



PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)

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

To,
Chairman and Managing Director
M/s. Tribhovandas Bhimji Zaveri Limited,
241/43, Zaveri Bazar, Mumbai-400002,
Maharashtra, India

8th Annual General Meeting of the Equity Shareholders of **M/s. Tribhovandas Bhimji Zaveri Limited**, was held on Wednesday, 09th September, 2015 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.

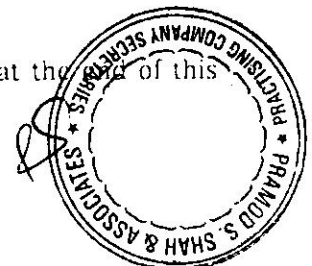
Dear Sir,

We, Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies(Management and Administration)Rule,2014, as amended from time to time and
- (ii) Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rule, 2014, as amended (Rules) on the Resolutions contained in the notice to the 8th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Wednesday, 09th September, 2015 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.

(iii) We hereby submit our Scrutinizers report as follows :-

- The notice convening the meeting was placed on the website of the Company.
- The members of the Company were given an option to vote electronically on e-voting system, provided by Karvy Computershare Private Limited (Karvy).
- The e-voting period commenced from 09:00 a.m. on Saturday 05th September, 2015 and ended at 5.00 p.m. on Tuesday 08th September, 2015
- Accordingly, the electronic votes cast were taken into account and at the of this



voting period, on Tuesday, 08th September, 2015 the Karvy Computershare Private Limited (Karvy) portal was blocked for voting.

- The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., or client ID of the shareholders, no of shares held by them, nominal value of 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.

Note: After the Completion of Voting period, the results were unblocked in presence of two witnesses not being in the employment of the Company.

The result of the Voting is as under:

Resolutions :

Resolution -1

Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31st March, 2015.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	29	58882852	99.95%
Physically	55	29122	0.049%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	1511	0.0026%
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category



Electronically	0	0
Physically	0	0

Resolution -2

Declaration of Dividend on Equity Shares for the year ended 31st March, 2015.

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	28	58882832	99.95%
Physically	53	29032	0.049%

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	1531	0.0026%
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	2	90

Resolution -3

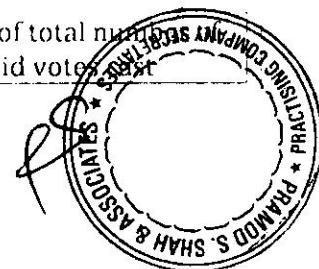
Reappointment of Ms. Binaisha Zaveri (DIN : 00263657), Whole-time Director who retires by rotation.

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	29	58882852	99.95%
Physically	53	29032	0.049%

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast



Electronically	2	1511	0.0026%
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	2	90

Resolution -4:

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

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	29	58882852	99.95%
Physically	55	29122	0.049%

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	1511	0.0026%
Physically	0	0	0

(iii) Invalid votes :

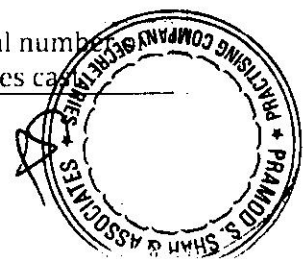
Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Resolution -5:

To fix remuneration payable to Mr. Shrikant Zaveri ,Chairman & Managing Director of the Company from 1st April, 2015 to 31st December, 2015.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast



Electronically	27	58050253	98.535%
Physically	55	29122	0.04943%

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	5	834110	1.4158%
Physically	0	0	0

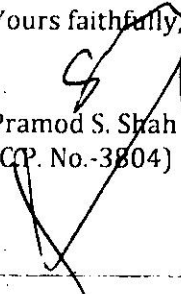
(iii) Invalid votes :

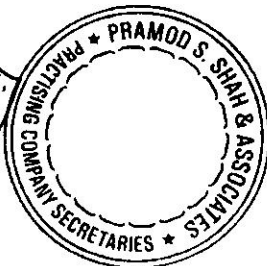
Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

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.

Yours faithfully,


Pramod S. Shah
(CP. No.-3804)



Place: Mumbai
Dated: 11th September, 2015

