

Date: 12<sup>th</sup> April, 2017

To,  
The Manager  
Compliance Department  
**BSE Limited**  
Corporate Service Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Dear Sir / Madam,

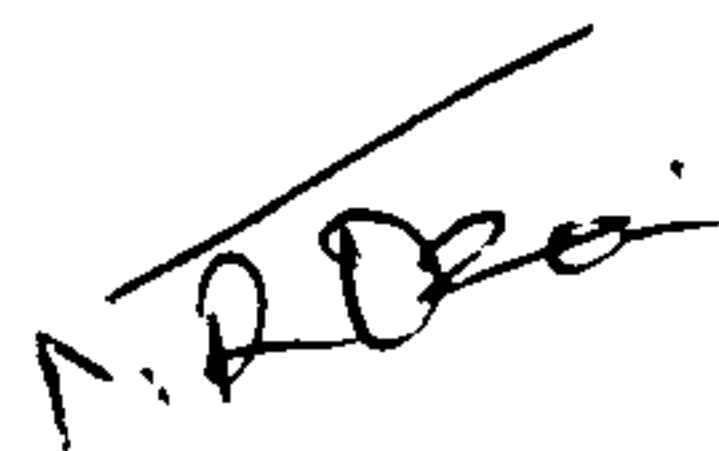
Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**  
Sub: **Furnishing Quarterly Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2017 pursuant to Regulation 27(2) and all other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligation and Requirements) Regulations, 2015.**

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance for Quarter ended 31<sup>st</sup> March, 2017 pursuant to Regulation 27(2) and all other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,  
For **Tribhovandas Bhimji Zaveri Limited**



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



CIN No : L27205MH2007PLC172598

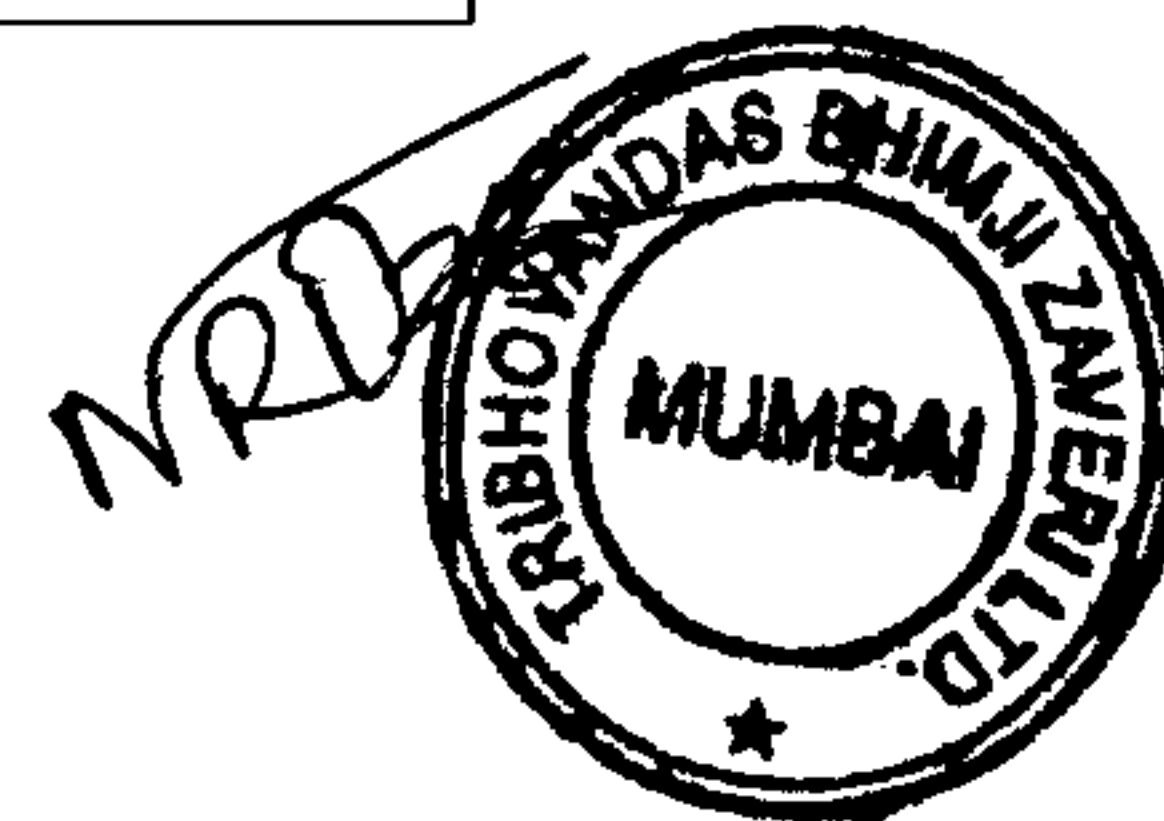
Regd. Office: 241/43, Zaveri Bazar, Mumbai - 400 002. Tel.: +91.22.3956 5001. Fax : - 91.22.3956 5056

