fax: +91 22 2207 1514; Website: www.weizmannforex.com

OPEN OFFER FOR ACQUISITION OF UP TO 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", ALONG WITH "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 detailed public statement ("DPS") is being issued by Centrum Capital Limited, the manager to the Offer ("Manager to the Offer"), for and on behalf of the Acquirer and the PACs, to the Eligible Equity Shareholders (as defined below) in compliance with Regulation 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations, pursuant to the public announcement dated December 31, 2018 ("PA") in relation to this Offer, filed with the BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE" hereinafter, together with the BSE collectively referred to as "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI") on December 31, 2018 and with the Target Company at its registered office on January 1, 2019 in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

For the purposes of this DPS, the following terms shall have the meaning assigned to them below:

"Eligible Equity 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).

"Identified Date" means the date falling on the 10th (tenth) Working Day prior to the commencement of the tendering period, for the purpose of determining the Eligible Equity Shareholders to whom the Letter of Offer (as defined below) shall be sent.

"Offer Period" means the period between the date of entering into the SPA and the date on which the payment of consideration to Eligible Equity Shareholders who have accepted the Open Offer is made.

"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.

"Working Day" means a day other than a Saturday, Sunday or any day on which the SEBI is closed.

I. ACQUIRER, PAC 1, PAC 2, SELLERS, TARGET COMPANY AND OFFER

A. INFORMATION ABOUT THE ACQUIRER

- The Acquirer was incorporated as Centrum Forex Limited on March 19, 1999 as a public limited company under the provisions of Companies Act, 1956. The name of the Acquirer was changed to CentrumDirect Limited on November 22, 2002 and thereafter to FCH CentrumDirect Limited on May 2, 2008 which was subsequently changed to CentrumDirect Limited on April 12, 2011. On October 3, 2018 the name of the Acquirer was changed to EbixCash World Money Limited. There has been no other change in the name of the Acquirer since its incorporation. The corporate identity number ("CIN") of the Acquirer is U67190MH1999PLC119009. The registered office of the Acquirer is situated at Centrum House, CST Road, Vidyanaagari Marg, Kalina, Santacruz (East), Mumbai, Maharashtra - 400098.
- The principal activity of the Acquirer is to carry on permitted foreign exchange business and engaging in providing travelers cheques, pre-paid cards and outward remittances in the form of demand drafts and telegraphic transfers through a pan India network of branches. The Acquirer is licensed by the Reserve Bank of India to operate as a Category II Authorized Dealer.
- The Acquirer is a part of the Ebix group.
- As on the date of this DPS, the Acquirer does not hold any Equity Shares in the Target Company.
- The Acquirer is the step-down subsidiary of the PAC 1. The PAC 2 is the ultimate holding company/person in control of the Acquirer and the PAC 1.
- The Acquirer is neither a promoter nor a part of the promoter group of the Target Company. Further, none of the directors or key managerial employees of the Acquirer hold any ownership or interest or relationship or shares in the Target Company.
- The Acquirer is ultimately held and controlled by PAC 2. The shareholding pattern of the Acquirer, as on the date of this DPS, is as under:

Sr. No.	Name of the Shareholder	Number of equity shares	Shareholding (%)
1.	Ebix Paytech Private Limited	67,89,374	99.99
2.	Vikas Verma*	10	Negligible
3.	Raman Singh Bhati*	10	Negligible
4.	Viral Gupta*	10	Negligible
5.	Sanjay Singh*	10	Negligible
6.	Satya Bhushan Kotru*	10	Negligible
7.	Sumit Khadria*	10	Negligible
	Total	67,89,434	100.00

*Nominee shareholders

- The board of directors of the Acquirer comprise of (i) Guruprasad Tiruvanamalai Chandrashekarani; (ii) Satya Bhushan Kotru; and (iii) Vikas Verma.
- The Acquirer has not been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended from time to time ("SEBI Act") or any other regulations made under the SEBI Act.
- The equity shares of the Acquirer are not listed on any stock exchange in India or abroad.
- The key financial information of the Acquirer based on its unaudited consolidated financial statements as on and for the six months period ended September 30, 2018, the audited consolidated financial statements as on and for the financial years ended March 31, 2018 and March 31, 2017 and the audited standalone financial statements as on and for the financial year (nine month period) ended March 31, 2016, are as follows:

(Amount in ₹ lakhs, except earnings per share)

Particulars	Six-month period ended September 30, 2018 (Unaudited - consolidated) (IND AS)*	Financial Year ended March 31, 2018 (Audited - consolidated) (IND AS)*	Financial Year ended March 31, 2017 (Audited - consolidated) (IGAAP)**	Financial Year (Nine month period) ended March 31, 2016*** (Audited - standalone) (IGAAP)**
Total revenue	6,80,405	9,60,773	6,74,877	3,89,306
Net income i.e. (Net profit/(loss) after tax)	(3,133)	2,675	3,705	2,248
Earnings per share (in ₹) (Basic)	(46.14)	39.54	53.18	33.11
Earnings per share (in ₹) (Diluted)	(46.14)	39.54	53.18	33.11
Net worth/shareholders' funds	41,760	16,618	26,134	22,476

*These financial statements have been prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies Act and the Companies (Indian Accounting Standards) Rules, 2015.

** These financial statements have been prepared and presented in accordance with the accounting principles generally accepted in India (IGAAP).

***During the financial year ended 31 March 2016, the Acquirer changed its financial year ending 30 June to 31 March to comply with the provisions of Section 2(41) of the Companies Act, 2013.

