

KEYNOTE30th October 2017**The Board of Directors,****Weizmann Forex Ltd.**

Empire House, 214 Dr. D. N. Road,
Ent A.K. Nayak Marg,
Fort, Mumbai - 400 001

Karma Energy Limited

Empire House, 214 Dr. D. N. Road,
Ent A.K. Nayak Marg,
Fort, Mumbai - 400 001

Dear Sirs,

Reg: Fairness Opinion in connection with the proposed demerger of Wind Power Division of Weizmann Forex Limited into Karma Energy Limited

Keynote Corporate Services Limited ("Keynote" or "we" or "us") is a Category I Merchant Banker registered with Securities Exchange Board of India ("SEBI"). We understand that the Board of Directors of Weizmann Forex Limited ("WFL" or the "Demerged Company") is contemplating a corporate restructuring wherein it is considering a Composite Scheme of Arrangement ("Scheme") for the demerger of its Wind Power Division into Karma Energy Limited ("KEL"). The proposed realignment is to be carried out pursuant to the Composite Scheme of Arrangement under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

In consideration of the demerger of Wind Power Division of WFL into KEL pursuant to the Scheme, for every 11 (Eleven) fully paid equity shares of face value of Rs. 10/- each held by the shareholders of WFL, 5 (Five) fully paid equity share of face value of Rs. 10/- each of KEL shall be issued and allotted (referred to as the "Share Allotment/ Entitlement Ratio").

In connection with the aforesaid, we have been requested by the Board of Directors of WFL to issue a Fairness Opinion as of the date hereof, as to the fairness of the Share Allotment/ Entitlement Ratio to the Equity Shareholders of WFL. We have perused the documents/ information provided by you in respect of the said Arrangement and the Valuation Report as issued by NA Shah & Associates Chartered Accountants ("NASA") dated 30th October 2017 and state as follows:

Company Profile:

Weizmann Forex Limited is a RBI registered Authorized Dealer Category 2 for the business of purchase and sale of foreign exchange whether in the form of currency, cards, and traveler's cheques. It is also RBI approved principal agent for overseas money transfer entities like Western Union Financial Services, Moneygram Payment systems, UAE Exchange, RIA Financial Services, Transfast etc in respect to international inbound money transfer services under money transfer service scheme of RBI. The company is also in the business of sale of travel insurance, sale of tickets and travel packages under its division Trip Toe Travels.



Page 1 of 5

Keynote Corporate Services Limited

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CIN-L67120MH1993PLC072407

KEYNOTE

The company has over 200 owned locations engaged in money changing, money transfer and further has over 15000 sub agents and the aggregate number of locations is about 56000+. The sub agents and locations include a number of leading public sector banks and private sector banks.

Weizmann Forex Ltd was originally in existence from 1997 and it was a subsidiary of Weizmann Ltd. Weizmann Ltd had demerged its forex and money transfer activities to the said Weizmann Forex Ltd (old Company) in March 2000. Subsequently as per the scheme of arrangement approved by Hon'ble High Court of Bombay on 29-10-2010 the said Weizmann Forex Ltd (old company) was amalgamated with Weizmann Ltd w.e.f merger appointed dated 1-4-2009. Further under the same scheme of arrangement the forex business undertaking was demerged into a resultant company Chanakya Holdings Ltd from the demerge appointed date 1-4-2010. Again under the scheme of arrangement and with the approval of ROC the name of the resultant company was rechristened as Weizmann Forex Ltd (new company). Subsequently the said Weizmann Forex Ltd was listed on BSE and NSE on 28-06-2011. Therefore in view of the above the present Weizmann Forex Ltd is a company incorporated in 1985 (incorporation of Chanakya Holdings Ltd).

Karma Energy Limited is engaged in the generation of power from renewable energy sources in India. The company has developed and operates wind farms in the states of Andhra Pradesh, Maharashtra, and Tamil Nadu. As of March 31, 2017, it had an aggregate capacity of the installed wind farms of approximately 34.95 MW. The company was incorporated in 2007 and is based in Mumbai, India.

Rationale of the Report:

We have been informed that pursuant to the Draft Composite Scheme of Arrangement and subject to necessary approvals, the Wind Power Division of WFL will be demerged into KEL. The proposal is to transfer a wind power division comprising of 12 wind mills, 6 in Tamil Nadu and 6 in Beed District Maharashtra aggregating to 7.2 MW capacity from Weizmann Forex Ltd, a Listed Company to Karma Energy Ltd, a Weizmann Group Listed Company on the demerger appointed date of 1st April 2017. The transfer would entail transfer of Fixed Assets including immovable property (land on which the windmills have been installed), Current Assets in the form of wind power receivables, Loans & Advances, Secured Loans, related Fixed Deposit, Trade payables, etc all aggregating to a net amount of about **Rs. 1996.64 lacs**.