Corp. Office : 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road,  
Naarman Point, Mumbai - 400 021. Tel.: +91.22.3073 5000, Fax : - 91.22.3073 5088.  
[www.tbztheoriginal.com](http://www.tbztheoriginal.com)

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 31<sup>st</sup> March, 2017**

I. Composition of Board of Directors										
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	6	Audit Committee: 3 Stakeholder Committee: 0	Audit Committee: 2 Stakeholder Committee: 0

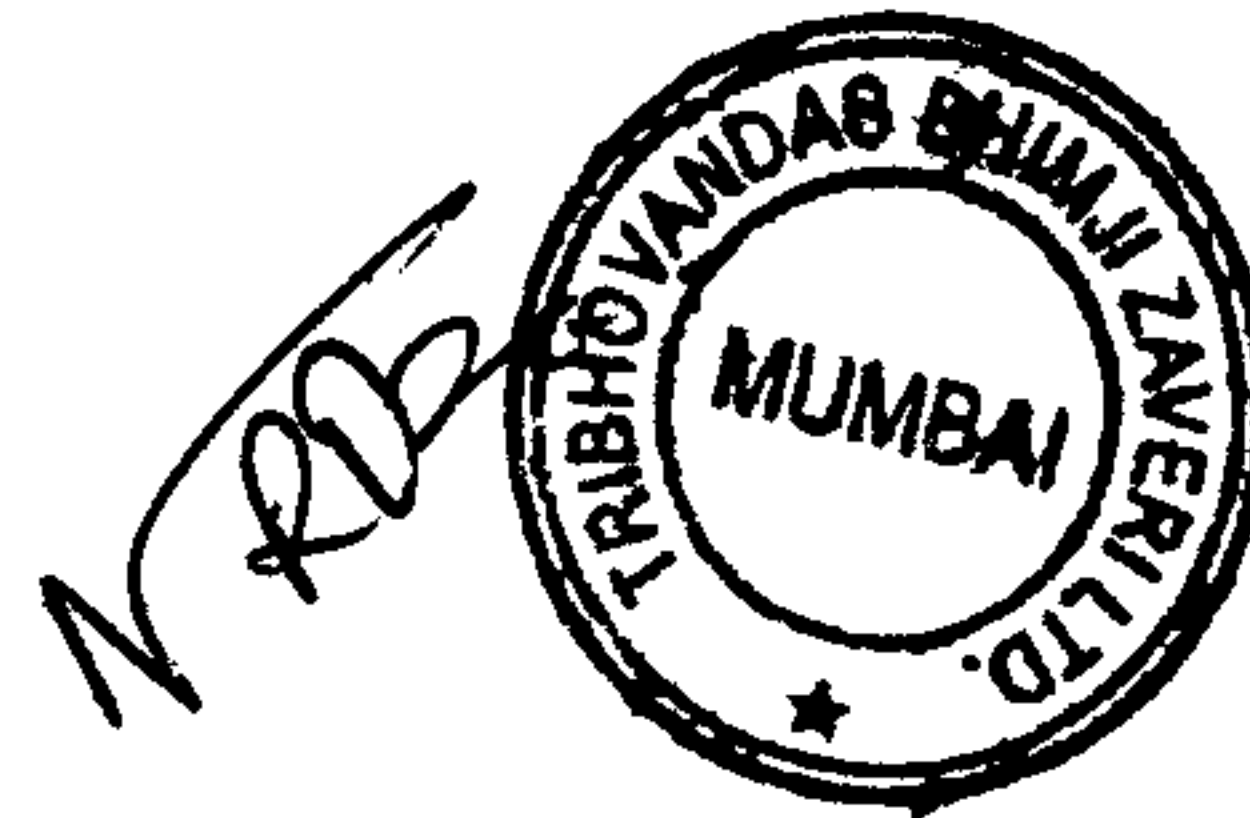


**II. Composition of Committees**

<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

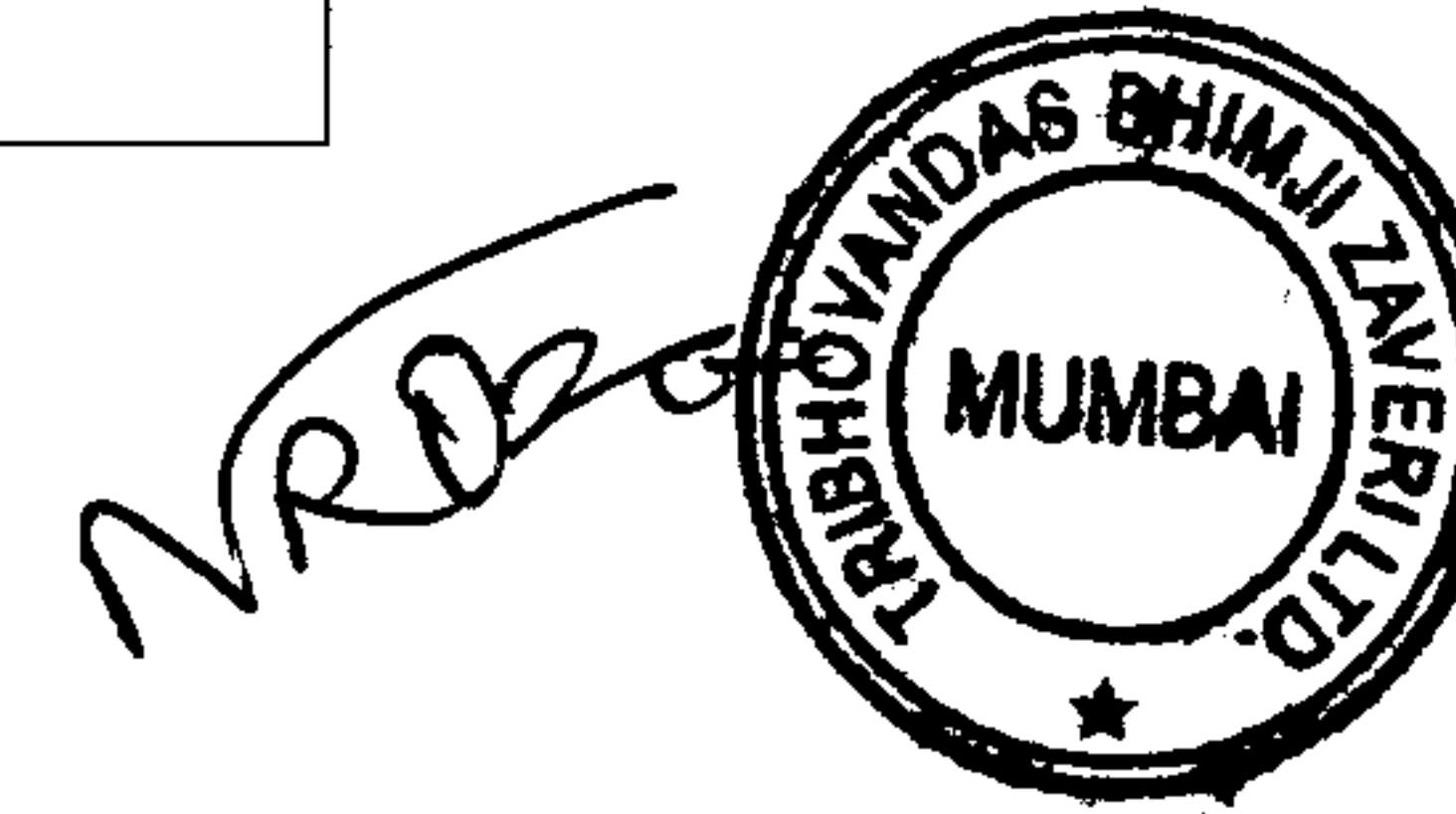
<b>3. Corporate Social Responsibility Committee</b>	
Name of Committee Members	Category
Mr. Shrikant Zaveri	Chairperson
Mr. Ajay Mehta	Member
Ms. Binaisha Zaveri	Member
Ms. Raashi Zaveri	Member



