

Date: 17<sup>th</sup> September, 2021

To,  
The Manager,  
**Compliance Department**  
**BSE Limited**  
Corporate Service Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

To,  
The Manager,  
**Compliance Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051.

Dear Sir,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**  
Sub: **Disclosure of Voting Results of 14<sup>th</sup> Annual General Meeting of the Company along with report of scrutinizer of the AGM held on Thursday, 16<sup>th</sup> September, 2021 as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 14<sup>th</sup> Annual General Meeting of the Company was held on Thursday, 16<sup>th</sup> September, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), commenced at 11.30 a.m. and concluded at 12.46 p.m.

Please find enclosed Disclosure of Voting Results along with report of scrutinizer under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Remote E-voting was conducted between Saturday, 11<sup>th</sup> September, 2021 (9.00 a.m. IST) to Wednesday, 15<sup>th</sup> September, 2021 (5.00 p.m. IST) (both days inclusive) and the E-voting was conducted during the 14<sup>th</sup> Annual General Meeting (AGM) dated 16<sup>th</sup> September, 2021 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith.

The voting results as well as scrutinizer report are also being made available on the Company website at [www.tbztheoriginal.com](http://www.tbztheoriginal.com) and on the website of KFin Technologies Private Limited, Registrar & Share Transfer Agent of the Company.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,  
For Tribhovandas Bhimji Zaveri Limited

SHRIKANT  
GOPALDA  
S ZAVERI



**Shrikant Zaveri**  
Chairman & Managing Director



CIN No : L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002, Tel.: +91 22 3956 5001, 91 22 4046 5001

Corp. Office: 11<sup>th</sup> Floor, West Wing, Fusion Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021, Tel.: 022 3073 5000, 91 22 4925 5000

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In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results of the business transacted at the 14<sup>th</sup> Annual General Meeting of Tribhovandas Bhimji Zaveri Limited

Date of AGM	Thursday, 16 <sup>th</sup> September, 2021
Book Closure Date	10.09.2021 to 16.09.2021 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: 9 <sup>th</sup> September, 2021	<b>34,417</b> (Thirty Four Thousand Four Hundred and Seventeen only)
No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through video conferencing (VC) / Other Audio Visual Means (OAVM):  Promoters and Promoter Group: Public:	<b>45 (Forty Five only)</b>  <b>6 (Six only)</b> <b>39 (Thirty Nine only)</b>

#### Agenda –wise

Res olution No.	Resolution	Resolutio n required (Ordinary /Special)	Mode of Voting (Poll/Postal Ballot/E-Voting)	Results
1	Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 <sup>st</sup> March, 2021.	Ordinary Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with requisite majority.
2	To declare dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2021.	Ordinary Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with requisite majority.
3	To appoint a Director in place of Ms. Binaisha Zaveri (DIN: 00263657), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with requisite majority.
4	To consider the appointment of Mrs. Sudha Pravin Navandar (DIN: 02804964) as an	Ordinary Resolution	Remote e-voting prior	Approved. The Resolution was



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Corp. Office: 11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022-3073-5000, 91 22-4925 5000

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	Independent Director of the Company.		and during the AGM	passed requisite majority.	with
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Voting details are annexed herewith in the prescribed format.  
Kindly take the same on records and acknowledge the receipt of the same.

Thanking You,  
Yours faithfully,  
For Tribhovandas Bhimji Zaveri Limited

SHRIKANT  
GOPALDA  
S ZAVERI

Digital signed by SHRIKANT  
GOPALDA ZAVERI  
DN: cn = SHRIKANT  
GOPALDA ZAVERI, o = TRIBHOVANDAS  
BHIMJI ZAVERI LIMITED, ou =  
MUMBAI, email = SHRIKANT  
GOPALDA ZAVERI@TBZLTD.COM,  
c = IN



**Shrikant Zaveri**  
**Chairman & Managing Director**



TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

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**In case of Poll/ Postal Ballot/ Remote e-voting/ e-voting at AGM:**

