

# Pramod S. Shah & Associates

Practising Company Secretaries

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## Report of Scrutinizer(s)

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

To,  
Mr. Shrikant Zaveri,  
Chairman and Managing Director  
Tribhovandas Bhimji Zaveri Limited  
CIN: L27205MH2007PLC172598  
241/43, Zaveri Bazar,  
Mumbai - 400 002

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for 14<sup>th</sup> Annual General Meeting of the Equity Shareholders of Tribhovandas Bhimji Zaveri Limited, held on Thursday, 16<sup>th</sup> September, 2021 at 11.30 a.m. through video conferencing ("VC") / other audio visual means ("OAVM").

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 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 for the resolutions proposed at the 14<sup>th</sup> Annual General Meeting of the members of Tribhovandas Bhimji Zaveri Limited held on Thursday, 16<sup>th</sup> September, 2021 at 11.30 a.m. IST through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") in order to ascertain requisite majority on voting conducted through remote e-voting process (before and during the AGM).

The remote e-voting period commenced on Saturday, 11<sup>th</sup> September, 2021 (9.00 a.m. IST) and ends on Wednesday, 15<sup>th</sup> September, 2021 (5.00 p.m. IST). Accordingly, the electronic votes cast were taken into account and at the end of voting period the remote e-voting portal was blocked for e-voting.

The members of the Company holding shares as on the "cut-off" date of Thursday, 9<sup>th</sup> September, 2021 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM by remote e-voting system prior to AGM and e-voting system during the AGM.

The Company had availed the remote e-voting facility offered by KFin Technologies Private Limited

for conducting remote e voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The Company had also provided e-voting facility for the members to vote during AGM who were present in the meeting through VC/OAVM and had not casted their votes on the proposed resolutions through remote e voting facility, to cast their vote at the AGM.

After the conclusion of the e-voting at the 14<sup>th</sup> AGM, the votes casted by the members present through VC/OVAM at the 14<sup>th</sup> AGM and through remote e-voting facility were there after unblocked and counted in the presence of two witnesses who are not in the employment of the Company.

I have scrutinised and reviewed the votes casted by the members through remote e-voting process before the 14<sup>th</sup> AGM and through e-voting process during the 14<sup>th</sup> AGM based on the data downloaded from the KFin Technologies Private Limited e-voting 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 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.

The management of the Company is responsible to ensure the compliances with regard to 14<sup>th</sup> AGM of the members conducted through VC/OAVM and to organise the process of remote evoting and e-voting during AGM in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA circulars issued in this regard.

After the Annual General Meeting, a consolidated report of the remote e voting and e voting during AGM was generated by me.

The consolidated result of the scrutiny of the remote e-voting process and votes casted by the members during the 14<sup>th</sup> AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated 10<sup>th</sup> August, 2021 is as under:

**Consolidated Results****Ordinary Business****Ordinary Resolution -1:**

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2021, including audited Balance Sheet as at 31st March, 2021, 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:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	137	4,51,83,422	99.9999
Poll at the Meeting	12	45,75,144	100
Total	149	4,97,58,566	99.9999

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	3	53	0.0001
Poll at the Meeting	-	-	-
Total	3	53	0.0001

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
Total	-	-	-

3 Members holding 131 votes abstained from voting on Ordinary Resolution No. 1 and their votes have not been taken into consideration for calculation of percentages.



**Ordinary Resolution -2:**

To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2021.

(i) Voted in favour of the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	138	4,51,83,452	99.9999
Poll at the Meeting	12	45,75,144	100
Total	150	4,97,58,596	99.9999

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	3	53	0.0001
Poll at the Meeting	-	-	-
Total	3	53	0.0001

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
Total	-	-	-

2 Members holding 101 votes abstained from voting on Ordinary Resolution No. 2 and their votes have not been taken into consideration for calculation of percentages.

**Ordinary Resolution -3:**

To appoint a Director in place of Ms. Binaisha Zaveri (DIN: - 00263657), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution.

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	129	4,49,97,258	99.6077
Poll at the Meeting	12	45,75,144	100
<b>Total</b>	<b>141</b>	<b>4,95,72,402</b>	<b>99.6437</b>

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	10	1,77,234	0.3923
Poll at the Meeting	-	-	-
<b>Total</b>	<b>10</b>	<b>1,77,234</b>	<b>0.3563</b>

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

4 Members holding 9,114 votes abstained from voting on Ordinary Resolution No. 3 and their votes have not been taken into consideration for calculation of percentages.

**Special Business****Ordinary Resolution -4:**

Appointment of Mrs. Sudha Pravin Navandar (DIN: 02804964) as an Independent Director of the Company:

(i) Voted in favour of the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	132	4,51,03,892	99.8238
Poll at the Meeting	12	45,75,144	100
Total	144	4,96,79,036	99.8400

(ii) Voted against the resolution:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	8	79,600	0.1762
Poll at the Meeting	-	-	-
Total	8	79,600	0.1600

(iii) Invalid Votes:

Particulars	No. of Members who voted	Number of Votes cast by them	% of total number of votes cast
Remote E-voting	-	-	-
Poll at the Meeting	-	-	-
Total	-	-	-

3 Members holding 114 votes abstained from voting on Ordinary Resolution No. 3 and their votes have not been taken into consideration for calculation of percentages.

Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1 to 4 have been passed with requisite majority.

An electronic register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided separately.

The electronic data along with the votes casted by the members present through VC/OAVM which was under my safe custody have been handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

Pramod S. Shah  
(C.P. No.-3804)  
UDIN: F000334C000959028

Place: Mumbai  
Date: 17 09 2021

For Tribhovandas Bhimji Zaveri Limited

Counter Sign  
(Person authorised by Chairperson of the Company).