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

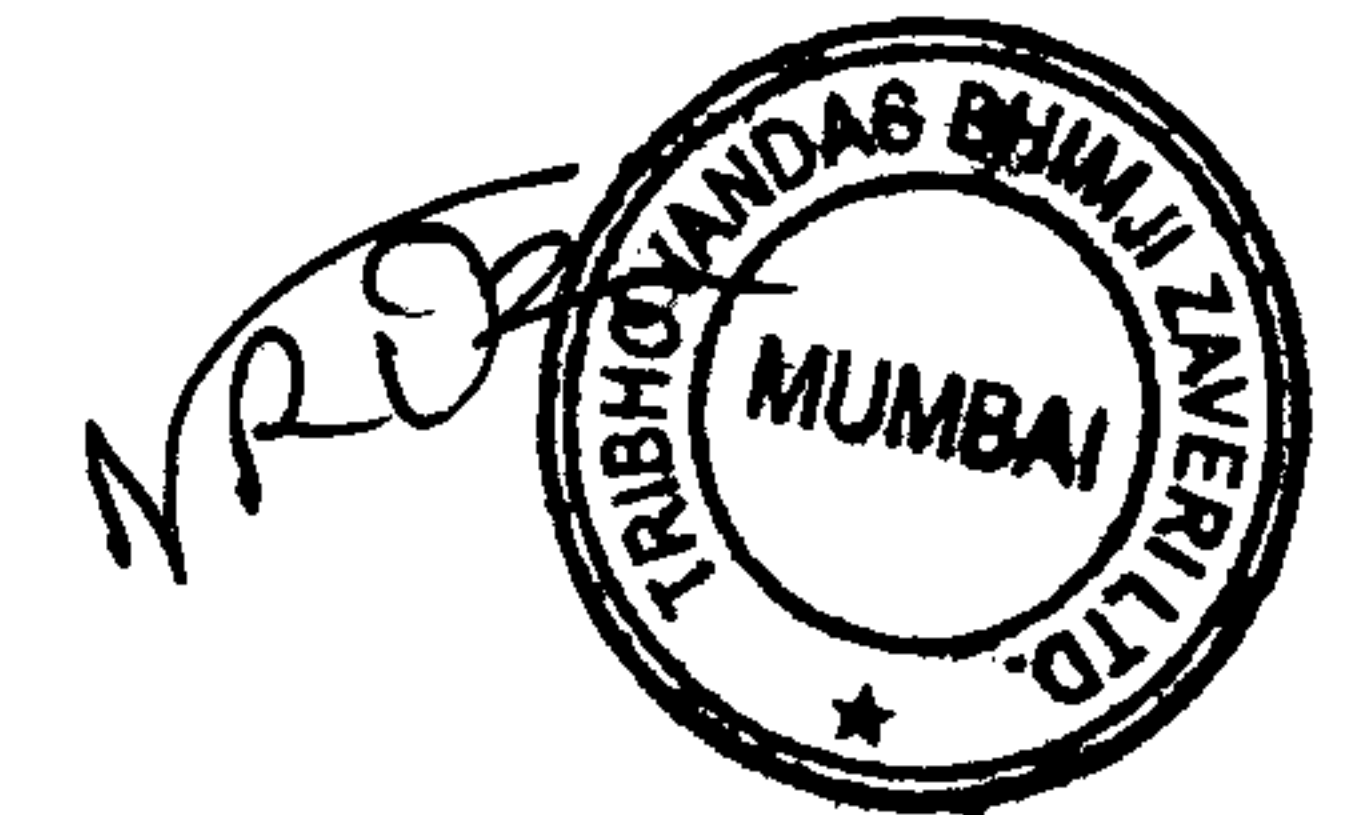
5. Risk Management Committee	
Name of Committee Members	Category
Mr. Shrikant Zaveri	Chairperson
Mr. Ajay Mehta	Member
Ms. Binaisha Zaveri	Member
Ms. Raashi Zaveri	Member
Mr. Saurav Banerjee	Member
Mr. Sunil Gujarathi	Member

III. Meeting of Board of Directors		
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)
09.11.2016	07.02.2017	89



<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 meetings (in number of days)
Audit Committee	09.11.2016	07.02.2017	Yes. Strength of Committee: 3 No of Members present: 3	89
Stakeholder Relationship Committee	09.11.2016	07.02.2017	Yes. Strength of Committee: 4 No of Members present: 4	
Corporate Social Committee	09.11.2016	07.02.2017	Yes. Strength of Committee: 4 No of Members present: 4	
Risk Management Committee	09.11.2016	07.02.2017	Yes. Strength of Committee: 6 No of Members present: 6	

