

Date: 1<sup>st</sup> October, 2020

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 13<sup>th</sup> Annual General Meeting of the Company along with report of scrutinizer held on Wednesday, 30<sup>th</sup> September, 2020 as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 13<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 30<sup>th</sup> September, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), commenced at 11.30 a.m. and concluded at 12.00 noon.

Please find enclosed Disclosure of Voting Results along with report of scrutinizer under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Remote E-voting was conducted between Friday, 25<sup>th</sup> September, 2020 (9.00 a.m. IST) to Tuesday, 29<sup>th</sup> September, 2020 (5.00 p.m. IST) (both days inclusive) and the E-voting was conducted during the 13<sup>th</sup> Annual General Meeting (AGM) dated 30<sup>th</sup> September, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith.

The voting results as well as scrutinizer report are also being made available on the Company website at [www.tbztheoriginal.com](http://www.tbztheoriginal.com) and on the website of KFin Technologies Private Limited, Registrar & Share Transfer Agent of the Company.

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**



CIN: L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001  
Corp. Office: 11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021.

Tel.: 02230735000, 912249255000 [www.tbztheoriginal.com](http://www.tbztheoriginal.com)

**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 13<sup>th</sup> Annual General Meeting of Tribhovandas Bhimji Zaveri Limited**

Date of AGM	<b>Wednesday, 30<sup>th</sup> September, 2020</b>
Book Closure Date	24.09.2020 to 30.09.2020 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: <b>23<sup>rd</sup> September, 2020</b>	<b>28,064</b> <b>(Twenty Eight Thousand and Sixty Four only)</b>
No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	<b>N.A.</b>
No. of Shareholders attended the meeting through video conferencing (VC) / Other Audio Visual Means (OAVM):  Promoters and Promoter Group: Public:	<b>52 (Fifty Two only)</b>  <b>6 (Six only)</b> <b>46 (Forty Six only)</b>

**Agenda –wise**

<b>Reso lutio n No.</b>	<b>Resolution</b>	<b>Resolution required (Ordinary /Special)</b>	<b>Mode of Voting (Poll/Postal Ballot/E- Voting)</b>	<b>Results</b>
1	Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 <sup>st</sup> March, 2020.	Ordinary Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with requisite majority.
2	To Confirm the payment of Interim Dividend on Equity Shares for the financial year 2019-20.	Ordinary Resolution	Remote e-voting prior and during the AGM	Approved. 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 prior and during the AGM	Approved. The Resolution was passed with requisite majority.
4	To consider the appointment of M/s. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm	Ordinary Resolution	Remote e-voting prior	Approved. The Resolution was



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	Registration No. 101720W/W100355) as Statutory Auditors of the Company effective 17 <sup>th</sup> August, 2020 till the conclusion of Thirteenth Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E / E300003).		and during the AGM	passed with requisite majority.
5	To consider the appointment of M/s. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company for a continuous period of five years.	Ordinary Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with requisite majority.
6	To consider re-appointment of Mr. Shrikant Zaveri (DIN: 00263725) as Chairman & Managing Director of the Company and fixing terms of appointment and remuneration.	Special Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with special majority.
7	To consider re-appointment of Ms. Binaisha Zaveri (DIN: 00263657) as Whole-time Director of the Company and fixing terms of appointment and remuneration.	Special Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with special majority.
8	To consider re-appointment of Ms. Raashi Zaveri (DIN: 00713688) as Whole-time Director of the Company and fixing terms of appointment and remuneration.	Special Resolution	Remote e-voting prior and during the AGM	Approved. The Resolution was passed with special 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/ e-voting at AGM:**

<b>Resolution No. 1:</b>			<b>Adoption of Balance Sheet, Statement of Profit &amp; Loss, Directors' Report and Auditors' Report for the year ended 31<sup>st</sup> March, 2020.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,767	0.4460	67,418	7,349	90.1708	9.8292
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,267</b>	<b>0.449</b>	<b>67,896</b>	<b>7,371</b>	<b>90.2069</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,535,042</b>	<b>74.2314</b>	<b>49,527,671</b>	<b>7,371</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 1 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with requisite majority.

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<b>Resolution No. 2:</b>			<b>To Confirm the payment of Interim Dividend of Re. 1 (Rupee One only) per equity share, (i.e. 10%) of Face Value of Rs. 10 (Rupee Ten only) each, for the Financial Year 2019-20.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
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)		
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,632	0.4452	67,283	7,349	90.1530	9.8470
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,132</b>	<b>0.4482</b>	<b>67,761</b>	<b>7,371</b>	<b>90.1893</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,907</b>	<b>74.2312</b>	<b>49,527,536</b>	<b>7,371</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 2 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with requisite majority.



