

Date: 27<sup>th</sup> September, 2019

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 12<sup>th</sup> Annual General Meeting of the Company along with report of scrutinizer held on Wednesday, 25<sup>th</sup> September, 2019 as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 12<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 25<sup>th</sup> September, 2019 at Rangaswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 commenced at 3.30 p.m. and concluded at 4.15 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 Friday, 20<sup>th</sup> September, 2019 (9.00 a.m. IST) to Tuesday, 24<sup>th</sup> September, 2019 (5.00 p.m. IST) (both days inclusive) and the Poll (Ballot) was conducted at the 12<sup>th</sup> Annual General Meeting (AGM) dated 25<sup>th</sup> September, 2019.

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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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

Regd. Office: 241/43, Zaveri Bazar, Mumbai - 400 002. Tel.: +91.22.3956 5001, 91.22.40465001 Fax : +91.22.3956 5056.  
11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai – 400 021. Tel.: 022 30735000, 91.22.49255000  
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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 12<sup>th</sup> Annual General Meeting of Tribhovandas Bhimji Zaveri Limited**

Date of AGM	<b>Wednesday, 25<sup>th</sup> September, 2019</b>
Book Closure Date	19.09.2019 to 25.09.2019 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: 18 <sup>th</sup> September, 2019	<b>23,239</b> <b>(Twenty Three Thousand Two Hundred and Thirty Nine only)</b>
No. of Shareholders present in the meeting either in person or through proxy:	<b>72 (Seventy Two only)</b>
Promoters and Promoter Group: Public:	<b>6 (Six only)</b> <b>66 (Sixty Six only)</b>
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	<b>Not arranged.</b>

**Agenda –wise**

Resolution No.	Resolution	Resolution required (Ordinary /Special)	Mode of Voting (Poll/Postal Ballot/E-Voting)	Remarks
1	Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 <sup>st</sup> March, 2019.	Ordinary Resolution	Remote e-voting and Poll	The Resolution was passed with requisite majority.
2	To declare dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2019.	Ordinary Resolution	Remote e-voting and Poll	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 and Poll	The Resolution was passed with requisite majority.

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:**

<b>Resolution No. 1:</b>			<b>Adoption of Balance Sheet, Statement of Profit &amp; Loss, Directors' Report and Auditors' Report for the year ended 31<sup>st</sup> March, 2019.</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	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
<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>		-	-	-	-	-	-
	<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>	586,491	0	0.00	0	0	0	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>586,491</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,684,354	41,998	0.2517	41,786	212	99.4952	0.5047
	<b>Poll</b>		32,935	0.1974	32,935	0	100	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,684,354</b>	<b>74,933</b>	<b>0.4491</b>	<b>74,721</b>	<b>212</b>	<b>99.7171</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,708</b>	<b>74.2309</b>	<b>49,534,496</b>	<b>212</b>	<b>99.9996</b>	<b>0.0004</b>



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<b>Resolution No. 2:</b>			<b>To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019.</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>(3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>  <b>(6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled</b>  <b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</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>
	<b>Poll</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Postal Ballot (if applicable)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</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>586,491</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</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>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>		<b>586,491</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	<b>16,684,354</b>	<b>41,998</b>	<b>0.2517</b>	<b>41,986</b>	<b>12</b>	<b>99.9714</b>	<b>0.0286</b>
	<b>Poll</b>		<b>32,935</b>	<b>0.1974</b>	<b>32,935</b>	<b>0</b>	<b>100</b>	<b>0</b>
	<b>Postal Ballot (if applicable)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>		<b>16,684,354</b>	<b>74,933</b>	<b>0.4491</b>	<b>74,921</b>	<b>12</b>	<b>99.9840</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,708</b>	<b>74.2309</b>	<b>49,534,696</b>	<b>12</b>	<b>100.00</b>	<b>0.0000</b>