B. INFORMATION ABOUT THE PAC 1

- The PAC 1 was incorporated as Ebix Asia Holdings Inc. on May 27, 2008 as a private company limited by shares under the laws of Mauritius. There has been no change in the name of the PAC 1. The registered office of the PAC 1 is situated at 33, Edith Cavell Street, Port - Louis - 11324, Mauritius.
- The PAC 1 is registered as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014. The PAC 1 is engaged in the principal activity of investment holding.
- The PAC 1 is a part of the Ebix group.
- As on the date of this DPS, the PAC 1 does not hold any Equity Shares in the Target Company.
- The Acquirer is the step-down subsidiary of PAC 1. The PAC 2 is the ultimate holding company/person in control of the Acquirer and the PAC 1.
- The PAC 1 is neither a promoter nor a part of the promoter group of the Target Company. Further, none of the directors or key managerial employees of the PAC 1 hold any ownership or interest or relationship or shares in the Target Company.
- The PAC 1 is ultimately held and controlled by PAC 2. The shareholding of the PAC 1, as on the date of the DPS, is as under:

Name of the Shareholder	Number of ordinary shares	Shareholding (%)
Ebix International Holdings Limited	6,56,56,744	100.00
Total	6,56,56,744	100.00

- The board of directors of the PAC 1 comprise of (i) Robin Raina, (ii) Naushad Ally Sohoboo and (iii) Sandeep Fakun.

- The PAC 1 has not been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- The equity shares of the PAC 1 are not listed on any stock exchange in India or abroad.
- The key financial information of the PAC 1 based on its unaudited standalone financial statements as on and for six months period ended September 30, 2018 and the audited standalone financial statements as on and for the financial years ended March 31, 2018, March 31, 2017 and March 31, 2016, are as follows:

(All figures in lakhs, except earnings per share set out in USD per share and ₹ per share)

Particulars	Six-month period ended 30 September 2018 (Unaudited - Standalone)		For the year ended 31 March 2018 (Audited - Standalone)		For the year ended 31 March 2017 (Audited - Standalone)		For the year ended 31 March 2016 (Audited - Standalone)	
	USD	₹*	USD	₹*	USD	₹*	USD	₹*
Total revenue	22.19	1610.17	44.39	2887.27	44.39	2878.15	44.39	2944.48
Net income i.e. (Net profit/(loss) after tax)	(0.29)	(20.71)	(0.36)	(23.50)	(0.33)	(21.25)	(0.33)	(21.77)
Earnings per share (in USD/₹) (Basic)	(0.00)	(0.03)	(0.00)	(0.04)	(0.21)	(13.56)	(0.21)	(13.89)
Earnings per share (in USD/₹) (Diluted)	(0.00)	(0.03)	(0.00)	(0.04)	(0.21)	(13.56)	(0.21)	(13.89)
Net worth/ shareholders' funds	649.02	47084.39	649.30	42233.20	(5.34)	(346.08)	(5.01)	(332.32)

* Conversion of USD amounts into INR has been done on basis of reference rate as on last working day (for which reference rate were available) of the period/year ending as applicable, i.e. \$1 = ₹ 72.55 as on 28 September 2018, \$1 = ₹ 65.04 as on 30 March 2018, \$1= ₹ 64.84 as on 31 March 2017 and \$1 = ₹ 66.33 as on 31 March 2016.

C. INFORMATION ABOUT THE PAC 2

- The PAC 2 was founded in 1976 as Delphi Information Systems, Inc., in the United States of America. Subsequently, in 1999, the name of the PAC 2 was changed to ebix.com, Inc. Thereafter, in December 2003, the name of the PAC 2 was changed to Ebix, Inc. There has been no other change in the name of the PAC 2 since its incorporation. The principal executive office of the PAC 2 is situated at 1 Ebix Way, Johns Creek, Georgia - 30097, United States of America.
- The PAC 2 is an international supplier of on demand software and e-commerce services to the insurance, finance, e-learning and healthcare industries.
- The PAC 2 is a part of the Ebix group.
- As on the date of this DPS, the PAC 2 does not hold any Equity Shares in the Target Company.
- The PAC 2 is the ultimate holding company of the Acquirer and PAC 1.
- The PAC 2 is neither a promoter nor a part of the promoter group of the Target Company. Further, none of the directors or key managerial employees of the PAC 2 hold any ownership or interest or relationship or shares in the Target Company.
- The PAC 2 is a publicly listed company on NASDAQ and does not have any promoter/ person in control. The details of the shareholders of the PAC 2 holding more than 10% of the share capital of the PAC 2 as on the date of the DPS is as under:

Sr. No.	Name of the Shareholder	Number of shares	Shareholding (%)
1.	Robin Raina	3,816,024	12.1%
2.	FMR LLC	4,718,336	14.9%
3.	Rennes Foundation	3,425,981	10.8%
4.	Blackrock Inc.	3,211,146	10.2%

- The board of directors of the PAC 2 comprise of (i) Robin Raina; (ii) Hans U. Benz; (iii) Pavan Bhalla; (iv) Neil D. Eckert; (v) George W. Hebard III; (vi) Rolf Herter; (vii) Hans Ueli Keller; and (viii) Joseph R. Wright, Jr.
- The PAC 2 has not been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- The equity shares of the PAC 2 are listed on NASDAQ in the United States of America (Symbol: EBIX).
- The key financial information of the PAC 2 based on its unaudited consolidated financial statements for the nine-month period ended September 30, 2018 and the audited consolidated financial statements of the PAC 2 for the year ended December 31, 2017, December 31, 2016 and December 31, 2015, are as follows:

(All figures in lakhs, except earnings per share set out in USD per share and ₹ per share)

Particulars	Nine-month period ended 30 September 2018 (Unaudited- Consolidated)		For the year ended 31 December 2017 (Audited - Consolidated)		For the year ended 31 December 2016 (Audited - Consolidated)		For the year ended 31 December 2015 (Audited- Consolidated)	
	USD	₹*	USD	₹*	USD	₹*	USD	₹*
Total revenue	3,615	2,62,258	3,640	2,32,677	2,983	2,02,705	2,655	1,76,084
Net income i.e. (Net profit/(loss) after tax)**	848	61,527	1,026	65,577	944	64,079	796	52,752
Earnings per share (in USD/₹) (Basic)	2.69	195.04	3.19	203.86	2.88	195.61	2.29	152.16
Earnings per share (in USD/₹) (Diluted)	2.67	194.06	3.17	202.78	2.86	194.06	2.28	151.14
Net worth/ shareholders' funds	4,961	3,59,896	4,916	3,14,209	4,269	2,90,096	4,090	2,71,254

*Conversion of USD amounts into ₹ has been done on the basis of reference rate as on last working day (for which reference rate were available) of the year/period ending, as applicable, 1 USD = ₹ 72.55 as on September 28, 2018, 1 USD = ₹ 63.93 as on December 29, 2017, 1 USD = ₹ 67.95 as on December 30, 2016 and 1 USD = ₹ 66.33 as on December 31, 2015.

