

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 31<sup>st</sup> December, 2015**

<b>I. Composition of Board of Directors</b>										
Title (Mr / Ms)	Name of the Director	PAN & DIN		Category (Chairperson / Executive / Non Executive / Independent / Nominee)	Date of appointment in the current term / cessation		Tenure	No of Directorship in listed entities including this listed entity (Regulation 25(1) of Listing Regulations)	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)
		PAN	DIN		Appointment	Cessation				
Mr	Shrikant Zaveri	AAAPZ0899E	00263725	Chairperson & Executive Director				1	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Binaisha Zaveri	AAEPZ1953F	00263657	Executive Director				1	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	AAFPZ8138F	00713688	Executive Director				1	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Mr	Ajay Mehta	AAFPM3456K	00028405	Independent Director	01.04.2014	31.03.2019	5 years	2	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 1
Mr	Sanjay Asher	ADQPA0146C	00008221	Independent Director	01.04.2014	31.03.2019	5 years	7	Audit Committee: 4 Stakeholder Committee: 2	Audit Committee: 2 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	AABPV3055F	00059620	Independent Director	01.04.2014	31.03.2019	5 years	5	Audit Committee: 4 Stakeholder Committee: 0	Audit Committee: 1 Stakeholder Committee: 0



**II. Composition of Committees**

<b>1. Audit Committee</b>	
Name of Committee Members	Category
Mr. Kamlesh Vikamsey	Chairperson
Mr. Ajay Mehta	Member
Mr. Shrikant Zaveri	Member

<b>2. Nomination and Remuneration Committee</b>	
Name of Committee Members	Category
Mr. Ajay Mehta	Chairperson
Mr. Kamlesh Vikamsey	Member
Mr. Sanjay Asher	Member

<b>3. Risk Management Committee</b>	
Name of Committee Members	Category
Mr. Shrikant Zaveri	Chairperson
Mr. Ajay Mehta	Member
Ms. Binaisha Zaveri	Member
Ms. Raashi Zaveri	Member
Mr. Saurav Banerjee	Member
Mr. Sunil Gujrathi	Member

<b>4. Stakeholder Relationship Committee</b>	
Name of Committee Members	Category
Mr. Ajay Mehta	Chairperson
Mr. Shrikant Zaveri	Member
Ms. Binaisha Zaveri	Member
Ms. Raashi Zaveri	Member



<b>III. Meeting of Board of Directors</b>		
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)
04.08.2015	03.11.2015	
09.09.2015	03.11.2015	55

<b>IV. Meeting of Committees</b>				
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 (in number of days)
Audit Committee	04.08.2015	03.11.2015	Yes. Strength of Committee : 3 No of Members present: 3	91
Nomination and Remuneration Committee	NA	03.11.2015	Yes. Strength of Committee: 3 No of Members present: 3	
Risk Management Committee	19.08.2015	03.11.2015	Yes. Strength of Committee : 6 No of Members present: 6	
Risk Management Committee	09.09.2015	03.11.2015	Yes. Strength of Committee : 6 No of Members present: 6	
Stakeholder Relationship Committee	04.08.2015	03.11.2015	Yes. Strength of Committee: 4 No of Members present: 4	



<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. Risk Management Committee d. Stakeholder Relationship Committee	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 & Compliance Officer