Resolution No. 1:			Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 <sup>st</sup> March, 2021.					
Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	49,459,775	44,887,275	90.7551	44,887,275	0	100	0
	Poll		4,572,500	9.2449	4,572,500	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	864,437	97,562	11.2862	97,562	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>864,437</b>	<b>97,562</b>	<b>11.2862</b>	<b>97,562</b>	<b>0</b>	<b>100</b>
Public Non Institutions	E-voting	16,406,408	198,638	1.2107	198,585	53	99.9733	0.0266
	Poll		2,644	0.0161	2,644	0	100	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>16,406,408</b>	<b>201,282</b>	<b>1.2268</b>	<b>201,229</b>	<b>53</b>	<b>99.9737</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,758,619</b>	<b>74.5664</b>	<b>49,758,566</b>	<b>53</b>	<b>99.9999</b>	<b>0.0001</b>

Accordingly, the Resolution No. 1 as mentioned in the Notice convening 14<sup>th</sup> Annual General Meeting dated 16<sup>th</sup> September, 2021 has been passed with requisite majority.



TRIBHUVANDAS BHIMJI ZAVERI LTD.

CIN No : L21205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001

Corp. Office: 11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022-3073-5000, 91 22 4925 5000

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Resolution No. 2:			To declare dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2021.					
Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares  (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled  (6)=[(4)/ (2)]*100	% of votes against on votes polled  (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting	49,459,775	44,887,275	90.7551	44,887,275	0	100	0
	Poll		4,572,500	9.2449	4,572,500	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	864,437	97,562	11.2862	97,562	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>864,437</b>	<b>97,562</b>	<b>11.2862</b>	<b>97,562</b>	<b>0</b>	<b>100</b>
Public Non Institutions	E-voting	16,406,408	198,668	1.2109	198,615	53	99.9733	0.0266
	Poll		2,644	0.0161	2,644	0	100	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>16,406,408</b>	<b>201,312</b>	<b>1.227</b>	<b>201,259</b>	<b>53</b>	<b>99.9737</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,758,649</b>	<b>74.5664</b>	<b>49,758,596</b>	<b>53</b>	<b>99.9999</b>	<b>0.0001</b>

Accordingly, the Resolution No. 2 as mentioned in the Notice convening 14<sup>th</sup> Annual General Meeting dated 16<sup>th</sup> September, 2021 has been passed with requisite majority.



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Corp. Office: 11th Floor, West Wing, Tulsi Chhambas, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022-3073 5000, 91-22-4925 5000

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Resolution No. 3:			To appoint a Director in place of Ms. Binaisha Zaveri (DIN: 00263657), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.					
Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	49,459,775	44,887,275	90.7551	44,887,275	0	100	0
	Poll		4,572,500	9.2449	4,572,500	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	864,437	97,562	11.2862	0	97,562	0.00	100
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>864,437</b>	<b>97,562</b>	<b>11.2862</b>	<b>0</b>	<b>97,562</b>	<b>0.00</b>
Public Non Institutions	E-voting	16,406,408	189,655	1.1500	109,983	79,672	57.9910	42.0089
	Poll		2,644	0.0161	2,644	0	100	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>16,406,408</b>	<b>192,299</b>	<b>1.1721</b>	<b>112,627</b>	<b>79,672</b>	<b>58.5687</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,749,636</b>	<b>74.5529</b>	<b>49,572,402</b>	<b>177,234</b>	<b>99.6437</b>	<b>0.3563</b>

Accordingly, the Resolution No. 3 as mentioned in the Notice convening 14<sup>th</sup> Annual General Meeting dated 16<sup>th</sup> September, 2021 has been passed with requisite majority.



TRIBHUVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

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Corp. Office: 11th floor, West Wing, Tulshibai Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 3673 5000, 91 22 4925 5000

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<b>Resolution No. 4:</b>		<b>To consider the appointment of Mrs. Sudha Pravin Navandar (DIN: 02804964) as an Independent Director of the Company.</b>						
<b>Resolution required: (Ordinary/Special)</b>		<b>Ordinary Resolution</b>						
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	<b>49,459,775</b>	<b>44,887,275</b>	<b>90.7551</b>	<b>44,887,275</b>	<b>0</b>	<b>100</b>	<b>0</b>
	<b>Poll</b>		<b>4,572,500</b>	<b>9.2449</b>	<b>4,572,500</b>	<b>0</b>	<b>100</b>	<b>0</b>
	<b>Postal Ballot (if applicable)</b>							
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	<b>864,437</b>	<b>97,562</b>	<b>11.2862</b>	<b>97,562</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
	<b>Poll</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Postal Ballot (if applicable)</b>							
	<b>Total</b>		<b>864,437</b>	<b>97,562</b>	<b>11.2862</b>	<b>97,562</b>	<b>0</b>	<b>100</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	<b>16,406,408</b>	<b>198,655</b>	<b>1.2108</b>	<b>119,055</b>	<b>79,600</b>	<b>59.9305</b>	<b>40.0694</b>
	<b>Poll</b>		<b>2,644</b>	<b>0.0161</b>	<b>2,644</b>	<b>0</b>	<b>100</b>	<b>0.0000</b>
	<b>Postal Ballot (if applicable)</b>							
	<b>Total</b>		<b>16,406,408</b>	<b>201,299</b>	<b>1.2269</b>	<b>121,699</b>	<b>79,600</b>	<b>60.4568</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,758,636</b>	<b>74.5664</b>	<b>49,679,036</b>	<b>79,600</b>	<b>99.8400</b>	<b>0.1600</b>

Accordingly, the Resolution No. 4 as mentioned in the Notice convening 14<sup>th</sup> Annual General Meeting dated 16<sup>th</sup> September, 2021 has been passed with requisite majority.

For Tribhovandas Bhimji Zaveri Limited

SHRIKANT  
GOPALDA  
S ZAVERI

Shrikant Zaveri  
Chairman & Managing Director



**tbz**  
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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No. : L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001

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# Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.  
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpsa.co.in

## Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
Mr. Shrikant Zaveri,  
Chairman and Managing Director  
Tribhovandas Bhimji Zaveri Limited  
CIN: L27205MH2007PLC172598  
241/43, Zaveri Bazar,  
Mumbai - 400 002

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for 14<sup>th</sup> Annual General Meeting of the Equity Shareholders of Tribhovandas Bhimji Zaveri Limited, held on Thursday, 16<sup>th</sup> September, 2021 at 11.30 a.m. through video conferencing ("VC")/ other audio visual means ("OAVM").

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Board of Directors of Tribhovandas Bhimji Zaveri Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 for the resolutions proposed at the 14<sup>th</sup> Annual General Meeting of the members of Tribhovandas Bhimji Zaveri Limited held on Thursday, 16<sup>th</sup> September, 2021 at 11.30 a.m. IST through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") in order to ascertain requisite majority on voting conducted through remote e-voting process (before and during the AGM).

The remote e-voting period commenced on Saturday, 11<sup>th</sup> September, 2021 (9.00 a.m. IST) and ends on Wednesday, 15<sup>th</sup> September, 2021 (5.00 p.m. IST). Accordingly, the electronic votes cast were taken into account and at the end of voting period the remote e-voting portal was blocked for voting.

The members of the Company holding shares as on the "cut-off" date of Thursday, 9<sup>th</sup> September, 2021 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM by remote e-voting system prior to AGM and e-voting system during the AGM.

The Company had availed the remote e-voting facility offered by KFin Technologies Private Limited



for conducting remote e voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The Company had also provided e-voting facility for the members to vote during AGM who were present in the meeting through VC/OAVM and had not casted their votes on the proposed resolutions through remote e voting facility, to cast their vote at the AGM.

After the conclusion of the e-voting at the 14<sup>th</sup> AGM, the votes casted by the members present through VC/OVAM at the 14<sup>th</sup> AGM and through remote e-voting facility were there after unblocked and counted in the presence of two witnesses who are not in the employment of the Company.