**Includes profit/(loss) attributable to non-controlling interest.

D. INFORMATION ABOUT THE SELLERS

- Details about the Sellers are set out below:

Sr. No.	Name of the Sellers	Changes in the name of the corporate Sellers in the past	CIN	Nature of the Entity/ Individual	Registered Office (residential address if individual)	Part of the Promoter Group of the Target Company	Name of the Group	Name of the stock exchange in India or abroad, if listed
1.	Windia Infrastructure Finance Limited	Incorporated as Windia Power Limited on October 10, 1994. Thereafter, on October 22, 2007, the name was changed to Windia Infrastructure Finance Limited.	U40100MH1994PLC081874	Public limited company	629-A, Gazdar House, Dhobi Talao, Marine Lines, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
2.	Prabhanjan Multitrade Private Limited	There has been no change in the name of the company since its incorporation.	U51909MH2002PTC138384	Private Limited Company	26, Gobind Mahal, 86B, N.S. Road, Marine Drive, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
3.	Kotta Enterprises Limited	Incorporated as Kotta Leasing and Finance Private Limited on July 15, 1993. Subsequently, on April 30, 1998, the name was changed to Kotta Beverages and Foods Private Limited. Thereafter, on September 10, 1998, the name was changed to Kotta Beverages and Foods Limited. On June 8, 2000, the name was changed to Kotta Enterprises Limited.	U65944MH1993PLC072882	Public Limited Company	629A, Gazdar House, Dhobi Talao, New Marine Lines, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted

4.	Chetan Durgadas Mehra jointly with Radhika Chetan Mehra	Not applicable	Not applicable	Individual	20, Moti Mahal, 3 rd Floor, Dristaw Wacha Road, Churchgate, Marine Lines, Mumbai, Maharashtra-400 020	Yes	Weizmann group	Not applicable
5.	Anju Siraj	Post Anju Siraj's marriage, her name was changed from Anju Mehra to Anju Siraj.	Not applicable	Individual	12 Gobind Mahal, 86B, NSCBose Road, Marine Drive Flyover, Marine Drive, Kalbadevi, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Not applicable
6.	Dharmendra Gulabchand Siraj	Not applicable	Not applicable	Individual	12 Gobind Mahal, 86B, NSCBose Road, Marine Drive Flyover, Marine Drive, Kalbadevi, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Not applicable
7.	Inspeed Power Private Limited	There has been no change in the name of the company since its incorporation.	U40106MH2008PTC184316	Private Limited Company	Empire House (Basement), 214, Dr. D N Road, Ent. AK Nayak Marg, Fort, Mumbai, Maharashtra-400 001	Yes	Weizmann group	Unlisted
8.	Sitex India Private Limited	Incorporated as Siraj Sons Private Limited on August 12, 1977. Thereafter, on March 22, 1991, the name was changed to Sitex India Private Limited.	U17120MH1977PTC019798	Private Limited Company	26, Gobind Mahal, 86B, N.S. Road, Marine Drive, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
9.	Chetan Mehra	Not applicable	Not applicable	Individual	20, Moti Mahal, 3 rd Floor, Dristaw Wacha Road, Churchgate, Marine Lines, Mumbai, Maharashtra-400 020	Yes	Weizmann group	Not applicable
10.	Hansneel Impex Private Limited	Incorporated as Siraj Cottons Private Limited on June 16, 1977. Thereafter, on June 30, 1978, the name was changed to Siraj Exports Private Limited. Subsequently on March 22, 1991, the name was changed to Hansneel Impex Private Limited.	U51900MH1977PTC019703	Private Limited Company	26, Gobind Mahal, 86B, Netaji Subhash Road, Marine Drive, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
11.	Anju Siraj jointly with Dharmendra Gulabchand Siraj	Post Anju Siraj's marriage, her name was changed from Anju Mehra to Anju Siraj.	Not applicable	Individual	12 Gobind Mahal, 86B, NSCBose Road, Marine Drive Flyover, Marine Drive, Kalbadevi, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Not applicable
12.	Purvaja Projects Limited	Incorporated as Purvaja Finance and Investments Private Limited on February 12, 1993. Thereafter, on May 22, 1998, the name was changed to Purvaja Projects Private Limited. Subsequently, on January 10, 2008 the name was changed to Purvaja Projects Limited.	U65990MH1993PLC070782	Public Limited Company	26, Gobind Mahal, 86B, Netaji Subhash Road, Marine Drive, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
13.	Dharmendra G Siraj	Not applicable	Not applicable	Individual	12 Gobind Mahal, 86B, NSCBose Road, Marine Drive Flyover, Marine Drive, Kalbadevi, Mumbai, Maharashtra-400 026	Yes	Weizmann group	Not applicable
14.	Isha Siraj Kedia	Post Isha Siraj Kedia's marriage, her name was changed from Isha D. Siraj to Isha Siraj Kedia.	Not applicable	Individual	2301, 2401, Orbit Arya, Bomani Darabsha Road, August Kranti Marg, Cumballa Hill, Mumbai, Maharashtra-400 026	Yes	Weizmann group	Not applicable
15.	Radhika Mehra jointly with Chetan Mehra	Post Radhika C Mehra's marriage, her name was changed from Radhika Kapoor to Radhika C Mehra.	Not applicable	Individual	20, Moti Mahal, 3 rd Floor, Dristaw Wacha Road, Churchgate, Marine Lines, Mumbai, Maharashtra-400 020	Yes	Weizmann group	Not applicable
16.	Nirmal D Mehra	Post Nirmal D Mehra's marriage, her name was changed from Nirmal Kapoor to Nirmal D Mehra	Not applicable	Individual	20, Moti Mahal, Dristaw Vachha Road, CCI Club, Churchgate, Marine Lines, Mumbai, Maharashtra-400 020	Yes	Weizmann group	Not applicable

