

Date: 2nd August, 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: **Disclosure of Voting Results of 11th Annual General Meeting of the Company held on Tuesday, 31st July, 2018 as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that the 11th Annual General Meeting 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.

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 26th July, 2018 (9.00 a.m. IST) to 30th July, 2018 (5.00 p.m. IST) (both days inclusive) and the Poll (Ballot) was conducted at the 11th Annual General Meeting (AGM) dated 31st July, 2018.

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.

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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 11th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited

Date of AGM	Tuesday, 31st July, 2018
Book Closure Date	25.07.2018 to 31.07.2018 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: 24 th July, 2018	23,142 (Twenty Three Thousand One Hundred and Forty Two)
No. of Shareholders present in the meeting either in person or through proxy:	65 (Sixty Five only)
Promoters and Promoter Group: Public:	6 (Six only) 59 (Fifty Nine only)
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	Not arranged.

Agenda –wise

Res olution 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 st March, 2018.	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 st March, 2018.	Ordinary Resolution	Remote e-voting and Poll	The Resolution was passed with requisite majority.
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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
5	To fix the commission payable to Non-Executive Directors / Independent Directors.	Special Resolution	Remote e-voting and Poll	The Resolution was passed with requisite majority.



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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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
7	To re-appoint Mr. Sanjay Asher (DIN:00008221), 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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
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	Remote e-voting and Poll	The Resolution was passed with requisite majority.
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	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, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 st March, 2018.					
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	963,314	500,363	51.9418	500,363	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	500,363	0	100
Public Non Institutions	E-voting	16,307,531	5,719	0.0351	5,718	1	99.9825	0.0174
	Poll		62,041	0.3804	62,041	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	67,760	0.4155	67,759	1	99.9985
Total		66,730,620	50,027,898	74.9699	50,027,897	1	100	0

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Resolution No. 2:		To declare dividend on Equity Shares for the financial year ended 31 st March, 2018.						
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	963,314	500,363	51.9418	500,363	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	500,363	0	100
Public Non Institutions	E-voting	16,307,531	4,869	0.0299	4,844	25	99.4865	0.5134
	Poll		62,041	0.3804	62,041	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	66,910	0.4103	66,885	25	99.9626
Total		66,730,620	50,027,048	74.9687	50,027,023	25	100	0

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Resolution No. 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.					
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	963,314	500,363	51.9418	500,363	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	500,363	0	100
Public Non Institutions	E-voting	16,307,531	5,739	0.0352	4,873	866	84.9102	15.0897
	Poll		62,041	0.3804	62,041	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	67,780	0.4156	66,914	866	98.7223
Total		66,730,620	50,027,918	74.9700	50,027,052	866	99.9983	0.0017

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Resolution No. 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.					
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	963,314	500,363	51.9418	500,363	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	500,363	0	100
Public Non Institutions	E-voting	16,307,531	5,709	0.0350	5,708	1	99.9824	0.0175
	Poll		62,041	0.3804	62,041	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	67,750	0.4154	67,749	1	99.9985
Total		66,730,620	50,027,888	74.9699	50,027,887	1	100	0

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Resolution No. 5:		To fix the commission payable to Non-Executive Directors / Independent Directors.						
Resolution required: (Ordinary/Special)		Special 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	963,314	500,363	51.9418	500,363	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	500,363	0	100
Public Non Institutions	E-voting	16,307,531	4,864	0.0298	4,754	110	97.7384	2.2615
	Poll		61,996	0.3802	61,996	0	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	66,860	0.41	66,750	110	99.8355
Total		66,730,620	50,026,998	74.9686	50,026,888	110	99.9998	0.0002

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Resolution No. 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.						
Resolution required: (Ordinary/Special)		Special 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	963,314	500,363	51.9418	0	500,363	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	0	500,363	0.00
Public Non Institutions	E-voting	16,307,531	4,844	0.0297	4,734	110	97.7291	2.2708
	Poll		62,041	0.3804	62,041	0	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	66,885	0.4101	66,775	110	99.8355
Total		66,730,620	50,027,023	74.9686	49,526,550	500,473	98.9996	1.0004