<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 (Provision of this Regulation does not apply to the Company. The Company has voluntarily formed this 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*

**Niraj Oza**  
 Head Legal & Company Secretary



## Compliance Report on Corporate Governance

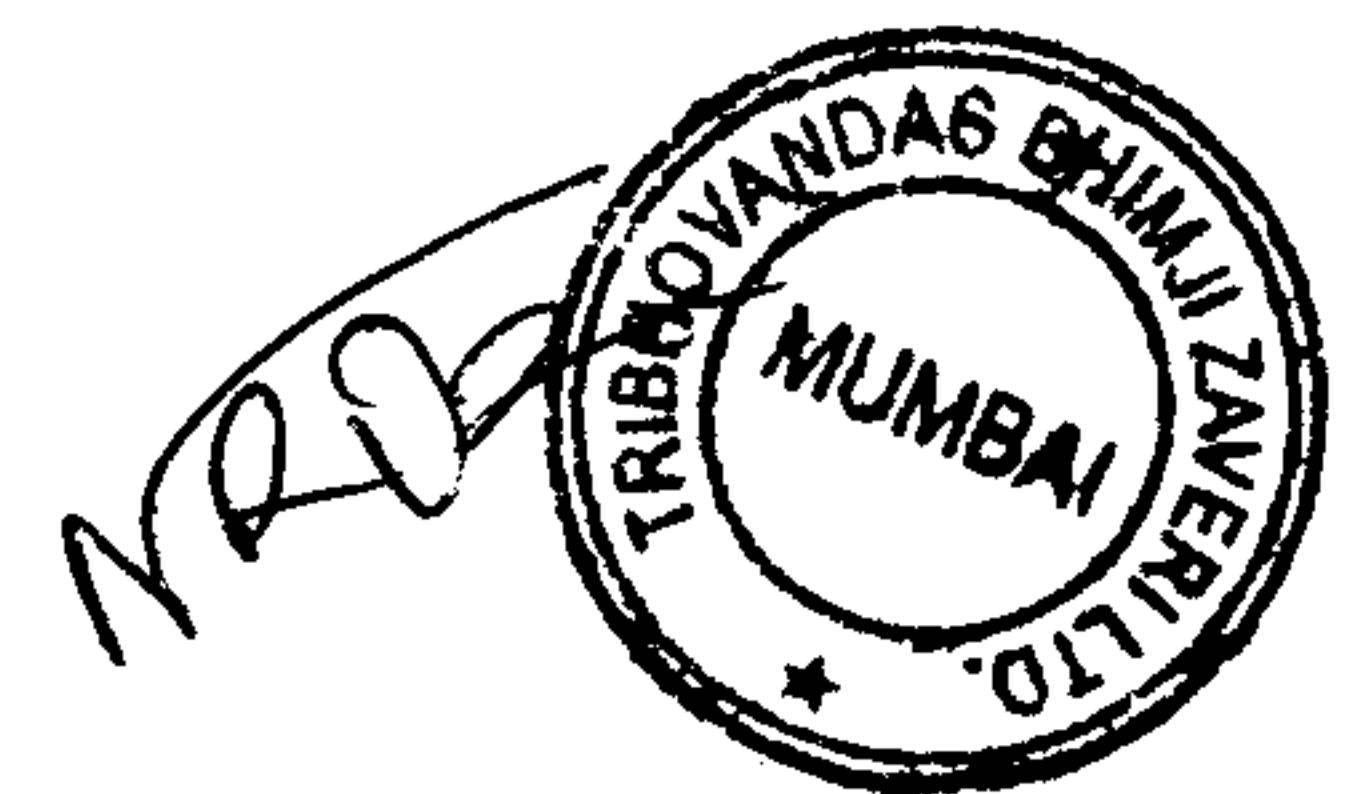
Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited  
 Year Ending: 31<sup>st</sup> March, 2016