I have scrutinised and reviewed the votes casted by the members through remote e-voting process before the 14<sup>th</sup> AGM and through e-voting process during the 14<sup>th</sup> AGM based on the data downloaded from the KFin Technologies Private Limited e-voting system.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., client ID of the Shareholders, no of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.

The management of the Company is responsible to ensure the compliances with regard to 14<sup>th</sup> AGM of the members conducted through VC/OAVM and to organise the process of remote evoting and e-voting during AGM in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA circulars issued in this regard.

After the Annual General Meeting, a consolidated report of the remote e voting and e voting during AGM was generated by me.

The consolidated result of the scrutiny of the remote e-voting process and votes casted by the members during the 14<sup>th</sup> AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated 10<sup>th</sup> August, 2021 is as under:

Consolidated Results

Ordinary Business

Ordinary Resolution -1:

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2021, including audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon:

(i) Voted in favour of the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	137	4,51,83,422	99.9999
Poll at the Meeting	12	45,75,144	100
<b>Total</b>	<b>149</b>	<b>4,97,58,566</b>	<b>99.9999</b>

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	3	53	0.0001
Poll at the Meeting	-	-	-
<b>Total</b>	<b>3</b>	<b>53</b>	<b>0.0001</b>

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

3 Members holding 131 votes abstained from voting on Ordinary Resolution No. 1 and their votes have not been taken into consideration for calculation of percentages.



**Ordinary Resolution -2:**

To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2021.

(i) Voted in favour of the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	138	4,51,83,452	99.9999
Poll at the Meeting	12	45,75,144	100
Total	150	4,97,58,596	99.9999

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	3	53	0.0001
Poll at the Meeting	-	-	-
Total	3	53	0.0001

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
Total	-	-	-

2 Members holding 101 votes abstained from voting on Ordinary Resolution No. 2 and their votes have not been taken into consideration for calculation of percentages.

**Ordinary Resolution -3:**

To appoint a Director in place of Ms. Binaisha Zaveri (DIN: - 00263657), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution.

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	129	4,49,97,258	99.6077
Poll at the Meeting	12	45,75,144	100
Total	141	4,95,72,402	99.6437

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	10	1,77,234	0.3923
Poll at the Meeting	-	-	-
Total	10	1,77,234	0.3563

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
Total	-	-	-

4 Members holding 9,114 votes abstained from voting on Ordinary Resolution No. 3 and their votes have not been taken into consideration for calculation of percentages.



Special Business

Ordinary Resolution -4:

Appointment of Mrs. Sudha Pravin Navandar (DIN: 02804964) as an Independent Director of the Company:

(i) Voted in favour of the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	132	4,51,03,892	99.8238
Poll at the Meeting	12	45,75,144	100
<b>Total</b>	<b>144</b>	<b>4,96,79,036</b>	<b>99.8400</b>

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	8	79,600	0.1762
Poll at the Meeting	-	-	-
<b>Total</b>	<b>8</b>	<b>79,600</b>	<b>0.1600</b>

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

3 Members holding 114 votes abstained from voting on Ordinary Resolution No. 3 and their votes have not been taken into consideration for calculation of percentages.

Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1 to 4 have been passed with requisite majority.

An electronic register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided separately.

The electronic data along with the votes casted by the members present through VC/OAVM which was under my safe custody have been handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

**PRAMOD  
SHANTILAL  
SHAH**

Digitally signed by PRAMOD  
SHANTILAL SHAH  
Date: 2021.09.17 11:50:34  
+05'30'

Pramod S. Shah  
(C.P. No.-3804)

UDIN: F000334C000959028

Place: Mumbai

Date: 17 09 2021

For Tribhovandas Bhimji Zaveri Limited

SHRIKANT  
GOPALDA  
S ZAVERI

Counter Sign

(Person authorised by Chairperson of the Company).