Date: 11th September, 2015

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 8th Annual General Meeting of the Company held on 9th September, 2015 as per Clause 35A of the Listing Agreement.**

This is to inform you that the 8th Annual General Meeting of the Company was held on Wednesday, 9th September, 2015 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. Remote e-voting was conducted between 5th September, 2015 (9.00 a.m. IST) to 8th September, 2015 (5.00 p.m. IST) (both days inclusive) and the Poll (Ballot) was conducted at the Annual General Meeting (AGM) dated 9th September, 2015.

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

Thanking You.

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

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

Niraj Oza
Company Secretary & Compliance Officer

tbz
The original since 1864
TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

Regd. Office: 241/43, Zaveri Bazar, Mumbai - 400 002. Tel.: +91.22.3956 5001, Fax : +91.22.3956 5056.

Corp. Office : 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: +91.22.3073 5000, Fax : +91.22.3073 5088.
www.tbztheoriginal.com

In accordance with Clause 35A of the Listing Agreement, the details regarding the voting results of the business transacted at the 8th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited

Date of AGM	**Wednesday, 9th September, 2015**
Book Closure Date	03.09.2015 to 09.09.2015 (Both days inclusive)
Total Number of Shareholders on Record Date/ Cut-off Date: 2nd September, 2015	**10,873 (Ten Thousand Eight Hundred Seventy Three)**
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	**101 (One Hundred and One)** **6 (Six only)** **95 (Ninety Five only)**
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	**Not arranged.**

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, 2015, the statement of Profit & Loss for the year ended on that date and report on Board of Directors and Auditors thereon.	Ordinary Resolution	Remote e-voting, Ballot and Poll	The Resolution was passed with requisite majority.
2	Declaration of total dividend of Re. 1 per Equity Share of face value of Rs. 10 each, i.e. 10% for the financial year ended 31st March, 2015.	Ordinary Resolution	Remote e-voting, Ballot and Poll	The Resolution was passed with requisite majority.
3	Re-appointment of Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director who retires by rotation.	Ordinary Resolution	Remote e-voting, Ballot and Poll	The Resolution was passed with requisite majority.
4	To ratify the appointment of BSR & Co. LLP (Firm Registration No.	Ordinary Resolution	Remote e-voting, Ballot and Poll	The Resolution was passed

	101248W/ W-100022), Chartered Accountants, Mumbai as Statutory Auditors.			with requisite majority.
5	To fix remuneration payable to Mr. Shrikant Zaveri, Chairman & Managing Director of the Company from 1st April, 2015 to 31st December, 2015.	Special Resolution	Remote 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

The original since 1864

TRIBHOVANDAS BHIMJI ZAVERI LTD

CIN No : L27205MH2007PLC172598

Regd. Office: 241/43, Zaveri Bazar, Mumbai - 400 002. Tel.: +91.22.3956 5001, Fax : +91.22.3956 5056.

Corp. Office : 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: +91.22.3073 5000, Fax : +91.22.3073 5088.

www.tbztheoriginal.com

Tribhovandas Bhimji Zaveri Limited
Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.
Corp. off 11th Floor, West Wing, Tulsiani Chambers,
212 Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai - 400 021.
CIN : L27205MH2007PLC172598.

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

Resolution No. 1: Adoption of Balance Sheet as at 31st March, 2015, 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	0	100	0
Public – Institutional Holders	10,672,025	8,867,855	83.0944	8,867,855	0	100	0
Public-Others	6,598,820	585,855	8.8782	584,344	1,511	99.742	0.2579
Total	**66,730,620**	**58,913,485**	**88.2855**	**58,911,974**	**1,511**	**99.9974**	**0.0026**

Resolution No. 2: Declaration of Dividend on equity shares for the financial year ended 31st March, 2015. (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	0	100	0
Public – Institutional Holders	10,672,025	8,867,855	83.0944	8,867,855	0	100	0
Public-Others	6,598,820	585,765	8.8768	584,234	1,531	99.7386	0.2613
Total	**66,730,620**	**58,913,395**	**88.2854**	**58,911,864**	**1,531**	**99.9974**	**0.0026**

Resolution No. 3: Re-appointment of Ms. Binaisha Zaveri (DIN: 00263657), 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	49,459,775	100	49,459,775	0	100	0
Public – Institutional Holders	10,672,025	8,867,855	83.0944	8,867,855	0	100	0
Public-Others	6,598,820	585,765	8.8768	584,254	1,511	99.742	0.2579
Total	**66,730,620**	**58,913,395**	**88.2854**	**58,911,884**	**1,511**	**99.9974**	**0.0026**

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

Tribhovandas Bhimji Zaveri Limited
Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.
Corp. off 11th Floor, West Wing, Tulsiani Chambers,
212 Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai - 400 021.
CIN : L27205MH2007PLC172598.

