Date: 14th July, 2016

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 / Madam,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**
Sub: **Declaration on the Independent Auditors' Report with unmodified opinion pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI vide Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated 25th May, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated 27th May, 2016.**

This is with reference to SEBI vide Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated 25th May, 2016 and Circular vide no CIR/CFD/CMD/56/2016 dated 27th May, 2016 and NSE Circular bearing No. NSE/CML/2016/09 dated 1st June, 2016 and in addition to submission of Audited Standalone and Consolidated Financial Results of the Company for the Quarter and Year ended on 31st March, 2016 alongwith Auditors Report and Form A, we are submitting declaration duly signed by Chief Financial Officer of the Company confirming that Audit Report for the year ended 31st March, 2016 is unmodified.

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

Thanking You.

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

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

Niraj Oza
Head Legal & Company Secretary & Compliance Officer

Encl: Declaration

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

DECLARATION

(Declaration on the Independent Auditors' Report with unmodified opinion pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI vide Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated 25th May, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated 27th May, 2016)

I, Saurav Banerjee, Chief Financial Officer of Tribhovandas Bhimji Zaveri Limited hereby declare that, the Statutory Auditors of the Company, M/s. B S R & Co. LLP (Firm Registration No. 101248W/W-100022), Chartered Accountants, Mumbai, have issued an Independent Audit Report with unmodified / unqualified opinion on audited standalone and consolidated financial results of the Company for the year ended on 31st March, 2016.

The declaration is issued in compliance of Regulation 33(3)(d) of the SEBI (Listing Obligation and Disclosure Requirements (Amendments) Regulations, 2016, as amended by the SEBI vide Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated 25th May, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated 27th May, 2016.

For **Tribhovandas Bhimji Zaveri Limited**

Saurav Banerjee
Chief Financial Officer

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

The original since 1864

TRIBHOVANDAS BHIMJI ZAVERI LTD.

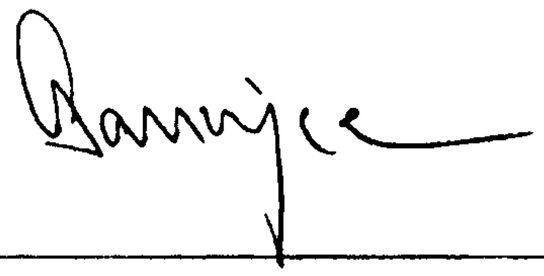
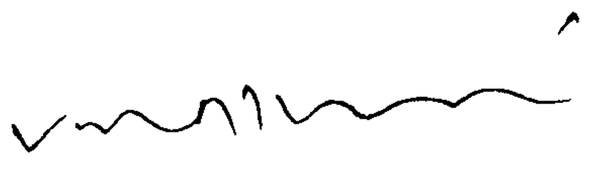
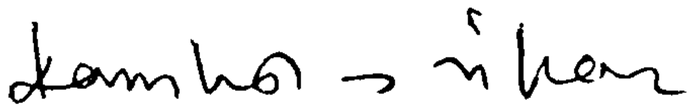
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Compliance under Regulation 33(3)(d) of Securities and Excchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

FORM A (for audit report with unmodified opinion)

1.	**Name of the Company**	**Tribhovandas Bhimji Zaveri Limited**
2.	**Annual financial statements for the year ended**	**31st March, 2016**
3.	**Type of Audit observation**	Unmodified
4.	**Frequency of observation**	Not Applicable
5.	**To be signed by-** 1. Mr. Shrikant Zaveri, Chairman & Managing Director 2. Mr. Saurav Banerjee, Chief Financial Officer	 
	3. VIJAY MATHUR Partner Membership No. 046476 For B S R & Co. LLP Chartered Accountants Statutory Auditors of the Company Firm's Registration No. 101248W/ W-100022	
	4. Mr. Kamlesh Vikamsey, Independent Director, Audit Committee Chairman	

Place: Mumbai
Date: 2nd May, 2016