

# 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 : cpspa.co.in

## 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 & 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 13<sup>th</sup> Annual General Meeting of the Equity Shareholders of Tribhovandas Bhimji Zaveri Limited, held on Wednesday, 30<sup>th</sup> September, 2020 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 and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 for the resolutions proposed at the 13<sup>th</sup> Annual General Meeting of the members of Tribhovandas Bhimji Zaveri Limited held on Wednesday, 30<sup>th</sup> September, 2020 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 Friday, 25<sup>th</sup> September, 2020, at 9.00 a.m. (IST) and ended on Tuesday, 29<sup>th</sup> September, 2020 at 5.00 p.m. (IST). Accordingly, the electronic votes cast were taken into account and at the end of the voting period the remote e-voting portal was blocked for voting.

The members of the Company holding shares as on the "cut-off" date of Wednesday, 23<sup>rd</sup> September, 2020 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 13<sup>th</sup> AGM, the votes casted by the members present through VC/OVAM at the 13<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 13<sup>th</sup> AGM and through e-voting process during the 13<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 13<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-votng 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 13<sup>th</sup> AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated 17<sup>th</sup> August, 2020 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, 2020, including audited Balance Sheet as at 31st March, 2020, 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:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	76	4,95,27,193	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	81	4,95,27,671	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	8	7,349	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	10	7,371	0.0149%

(iii) Invalid Votes:

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

**Ordinary Resolution -2:**

To confirm the payment of interim dividend on Equity Shares , aggregating to Rs. 1/- (Rupee One only) per equity share, (i.e. 10%) of Face Value of Rs.10/- (Rupees Ten only) each, for the Financial Year 2019-20.

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	75	4,95,27,058	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	80	4,95,27,536	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	8	7,349	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	10	7,371	0.0149%

(iii) Invalid Votes:

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

**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:

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	75	4,95,27,058	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	80	4,95,27,536	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	8	7,349	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	10	7,371	0.0149%

(iii) Invalid Votes:

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

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

To appoint M/s. Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company on account of casual vacancy caused by the resignation of M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E / E300003) :

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	76	4,95,27,193	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	81	4,95,27,671	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	8	7,349	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	10	7,371	0.0149%

(iii) Invalid Votes:

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

**Ordinary Resolution -5:**

To appoint M/s. Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company for a consecutive period of five years

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	74	4,95,27,758	99.9846%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	79	4,95,27,236	99.9845%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	9	7,649	0.0154%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	11	7,671	0.0155%

(iii) Invalid Votes:

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

Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1 to 5 have been passed with requisite majority.

**Special Resolution -6:**

To consider re-appointment of Mr. Shrikant Zaveri (DIN: 00263725) as Chairman & Managing Director of the Company and fix terms of appointment and remuneration and in this regard

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	73	4,95,26,987	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	78	4,95,27,465	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	9	7,350	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	11	7,372	0.0149%

(iii) Invalid Votes:

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



**Special Resolution -7:**

To consider re-appointment of Ms.Binaisha Zaveri (DIN: 00263657) as Whole-Time Director of the Company and fix terms of appointment and remuneration and in this regard

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	74	4,95,26,988	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	79	4,95,27,466	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	8	7,349	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	10	7,371	0.0149%

(iii) Invalid Votes:

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

**Special Resolution -8:**

To consider re-appointment of Ms.Raashi Zaveri (DIN: 00713688) as Whole-Time Director of the Company and fix terms of appointment and remuneration and in this regard

(i) Voted in favour of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	73	4,95,26,987	99.9852%
<b>Poll at the meeting</b>	5	478	95.6%
<b>Total</b>	78	4,95,27,465	99.9851%

(ii) Voted against of the resolution:

<b>Particulars</b>	<b>No. of Members who voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of votes cast</b>
<b>Remote e voting</b>	9	7,350	0.0148%
<b>Poll at the meeting</b>	2	22	4.4%
<b>Total</b>	11	7,372	0.0149%

(iii) Invalid Votes:

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

Based on the aforesaid results, we report that Special Resolutions as contained in Item Nos. 6, 7 & 8 have been passed with special 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: F000334B000826643

Counter Sign  
(Person authorised by the Chairman of the Company)

Place: Mumbai  
Date:01.10.2020