

Date: 31st December, 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.

Dear Sir/ Madam,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**
Sub: **Declaration of Result of Postal Ballot**

This is to inform that the voting conducted through Postal Ballot, pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for Alteration of the Objects Incidental or Ancillary to the attainment of the Main Objects of the Memorandum of Association of the Company under Section 17 of the Companies Act, 1956, by way of Special Resolution has been approved by the requisite majority and the results for the same along with Report of Scrutinizer appended herewith.

Further, the disclosure pursuant to Clause 35A of the Listing Agreement pertaining to the result of Postal Ballot is also enclosed.

Kindly take the same on record as per the applicable provisions of the Listing Agreement.

Thanking You.

Yours faithfully,
For Tribhovandas Bhimji Zaveri Limited

Niraj Oza

Niraj Oza
Company Secretary & Compliance Officer



RESULT OF POSTAL BALLOT

Pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, approval of the members was sought by way of Special Resolution for the alteration in the Objects Incidental or Ancillary to the attainment of the Main Objects of the Memorandum of Association of the Company as per Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 as set out in the Postal Ballot Notice dated 7th November, 2012.

The last date for the receipt of Postal Ballot Forms/ E-Voting, duly completed by the Shareholders was the close of working hours on Saturday, 22nd December, 2012.

Based on the Scrutinizer's Report dated 28th December, 2012, the Result of Postal Ballot was declared on 31st December, 2012 at the Registered Office of the Company, as follows:

Particulars	No. of Postal Ballot Forms/ E- votes	No. of Equity Shares/ Votes	Percentage (%)
Total Postal Ballot Forms/ E-votes received	215	50,311,509	-
Less: Invalid Postal Ballot Forms/ E-votes received	8	2,708	-
Net Valid Postal Ballot Forms/ E-votes received	207	50,308,801	-
Votes cast in favour of the Special Resolution	197	50,307,631	99.998
Votes cast in against the Special Resolution	10	1,170	0.002

The aforesaid Special Resolution has been approved by the Shareholders with the requisite majority.

For Tribhovandas Bhimji Zaveri Limited

Date: 31st December, 2012
Place: Mumbai



Shrikant Zaveri
Chairman & Managing Director



TRIBHOVANDAS BHIMJI ZAVERI LTD.

In accordance with Clause 35A of the Listing Agreement, the details of business transacted by the Company through the Postal Ballot (including E-voting) are furnished below:

- Date of the declaration of result for Postal Ballot: **31st December, 2012**
- Total number of shareholders on record date: Total number of shareholders as on 9th November, 2012 were **7,946**.
- Details of the Agenda/ Notice:

Special Resolution:

Alteration in the Objects Incidental or Ancillary to the attainment of the Main Objects of the Memorandum of Association of the Company as per Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 as set out in the Postal Ballot Notice.

Resolution Required: **Special Resolution**

Mode of Voting: **Postal Ballot / E-Voting**

Promoter/ Public	No. of shares held	No. of votes polled (Valid Votes)	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2) / (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	49,449,775	49,449,775	100	49,449,775	0	100	0
Public – Institutional Holders	6,234,935	265,896	4.26	265,896	0	100	0
Public-Others	10,981,957	593,130	5.40	591,960	1,170	99.80	0.20
Total	66,666,667	50,308,801	75.46	50,307,631	1,170	99.998	0.002