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Resolution No. 7:		To re-appoint Mr. Sanjay Asher (DIN:00008221), 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.						
Resolution required: (Ordinary/Special)		Special 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	963,314	500,363	51.9418	0	500,363	0.00	100
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	0	500,363	0.00
Public Non Institutions	E-voting	16,307,531	4,864	0.0298	4,759	105	97.8412	2.1587
	Poll		62,041	0.3804	62,041	0	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	66,905	0.4102	66,800	105	99.8431
Total		66,730,620	50,027,043	74.9686	49,526,575	500,468	98.9996	1.0004

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Resolution No. 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.						
Resolution required: (Ordinary/Special)		Special 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	963,314	500,363	51.9418	500,363	0	100	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	500,363	0	100
Public Non Institutions	E-voting	16,307,531	4,874	0.0299	4,769	105	97.8457	2.1542
	Poll		62,041	0.3804	62,041	0	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,307,531	66,915	0.4103	66,810	105	99.8431
Total		66,730,620	50,027,053	74.9687	50,026,948	105	99.9998	0.0002

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Resolution No. 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.					
Resolution required: (Ordinary/Special)			Special 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 $(7)=[(5)/(2)]*100$
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	963,314	500,363	51.9418	0	500,363	0	100
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		963,314	500,363	51.9418	0	500,363	0
Public Non Institutions	E-voting	16,307,531	4,874	0.0299	1,802	3,072	36.9716	63.0283
	Poll		62,041	0.3804	62,041	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,307,531	66,915	0.4103	63,843	3,072	95.4091
Total		66,730,620	50,027,053	74.9687	49,523,618	503,435	98.9937	1.0063

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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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Resolution No. 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.						
Resolution required: (Ordinary/Special)		Special 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	963,314	500,363	51.9418	0	500,363	0.00	100
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		963,314	500,363	51.9418	0	500,363	0.00
Public Non Institutions	E-voting	16,307,531	4,874	0.0299	1,802	3,072	36.9716	63.0283
	Poll		62,041	0.3804	62,041	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,307,531	66,915	0.4103	63,843	3,072	95.4091
Total		66,730,620	50,027,053	74.9687	49,523,618	503,435	98.9937	1.0063

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Resolution No. 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.						
Resolution required: (Ordinary/Special)		Special 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 $(7)=[(5)/(2)]*100$
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	963,314	500,363	51.9418	0	500,363	0.00	100
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		963,314	500,363	51.9418	0	500,363	0.00
Public Non Institutions	E-voting	16,307,531	4,874	0.0299	1,812	3,062	37.1768	62.8231
	Poll		62,041	0.3804	62,041	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,307,531	66,915	0.4103	63,853	3,062	95.4240
Total		66,730,620	50,027,053	74.9687	49,523,628	503,425	98.9937	1.0063

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 : cpsa.co.in

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
CIN:L27205MH2007PLC172598
241/43, Zaveri Bazar,
Mumbai - 400 002

11th Annual General Meeting of the Equity Shareholders of Tribhovandas Bhimji Zaveri Limited, was held on Tuesday, 31st July, 2018 at 3.30 p.m. at M.C. Chia 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 11th 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 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 Tuesday, 24th July, 2018, were entitled to vote on the Resolutions as contained in Notice of the AGM.

The voting period for the e-voting commenced on Thursday, 26th July, 2018, at 9.00 a.m. (IST) and ended on Monday, 30th July, 2018 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 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: 2nd August, 2018

Consolidated Results

Resolution -1:

Adoption of Balance Sheet, Statement of Profit & Loss, Director's Report and Auditors' Report for the year ended 31st March, 2018:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	34	4,99,65,856	21	62,041	55	5,00,27,897	99.9994
Dissent	1	1	0	0	1	1	0.0000
Invalid	0	0	5	276	5	276	0.0006
Total	35	4,99,65,857	26	62,317	61	5,00,28,174	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 2nd May, 2018 has been passed with requisite majority.