17.	Tapi Energy Projects Limited	Incorporated as Tapi Leasing and Finance Private Limited on July 19, 1993. Thereafter, on December 12, 1997, the name was changed to Tapi Energy Projects Private Limited. Subsequently, on April 20, 1998, the name was changed to Tapi Energy Projects Limited.	U65920MH11993PLC072958	Public Limited Company	26, Gobind Mahal, 86B, Netaji Subhash Road, Marine Drive, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
18.	Avinaya Resources Limited	Incorporated on July 14, 1993 as Kajari Finance Private Limited. Thereafter, on April 30, 1998, the name was changed to Kajari Engineers Private Limited. Subsequently, on October 15, 1998, the name was changed to Weizmann Capital Private Limited. On June 27, 1998, the company was converted into a deemed public limited company and consequently the word "Private" was deleted from the name of the company. Thereafter, pursuant to amendment of Section 43A of the Companies Act, 1956, the company continued as a public limited company with effect from June 20, 2001. On December 11, 2009, the name was changed to Avinaya Resources Limited.	U65920MH11993PLC072845	Public Limited Company	214, Empire House, Dr. D.N.Road, Ent. A.K.Nayak Marg, Fort, Mumbai, Maharashtra-400 001	Yes	Weizmann group	Unlisted
19.	Karma Energy Limited	Incorporated as Karma Wind Power Private Limited on March 15, 2007. Thereafter, on March 12, 2010, the name was changed to Karma Wind Power Limited. Subsequently, on December 29, 2010, the name was changed to Karma Energy Limited.	L31101MH2007PLC168823	Public Limited Company	214, Empire House, Dr. D.N Road, Ent. AK.Nayak Marg, Fort, Mumbai, Maharashtra-400 001	Yes	Weizmann group	Listed on BSE (Scrip Code: 533451) and NSE (Symbol: KARMAENG).
20.	Ram Krishna Iron Works Private Limited	There has been no change in the name of the company since its incorporation.	U27100MH1977PTC019649	Private Limited Company	26, Gobind Malal, 86B, Netaji Subhash Road, Marine Drive, Mumbai, Maharashtra-400 002	Yes	Weizmann group	Unlisted
21.	Arun Durgadas Mehra	Not applicable	Not applicable	Individual	182 – Dhanishtha, Tarangan-1, Pokhran Road-1, Thane West, Maharashtra-400606	Yes	Weizmann group	Not applicable

2. None of the Sellers have been prohibited by the SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act as amended or under any other regulations made under the SEBI Act.
3. The shareholding/voting rights of the Sellers in the Target Company before and after the execution of the SPA are as follows:

Sr. No.	Name of the Sellers	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	19,69,590	17.70	Nil	Nil
2.	Prabhanjan Multitrade Private Limited	12,97,190	11.66	Nil	Nil
3.	Kotta Enterprises Limited	8,98,269	8.07	Nil	Nil
4.	Chetan Durgadas Mehra jointly with Radhika Chetan Mehra	8,22,080	7.39	Nil	Nil
5.	Anju Siraj	5,08,342	4.57	Nil	Nil
6.	Dharmendra Gulabchand Siraj	3,99,991	3.59	Nil	Nil
7.	Inspeed Power Private Limited	3,93,876	3.54	Nil	Nil
8.	Sitex India Private Limited	3,91,293	3.52	Nil	Nil
9.	Chetan Mehra	3,55,443	3.19	Nil	Nil
10.	Hansneel Impex Private Limited	3,38,343	3.04	Nil	Nil
11.	Anju Siraj jointly with Dharmendra Gulabchand Siraj	2,88,124	2.59	Nil	Nil
12.	Purvaja Projects Limited	2,50,217	2.25	Nil	Nil
13.	Dharmendra G Siraj	2,19,922	1.98	Nil	Nil
14.	Isha Siraj Kedia	1,11,858	1.01	Nil	Nil
15.	Radhika Mehra jointly with Chetan Mehra	76,808	0.69	Nil	Nil
16.	Nirmal D Mehra	3,225	0.03	Nil	Nil
17.	Tapi Energy Projects Limited	959	0.01	Nil	Nil
18.	Avinaya Resources Limited	959	0.01	Nil	Nil
19.	Karma Energy Limited	959	0.01	Nil	Nil
20.	Ramakrishna Iron Works Private Limited	959	0.01	Nil	Nil
21.	Arun Durgadas Mehra	133	Negligible	Nil	Nil
Total		83,28,540	74.84	Nil	Nil

