

Date: 13th September, 2023

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

To,
The Manager,
Compliance Department
National Stock Exchange of India Limited
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**
Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: **Proceedings of 16th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited held on**
13th September, 2023 at 11:30 am (IST)

Pursuant to requirements of the Regulation 30 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the 16th Annual General Meeting (AGM) of the Company was held on Wednesday, 13th September, 2023 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

In this regard, we are enclosing herewith proceedings of the 16th Annual General Meeting of the Company, which commenced at 11:30 a.m. and concluded at 01:07 p.m

The Company had provided the facility of voting through electronic means on all the resolutions contained in the notice convening the AGM, through the e-voting services provided by KFin Technologies Limited ('KFintech'). The remote e-voting facilities were open from 8th September, 2023 9:00 a.m. (IST) up to 12th September, 2023 5:00 p.m. (IST). Further, the Company had provided the e-voting facility to vote at during the AGM and additional 15 (Fifteen) minutes after the conclusion of the AGM.

You are requested to take the same on record under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You.

Yours faithfully,

For Tribhovandas Bhimji Zaveri Limited



Niraj Oza

Head - Legal & Company Secretary



CIN No : L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 4046 5000/01, 6130 0505.
11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 3073 5000
www.tbztheoriginal.com

Date: 13th September, 2023

Proceedings of the 16th Annual General Meeting

The 16th Annual General Meeting ('AGM') of the Members of Tribhovandas Bhimji Zaveri Limited ('The Company') was held on Wednesday, 13th September, 2023 at 11.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

All the Directors of the Company were present at the Annual General Meeting.

Mr. Niraj Oza, Head – Legal & Company Secretary welcomed the Members present at the 16th Annual General Meeting. The Members were informed about the e-voting process available during the meeting and 15 (Fifteen) minutes after the conclusion of the Meeting. He informed about the requisite statutory registers and records being available for inspection.

The Chairman, Mr. Shrikant Zaveri, after ascertaining that the requisite quorum was present, declared that the AGM was validly constituted and in order.

The Chairman welcomed the Members, Board Members, Auditors and Scrutinizer present and briefed the Members on the presence of:

- Mr. Ajay Mehta, Independent Director and Chairman of Stake Holder Relationship Committee and Nomination & Remuneration Committee;
- Mrs. Sudha Navandar, Independent Director; Chairman of Audit Committee
- Mr. Ramesh Chandak, Independent Director
- Ms. Binaisha Zaveri, Whole-time Director;
- Ms. Raashi Zaveri, Whole-time Director;
- Mr. Mukesh Sharma, Chief Financial Officer;
- Mr. Niraj Oza, Head Legal & Company Secretary
- Mr. Vijay Napawalia and Ms. Supriya Paradkar; representatives of M/s. Chaturvedi & Shah LLP, Statutory Auditors;
- Mr. Pramod S. Shah, Ms. Ankita Vishwakarma, Mr. Rajkumar Vishwakarma; representatives of M/s. Pramod S. Shah & Associates, as Secretarial Auditor as well as Scrutinizer for the meeting.

Thereafter, the Chairman delivered his speech, and briefed the members about key Developments and Company's performance for the Financial Year 2022-23 covering global as well as Indian economic overview.

Thereafter, the Company Secretary informed the Members that Notice convening 16th AGM was already circulated to all the Members and the same can be taken as read.



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Thereafter, the Company Secretary informed the members that there were no qualifications, observations or adverse remarks in the Auditors' Report issued by the Statutory Auditors and there are no qualifications, observations or comments or other remarks in the Secretarial Auditor's Report which may have any material adverse effect on functioning of the Company and hence the same were not required to be read at the AGM.

Thereafter, The Company Secretary briefed the Members on the agenda items to be considered in the meeting and also briefed about the e-voting process at the AGM.

The following resolutions/ items as set out in the Notice convening the 16th Annual General Meeting of the Members of the Company have been transacted:

Resolution No.	Resolution & Type of Resolution
	Ordinary Business:
1	To receive, consider, approve and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2	To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023 together with the Report of the Auditors thereon. (Ordinary Resolution).
3	To declare dividend on Equity Shares for the financial year ended 31 st March, 2023 (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 (Ordinary Resolution).
	Special Business:
5.	To fix the commission payable to Non-Executive Directors / Independent Directors (Special Resolution)
6.	Appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director (Non-Executive) of the Company (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 1 st January, 2024 to 31 st December, 2025 (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 1 st January, 2024 to 31 st December, 2025 (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 1 st January, 2024 to 31 st December, 2025 (Special Resolution)

Further, the Company Secretary informed that Mr. Pramod Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretary has been appointed as scrutinizer to scrutinize the remote e-voting process and the e-Voting at AGM.



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Thereafter, the Chairman opened the Question & Answer (Q & A) forum for the registered speakers to seek clarification or offer any comments related to the resolutions or any other matter concerning the Company. He further explained the process for the same. The speakers were invited to express their views and asked questions. Thereafter, the Chairman invited Mr. Mukesh Sharma, Chief Financial Officer of the Company to answer questions raised by the speakers. Mr. Mukesh Sharma, Chief Financial Officer of the Company, thanked all the members for their participation in the meeting. He gave answer to the questions raised by the members, and thereafter, Mr. Mukesh Sharma concluded the Question & Answer session and requested the Chairman to continue with further proceeding of the meeting.

Thereafter, the Chairman informed the Members that the voting Results along with the Scrutinizer's Report will be announced on the Company's website (www.tbztheoriginal.com) and on website of Registrar & Share Transfer Agent of the Company, KFin Technologies Limited on or before Friday, 15th September, 2023 and will also be communicated to the BSE and NSE.

The Chairman thanked one and all for attending the meeting and informed Members that e-voting is open for additional 15 (Fifteen) minutes after the conclusion of the Meeting to enable the Members who have not casted their vote yet. He took the consent to leave the meeting along with the Board of Directors and the meeting concluded.

The e-voting lines were open for an additional 15 (Fifteen) minutes after the conclusion of the AGM.

For Tribhovandas Bhimji Zaveri Limited

Niraj Oza
Head - Legal & Company Secretary



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