

Date: 14<sup>th</sup> September, 2023

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: **Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**

Sub: **Disclosure of Voting Results along with Report of scrutinizer of the 16<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 13<sup>th</sup> September, 2023 at 11:30 A.M (IST)**

This is to inform you that the 16<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 13<sup>th</sup> September, 2023 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Meeting commenced at 11.30 a.m. and concluded at 1:07 pm.

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. The Company had provided the facility to all the Members as on **Wednesday, 6<sup>th</sup> September 2023**, ("the Record Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system ("e-voting system").

The Remote E-voting was conducted between Friday, 8<sup>th</sup> September, 2023 (9.00 a.m. IST) to Tuesday, 12<sup>th</sup> September, 2023 (5.00 p.m. IST) (both days inclusive) and the E-voting was conducted during the 16<sup>th</sup> Annual General Meeting (AGM) dated 13<sup>th</sup> September, 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Company had appointed Mr. Pramod Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizers' Report, all resolutions contained in the Notice of AGM have been duly passed by the Members with the requisite majority.



CIN No : L27205MH2007PLC172598

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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 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 Zaveri**  
**Chairman & Managing Director**



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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 16<sup>th</sup> Annual General Meeting of Tribhovandas Bhimji Zaveri Limited is mentioned below

Date of AGM	<b>Wednesday, 13<sup>th</sup> September, 2023</b>
Book Closure Date	07.09.2023 to 13.09.2023 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: <b>6<sup>th</sup> September 2023</b>	<b>30,493</b> <b>(Thirty Thousand Four Hundred Ninety Three only)</b>
No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	<b>N.A.</b>  <b>N.A.</b>
No. of Shareholders attended the meeting through video conferencing (VC) / Other Audio Visual Means (OAVM):  Promoters and Promoter Group: Public:	<b>53 (Fifty Three only)</b>  <b>6 (Six only)</b> <b>47 (Forty Seven only)</b>

**Agenda –wise**

Resolution No.	Resolution	Resolution required (Ordinary /Special)	Mode of Voting (Poll/Postal Ballot/E-Voting)	Results
1	To receive, consider, approve and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon	Ordinary Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with requisite majority.
2	To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023	Ordinary Resolution	Remote e-voting prior and e-voting	Approved. The Resolution was passed with requisite majority.



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	together with the Report of the Auditors thereon		during the AGM	
3	To declare dividend on Equity Shares for the financial year ended 31st March, 2023	Ordinary Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with requisite majority.
4.	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	Ordinary Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with requisite majority.
5.	To fix the commission payable to Non-Executive Directors / Independent Directors	Special Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with special majority.
6.	Appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director (Non-Executive) of the Company.	Special Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with special majority.
7.	To fix remuneration payable to Mr. Shrikant Zaveri (DIN: 00263725), Chairman & Managing Director of the Company for the balance period of two years of his appointment, i.e. from 1st January, 2024 to 31 <sup>st</sup> December, 2025.	Special Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with special majority.
8.	To fix remuneration payable to Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2024 to 31st December, 2025.	Special Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with special majority.
9.	To fix remuneration payable to Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2024 to 31st December, 2025.	Special Resolution	Remote e-voting prior and e-voting during the AGM	Approved. The Resolution was passed with special majority.



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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 Zaveri**  
**Chairman & Managing Director**



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

<b>Resolution No. 1:</b>			<b>To receive, consider, approve and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.</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>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<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>	4,53,058	75,192	16.5966	75,192	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>4,53,058</b>	<b>75,192</b>	<b>16.5966</b>	<b>75,192</b>	<b>0</b>	<b>100</b>



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Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,281	201	99.6833	0.3166
	Poll		598	0.0036	598	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		64,080	0.3811	63,879	201	99.6833	0.3137
Total		6,67,30,620	4,95,99,047	74.3273	4,95,98,846	201	99.9996	0.0004

Accordingly, Resolution No. 1 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with requisite majority.

<b>Resolution No. 2:</b>			<b>To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Auditors thereon.</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>					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter	E-voting		49,459,775	100	49,459,775	0	100	0
	Poll		0	0	0	0	0	0



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er Group	Postal Ballot (if applicable)	49,459,775	0	0	0	0	0	0
	Total	49,459,775	49,459,775	100	49,459,775	0	100	0
Public Institutions	E-voting	4,53,058	75,192	16.5966	75,192	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75,192	16.5966	75,192	0	100	0
Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,281	201	99.6833	0.3166
	Poll		598	0.0036	598	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		64,080	0.3811	63,879	201	99.6863	0.3137
Total		6,67,30,620	4,95,99,047	74.3273	4,95,98,846	201	99.9996	0.0004

Accordingly, Resolution No. 2 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with requisite majority.