E. INFORMATION ABOUT THE TARGET COMPANY

1. The Target Company was incorporated as 'Chanakya Holdings Private Limited' on October 9, 1985 as a private limited company under the provisions of Companies Act, 1956. On August 23, 1996, the Target Company was converted into a public limited company and its name was changed to 'Chanakya Holdings Limited'. Subsequently, pursuant to the demerger of forex business of Weizmann Limited into the Target Company, on December 29, 2010, the Target Company changed its name to 'Weizmann Forex Limited'. There has been no other change in the name of the Target Company since its incorporation.
2. The Equity Shares of the Target Company are currently listed on BSE (Scrip Code: 533452) and the NSE (Symbol: WEIZFOREX) and the ISIN of Equity Shares of the Target Company is INE726L01019. The Equity Shares of the Target Company are currently not suspended from trading on BSE and the NSE.
3. The CIN of the Target Company is L65990MH1985PLC037697 and the registered office of the Target Company is situated at Empire House (Basement), 214, Dr. D. N. Road, Ent. A K Nayak Marg, Fort, Mumbai, Maharashtra - 400001.
4. The Equity Shares of the Target Company are frequently traded on BSE and the NSE within the meaning of Regulation 2(1)(i) of the SEBI (SAST) Regulations for the period commencing on December 1, 2017 and ending on November 30, 2018 i.e. for twelve calendar months preceding the month in which the PA is issued.
5. The Target Company is engaged in the business of money changing as a RBI registered Authorized Dealer (AD) Category II and of money transfer as a RBI approved principal agent of overseas money transfer entities.

6. As at the date of this DPS, the total authorised share capital of the Target Company is 15,00,00,000/- (Rupees Fifteen Crores) only consisting of ₹ 1,50,00,000 Equity Shares of ₹ 10 (Rupees Ten each) and the total paid-up share capital of the Target Company is ₹ 11,12,78,900 (Rupees Eleven crores Twelve lakhs Seventy Eight thousand Nine hundred only) consisting of 1,11,27,890 Equity Shares.
7. As on the date of this DPS, there are no partly paid-up Equity Shares of the Target Company, outstanding convertible securities, depository receipts, warrants or instruments, issued by the Target Company, convertible into Equity Shares of the Target Company.
8. As on the date of this DPS, the directors of the Target Company are:
- | Sr. No. | Name of the Director | Designation |
|---------|------------------------------|---|
| 1. | Dharmendra Gulabchand Siraj | Chairman, Non Executive - Non Independent |
| 2. | Chetan Durgadas Mehra | Vice Chairman, Non Executive - Non Independent |
| 3. | Karthikeyan Balasubramanian | Managing Director |
| 4. | Neelkamal Vrajlal Siraj | Director, Non Executive - Non Independent |
| 5. | Hitesh Vrajlal Siraj | Director, Non Executive - Non Independent |
| 6. | Smita Vinesh Davda | Woman Director, Non Executive - Non Independent |
| 7. | Nakul Manmohan Chopra | Director, Non Executive - Independent |
| 8. | Balkrishna Laxman Patwardhan | Director, Non Executive - Independent |
| 9. | Kishore Madhavsingh Vussonji | Director, Non Executive - Independent |
| 10. | Upkar Singh Kohli | Director, Non Executive - Independent |

9. As on the date of this DPS, the Acquirer and the PACs do not have directors on the Board of the Target Company.
10. The key financial information of the Target Company based on its unaudited standalone financial statements for the six months period ended September 30, 2018 and the audited consolidated financial statements as on and for the financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 are as follows:

(Amount in ₹ lakhs, except earnings per share)

Particulars	For the six-month period ended 30 September 2018 (Unaudited - Standalone)	Financial Year ended 31 March 2018 (Audited - Consolidated)	Financial Year ended 31 March 2017 (Audited - Consolidated)	Financial Year ended 31 March 2016 (Audited - Consolidated)
Total revenue	5,01,729.97	7,69,988.20	5,99,488.42	4,79,132.07
Net income i.e. (Net profit/(loss) after tax)	2,254.39	3,288.82	2,079.59	1,477.85
Earnings per share (in ₹) (Basic)	19.49	28.44	17.98	12.78
Earnings per share (in ₹) (Diluted)	19.49	28.44	17.98	12.78
Net worth/shareholders' funds	17,209.23	17,897.85	10,761.97	8,989.25

F. DETAILS OF THE OFFER

1. This Offer is a mandatory offer being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to a share purchase agreement dated December 31, 2018 signed by and between the Acquirer and the Sellers and subject to the terms and conditions set out in this DPS and the letter of offer which is proposed to be sent to all the Eligible Equity Shareholders in accordance with the provisions of the SEBI (SAST) Regulations (“**Letter of Offer**”).
2. The Offer is being made by the Acquirer and the PACs to the Eligible Equity Shareholders, in terms of the Regulation 7(6) of the SEBI (SAST) Regulations, for acquisition of up to 27,99,350 Equity Shares of the Target Company representing 25.16% of the Voting Share Capital (“**Offer Size**”) at an offer price of ₹ 528/- (Rupees Five Hundred and Twenty Eight only) (“**Offer Price**”) aggregating to ₹ 147,80,56,800/- (Rupees One Hundred and Forty Seven Crores Eighty Lakhs Fifty Six Thousand Eight Hundred only) (“**Offer Consideration**”).
3. This Offer Consideration will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
4. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
5. This is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
6. As of the date of this DPS, the total Voting Share Capital of the Target Company is as follows:

Particulars	Number of Equity Shares	% of Voting Share Capital
Fully paid up Equity Shares as of the PA date	1,11,27,890	100.00
Partly paid up Equity Shares as of the PA date	Nil	Nil
Voting Share Capital	1,11,27,890	100.00

