

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 31<sup>st</sup> December, 2022**

I. Composition of Board of Directors																		
Whether the listed entity has a Regular Chairperson					Yes													
Whether Chairperson is related to Promoter					Yes													
Title (Mr / Ms)	Name of the Director	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Whether special resolution passed? [Refer Reg. 17(1A) of listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	Whether director of director is disqualified?	Statutory Director	Employee	Director of subsidiary	Current Director	No of Directorship in listed entities including this listed entity [in reference to provision 17A(1)]	No of Independent Directorship in listed entities including this listed entity in reference to provision 17A(1)]	No of memberships in Audit / Stakeholder Committee(s) including this listed entity (Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Regulation 26(1) of Listing Regulations)	
Mr	Shrikant Zaveri	Chairperson & Managing Director (Executive Director)	NA	24.07.2007	01.01.2021			07.12.1959	No	-	-	-	Active	1	0	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0	



Ms	Binaisha Zaveri	Whole-time Director (Executive Director)	NA	24.07.2007	01.01.2021			28.12.1982	No	-	-	-	Active	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	Whole-time Director (Executive Director)	NA	01.07.2008	01.01.2021			26.12.1986	No	-	-	-	Active	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Mr	Ajay Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	105 Months	28.07.1959	No	-	-	-	Active	2	1	Audit Committee: 1 Stakeholder Committee: 2	Audit Committee: 0 Stakeholder Committee: 2
Mr	Sanjay Asher	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	27.10.2022	102.27 Months	26.11.1963	No	-	-	-	Inactive	7	7	Audit Committee: 7 Stakeholder Committee: 3	Audit Committee: 2 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	105 Months	06.12.1960	No	-	-	-	Active	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 3 Stakeholder Committee: 0



Mrs	Sudha Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021	31.03.2026	21 Months	02.11.1966	No	-	-	-	Active	5	5	Audit Committee: 7 Stakeholder Committee: 1	Audit Committee: 2 Stakeholder Committee: 0
-----	----------------	---	----	------------	------------	------------	-----------	------------	----	---	---	---	--------	---	---	---	---

**II. Composition of Committees**

1. Audit Committee						
Whether Audit Committee has a Regular Chairperson						Yes
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Chairperson	14.12.2010		
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	14.12.2010		
00263725	Mr. Shrikant Zaveri	Executive Director	Member	14.12.2010		
02804964	Mrs. Sudha Navandar	Non-Executive Director - Independent Director	Member	05.05.2022		

2. Nomination and Remuneration Committee						
Whether Nomination and Remuneration Committee has a Regular Chairperson						Yes
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010		
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Member	14.12.2010		
00008221	Mr. Sanjay Asher	Non-Executive Director - Independent Director	Member	14.12.2010	27.10.2022	
02804964	Mrs. Sudha Navandar	Non-Executive Director - Independent Director	Member	05.05.2022		



3. Stakeholder Relationship Committee						
Whether Stakeholder Relationship Committee has a Regular Chairperson					Yes	
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010		
00263725	Mr. Shrikant Zaveri	Executive Director	Member	14.12.2010		
00263657	Ms. Binaisha Zaveri	Executive Director	Member	14.12.2010		
00713688	Ms. Raashi Zaveri	Executive Director	Member	14.12.2010		

4. Corporate Social Responsibility Committee						
Whether Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
00263725	Mr. Shrikant Zaveri	Executive Director	Chairperson	19.05.2014		
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	19.05.2014		
00263657	Ms. Binaisha Zaveri	Executive Director	Member	19.05.2014		
00713688	Ms. Raashi Zaveri	Executive Director	Member	19.05.2014		

5. Risk Management Committee						
Whether Risk Management Committee has a Regular Chairperson					Yes	
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
00263725	Mr. Shrikant Zaveri	Executive Director	Chairperson	24.09.2014		
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	24.09.2014		
00263657	Ms. Binaisha Zaveri	Executive Director	Member	03.02.2015		
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015		



III. Meeting of Board of Directors							
Sr. No	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on the meeting	Number of Director present (All Directors including Independent Director)	No. of Independent Director attending the meeting
1	01.08.2022	14.11.2022	104	YES	6	5	2

IV. Meeting of Committees				
Name of Committee Meeting	Date(s) of Meeting of Committee (if any) in the previous quarter	Date(s) of Meeting of Committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	01.08.2022	14.11.2022	Yes. Total Number of Directors as on the date of the meeting: 4  No of Directors present (All Directors including Independent Director): 3  No. of Independent Director(s) attending the meeting: 2  No. of members attending the meeting (other than Board of Directors): 0	104
Stakeholder Relationship Committee	01.08.2022	14.11.2022	Yes. Total Number of Directors as on the date of the meeting: 4  No of Directors present (All Directors including Independent Director): 3  No. of Independent Director(s) attending the	104



**Tribhovandas Bhimji Zaveri Limited**

Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.

Corp. Off. :- 11<sup>th</sup> Floor, West Wing, Tulsiani Chambers,27<sup>th</sup> Colaba Reclamation, Free Press Journal Road,

Nariman Point, Mumbai - 400 021.

CIN : L27205MH2007PLC172598

			meeting: 0	
Corporate Social Responsibility Committee	01.08.2022	14.11.2022	Yes. No. of members attending the meeting (other than Board of Directors): 0  Total Number of Directors as on the date of the meeting: 4  No of Directors present (All Directors including Independent Director): 3  No. of Independent Director(s) attending the meeting: 0  No. of members attending the meeting (other than Board of Directors): 0	104
Risk Management Committee	-	28.10.2022	Yes. Total Number of Directors as on the date of the meeting: 4  No of Directors present (All Directors including Independent Director/Members): 4  No. of Independent Director(s)/All Directors Present: 4  No. of members attending the meeting (other than Board of Directors): 0	-



<b>V. Related Party Transactions</b>	
Subject	Compliance Status (Yes / No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholder Relationship Committee d. Risk Management Committee	Yes Yes Yes Yes
3. The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and the above-mentioned committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5. <del>This report and / or</del> The report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: Note:- This report will be placed in next Board Meeting. Previous quarter report has been placed before the Board of Directors in the Board Meeting.	Yes

For Tribhovandas Bhimji Zaveri Limited

**Niraj Oza**  
Head - Legal & Company Secretary