Tribhovandas Bhimji Zaveri limited

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

Resolution No. 4: To ratify the appointment BSR & Co. LLP (Firm Registration No. 101248W/ W-100022), 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	49,459,775	100	49,459,775	0	100	0
Public – Institutional Holders	10,672,025	8,867,855	83.0944	8,867,855	0	100	0
Public-Others	6,598,820	585,855	8.8782	584,344	1,511	99.742	0.2579
Total	**66,730,620**	**58,913,485**	**88.2855**	**58,911,974**	**1,511**	**99.9974**	**0.0026**

Resolution No. 5: To fix remuneration payable to Mr. Shrikant Zaveri, Chairman & Managing Director of the Company from 1st April, 2015 to 31st December, 2015. (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	49,459,775	100	49,459,775		100	0
Public – Institutional Holders	10,672,025	8,867,855	83.0944	8,035,266	832,589	90.6111	9.3888
Public-Others	6,598,820	585,855	8.8782	584,334	1,521	99.7403	0.2596
Total	**66,730,620**	**58,913,485**	**88.2855**	**58,079,375**	**834,110**	**98.5842**	**1.4158**

For **Tribhovandas Bhimji Zaveri Limited**

Niraj Oza
Company Secretary & Compliance Officer

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

Mani Bhuwan, 1st Floor, Office No. 5,
54, Hughes Road, (Opp : Dharam Palace),
Mumbai-400 007
E-mail : saurabhshah361@gmail.com

Tel.: (O) +91 (022) 2367 8570; 2368 0263;
2368 2139; 2368 0256,
Fax: +91(022) 2367 8571
Mobile : 98211 06410 / 9821106217

PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)
Pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014 amended from time to time

To,
Chairman and Managing Director
M/s. Tribhovandas Bhimji Zaveri Limited,
241/43, Zaveri Bazar, Mumbai-400002,
Maharashtra, India

8th Annual General Meeting of the Equity Shareholders of **M/s. Tribhovandas Bhimji Zaveri Limited,** was held on Wednesday, 09th September, 2015 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.

Dear Sir,

We, Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer for the purpose of:

(i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies(Management and Administration)Rule,2014, as amended from time to time and

(ii) Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rule, 2014, as amended (Rules) on the Resolutions contained in the notice to the 8th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Wednesday, 09th September, 2015 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.

(iii)We hereby submit our Scrutinizers report as follows :

- The notice convening the meeting was placed on the website of the Company.
- The members of the Company were given an option to vote electronically on e-voting system, provided by Karvy Computershare Private Limited (Karvy).
- The e-voting period commenced from 09:00 a.m. on Saturday 05th September, 2015 and ended at 5.00 p.m. on Tuesday 08th September, 2015
- Accordingly, the electronic votes cast were taken into account and at the end of this

PRAMOD S. SHAH & ASSOCIATES * PRACTISING COMPANY SECRETARIES *

voting period, on Tuesday, 08th September, 2015 the Karvy Computershare Private Limited (Karvy) portal was blocked for voting.

- The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., or 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.

Note: After the Completion of Voting period, the results were unblocked in presence of two witnesses not being in the employment of the Company.

The result of the Voting is as under:

Resolutions :

Resolution -1
Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31st March, 2015.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	29	58882852	99.95%
Physically	55	29122	0.049%

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	1511	0.0026%
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category

Electronically	0	0
Physically	0	0

Resolution -2
Declaration of Dividend on Equity Shares for the year ended 31st March, 2015.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	28	58882832	99.95%
Physically	53	29032	0.049%

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	1531	0.0026%
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	2	90

Resolution -3
Reappointment of Ms. Binaisha Zaveri (DIN : 00263657), Whole-time Director who retires by rotation.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	29	58882852	99.95%
Physically	53	29032	0.049%

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast

Electronically	2	1511	0.0026%
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	2	90

Resolution -4:
To ratify the appointment of BSR & Co. LLP (Firm Registration No. 101248W/ W-100022), Chartered Accountants, Mumbai as Statutory Auditors.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	29	58882852	99.95%
Physically	55	29122	0.049%

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	1511	0.0026%
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Resolution -5:
To fix remuneration payable to Mr. Shrikant Zaveri ,Chairman & Managing Director of the Company from 1st April, 2015 to 31st December, 2015.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast

Electronically	27	58050253	98.535%
Physically	55	29122	0.04943%

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	5	834110	1.4158%
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you.

Yours faithfully,

PRAMOD S. SHAH & ASSOCIATES ★ PRACTISING COMPANY SECRETARIES ★

Pramod S. Shah
(C.P. No.-3804)

Place: Mumbai
Dated: 11th September, 2015

PRAMOD S. SHAH & ASSOCIATES ★ PRACTISING COMPANY SECRETARIES ★