7. The Shareholders of the Target Company who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances and will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and the terms and conditions which will be set out in the Letter of Offer, the relevant provisions of the SEBI (SAST) Regulations, and applicable law. The Acquirer shall acquire the Equity Shares of the Eligible Equity Shareholders of the Target Company who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers declared thereof and the tendering Eligible Equity Shareholder shall have obtained all necessary consents for it to sell the Equity Shares tendered in the Offer.
8. As on the date of this DPS, to the best of knowledge of the Acquirer no statutory approvals are required by the Acquirer to acquire the Equity Shares of the Target Company that are validly tendered pursuant to this Offer or to complete this Offer. However, in case of any other statutory approvals being required by the Acquirer at a later date before the closure of the tendering period, this Offer shall be subject to such further approvals and the Acquirer shall make the necessary applications for such approvals.
9. The Acquirer will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations in the event the statutory approvals as disclosed in Part VI (Statutory and Other Approvals) of this DPS are refused. In case of such events, this Offer shall stand withdrawn. In the event of such withdrawal, a public announcement will be made, within 2 Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to the SEBI, the BSE, the NSE and to the Target Company at its registered office.
10. The Acquirer, the PACs or their directors have neither acquired nor been allotted any Equity Shares of the Target Company during the 52 weeks period prior to the date of the PA.
11. The Manager to the Offer does not hold any Equity Shares of the Target Company as on the date of this DPS. The Manager to the Offer further declares and undertakes not to deal on its own account in the Equity Shares of the Target Company during this Offer Period.
12. This DPS is being published in the following newspapers:

Newspaper	Language	Edition
Financial Express	English	All editions
Jansatta	Hindi	All editions
Mumbai Lakshadeep	Marathi	Mumbai edition

- G. In terms of Regulation 25(2) of SEBI (SAST) Regulations, other than as stated in this DPS, as at the date of this DPS, the Acquirer and the PACs do not have any intention to dispose or otherwise encumber any material assets of the Target Company for the succeeding 2 (two) years from the date of closure of this Offer, except (i) in the ordinary course of business (including for the disposal of assets and creating encumbrances in accordance with business or financing requirements); or (ii) with the prior approval of the shareholders; or (iii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or business of the Target Company and in compliance with all the applicable laws; or (iv) for alienation of assets of the Target Company that are determined by the board of directors of the Target Company as being surplus and/or non-core, or on account of any approval or conditions specified by any regulatory or statutory authorities, Indian or foreign, or for the purpose of compliance with any law that is binding on or applicable to the operations of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws and legislation at the relevant time.
- H. The Acquirer along with the PACs reserves the right to streamline/restructure, pledge/ encumber their holding in the Target Company and/or the operations, assets, liabilities and/or businesses of the Target Company and/or its subsidiary through arrangements, restructurings, mergers (including but not limited to merger with or between its subsidiary), demergers, sale of assets or undertakings and/or re-negotiation or termination of existing contractual/operating arrangements, at a later date in accordance with applicable laws. Such decisions will be taken in accordance with procedures set out under applicable law, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.
- I. After the acquisition of the Equity Shares tendered in the Offer (assuming full acceptance of the Offer), the public shareholding in the Target Company may fall below the minimum level required for continued listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957. In the event the public shareholding in the Target Company falls below 25% of the fully paid-up equity share capital pursuant to this Offer, the Acquirer shall bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the Securities Contracts (Regulation) Rules, 1957, SEBI (SAST) Regulations and as per applicable law.

II. BACKGROUND TO THE OFFER

- A. The Offer is a mandatory offer pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of a SPA entered into by and between the Sellers and the Acquirer to acquire 83,28,540 Equity Shares representing 74.84% of the fully paid-up Equity Share capital of the Target Company.
- B. Details of the transaction which has triggered the Offer obligations (underlying transaction) are set out below:

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 into between the Acquirer and the Sellers.	83,28,540	74.84%	₹ 439,74,69,120/-*	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations

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

- C. Pursuant to the 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 part of the promoter and promoter group of the Target Company in accordance with applicable law including the 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.
- D. The Offer is not a conditional offer subject to minimum level of acceptance.
- E. The mode of payment of consideration for acquisition of Equity Shares of the Target Company by the Acquirer along with the PACs is cash.
- F. The object and purpose of acquisition of Equity Shares of the Target Company is to enable the Acquirer in consolidation of its market position with respect to foreign exchange and money transfer business in India and effectively compete with large players such as banks in the foreign exchange and money transfer business in India.
- G. The Acquirer reserves the right to reconstitute the board of directors of the Target Company in accordance with the provisions of the SEBI (SAST) Regulations, the Companies Act, 2013 and other applicable law.

III. SHAREHOLDING AND ACQUISITION DETAILS

- A. The present and proposed shareholding of the Acquirer and the PACs in the Target Company and the details of their acquisitions are as follows:

Details	Acquirer's Shareholding		PAC 1's Shareholding		PAC 2's Shareholding	
	No. of Equity Shares	% of fully paid-up equity share capital	No. of Equity Shares	% of fully paid-up equity share capital	No. of Equity Shares	% of fully paid-up equity share capital
Shareholding as on the date of the PA	Nil	Nil	Nil	Nil	Nil	Nil
Shares acquired between date of PA and this DPS	Nil	Nil	Nil	Nil	Nil	Nil
Post-Offer shareholding on diluted basis as of the 10 th Working Day after closing of the tendering period (assuming nil Equity Shares of the Target Company were tendered in the Offer)	83,28,540	74.84	Nil	Nil	Nil	Nil
Post-Offer shareholding on diluted basis as of the 10 th Working Day after closing of the tendering period (assuming full acceptance in the Offer)	1,11,27,890	100.00	Nil	Nil	Nil	Nil

- B. As of the date of this DPS, the Acquirer, the PACs and their respective directors do not hold any Equity Shares of the Target Company.

IV. OFFER PRICE

- A. The Equity Shares of the Target Company are listed and traded on BSE having a BSE Scrip Code of 533452 and on the NSE having the symbol WEIZFOREX.
- B. The total number of Equity Shares of the Target Company traded on BSE and the NSE for a period of 12 (twelve) calendar months preceding the calendar month in which the PA is made (i.e., from December 1, 2017 to November 30, 2018, both days included) is set out below:

Stock Exchange	Total number of Equity Shares traded during the twelve calendar months prior to the month of PA (A)	Total number of listed Equity Shares during this period (B)*	Trading turnover (as a percentage of total listed equity Shares) (A/B)
BSE	10,29,377	1,15,29,679	8.93%
NSE	42,82,176	1,15,29,679	37.14%

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

*Weighted number of Equity Shares during the aforesaid period is considered.

