Date: 24th September, 2012

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.

Re: **Tribhovandas Bhimji Zaveri Limited (Scrip Code & ID: 534369 / TBZ)**
Sub : **Information pursuant to Clause 31(d) of the Listing Agreement "Proceedings at the 5th Annual General Meeting"**

Dear Sir/ Madam,

Pursuant to Clause 31(d) of the Listing Agreement, we give below the Proceedings of the 5th Annual General Meeting (AGM) of the Company, held on Monday, 24th September, 2012 at 3.30 p.m. at Mahajan Hall of Mumbai Textile Merchants' Mahajan, 1st Floor, 250, Sheikh Memon Street, M.J. Market, Mumbai 400 002. At the said AGM the shareholders of the Company:-

As Ordinary Business:

1. Adopted the Balance Sheet of the Company as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

2. Declared dividend of Re. 0.75/- per share of Rs. 10/- each (7.50%).

3. Re-appointed Mr. Ajay Mehta as a Director.

4. Re-appointed Mr. Sanjay Asher as a Director.

5. Appointed B S R and Co, (Firm Registration No. 128510W) as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorised the Board of Directors to fix their remuneration.

As Special Business (As a special Resolution):

6. Revision of Remuneration Structure and fixing of remuneration payable to Mr. Shrikant Zaveri, Chairman & Managing Director of the Company.

7. Keeping of Registers at a place other than the Registered Office of the Company.

Thanking you,
Yours truly,
For **Tribhovandas Bhimji Zaveri Limited**

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

Niraj Oza
Company Secretary & Compliance Officer