

Date: 31st July, 2018

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: **Proceedings of 11th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to requirements of the Regulation 30 read with Schedule III Para A of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the 11th Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, 31st July, 2018 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.. We are enclosing herewith proceedings of the 11th Annual General Meeting of the Company.

Kindly note that voting results will be announced upon the receipt of Scrutinizer's Report and will be submitted as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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



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The original since 1864
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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Proceedings of the 11th Annual General Meeting

The 11th Annual General Meeting ('AGM') of the Members of Tribhovandas Bhimji Zaveri Limited ('The Company') was held on Tuesday, 31st July, 2018 at 3.30 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001. The Chairman, Mr. Shrikant Zaveri, after ascertaining that the requisite quorum was present, declared that the AGM was validly constituted and in order. Thereafter, the Chairman's speech was read by him.

The Chairman informed that the Company had provided e-voting facility to the members to cast their votes electronically in respect of all the items of business mentioned in the Notice of 11th AGM. The Members who could not cast their vote through electronically voting were provided the facility of casting their vote through ballot form by poll at the AGM.

The Chairman informed that Mr. Pramod Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretary has been appointed as scrutinizer to scrutinize the e-voting process and the ballot paper process.

The following resolutions/ items as set out in the Notice convening the 11th Annual General Meeting of the Members of the Company have been transacted:

Resolut ion No.	Resolution & Type of Resolution
	Ordinary Business:
1	Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 st March, 2018. (Ordinary Resolution)
2	To declare dividend on Equity Shares for the financial year ended 31 st March, 2018. (Ordinary Resolution)
3	To appoint a Director in place of Ms. Raashi Zaveri (DIN: 00713688), who retires by rotation and being eligible, offers herself for re-appointment.(Ordinary Resolution)
4	To Appoint Statutory Auditors of the Company from conclusion of ensuing 11 th Annual General Meeting till the conclusion of the 16 th Annual General Meeting and to fix their remuneration.(Ordinary Resolution)
	Special Business:
5	To fix the commission payable to Non-Executive Directors / Independent Directors.(Special Resolution)
6	To re-appoint Mr. Kamlesh Vikamsey (DIN: 00059620), as a Non-Executive Independent Director of the Company for further term of five consecutive years, i.e. from 1 st April, 2019 up to 31 st March, 2024. (Special Resolution)
7	To re-appoint Mr. Sanjay Asher (DIN:00008221), as a Non-Executive Independent



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	Director of the Company for further term of five consecutive years, i.e. from 1 st April, 2019 up to 31 st March, 2024. (Special Resolution)
8	To reappoint Mr. Ajay Mehta (DIN: 00028405), as a Non-Executive Independent Director of the Company for further term of five consecutive years, i.e. from 1 st April, 2019 up to 31 st March, 2024. (Special Resolution)
9	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, 2019 to 31 st December, 2020. (Special Resolution)
10	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, 2019 to 31 st December, 2020. (Special Resolution)
11	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, 2019 to 31 st December, 2020. (Special Resolution)

Clarifications and replies were given to the queries raised by the members on financial statement of the Company.

The Chairman requested the members present in person and by proxy to cast their vote by putting ballot paper given to them in the ballot box kept at the AGM.

A Vote of thank was proposed to the Chairman.

The Chairman thereafter, declared the proceedings of AGM as closed.

Thanking You.

Yours faithfully,
For **Tribhovandas Bhimji Zaveri Limited**


Niraj Oza
Head - Legal & Company Secretary



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