

Date: 1st 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: **Outcome of the 13th Annual General Meeting of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to requirements of the Regulation 30 read with Schedule III Para A of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the 13th Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, 30th September, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 11.30 a.m. and concluded at 12.00 noon. We are enclosing herewith Outcome of the 13th Annual General Meeting of the Company.

Kindly note that voting results is announced along with the Scrutinizer's Report and is submitted today on 1st October, 2020 as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on record under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You.

Yours faithfully,
For Tribhovandas Bhimji Zaveri Limited



Niraj Oza
Head - Legal & Company Secretary



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The original since 1864

TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : I27205MH2007PLC172598

Regd. Office: 243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001 Fax : +91 22 3956 5056.

11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 3073 5000, 91 22 4925 5000
Fax : 022 3073 5088 www.tbztheoriginal.com

Date: 1st October, 2020

Outcome / Proceedings of the 13th Annual General Meeting

Proceedings of the 13th Annual General Meeting

The 13th Annual General Meeting ('AGM') of the Members of Tribhovandas Bhimji Zaveri Limited ('The Company') was held on Wednesday, 30th September, 2020 at 11.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

All the Directors of the Company were present at the Annual General Meeting.

Mr. Niraj Oza, Head – Legal & Company Secretary welcomed the Members present at the AGM. The Members were informed about the e-voting process available during the meeting and 15 (Fifteen) minutes after the conclusion of the Meeting. He informed about the requisite statutory registers and records being available for inspection.

The Chairman, Mr. Shrikant Zaveri, after ascertaining that the requisite quorum was present, declared that the AGM was validly constituted and in order.

The Chairman welcomed the Members, Board Members, Auditors and Scrutinizer present briefed the Members on the presence of:

- Mr. Kamlesh Vikamsey, Independent Director and Chairman of Audit Committee;
- Mr. Ajay Mehta, Independent Director and Chairman of Stake Holder Relationship Committee and Nomination & Remuneration Committee;
- Mr. Sanjay Asher, Independent Director;
- Ms. Binaisha Zaveri, Whole-time Director;
- Ms. Raashi Zaveri, Whole-time Director;
- Mr. Saurav Banerjee, Chief Financial Officer;
- Mr. Vijay Maniar, Ms. Poonam Udhvani and Mr. Jeet Ashar representatives of M/s. S R B C & CO LLP, Statutory Auditors;
- Mr. Rajendra Korea and Mr. Vijay Napawalia representatives of M/s. Chaturvedi & Shah LLP, Statutory Auditors;
- Mr. Harsh Mehta, Ms. Yashwi Mehta and Mr. Devang Khandelwal representatives of M/s. Pramod S. Shah & Associates, Secretarial Auditors;
- Mr. Pramod S. Shah and Ms. Krupali Shah representatives of M/s. Pramod S. Shah & Associates, Scrutinizer for the meeting.

Thereafter, the Chairman delivered his speech, and brief about key Developments and Company's performance for the Financial Year 2019-20 covering global as well as Indian economic overview.

Thereafter, the Chairman informed the Members that Notice convening 13th AGM was already circulated to all the Members and the same can be taken as read.



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Thereafter, the Chairman informed the members that there were no qualifications, observations or adverse remarks in the Auditors' Report issued by the Statutory Auditors and there are no qualifications, observations or comments or other remarks in the Secretarial Auditor's Report which may have any material adverse effect on functioning of the Company and hence the same were not required to be read at the AGM.

Thereafter, the Chairman, has requested the Company Secretary to brief the Members about the Agenda Items stated in the Notice of the AGM and also about the e-voting process at the AGM.

The Company Secretary briefed the Members on the agenda items to be considered in the meeting and also briefed about the e-voting process at the AGM.

Further, the Company Secretary informed that, Mr. Pramod Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretary has been appointed as scrutinizer to scrutinize the remote e-voting process and the e-Voting at AGM.

Thereafter, the Chairman opened the Question & Answer (Q & A) forum for the registered speakers to seek clarification or offer any comments related to the resolutions or any other matter concerning the Company. He further explained process for the same. The speakers were invited to express their views and asked questions. Thereafter, the Chairman invited Mr. Saurav Banerjee, Chief Financial Officer of the Company to answer questions raised by the speakers, if any. Mr. Saurav Banerjee, Chief Financial Officer of the Company thanked all the members for their participation in the meeting. Since there were no questions raised by any members, Mr. Saurav Banerjee concluded the Question & Answer session and requested the Chairman to continue with further proceeding of the meeting.

Thereafter, the Chairman informed the Members that the voting Results along with the Scrutinizer's Report will be announced on the Company's website (www.tbztheoriginal.com) and on website of Registrar & Share Transfer Agent of the Company, KFin Technologies Private Limited on or before Friday, 2nd October, 2020 and will also be communicated to the BSE and NSE.

The Chairman thanked one and all for attending the meeting and informed Members that e-voting is open for additional 15 (Fifteen) minutes after the conclusion of the Meeting to enable the Members who have not casted their vote yet. He took the consent for leaving the meeting along with the Board of Directors and the meeting concluded.

The e-voting lines were open for additional 15 (Fifteen) minutes after the conclusion of the AGM.

The following resolutions/ items as set out in the Notice convening the 13th Annual General Meeting of the Members of the Company have been transacted and all eight Ordinary & Special Business Items (in form of Ordinary Resolutions and Special Resolutions) were approved and passed by the shareholders by requisite majority and special majority as per the report given by the Scrutinizer on 1st October, 2020 and the same has been uploaded with Stock Exchanges along with voting results:

| Resolut ion No. | Resolution & Type of Resolution Approved by the Members with requisite majority |
|-----------------|---|
| | Ordinary Business: |



CIN No : L27205MH2007PLC172598

| | |
|--------------------------|--|
| 1 | Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 st March, 2020. (Ordinary Resolution is passed with requisite majority by remote E-voting and E-voting at AGM). |
| 2 | To Confirm the payment of Interim Dividend on Equity Shares for the financial year 2019-20. (Ordinary Resolution is passed with requisite majority by remote E-voting and E-voting at AGM). |
| 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 is passed with requisite majority by remote E-voting and E-voting at AGM). |
| Special Business: | |
| 4 | To consider the appointment of M/s. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Registration No. 101720W/W100355) as Statutory Auditors of the Company effective 17 th 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). (Ordinary Resolution is passed with requisite majority by remote E-voting and E-voting at AGM). |
| 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 is passed with requisite majority by remote E-voting and E-voting at AGM). |
| 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 is passed with special majority by remote E-voting and E-voting at AGM). |
| 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 is passed with special majority by remote E-voting and E-voting at AGM). |
| 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 is passed with special majority by remote E-voting and E-voting at AGM). |

Thanking You.

Yours faithfully,

For **Tribhovandas Bhimji Zaveri Limited**



Niraj Oza

Head - Legal & Company Secretary



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