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PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
M/s. Tribhovandas Bhimji Zaveri Limited
Chairman

Seventh Annual / ~~Extraordinary~~ General Meeting of the Equity Shareholders of M/s. Tribhovandas Bhimji Zaveri Limited scheduled to be held on 24th September, 2014 at 3:30 P.M at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai- 400 001

Dear Sir,

I/We, Pramod S. Shah, Practising Company Secretary (Certificate of Practice No. 3804), appointed as Scrutinizer for the purpose of E-voting taken on the below mentioned resolutions, , submit my report as under:

1. After the Completion of E-voting period, the results were unblocked in presence of two witnesses not being in the employment of the company.
2. The result of the E-voting is as under:

Resolution no. 1 : Adoption of the financial Statements of the Company for the year ended 31st March, 2014, including audited balance sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.



(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
24	55093382	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 2: Declaration of Dividend on equity shares for the financial year ended 31st March, 2014.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
24	50336882	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01%



(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 3 : Re-appointment of Ms. Raashi Zaveri (DIN: 00713688), as Director of the Company

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
23	50336782	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
2	105	0.01%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution no. 4 : Appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration:

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
24	50336882	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01%

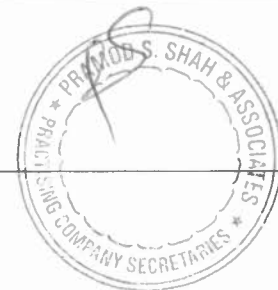
(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 5 : Appointment of Mr. Kamlesh Vikamsey (DIN: 00059620) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
23	50336782	99.99%



(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
2	105	0.01%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 6: Appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
23	50291782	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
2	105	0.01%



(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 7 : Appointment of Mr. Ajay Mehta (DIN: 00028405) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
23	50291782	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
2	105	0.01%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution no. 8: Change in the term of appointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company from Director not liable to retire by rotation to Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
23	50291782	99.99%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
2	105	0.01%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 9 : Reconfirmation of Borrowing Limits of Rs. 2,000 Crores.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
21	49588214	98.60%



(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
4	703673	1.40%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution no. 10: Approval of creation of mortgage and/ or charge over the assets of the Company in respect of borrowings.

(i) Voted **in favour** of the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
21	49588214	98.60%

(ii) Voted **against** the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast
4	703673	1.40%

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you.

Place: MUMBAI

Dated: SEPTEMBER 20, 2014

Yours faithfully,


Pramod S. Shah





PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

Form MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
M/s. Tribhovandas Bhimji Zaveri Limited
The Chairman

Seventh Annual / Extraordinary General Meeting of the Equity Shareholders of M/s. Tribhovandas Bhimji Zaveri Limited held on 24th September, 2014 at 3:30 P.M at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai- 400 001

Dear Sir,

I/We, Pramod S. Shah, Practising Company Secretary (Membership No. F334, Certificate of Practice No. 3804), appointed as Scrutinizer for the purpose of Poll taken on the below mentioned resolutions, submit my report as under:

1. After the time fixed for closing poll by the Chairman, **1 (One)** ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I did not find any poll papers invalid.



4. The result of the Poll is as under:

Resolution no. 1 : Adoption of the financial Statements of the Company for the year ended 31st March, 2014, including audited balance sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	2783260	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	1210

Resolution no. 2: Declaration of Dividend on equity shares for the financial year ended 31st March, 2014.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	2783260	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	1210

Resolution no. 3 : Re-appointment of Ms. Raashi Zaveri (DIN: 00713688), as Director of the Company

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	2783260	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	1210

Resolution no. 4 : Appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration:

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2783255	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	1215

Resolution no. 5 : Appointment of Mr. Kamlesh Vikamsey (DIN: 00059620) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2783255	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	1215

Resolution no. 6: Appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2783255	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	1215

Resolution no. 7 : Appointment of Mr. Ajay Mehta (DIN: 00028405) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2783255	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	1215

Resolution no. 8: Change in the term of appointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company from Director not liable to retire by rotation to Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2783255	100%



(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	1215

Resolution no. 9: Reconfirmation of Borrowing Limits of Rs. 2,000 Crores.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2727966	98.01%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55294	1.99%

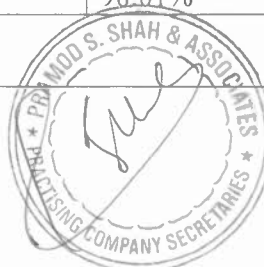
(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	1210

Resolution no. 10: Approval of creation of mortgage and/ or charge over the assets of the Company in respect of borrowings.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	2727966	98.01%



PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	
1	55294	1.99%	

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	1210


Note: The results of poll in this Report shall be read with the results of e-voting submitted vide my Report dated 20th September, 2014 pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you.

Place: MUMBAI
Dated: SEPTEMBER 25, 2014

Yours faithfully,



Pramod S. Shah
Membership No. F334,
Certificate of Practice No. 3804