<b>Resolution No. 3:</b>	<b>To declare dividend on Equity Shares for the financial year ended 31st March, 2023.</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>



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Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		49,459,775	100	49,459,775	0	100	0
	Poll	49,459,775	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	-	-
	<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>0</b>
Public Institutions	E-voting	4,53,058	75,192	16.5966	75,192	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>75,192</b>	<b>16.5966</b>	<b>75,192</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,331	151	99.7621	0.2378
	Poll		598	0.0036	598	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>64,080</b>	<b>0.3811</b>	<b>63,929</b>	<b>151</b>	<b>99.7644</b>	<b>0.2356</b>
<b>Total</b>		<b>6,67,30,620</b>	<b>4,95,99,047</b>	<b>74.3273</b>	<b>4,95,98,896</b>	<b>151</b>	<b>99.9997</b>	<b>0.0003</b>



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Accordingly, Resolution No. 3 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with requisite majority.

<b>Resolution No. 4:</b>			<b>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.</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>
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	4,94,59,775	4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
<b>Public Institutions</b>	<b>E-voting</b>	4,53,058	75,192	16.5966	0	75,192	0.0000	100.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		75,192	16.5966	0	75,192	0.0000	100.0000



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Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,231	251	99.6046	0.3953
	Poll		598	0.0036	598	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,080	0.3811	63,829	251	99.6083	0.3917
Total		6,67,30,620	4,95,99,047	74.3273	4,95,23,604	75,443	99.8479	0.1521

Accordingly, Resolution No. 4 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with requisite majority.

<b>Resolution No. 5:</b>			<b>To fix the commission payable to Non-Executive Directors / Independent Directors.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Special Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
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	4,94,59,775	4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000



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	applicabl e)							
	<b>Total</b>		4,94,59,7 75	100.00 00	4,94,59,7 75	0	100.00 00	0.0000
<b>Public Instituti ons</b>	<b>E-voting</b>	4,53,058	75,192	16.596 6	75,192	0	100.00 00	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicabl e)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		75,192	16.596 6	75,192	0	100.00 00	0.0000
<b>Public Non Instituti ons</b>	<b>E-voting</b>	1,68,17,78 7	63,479	0.3775	63,006	473	99.254 8	0.7451
	<b>Poll</b>		598	0.0036	598	0	100.00 00	0.0000
	<b>Postal Ballot (if applicabl e)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		64,077	0.3811	63,604	473	99.261 8	0.7382
<b>Total</b>		6,67,30,6 20	4,95,99,0 44	74.327 3	4,95,98,5 71	473	99.999 0	0.0010

Accordingly, Resolution No. 5 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with special majority.

<b>Resolution No. 6:</b>	<b>Appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director (Non-Executive) of the Company.</b>
<b>Resolution required: (Ordinary/Special)</b>	<b>Special Resolution</b>
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	<b>No</b>



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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	4,94,59,775	4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
Public Institutions	E-voting	4,53,058	75,192	16.5966	75,192	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		75,192	16.5966	75,192	0	100.0000	0.0000
Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,259	223	99.6487	0.3512
	Poll		598	0.0036	598	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,080	0.3811	63,857	223	99.6520	0.3480
<b>Total</b>		6,67,30,620	4,95,99,047	74.3273	4,95,98,824	223	99.9996	0.0004



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Accordingly, Resolution No. 6 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with special majority.

<b>Resolution No. 7:</b>			<b>To fix remuneration payable to Mr. Shrikant Zaveri (DIN: 00263725), Chairman &amp; Managing Director of the Company for the balance period of two years of his appointment, i.e. from 1st January, 2024 to 31<sup>st</sup> December, 2025.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Special 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>
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	4,94,59,775	4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
<b>Public Institutions</b>	<b>E-voting</b>	4,53,058	75,192	16.5966	0	75,192	0.0000	100.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0.0000	0.0000



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	<b>Total</b>		75,192	16.5966	0	75,192	0.0000	100.0000
<b>Public Non Institutions</b>	<b>E-voting</b>	1,68,17,787	63,482	0.3775	63,059	423	99.3336	0.6663
	<b>Poll</b>		598	0.0036	598	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		64,080	0.3811	63,657	423	99.3399	0.6601
<b>Total</b>		6,67,30,620	4,95,99,047	74.3273	4,95,23,432	75,615	99.8475	0.1525

Accordingly, Resolution No. 7 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with special majority.