- Based on the above table, the Equity Shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- C. The Offer Price of ₹ 528/- per Equity Share has been determined and justified in terms of Regulations 8(1), 8(2) and 8(7) of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Price (in ₹ per Equity Share)
1.	Highest negotiated price per Equity Share for any acquisition in terms of the SPA attracting the obligation to make the PA	528.00
2.	The volume-weighted average price paid or payable for acquisition by the Acquirer or by any person acting in concert with it, during 52 weeks immediately preceding the date of PA	Not applicable
3.	The highest price paid or payable for any acquisition by the Acquirer or by any person acting in concert with it, during 26 weeks immediately preceding the date of the PA	Not applicable
4.	The volume-weighted average market price of such shares for a period of 60 trading days immediately preceding the date of PA as traded on the stock exchange where the maximum volume of trading in the Equity Share are recorded during such period, i.e. on NSE	524.36

- D. There has been no corporate action in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations (*Source: Based on the filings available on the BSE website at www.bseindia.com and the NSE website at www.nseindia.com*). The Offer price may be revised in the event of corporate actions like bonus issue, rights issue, split etc. where the record date for effecting such corporate action falls within 3 Working Days prior to the commencement of the tendering period of the Offer.
- E. As on date of this DPS, there has been no revision in the Offer Price or Offer Size. If there is any revision in the Offer Price on account of future purchases or competing offers, such revision will be done only up to the period prior to 1 Working Day before the commencement of the tendering period of this Offer in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increases to the escrow amount; (ii) make a public announcement in the same newspapers in which DPS has been published; and (iii) simultaneously with the issue of such announcement, inform the SEBI, the BSE, the NSE and the Target Company at its registered office of such revision. The revised Offer Price would be paid to all the Eligible Equity Shareholders whose Equity Shares are accepted under the Offer.
- F. If the Acquirer and, or, the PACs acquire or agree to acquire any Equity Shares or voting rights in the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations. However, no such acquisition would be made by the Acquirer and the PACs after 3 Working Days prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer.
- G. If the Acquirer and, or, the PAC 1 and, or the PAC 2 acquire Equity Shares of the Target Company during the period of twenty six weeks after the closure of tendering period at a price higher than the Offer Price, then the Acquirer and, or, the PAC 1 and, or, the PAC 2 shall pay the difference between the highest acquisition price and the Offer Price, to all the Eligible Equity Shareholders whose Equity Shares have been accepted in this Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on BSE or the NSE, not being negotiated acquisition of Equity Shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS

- A. Assuming full acceptance of the Offer, the total funds required to meet this Offer is ₹ 147,80,56,800/- (“**Maximum Consideration**”).
- B. The Acquirer has confirmed that it has adequate and firm financial resources to fulfill the obligations under the Offer and through the PACs has made firm financial arrangements for financing the acquisition of the Equity Shares tendered in the Offer and the implementation of the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. Further, Haribhakti & Co., LLP, Chartered Accountants (Membership no. 034828), having office at 705, Leela Business Park, Andheri Kurla Road, Andheri - 400 059 (Tel: 022 6672 9804), vide certificate dated December 31, 2018, has certified on the basis of its scrutiny of the books of accounts, records and documents of the Acquirer, that the Acquirer has adequate and firm financial resources through verifiable means available for fulfilling the obligations under this Offer.

C. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer has deposited ₹ 147,80,56,800/- (Indian Rupees One Hundred and Forty Seven Crores Eighty Lakhs Fifty Six Thousand Eight Hundred only) being the cash equivalent to 100% of the Maximum Consideration on January 2, 2019 in the bank account no. 026866200000355 designated as 'WEIZMANN FOREX LIMITED OPEN OFFER' ("Escrow Account") opened with Yes Bank Limited, acting through its branch at Unit No. 2/A1, Hallmark Business Plaza Gurunanak Hospital Road, Kala Nagar, Mumbai, Maharashtra - 400 051 ("Escrow Bank"). The cash deposit has been confirmed vide a confirmation letter dated January 2, 2019 issued by the Escrow Bank. Further, subject to fulfilling the terms of the SPA, after 21 Working Days from the date of this DPS and not later than 50 Working Days from this DPS, the Acquirer shall acquire the Equity Shares of the Target Company from the Sellers.

D. The Acquirer confirms that the funds lying in the Escrow Account will be utilized exclusively for the purposes of this Offer. Further, the Acquirer has solely authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

E. In case of any upward revision in the Offer Price or the Offer Size, the Acquirer shall make further deposit into the Escrow Account, prior to effecting such revision, to ensure compliance with Regulations 17(2), 22(2) and 24(1) of the SEBI (SAST) Regulations.

F. On the basis of the above and the certificate provided by Haribhakti & Co., LLP, Chartered Accountants, the Manager to the Offer is satisfied about the ability of the Acquirer to fulfill its obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS

A. To the best of knowledge of the Acquirer and the PACs, no statutory approvals are required by the Acquirer and the PACs to acquire the Equity Shares of the Target Company that are validly tendered pursuant to the Open Offer or to complete the Open Offer. However, in case of any other statutory approvals being required by the Acquirer and the PACs at a later date before the closure of the tendering period, the Open Offer shall be subject to such further approvals and the Acquirer and the PACs shall make the necessary applications for such approvals.

B. In case of delay in receipt or non-receipt of any statutory approvals which may be required by the Acquirer at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer and the PACs, to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer subject to the Acquirer and the PACs agreeing to pay interest to the Eligible Equity Shareholders for the delay. However, where the statutory approvals extend to some but not all holders of the Equity Shares of the Target Company, the Acquirer and the PACs have the option to make payment to such holders of the Equity Shares of the Target Company in respect of whom no statutory approvals are required in order to complete this Open Offer.