Date: 31st December, 2012
Place: Mumbai



For Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director

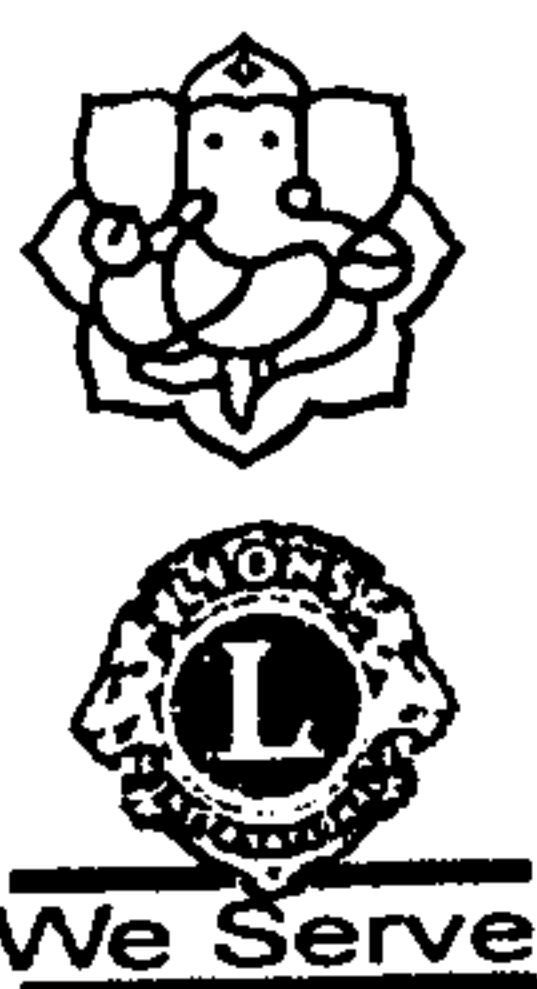
TRIBHOVANDAS BHIMJI ZAVERI LTD.

Pramod S. Shah

B.A., B.COM., L.L.B., F.C.S., S.E.O.

Mobile : 98211 06217

Mobile : 98211 06410



Mani Bhuwan, 1st Floor, Office No. 5, 54, Hughes Road,
(Opp : Dharam Palace), Mumbai-400 007 (India)

