Name of the Company: Tribhovandas Bhimji Zaveri Limited

Quarter ending on: 30-Sep-2015

| Particulars | | Clause of Listing agreement | | Remarks |
|-------------|--|-----------------------------------|-----|---------|
| I. | Board of Directors | 49 II | - | - |
| | (A) Composition of Board | 49 II A | Yes | - |
| | (B) Independent Directors | 49 II B | Yes | - |
| | (C) Non-executive Directors compensation & disclosures | 49 II C | Yes | - |
| | (D) Other provisions as to Board and Committees | 49 II D | Yes | - |
| | (E) Code of Conduct | 49 II E | Yes | - |
| | (F) Whistle Blower Policy | 49 II F | Yes | - |
| II. | Audit Committee | 49 III | - | - |
| | (A) Qualified & Independent Audit Committee | 49 III A | Yes | - |
| | (B) Meeting of Audit Committee | 49 III B | Yes | - |
| | (C) Powers of Audit Committee | 49 III C | Yes | - |
| | (D) Role of Audit Committee | 49 III D | Yes | - |
| | (E) Review of Information by Audit Committee | 49 III E | Yes | - |

| III. | Nomination and Remuneration Committee | 49 IV | Yes | - |
|------|--|-----------------|-----|---|
| IV. | Subsidiary Companies | 49 V | Yes | The Company has two wholly owned subsidiary companies. The Company does not have any material non listed Indian Subsidiary. |
| V. | Risk Management | 49 VI | Yes | Constitution of Risk Management Committee is applicable to Top 100 companies only. Hence the same is not applicable to our company. But Company has voluntary formed committee. |
| VI. | Related Party Transactions | 49 VII | Yes | - |
| VII. | Disclosures | 49 VIII | - | - |
| | (A) Related party transactions | 49 VIII A | Yes | - |
| | (B) Disclosure of Accounting Treatment | 49 VIII B | NA | In the preparation of financial statements, the Company has NOT followed any treatment different from that prescribed in any Accounting Standard. |
| | (C) Remuneration of Directors | 49 VIII C | Yes | - |
| | (D) Management | 49 VIII D | Yes | - |

| | (E) Shareholders | 49 VIII E | Yes | - |
|------|---|-----------------|-----|---|
| | (I) Proceeds from public issues, rights issue, preferential issues, etc | 49 VIII I | NA | No public issue, right issue, preferential issues, etc. made during the quarter/year. |
| III. | CEO/CFO Certification | 49 IX | Yes | - |
| IX. | Report on Corporate Governance | 49 X | Yes | - |
| X. | Compliance | 49 XI | Yes | - |