<b>Resolution No. 8:</b>			<b>To fix remuneration payable to Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2024 to 31st December, 2025.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Special 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>
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter</b>	<b>E-voting</b>	4,94,59,775	4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000



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er Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
Public Institutions	E-voting	4,53,058	75,192	16.5966	0	75,192	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		75,192	16.5966	0	75,192	0.0000	100.0000
Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,009	473	99.2549	0.7450
	Poll		598	0.0036	598	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,080	0.3811	63,607	473	99.2619	0.7381
<b>Total</b>		6,67,30,620	4,95,99,047	74.3273	4,95,23,382	75,665	99.8474	0.1526

Accordingly, Resolution No. 8 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with special majority.

<b>Resolution No. 9:</b>	<b>To fix remuneration payable to Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2024 to 31st December, 2025.</b>
<b>Resolution required: (Ordinary/Special)</b>	<b>Special Resolution</b>
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	<b>No</b>



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Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4,94,59,775	4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,94,59,775	100.0000	4,94,59,775	0	100.0000	0.0000
Public Institutions	E-voting	4,53,058	75,192	16.5966	0	75,192	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		75,192	16.5966	0	75,192	0.0000	100.0000
Public Non Institutions	E-voting	1,68,17,787	63,482	0.3775	63,009	473	99.2549	0.7450
	Poll		598	0.0036	598	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,080	0.3811	63,607	473	99.2619	0.7381
<b>Total</b>		6,67,30,620	4,95,99,047	74.3273	4,95,23,382	75,665	99.8474	0.1526



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Accordingly, Resolution No. 9 as mentioned in the Notice convening 16<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> September, 2023 has been passed with special majority.

For Tribhovandas Bhimji Zaveri Limited



**Shrikant Zaveri**  
Chairman & Managing Director



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*MAC*

# Pramod S. Shah & Associates

Practising Company Secretaries

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## 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 16<sup>th</sup> Annual General Meeting of the Members of Tribhovandas Bhimji Zaveri Limited, held on Wednesday, 13<sup>th</sup> September, 2023 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 Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December, 28, 2022 SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 for the resolutions proposed at the 16<sup>th</sup> Annual General Meeting of the members of Tribhovandas Bhimji Zaveri Limited held on Wednesday, 13<sup>th</sup> September, 2023 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, during and 15 minutes after the conclusion of the AGM).

The remote e-voting period commenced on Friday, 08<sup>th</sup> September, 2023 (9.00 a.m. IST) and ends on Tuesday, 12<sup>th</sup> September, 2023 (5.00 p.m. IST).

The members of the Company holding shares as on the "cut-off" date of Wednesday, 06<sup>th</sup> September, 2023 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 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 16<sup>th</sup> AGM, the votes casted by the members present through VC/OAVM at the 16<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 16<sup>th</sup> AGM and through e-voting process during the 16<sup>th</sup> AGM based on the data downloaded from the KFin Technologies Limited e-voting system.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of members i.e their name, address, folio no., client ID, 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 16<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 16<sup>th</sup> AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated 16<sup>th</sup> August, 2023 is as under:



**Consolidated Results****Ordinary Business****Ordinary Resolution -1:**

To receive, consider, approve and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors:

a) 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	93	4,95,98,248	99.9996
Poll at the Meeting	12	598	100
Total	105	4,95,98,846	99.9996

b) 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	4	201	0.0004
Poll at the Meeting	-	-	-
Total	4	201	0.0004

c) 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 Member holding 560 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 receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Report of the Auditors.

a) 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	93	4,95,98,248	99.9996
Poll at the Meeting	12	598	100
Total	105	4,95,98,846	99.9996

b) 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	4	201	0.0004
Poll at the Meeting	-	-	-
Total	4	201	0.0004

c) 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 Member holding 560 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 declare dividend on Equity Shares for the financial year ended 31st March, 2023

a) 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	94	4,95,98,298	99.9997
Poll at the Meeting	12	598	100
<b>Total</b>	<b>106</b>	<b>4,95,98,896</b>	<b>99.9997</b>

b) 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	151	0.0003
Poll at the Meeting	-	-	-
<b>Total</b>	<b>3</b>	<b>151</b>	<b>0.0003</b>

c) 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>

2 Members holding 560 votes abstained from voting on Ordinary Resolution No. 3 and their votes have not been taken into consideration for calculation of percentages.



