Date: 26th September, 2014

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 7th Annual General Meeting of the Company held on 24th September, 2014 as per Clause 35A of the Listing Agreement.**

This is to inform you that the 7th Annual General Meeting of the Company was held on Wednesday, 24th September, 2014 at 3.30 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001.

Please find enclosed Disclosure of Voting Results under Clause 35A of the Listing Agreement. E-voting was conducted between 16th September, 2014 (9.00 am IST) to 18th September, 2014 (6.00 pm IST) (both days inclusive) and the Poll (Ballot) was conducted at the Annual General Meeting (AGM) dated 24th September, 2014.

Kindly take the same on records and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,
For **Tribhovandas Bhimji Zaveri Limited**

Niraj Oza
Company Secretary & Compliance Officer

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

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TRIBHOVANDAS BHIMJI ZAVERI LTD.

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Corp. Office : 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: +91.22.30735000, Fax : +91.22.30735088.
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CIN. No : L27205MH2007PLC172598

In accordance with Clause 35A of the Listing Agreement Details of Resolutions passed in 7th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited

Date of AGM/~~EGM~~	**Wednesday, 24th September, 2014**
Total Number of Shareholders on Record Date/ Cut-off Date: 8th August, 2014	**9,892 (Nine Thousand Eight Hundred Ninety Two)**
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	**104 (One Hundred and four only)** **6 (Six only)** **98 (Ninety Eight only)**
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	**Video Conferencing platform Not Provided by the Company.**

Agenda –wise

Resolution No.	**Resolution**	**Resolution required (Ordinary /Special)**	**Mode of Voting (/Poll/~~Postal Ballot~~/E-Voting)**	**Remarks**
1	Adoption of Balance Sheet as at 31st March, 2014, the statement of Profit & Loss for the year ended on that date and report on Board of Directors and Auditors thereon.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
2	Declaration of total dividend of Rs. 2.25 per Equity Share of face value of Rs. 10 each, i.e. 22.25%, comprising of normal dividend of Rs. 1.50 per Equity Share of face value of Rs. 10 each, i.e. 15% and special dividend of Re. 0.75 per Equity Share of face value of Rs. 10 each, i.e. 7.50% on the special occasion of completion of the 150th year of the organization for the financial year ended 31st March, 2014.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
3	To Re-appoint Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director who retires by rotation.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite

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				majority.
4	To appoint BSR & Co. LLP, Chartered Accountants, Mumbai as Statutory Auditors.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
5	To appoint Mr. Kamlesh Vikamsey (DIN: 00059620) as Independent Director.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
6	To appoint Mr. Sanjay Asher (DIN: 00008221) as Independent Director.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
7	To appoint Mr. Ajay Mehta (DIN: 00028405) as Independent Director.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
8	To change term of appointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company from Director not liable to retire by rotation to Director liable to retire by rotation.	Ordinary Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
9	Reconfirmation of Borrowing Limits of ₹ 2,000 Crores of the Company.	Special Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite majority.
10	Approval of creation of mortgage and/or charge over the assets of the Company in respect of borrowings.	Special Resolution	E-voting, Ballot and Poll	The Resolution was passed with requisite 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

Niraj Oza
Company Secretary & Compliance Officer

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Tribhovandas Bhimji Zaveri limited
Annexure-Clause 35A (Mode of Voting: E-voting & Poll)

Resolution No. 1: Adoption of Balance Sheet as at 31st March, 2014, the statement of Profit & Loss for the year ended on that date and report on Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	49,459,775	100	49,459,775	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,181	8.5698	567,176	5	99.9991	0.0008
Total	**66,719,900**	**57,876,647**	**86.74570406**	**57,876,642**	**5**	**99.99999136**	**0.00001**

Resolution No. 2: Declaration of Dividend on equity shares for the financial year ended 31st March, 2014. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,703,275	90.3831	44,703,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,181	8.5698	567,176	5	99.9991	0.0008
Total	**66,719,900**	**53,120,147**	**79.61664661**	**53,120,142**	**5**	**99.99999059**	**0.00001**

Resolution No. 3: To Re-appoint Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director who retires by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,703,275	90.3831	44,703,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,181	8.5698	567,076	105	99.9814	0.0185
Total	**66,719,900**	**53,120,147**	**79.61664661**	**53,120,042**	**105**	**99.99980233**	**0.00020**

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Tribhovandas Bhimji Zaveri limited
Annexure-Clause 35A (Mode of Voting: E-voting & Poll)

Resolution No. 4: To Appoint BSR & Co. LLP, Chartered Accountants, Mumbai as Statutory Auditors. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,703,275	90.3831	44,703,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,176	8.5697	567,171	5	99.9991	0.0008
Total	**66,719,900**	**53,120,142**	**79.61663911**	**53,120,137**	**5**	**99.99999059**	**0.00001**

Resolution No. 5: To Appoint Mr. Kamlesh Vikamsey (DIN: 00059620) as Independent Director. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,703,275	90.3831	44,703,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,176	8.5697	567,071	105	99.9814	0.0185
Total	**66,719,900**	**53,120,142**	**79.61663911**	**53,120,037**	**105**	**99.99980233**	**0.00020**

Resolution No. 6: To Appoint Mr. Sanjay Asher (DIN: 00008221) as Independent Director. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,658,275	90.2921	44,658,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,176	8.5697	567,071	105	99.9814	0.0185
Total	**66,719,900**	**53,075,142**	**79.54919297**	**53,075,037**	**105**	**99.99980217**	**0.00020**

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Tribhovandas Bhimji Zaveri limited
Annexure-Clause 35A (Mode of Voting: E-voting & Poll)

Resolution No. 7: To Appoint Mr. Ajay Mehta (DIN: 00028405) as Independent Director. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,658,275	90.2921	44,658,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,176	8.5697	567,071	105	99.9814	0.0185
Total	**66,719,900**	**53,075,142**	**79.54919297**	**53,075,037**	**105**	**99.99980217**	**0.00020**

Resolution no. 8: To change term of appointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company from Director not liable to retire by rotation to Director liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,658,275	90.2921	44,658,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,849,691	-	100	0
Public-Others	6,618,353	567,176	8.5697	567,071	105	99.9814	0.0185
Total	**66,719,900**	**53,075,142**	**79.54919297**	**53,075,037**	**105**	**99.99980217**	**0.00020**

Resolution No. 9: Reconfirmation of Borrowing Limits of ₹ 2,000 Crores of the Company. (Special Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,658,275	90.2921	44,658,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,090,729	758,962	90.3313	9.6686
Public-Others	6,618,353	567,181	8.5698	567,176	5	99.9991	0.0008
Total	**66,719,900**	**53,075,147**	**79.54920046**	**52,316,180**	**758,967**	**98.57001432**	**1.42999**

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Tribhovandas Bhimji Zaveri limited

Annexure-Clause 35A (Mode of Voting: E-voting & Poll)

Resolution No. 10: Approval of creation of mortgage and/or charge over the assets of the Company in respect of borrowings. (Special Resolution)

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	49,459,775	44,658,275	90.2921	44,658,275	-	100	0
Public – Institutional Holders	10,641,772	7,849,691	73.763	7,090,729	758,962	90.3313	9.6686
Public-Others	6,618,353	567,181	8.5698	567,176	5	99.9991	0.0008
Total	**66,719,900**	**53,075,147**	**79.54920046**	**52,316,180**	**758,967**	**98.57001432**	**1.42999**

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