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<b>Resolution No. 3:</b>			<b>To appoint a Director in place of Ms. Raashi Zaveri (DIN: 00713688), 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.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,632	0.4452	67,283	7,349	90.1530	9.8470
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,132</b>	<b>0.4482</b>	<b>67,761</b>	<b>7,371</b>	<b>90.1893</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,907</b>	<b>74.2312</b>	<b>49,527,536</b>	<b>7,371</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 3 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with requisite majority.



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<b>Resolution No. 4:</b>			<b>To consider the appointment of M/s. Chaturvedi &amp; Shah LLP, Chartered Accountants (ICAI Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company effective 17<sup>th</sup> August, 2020 till the conclusion of Thirteenth Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. S R B C &amp; CO LLP, Chartered Accountants (Firm Registration No. 324982E / E300003).</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,767	0.4460	67,418	7,349	90.1708	9.8292
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,267</b>	<b>0.449</b>	<b>67,896</b>	<b>7,371</b>	<b>90.2069</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,535,042</b>	<b>74.2314</b>	<b>49,527,671</b>	<b>7,371</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 4 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with requisite majority.



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<b>Resolution No. 5:</b>			<b>To consider the appointment of M/s. Chaturvedi &amp; Shah LLP, Chartered Accountants (ICAI Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company for a continuous period of five years.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,632	0.4452	66,983	7,649	89.7510	10.2490
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,132</b>	<b>0.4482</b>	<b>67,461</b>	<b>7,671</b>	<b>89.7900</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,907</b>	<b>74.2312</b>	<b>49,527,236</b>	<b>7,671</b>	<b>99.9845</b>	<b>0.0155</b>

Accordingly, the Resolution No. 5 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with requisite majority.



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<b>Resolution No. 6:</b>			<b>To consider re-appointment of Mr. Shrikant Zaveri (DIN: 00263725) as Chairman &amp; Managing Director of the Company and fixing terms of appointment and remuneration.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Special Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,562	0.4448	67,212	7,350	90.1424	9.8576
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,062</b>	<b>0.4478</b>	<b>67,690</b>	<b>7,372</b>	<b>90.1788</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,837</b>	<b>74.2310</b>	<b>49,527,465</b>	<b>7,372</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 6 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with special majority.



CIN: L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001  
Corp. Office: 11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021.  
Tel.: 02230735000, 912249255000 www.tbztheoriginal.com

<b>Resolution No. 7:</b>			<b>To consider re-appointment of Ms. Binaisha Zaveri (DIN: 00263657) as Whole-time Director of the Company and fixing terms of appointment and remuneration.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Special Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,562	0.4448	67,213	7,349	90.1438	9.8562
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,062</b>	<b>0.4478</b>	<b>67,691</b>	<b>7,371</b>	<b>90.1801</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,837</b>	<b>74.2310</b>	<b>49,527,466</b>	<b>7,371</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 7 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with special majority.



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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN: L27205MH2007PLC172598

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<b>Resolution No. 8:</b>			<b>To consider re-appointment of Ms. Raashi Zaveri (DIN: 00713688) as Whole-time Director of the Company and fixing terms of appointment and remuneration.</b>					
<b>Resolution required: (Ordinary/Special)</b>			<b>Special Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	49,459,775	49,459,775	100	49,459,775	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>49,459,775</b>	<b>49,459,775</b>	<b>100</b>	<b>49,459,775</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	507,029	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>507,029</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public Non Institutions</b>	<b>E-voting</b>	16,763,816	74,562	0.4448	67,212	7,350	90.1424	9.8576
	<b>Poll</b>		500	0.0030	478	22	95.6000	4.4000
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		<b>16,763,816</b>	<b>75,062</b>	<b>0.4478</b>	<b>67,690</b>	<b>7,372</b>	<b>90.1788</b>
<b>Total</b>		<b>66,730,620</b>	<b>49,534,837</b>	<b>74.2310</b>	<b>49,527,465</b>	<b>7,372</b>	<b>99.9851</b>	<b>0.0149</b>

Accordingly, the Resolution No. 8 as mentioned in the Notice convening 13<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2020 has been passed with special majority.

For Tribhovandas Bhimji Zaveri Limited

**Shrikant Zaveri**  
Chairman & Managing Director



CIN: L27205MH2007PLC172598

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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.  
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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 & 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:

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

(ii) Voted against of the resolution:

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

**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