C. The Acquirer and the PACs will have the right not to proceed with this Open Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory approvals are refused. In the event of withdrawal of this Open Offer, we confirm that, a public announcement will be made within 2 Working Days of such withdrawal, in the same newspapers in which this DPS is published and such public announcement will also be sent to the Stock Exchanges, the SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Activity	Day and Date
Date of Public Announcement	Monday, December 31, 2018
Publication of Detailed Public Statement in newspapers	Monday, January 7, 2019
Last date of filing Draft Letter of Offer with SEBI	Monday, January 14, 2019
Last date for public announcement for competing offer(s)	Monday, January 28, 2019

Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Monday, February 4, 2019
Identified Date*	Wednesday, February 6, 2019
Last date by which the Letter of Offer will be dispatched to the shareholders	Wednesday, February 13, 2019
Last date by which a committee of independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company	Friday, February 15, 2019
Last date of upward revision of Offer Price and/or the Offer Size	Tuesday, February 19, 2019
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where the DPS was published and notified to the SEBI, the BSE, the NSE and the Target Company at its registered office	Wednesday, February 20, 2019
Date of commencement of Tendering Period ("Offer opening date")	Thursday, February 21, 2019
Date of closure of Tendering Period ("Offer closing date")	Thursday, March 7, 2019
Last date of communicating of rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted shares	Friday, March 22, 2019
Last date for publication of post Offer advertisement	Friday, March 29, 2019
Last date for filing of final report with SEBI	Friday, March 29, 2019

**Identified Date is the 10th Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Eligible Equity Shareholders to whom the Letter of Offer shall be sent. The Identified Date is only for the purpose of determining the shareholders of the Target Company as on such date to whom the Letter of Offer would be dispatched.*

This schedule is tentative and is subject to change for any reason, including, but not limited to, delays in receipt of approvals or comments from regulatory authorities, if so required.

VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

A. All Eligible Equity Shareholders of the Target Company, whether holding Equity Shares in dematerialized form or physical form, registered or unregistered or holding locked-in Shares, regardless of whether such person has acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, are eligible to participate in this Offer any time during the tendering period.

B. The Equity Shares of the Target Company to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

C. The Offer will be implemented by the Acquirer along with the PAC 1 and PAC 2, subject to applicable laws, through a stock exchange mechanism as provided under the SEBI (SAST) Regulations and SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 as may be amended from time to time, issued by SEBI. A separate window on the stock exchange ("Acquisition Window") would be provided by the stock exchange to facilitate placing of sell orders. Subject to applicable law, the selling broker can enter orders for dematerialized as well as physical Equity Shares.

D. BSE shall be the designated stock exchange for the purpose of tendering equity shares in the Offer.

E. The Acquirer has appointed Centrum Broking Limited as the registered broker ("Buying Broker") through whom the purchases and settlements on account of the Equity Shares tendered under the Offer shall be made. The contact details of the Buying Broker are mentioned below:

Name: Centrum Broking Limited
Address: Centrum House, C.S.T. Road, Vidyanageri Marg, Kalina, Santacruz (East), Mumbai - 400098
Contact Person: Rashmikant V Talati/Sandeep Modi
Tel No: +91 22 4215 9000

F. All Eligible Equity Shareholders who desire to tender their Equity Shares under the Offer will have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period for this Open Offer.

G. The process of tendering the Equity Shares by the Eligible Equity Shareholders holding physical Equity Shares and those Equity Shares that are under lock-in and the manner in which the Equity Shares tendered in the Offer will be held, will be enumerated in the Letter of Offer.

IX. THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION

A. The Acquirer, the PACs and their respective directors accept, jointly and severally, full responsibility for the information contained in this DPS and PA and also for the obligations of the Acquirer and the PACs as laid down in the SEBI (SAST) Regulations. In relation to the information pertaining to the Sellers and Target Company, the Acquirer along with the PACs has relied on the information provided/confirmed by the Target Company and, or, the Sellers, any published information and publicly available sources and have not independently verified the accuracy of such information. The Acquirer and the PACs do not accept any responsibility with respect to any misstatement by the Target Company and, or, the Sellers in relation to such information.

B. The Acquirer has appointed Centrum Capital Limited as the Manager to the Offer.

C. Bigshare Services Private Limited (CIN: U99999MH1994PTC076534) has been appointed as the Registrar to the Offer.

D. This DPS and the PA will also be available on SEBI's website (<https://www.sebi.gov.in>).

E. In this DPS, all references to "₹" or "Rupees" or "Rs." are references to the Indian Rupee(s). Certain financial details contained in the DPS are denominated in USD.

F. In this DPS, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

G. Details of the Manager to the Offer and Registrar to the Offer are set out below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 CENTRUM CAPITAL LIMITED Centrum House, CST Road, Vidyanageri Marg, Kalina, Santacruz (East), Mumbai, Maharashtra - 400098. Tel: +91 22 4215 9000 Fax: +91 22 4215 9444 E-mail: wfl.openoffer@centrum.co.in Website: www.centrum.co.in Contact Person: Mr. Bhavin Ranawat/ Ms. Sugandha Kaushik SEBI Registration Number: INM000010445	 BIGSHARE SERVICES PRIVATE LIMITED 1 st Floor, Bharat Tin Works Building, Opp. Vasant OasisMakwana Road,Marol, Andheri (E), Mumbai - 400 059 Tel: +91 22 6263 8200 Fax: +91 22 6263 8299 E-mail: openoffer@bigshareonline.com Website: www.bigshareonline.com Contact Person: Arvind Tandel SEBI Registration Number: INR000001385

THIS DETAILED PUBLIC STATEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND THE PACs		
Acquirer	PAC 1	PAC 2
EbixCash World Money Limited	Ebix Asia Holdings Inc.	Ebix, Inc.

Place : Mumbai
Date : January 5, 2019