### I. Disclosure on website in terms of Listing Regulations

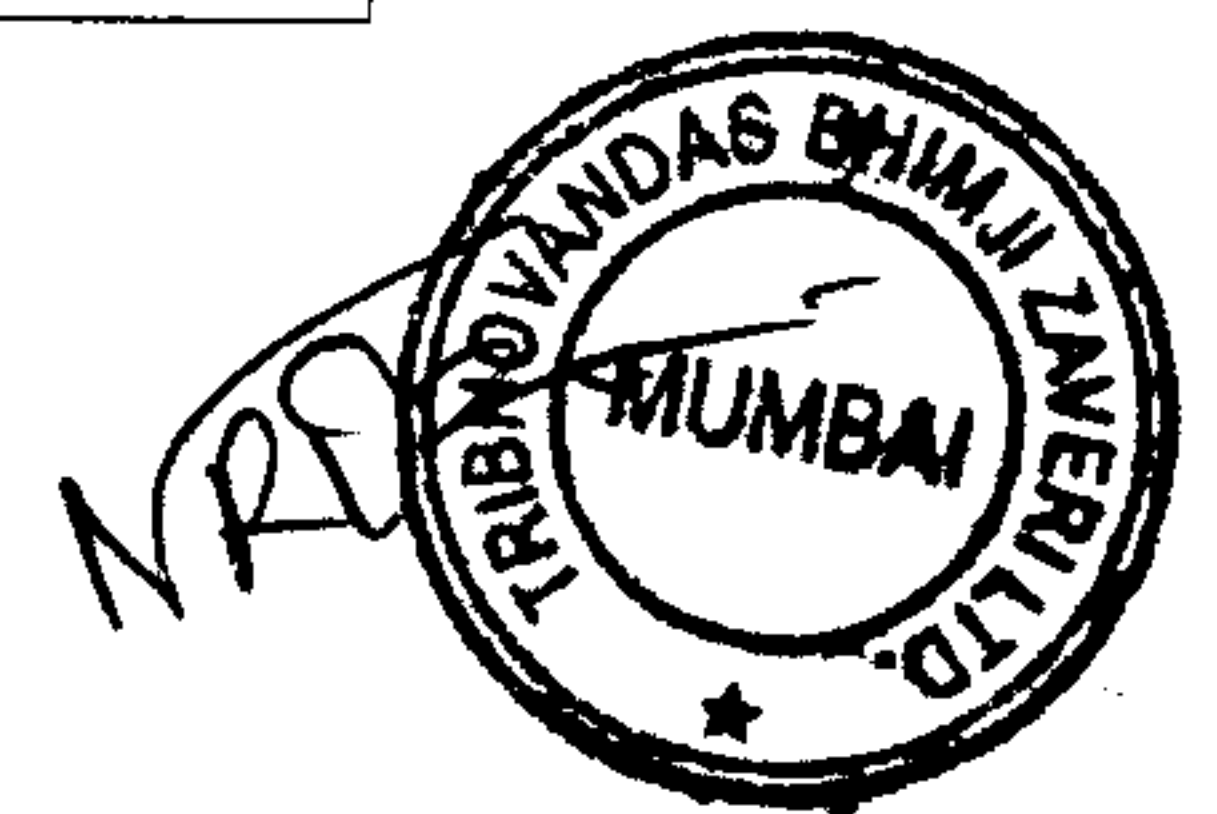
Item	Compliance status (Yes / No / NA)
Details of Business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of Board of Directors	YES
Code of Conduct of Board of Directors and Senior Management Personnel	YES
Details of establishment of vigil mechanism / Whistle Blower Policy	YES
Criteria for making payments to Non – Executive Directors	YES
Policy on dealing with Related Party Transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to Independent Directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
E-mail address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and / or their associates	N.A.
New name and old name of the listed entity	N.A.

### II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes / No/ NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES



Board composition	17(1)	YES
Meeting of Board of Directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees / Compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES (Provision of this regulation doesn't apply to the Company. Company has voluntarily formed this Committee)
Vigil Mechanism	22	YES
Policy for related party transaction	23(1),(5),(6),(7) & (8)	YES
Prior or omnibus approval of Audit Committee for all related party transactions	23(2),(3)	YES
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.





**Tribhovandas Bhimji Zaveri Limited**

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

Corp. off 11<sup>th</sup> Floor, West Wing, Tulsiani Chambers,

212 Backbay Reclamation, Free Press Journal Road,

Nariman Point, Mumbai - 400 021.

CIN : L27205MH2007PLC172598

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent Directors	25(3) & (4)	YES
Familiarization of Independent Directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	YES
Disclosure of shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	YES

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	YES
---	-----

For Tribhovandas Bhimji Zaveri Limited



Niraj Oza  
Head Legal & Company Secretary

