

Date: 21st September, 2017

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

Dear Sir,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**
Sub: **Disclosure of Voting Results of 10th Annual General Meeting of the Company held on 19th September, 2017 as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 10th Annual General Meeting of the Company was held on Tuesday, 19th September, 2017 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 commenced at 3.30 p.m. and concluded at 4.30 p.m.

Please find enclosed Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Remote e-voting was conducted between 14th September, 2017 (9.00 a.m. IST) to 18th September, 2017 (5.00 p.m. IST) (both days inclusive) and the Poll (Ballot) was conducted at the 10th Annual General Meeting (AGM) dated 19th September, 2017.

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, Fax : +91 22 3956 5056.

11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 30735000 Fax: 022 30735088

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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 10th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited

Date of AGM	Tuesday, 19 th September, 2017
Book Closure Date	13.09.2017 to 19.09.2017 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: 12 th September, 2017	18,741 (Eighteen Thousand Seven Hundred Forty One)
No. of Shareholders present in the meeting either in person or through proxy:	113 (One Hundred Thirteen only)
Promoters and Promoter Group: Public:	5 (Five only) 108 (One Hundred Eight only)
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	Not arranged.

Agenda –wise

Res olut ion No.	Resolution	Resolution required (Ordinary /Special)	Mode of Voting (Poll/Pastal Ballot/E- Voting)	Remarks
1	Adoption of Balance Sheet as at 31 st March, 2017, the statement of Profit & Loss for the year ended on that date and report on Board of Directors and Auditors thereon.	Ordinary Resolution	Remote e- voting and Poll	The Resolution was passed with requisite majority.
2	Reappointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director who retires by rotation.	Ordinary Resolution	Remote e- voting and Poll	The Resolution was passed with requisite majority.
3	To ratify the appointment of BSR & Co. LLP (Firm Registration No. 101248W/ W-100022), Chartered Accountants, Mumbai as Statutory Auditors.	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:

Resolution No. 1:			Adoption of Balance Sheet as at 31 st March, 2017, the statement of Profit & Loss for the year ended on that date and report on Board of Directors and Auditors thereon.					
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	49,459,775	100	49,459,775	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		49,459,775	49,459,775	100	49,459,775	0	100
Public Institutions	E-voting	1,587,797	406,721	25.6154	406,721	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,587,797	406,721	25.6154	406,721	0	100
Public Non Institutions	E-voting	15,683,048	3,214	0.0205	3,214	0	100	0
	Poll		64,374	0.4105	64,373	1	99.9984	0.0015
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,683,048	67,588	0.431	67,587	1	99.9985
Total		66,730,620	49,934,084	74.8293	49,934,083	1	100	0

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Resolution No. 2:			Reappointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director who retires by rotation.					
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	49,459,775	100	49,459,775	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		49,459,775	49,459,775	100	49,459,775	0	100
Public Institutions	E-voting	1,587,797	406,721	25.6154	406,721	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,587,797	406,721	25.6154	406,721	0	100
Public Non Institutions	E-voting	15,683,048	3,214	0.0205	3,153	61	98.1020	1.8979
	Poll		64,374	0.4105	64,373	1	99.9984	0.0015
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,683,048	67,588	0.431	67,526	62	99.9083
Total		66,730,620	49,934,084	74.8293	49,934,022	62	99.9999	0.0001



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Resolution No. 3:		To ratify appointment of BSR & Co. LLP (Firm Registration No. 101248W/ W-100022), Chartered Accountants, Mumbai as Statutory Auditors.						
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	49,459,775	100	49,459,775	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		49,459,775	49,459,775	100	49,459,775	0	100
Public Institutions	E-voting	1,587,797	406,721	25.6154	406,721	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,587,797	406,721	25.6154	406,721	0	100
Public Non Institutions	E-voting	15,683,048	3,214	0.0205	2,990	224	93.0304	6.9695
	Poll		64,374	0.4105	64,373	1	99.9984	0.0015
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,683,048	67,588	0.431	67,363	225	99.6671
Total		66,730,620	49,934,084	74.8293	49,933,859	225	99.9995	0.0005

For Tribhovandas Bhimji Zaveri Limited



Shrikant Zaveri
Chairman & Managing Director



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Pramod S. Shah & Associates

Practising Company Secretaries

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FORM No. MGT-13

Report of Scrutinizer(s)

Pursuant to rule 20 and rule 21 of the Companies (Management and Administration) Rules, 2014 amended from time to time

To,
Chairman & Managing Director
Tribhovandas Bhimji Zaveri Limited
241/43, Zaveri Bazar,
Mumbai - 400 002

10th Annual General Meeting of the Equity Shareholders of Tribhovandas Bhimji Zaveri Limited, was held on Tuesday, 19th September, 2017 at 3.30 p.m. at M.C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai- 400001.

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 10th Annual General Meeting (AGM).

The Company had availed the e-voting facility offered by Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited ('KCPL' or 'Karvy') for conducting e-voting by 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 Tuesday, 12th September, 2017, were entitled to vote on the Resolutions as contained in Notice of the AGM.

The voting period for the e-voting commenced on Thursday, 14th September, 2017, at 9.00 a.m. (IST) and ended on Monday, 18th September, 2017 at 5.00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

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Pramod S. Shah & Associates

Practising Company Secretaries

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 were 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 were 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 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 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: 21st September, 2017

Consolidated Results**Resolution -1:**

Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31st March, 2017:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	38	49869710	45	64373	83	49934083	99.999 818
Dissent	0	0	1	1	1	1	0.0000 02
Invalid	0	0	2	90	2	90	0.0001 80
Total	38	49869710	48	64464	86	49934174	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 19th September, 2017 has been passed with requisite majority.

Resolution -2:

Reappointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director who retires by rotation:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	37	49869649	45	64373	82	49934022	99.999 696
Dissent	2	61	1	1	3	62	0.0001 24
Invalid	0	0	2	90	2	90	0.0001 80
Total	38*	49869710	48	64464	86*	49934174	100.00



Pramod S. Shah & Associates

Practising Company Secretaries

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 19th September, 2017 has been passed with requisite majority.

Resolution -3:

To ratify the appointment of BSR & Co. LLP (Firm Registration No. 101248W/ W-100022), Chartered Accountants, Mumbai as Statutory Auditors:

Particulars	Remote E-voting		Voting at the AGM		Total		No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	Total	(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes								
Assent	36	49869486	45	64373	81	49933859	99.999	369						
Dissent	3	224	1	1	4	225	0.0004	51						
Invalid	0	0	2	90	2	90	0.0001	80						
Total	38*	49869710	48	64464	86*	49934174	100.00							

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 19th September, 2017 has been passed with requisite majority.

**One Member has sub-divided their shareholding to exercise their voting rights as to both assent and dissent through e-voting in the proportion as suited to them. Hence, the total number of members voted will remain 38 and 86 (as the case may be) due to sub-division of shareholding towards exercise of voting rights.*

Thanking you.

Yours faithfully,

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



Place: Mumbai

Dated: 21st September, 2017