**Ordinary Resolution -4:**

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

a) 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	91	4,95,23,006	99.8479
Poll at the Meeting	12	598	100
Total	103	4,95,23,604	99.8479

b) 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	6	75,443	0.1521
Poll at the Meeting	-	-	-
Total	6	75,443	0.1521

c) 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 560 votes abstained from voting on Ordinary Resolution No. 4 and their votes have not been taken into consideration for calculation of percentages.





**Special Resolution -5:**

To fix the commission payable to Non-Executive Directors/Independent Directors

a) 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	89	4,95,97,973	99.999
Poll at the Meeting	12	598	100
Total	101	4,95,98,571	99.999

b) 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	7	473	0.001
Poll at the Meeting	-	-	-
Total	7	473	0.001

c) 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	-	-	-

3 Members holding 563 votes abstained from voting on Special Resolution No. 5 and their votes have not been taken into consideration for calculation of percentages.



**Special Resolution -6:**

To Appoint of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director (Non-Executive) of the Company

a) 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	92	4,95,98,226	99.9996
Poll at the Meeting	12	598	100
<b>Total</b>	<b>104</b>	<b>4,95,98,824</b>	<b>99.9996</b>

b) 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	5	223	0.0004
Poll at the Meeting	-	-	-
<b>Total</b>	<b>5</b>	<b>223</b>	<b>0.0004</b>

c) 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>

2 Members holding 560 votes abstained from voting on Special Resolution No. 6 and their votes have not been taken into consideration for calculation of percentages.



**Special Resolution -7:**

To fix remuneration payable to Mr. Shrikant Zaveri (DIN: 00263725), Chairman & Managing Director of the Company for the balance period of two years of his appointment, i.e. from 1st January, 2024 to 31<sup>st</sup> December, 2025

a) 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	90	4,95,22,834	99.8475
Poll at the Meeting	12	598	100
Total	102	4,95,23,432	99.8475

b) 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	7	75,615	0.1525
Poll at the Meeting	-	-	-
Total	7	75,615	0.1525

c) 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 560 votes abstained from voting on Special Resolution No. 7 and their votes have not been taken into consideration for calculation of percentages



**Special Resolution -8:**

To fix remuneration payable to Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2024 to 31st December, 2025

a) 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	89	4,95,22,784	99.8474
Poll at the Meeting	12	598	100
Total	101	4,95,23,382	99.8474

b) 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	75,665	0.1526
Poll at the Meeting	-	-	-
Total	8	75,665	0.1526

c) 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 560 votes abstained from voting on Special Resolution No. 8 and their votes have not been taken into consideration for calculation of percentages



**Special Resolution -9:**

To fix remuneration payable to Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2024 to 31st December, 2025

a) 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	89	4,95,22,784	99.8474
Poll at the Meeting	12	598	100
Total	101	4,95,23,382	99.8474

b) 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	75,665	0.1526
Poll at the Meeting	-	-	-
Total	8	75,665	0.1526

c) 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 560 votes abstained from voting on Special Resolution No. 9 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 and Special Resolution as contained in Item Nos. 5 to 9 have been passed with 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 S. Shah**  
(C.P. No.-3804)

UDIN: F000334E001003811



Place: Mumbai

Date: 14-09-2023

For Tribhovandas Bhimji Zaveri Limited

**NIRAJ**  
**ROHITKU**  
**MAR OZA**

Digitally signed by NIRAJ ROHITKU  
DN: cn=NIRAJ ROHITKU, o=TRIBHOVANDAS BHIMJI ZAVERI LIMITED, email=NIRAJ.ROHITKU@TZL.COM, c=IN  
c=IN, o=TRIBHOVANDAS BHIMJI ZAVERI LIMITED, email=NIRAJ.ROHITKU@TZL.COM, cn=NIRAJ ROHITKU  
Date: 2023.09.14 10:02:45 +05'30'

Counter Sign

(Person authorised by the Chairman of the Company)