Resolution -2:

To declare dividend on Equity Shares for the financial year ended 31st March, 2018:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	33	4,99,64,982	21	62,041	54	5,00,27,023	99.9994
Dissent	1	25	0	0	1	25	0.0000
Invalid	0	0	5	276	5	276	0.0006
Total	34	4,99,65,007	26	62,317	60	5,00,27,324	100.000

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.



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:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	33	4,99,65,011	21	62,041	54	5,00,27,052	99.9977
Dissent	2	866	0	0	2	866	0.0017
Invalid	0	0	5	276	5	276	0.0006
Total	35	4,99,65,877	26	62,317	61	5,00,28,191	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 2nd May, 2018 has been passed with requisite majority.

Resolution -4:

To Appoint Statutory Auditors of the Company from conclusion of ensuing 11th Annual General Meeting till conclusion of the 16th Annual Genral Meeting and to fix their remuneration:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	33	4,99,65,846	21	62,041	54	5,00,27,887	99.9994
Dissent	1	1	0	0	1	1	0.0000
Invalid	0	0	5	276	5	276	0.0006
Total	34	4,99,65,847	26	62,317	60	5,00,28,164	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.



Resolution -5:

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

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	31	4,99,64,892	20	61,996	51	5,00,26,888	99.9991
Dissent	3	110	0	0	3	110	0.0002
Invalid	0	0	6	321	6	321	0.0006
Total	34	4,99,65,002	26	62,317	60	5,00,27,319	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 5 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.

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 1st April, 2019 up to 31st March, 2024:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	4,94,64,509	21	62,041	47	4,95,26,550	98.9990
Dissent	7	5,00,473	0	0	7	5,00,473	1.0004
Invalid	0	0	5	276	5	276	0.0006
Total	33	4,99,64,982	26	62,317	59	5,00,27,299	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 6 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.



Resolution -7:

To re-appoint Mr. Sanjay Asher (DIN: 00008221), as a Non-Executive Independent Director of the Company for further term of five consecutive years, i.e. from 1st April, 2019 up to 31st March, 2024:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	28	4,94,64,534	21	62,041	49	4,95,26,575	98.9990
Dissent	6	5,00,468	0	0	6	5,00,468	1.0004
Invalid	0	0	5	276	5	276	0.0006
Total	34	4,99,65,002	26	62,317	60	5,00,27,319	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 7 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.

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 1st April, 2019 up to 31st March, 2024:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	32	4,99,64,907	21	62,041	53	5,00,26,948	99.9992
Dissent	2	105	0	0	2	105	0.0002
Invalid	0	0	5	276	5	276	0.0006
Total	34	4,99,65,012	26	62,317	60	5,00,27,329	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 8 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.



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 1st January, 2019 to 31st December, 2020:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	4,94,61,577	21	62,041	47	4,95,23,618	98.9931
Dissent	8	5,03,435	0	0	8	5,03,435	1.0063
Invalid	0	0	5	276	5	276	0.0006
Total	34	4,99,65,012	26	62,317	60	5,00,27,329	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 9 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.

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 1st January, 2019 to 31st December, 2020:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	4,94,61,577	21	62,041	47	4,95,23,618	98.9931
Dissent	8	5,03,435	0	0	8	5,03,435	1.0063
Invalid	0	0	5	276	5	276	0.0006
Total	34	4,99,65,012	26	62,317	60	5,00,27,329	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 10 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.



Resolution -11:

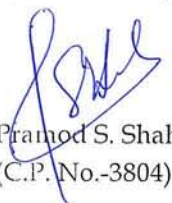
To fix remuneration payable to Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2019 to 31st December, 2020:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Memb ers	Votes	No. of Memb ers	Votes	No. of Memb ers	Votes	
Assent	27	4,94,61,587	21	62,041	48	4,95,23,628	98.9931
Dissent	8	5,03,425	0	0	8	5,03,425	1.0063
Invalid	0	0	5	276	5	276	0.0006
Total	35	4,99,65,012	26	62,317	61	5,00,27,329	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 11 of the Notice of the AGM dated 2nd May, 2018 has been passed with requisite majority.

Thanking you.

Yours faithfully,


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



Place: Mumbai

Dated: 2nd August, 2018