Tel.: (0) +91 (022) 2368 2139 / +91 (022) 2367 8570

Fax: +91(022) 2367 8571 Tel.: 2368 0263, 2368 0256

E-mail : saurabhshah361@gmail.com

PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

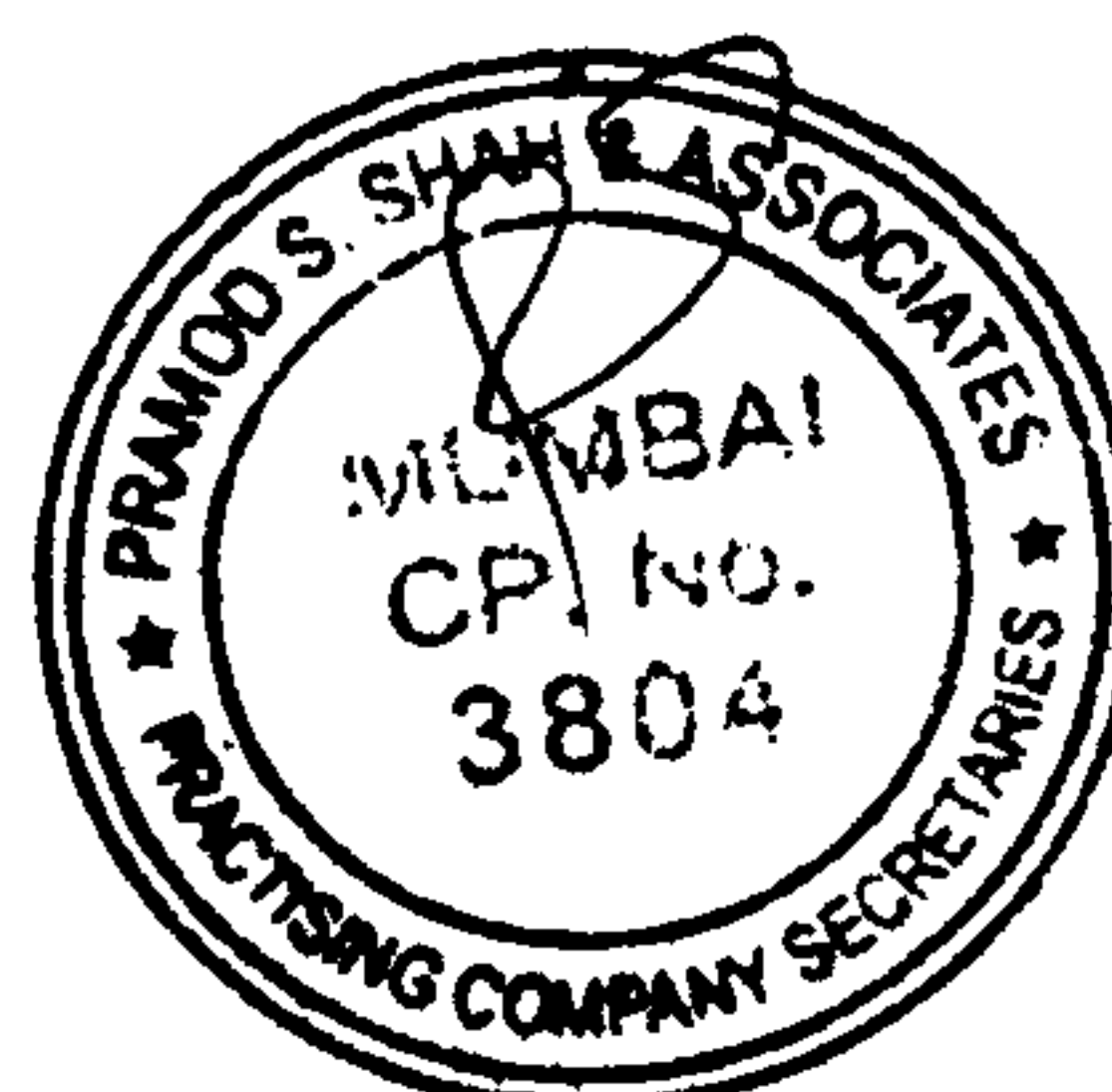
December 28, 2012

To
The Chairman,
Tribhovandas Bhimji Zaveri Limited
228, Ground Floor, Mittal Chambers,
Nariman Point, Mumbai - 400 021

Dear Sir,

Sub.: Report of Scrutinizer

1. The Board of Directors of the Company at its meeting held on November 07, 2012 has appointed me as a Scrutinizer for conducting the postal ballot voting process
2. I submit my report as under:
 - 2.1 The Company has completed on November 22, 2012 the despatch of postal ballot forms alongwith postage prepaid business reply envelop to its Members whose names appeared on the Register of Members/ list of beneficiaries as on November 09, 2012 (cut-off date).
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on December 27, 2012 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on November 09, 2012 (cut-off date).
 - 2.6 All postal ballot forms received upto the close of working hours on December 22, 2012, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.



2.7 Envelopes containing postal ballot forms received after December 22, 2012 were not considered for my scrutiny.

2.8 I did not find any defaced or mutilated ballot paper.

2.9 Members were also provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e- Voting system (www.evoting.nsdl.com).

2.10 The result of the electronic voting was downloaded after the closure of the working hours of the Company on December 22, 2012 from NSDL website providing the platform for e- voting system (www.evoting.nsdl.com) and has been included in our report.

3. A summary of the postal ballot votes casted through physical mode is as follows:

<u>Sr. No.</u>	<u>Particulars</u>	<u>No. of Postal Ballot Forms</u>	<u>No. of Equity Shares</u>	<u>No. of Votes</u>	<u>Percentage (%)</u>
a.	Total Postal Ballot Forms received	146	50295564	50295564	-
	Less: Invalid Postal Ballot Forms	8	2708	2708	
b.	Net Valid Postal Ballot Forms	138	50292856	50292856	100
c.	Votes cast in favour of the Special Resolution	134	50292716	50292716	100
d.	Votes cast in against the Special Resolution	4	140	140	0.00

4. Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:

<u>Sr. No.</u>	<u>Particulars</u>	<u>Voter Count</u>	<u>No. of Votes</u>
a.	Total No. of votes/ shares in favour of the Special Resolution	63	14915
b.	Total No. of votes/ shares against the Special Resolution	6	1030



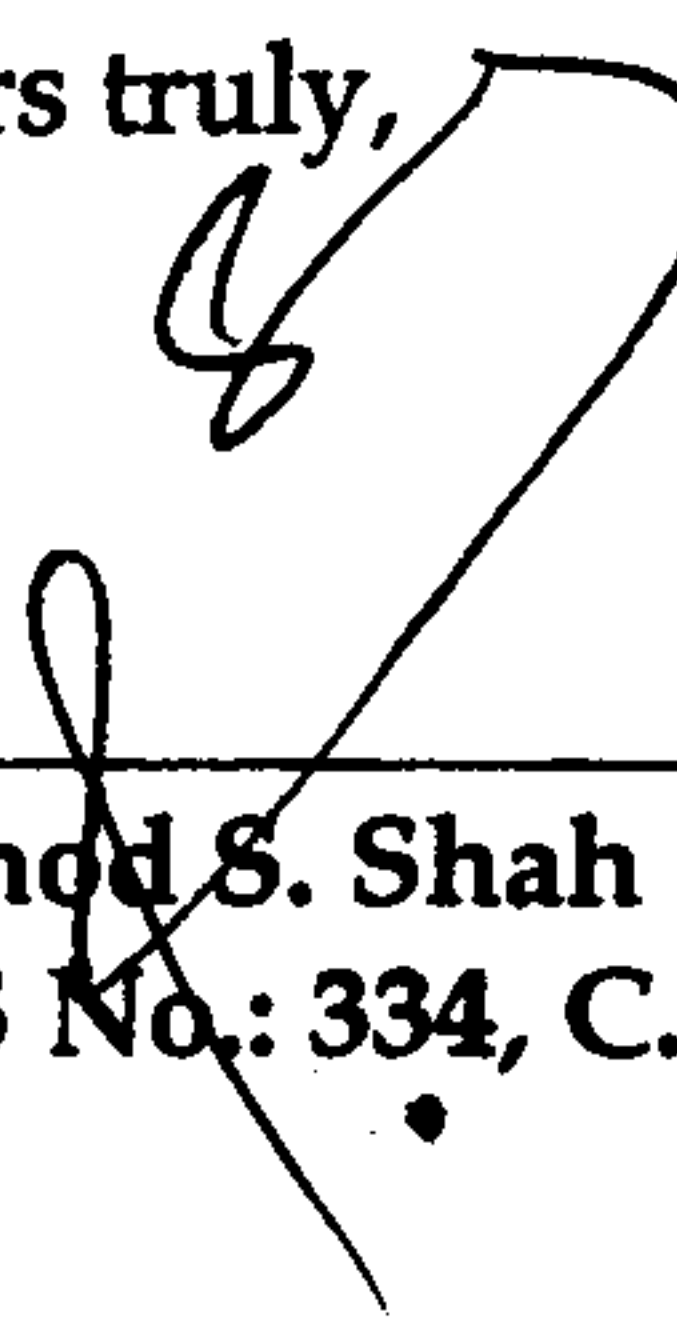
5. Total summary of the votes casted (aggregate of Physical & Electronic Voting System) is as follows:-

<u>Sr. No.</u>	<u>Votes Casted</u>	<u>By Physical Ballot</u>	<u>By Electronic Voting</u>	<u>Total No. of votes/ shares</u>	<u>Percentage (%)</u>
1.	Favour	50292716	14915	50307631	99.998
2.	Against	140	1030	1170	0.002
TOTAL				50308801	100

6. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary/ Director authorised by the Board to supervise the postal ballot process.
7. The Special Resolution has therefore been approved by the shareholders with the requisite majority.
8. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,


Pramod S. Shah
[FCS No.: 334, C. P. No.:3804]



Date: December 28, 2012
Place: Mumbai