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<b>Resolution No. 3:</b>			<b>To appoint a Director in place of Ms. Binaisha Zaveri (DIN: 00263657), who retires by rotation 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>
		<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>		-	-	-	-	-	-
	<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>	586,491	0	0.00	0	0	0	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>586,491</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,684,354	41,998	0.2517	41,786	212	99.4952	0.5048
	<b>Poll</b>		32,935	0.1974	32,935	0	100	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,684,354</b>	<b>74,933</b>	<b>0.4491</b>	<b>74,721</b>	<b>212</b>	<b>99.7171</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,708</b>	<b>74.2309</b>	<b>49,534,496</b>	<b>212</b>	<b>99.9996</b>	<b>0.0004</b>

For Tribhovandas Bhimji Zaveri Limited



Shrikant Zaveri  
Chairman & Managing Director



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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 : cpspa.co.in

## Report of Scrutinizer

*[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies(Management and Administration) Rules, 2014]*

To,  
The Chairman  
Tribhovandas Bhimji Zaveri Limited  
CIN:L27205MH2007PLC172598  
241/43, Zaveri Bazar,  
Mumbai - 400 002

12<sup>th</sup> Annual General Meeting of the Equity Shareholders of Tribhovandas Bhimji Zaveri Limited, was held on Wednesday, 25<sup>th</sup> September, 2019 at 3.30 p.m. at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan (Y. B.Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai - 400021

Dear Sir,

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 and Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to scrutinize the e-voting process (remote e-voting) and poll in respect of the below mentioned resolutions contained in the Notice of the 12<sup>th</sup> Annual General Meeting (AGM).

The Company had availed the e-voting facility offered by Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited (Karvy) for conducting e-voting for the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, 18<sup>th</sup> September, 2019, were entitled to vote on the Resolutions as contained in Notice of the AGM.

The voting period for the e-voting commenced on Friday, 20<sup>th</sup> September, 2019, at 9.00 a.m. (IST) and ended on Tuesday, 24<sup>th</sup> September, 2019 at 5.00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.



After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinised.

The votes cast under poll were there after sealed in poll box in the presence of two witnesses who are not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

The votes cast under e-voting facility were there after unblocked in the presence of two witnesses who are not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinised and reviewed the e-voting and poll conducted during the AGM, based on the data downloaded from the Karvy system.

The poll paper which was incomplete and found defective has been treated as invalid and kept separately.

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.

I enclose herewith my report on the result of the e-voting and poll in respect of the said resolutions.

Thanking you.

Yours sincerely,



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

Place: Mumbai

Dated: 27<sup>th</sup> September, 2019

**Consolidated Results****Resolution -1:**

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019, including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	49501561	30	32935	56	49534496	99.9996
Dissent	4	212	0	0	4	212	0.0004
*Invalid	0	0	1	1	1	1	0
Total	30	49501773	31	32936	61	49534709	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 12<sup>th</sup> August, 2019 has been passed with requisite majority.

**Resolution -2:**

To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	27	49501761	30	32935	57	49534696	100
Dissent	3	12	0	0	3	12	0
*Invalid	0	0	1	1	1	1	0
Total	30	49501773	31	32936	61	49534709	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 12<sup>th</sup> August, 2019 has been passed with requisite majority.





**Resolution -3:**

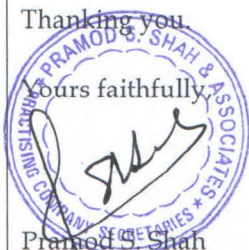
To appoint a Director in place of Ms. Binaisha Zaveri (DIN: 00263657), who retires by rotation and being eligible, offers herself for re-appointment:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	49501561	30	32935	56	49534496	99.9996
Dissent	4	212	0	0	4	212	0.0004
*Invalid	1	0	1	1	1	1	0
<b>Total</b>	<b>30</b>	<b>49501773</b>	<b>31</b>	<b>32936</b>	<b>61</b>	<b>49534709</b>	<b>100</b>

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 12th August, 2019 has been passed with requisite majority.

Thanking you,

Yours faithfully,



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

Place: Mumbai

Dated: 27<sup>th</sup> September, 2019

\* For the purpose of calculating percentage invalid vote is not taken into consideration.