

Date: 30th September, 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: **Proceedings of 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 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the 13th Annual General Meeting (AGM) of the Company was held on Wednesday, 30th September, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), which commenced at 11.30 a.m. and concluded at 12.00 noon. We are enclosing herewith proceedings of the 13th Annual General Meeting of the Company.

The Company had provided the facility of voting through electronic means on all the resolutions contained in the notice convening the AGM, through the e-voting services provided by KFin Technologies Private Limited ('KFintech'). The remote e-voting facilities were open from 25th September, 2020 9:00 a.m. (IST) up to 29th September, 2020 5:00 p.m. (IST). Further, the Company had provided the e-voting facility to vote at the AGM and additional 15 (Fifteen) minutes after the conclusion of the AGM.

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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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

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11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel : 022 3073 5000, 91 22 4926 5000
Fax : 022 3073 5088 www.tbztheoriginal.com

Date: 30th September, 2020

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.

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

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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.

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:

Resolution No.	Resolution & Type of Resolution
	Ordinary Business:
1	Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31 st March, 2020. (Ordinary Resolution)
2	To Confirm the payment of Interim Dividend on Equity Shares for the financial year 2019-20. (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. (Ordinary Resolution)
	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)
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)
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)
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)
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)

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



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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.

For Tribhovandas Bhimji Zaveri Limited



Niraj Oza
Head - Legal & Company Secretary



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