To avail the benefits of non-tax ability of the transaction under the Capital Gains the net assets are proposed to be transferred at the value as it appears in the audited Books of Accounts of Weizmann Forex Ltd as at the closing hours of 31st March 2017. As part of compliance of the conditions under Income Tax the consideration for the demerger of the wind power division from Weizmann Forex to Karma Energy Ltd, Karma Energy Ltd would issue equity shares of face value of Rs.10 each to the shareholders of WFL at the exchange ratio as determined in the valuation report of NA Shah & Associates Chartered Accountants.

In this regard, we have been requested by the Board of Directors of WFL to issue a Fairness Opinion as of the date hereof, as to the fairness of the Share Allotment/ Entitlement Ratio to the Equity Shareholders of WFL.



KEYNOTE

Sources of Information:

For arriving at the Fairness Opinion set forth below, we have relied upon the following sources of information:

- Valuation Report by NA Shah & Associates Chartered Accountants dated 30th October 2017;
- Draft Composite Scheme of Arrangement between WFL & KEL and their Respective Shareholders.

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for the purpose of our Analysis.

Our Recommendation:

As stated in the Valuation Report by NA Shah & Associates Chartered Accountants, they have recommended the following:

“5 (Five) fully paid equity share of Rs.10 (Rupees Ten) each of KEL for every 11 (Eleven) fully paid equity share of Rs. 10 (Rupees Ten) each held by WFL”

The aforesaid Arrangement shall be pursuant to the Draft Composite Scheme of Arrangement and shall be subject to receipt of approval from the National Company Law Tribunal or such other competent authority as may be applicable and other statutory approvals as may be required. The detailed terms and conditions of the arrangement are more fully set forth in the Draft Composite Scheme of Arrangement. Keynote has issued the Fairness Opinion with the understanding that Draft Composite Scheme of Arrangement shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final Composite Scheme of Arrangement alters the transaction

Based on the information, data made available to us, including the Share Allotment Ratio Report, to the best of our knowledge and belief, the Share Allotment/ Entitlement Ratio as recommended by NA Shah & Associates Chartered Accountants in relation to the proposed Draft Composite Scheme of Arrangement is Fair to the equity shareholders of Weizmann Forex Limited in our opinion.

Exclusions and Limitations:

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by WFL for the purpose of this opinion. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the assets of Wind Power Division of WFL. We have solely relied upon the information provided to us by WFL. We have not reviewed any books or records of WFL (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of Wind Power Division of WFL and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of Wind Power Division of WFL. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to



KEYNOTE

us by WFL for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on this opinion. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of Wind Power Division of WFL with respect to these matters. In addition, we have assumed that the Draft Composite Scheme of Arrangement will be approved by the regulatory authorities and that the proposed Transaction will be consummated substantially in accordance with the terms set forth in the Draft Composite Scheme of Arrangement.

We understand that the management of WFL during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary regulatory or other consents or approvals for the Draft Composite Scheme of Arrangement, no restrictions will be imposed that will have a material adverse effect on the benefits of the Transaction that WFL may have contemplated. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving WFL or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as a financial advisor to WFL for providing a Fairness Opinion and will receive a fee for our services.

In the ordinary course of business, Keynote is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of Keynote may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Transaction.

The Fairness Opinion is addressed only to the Board of Directors of WFL and is for the purpose of submission to the Stock Exchanges under the SEBI Circular. Further, the Fairness Opinion may be disclosed on the website of WFL and the Stock Exchanges and also be made part of the explanatory statement to be circulated to the shareholders and/ or creditors of the Company. The Fairness Opinion should be read in totality and not in parts. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without Keynote's prior written consent. If this Fairness Opinion is used by any person other than whom it is addressed or for any purpose other than the purpose state hereinabove, then we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to WFL's underlying decision to effect to the proposed Transaction or as to how the holders of equity shares or preference shares or secured or unsecured creditors of WFL should vote at their respective meetings, if any, held in connection with the Transaction. We do not express and should not be deemed to have expressed any views on any other terms of Transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of WFL will trade following the announcement of the Transaction or as to the financial performance of WFL following the consummation of the Transaction.



KEYNOTE

In no circumstances however, will Keynote Corporate Services Limited or its associates, directors or employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on Keynote Corporate Services Limited or its associates, directors or employees by any third party, WFL and their affiliates shall indemnify them.

For KEYNOTE CORPORATE SERVICES LTD



Nipun Lodha

Head - Investment Banking

SEBI Registration No. INM000003606

(Category – I Merchant Banker)