

Date: 10th July, 2018

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

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: **Furnishing Quarterly Compliance Report on Corporate Governance for the Quarter ended 30th June, 2018 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 30th June, 2018 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



tbz[®]
The original since 1864
TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

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

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Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 30th June, 2018

| 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: 1 | Audit Committee: 1 Stakeholder Committee: 2 |
| Mr | Kamlesh Vikamsey | AABPV3055F | 00059620 | Independent Director | 01.04.2014 | 31.03.2019 | 5 years | 7 | Audit Committee: 3 Stakeholder Committee: 0 | Audit Committee: 3 Stakeholder Committee: 0 |



II. Composition of Committees

| 1. Audit Committee | |
|---------------------------|-------------|
| Name of Committee Members | Category |
| Mr. Kamlesh Vikamsey | Chairperson |
| Mr. Ajay Mehta | Member |
| Mr. Shrikant Zaveri | Member |

| 2. Nomination and Remuneration Committee | |
|---|-------------|
| Name of Committee Members | Category |
| Mr. Ajay Mehta | Chairperson |
| Mr. Kamlesh Vikamsey | Member |
| Mr. Sanjay Asher | Member |

| 3. Corporate Social Responsibility Committee | |
|---|-------------|
| 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 |

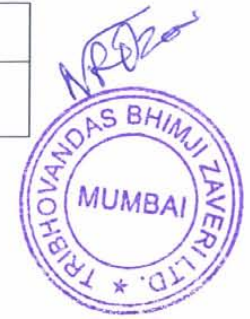
| III. Meeting of Board of Directors | | |
|---|---|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 05.02.2018 | 02.05.2018 | 85 |



| 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 | 05.02.2018 | 02.05.2018 | Yes. Strength of Committee: 3 No of Members present: 3 | 85 |
| Stakeholder Relationship Committee | 05.02.2018 | 02.05.2018 | Yes. Strength of Committee: 4 No of Members present: 4 | 85 |
| Corporate Social Committee | 05.02.2018 | 02.05.2018 | Yes. Strength of Committee: 4 No of Members present: 4 | 85 |
| Risk Management Committee | 05.02.2018 | 02.05.2018 | Yes. Strength of Committee: 6 No of Members present: 6 | 85 |
| Nomination and Remuneration Committee | 05.02.2018 | 02.05.2018 | Yes. Strength of Committee: 3 No of Members present: 3 | 85 |

| V. Related Party Transactions | |
|--|----------------------------------|
| 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 |

| VI. Affirmations | |
|---|-----|
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Yes |



| | |
|---|------------------------------------|
| <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <ul style="list-style-type: none"> 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.) | <p>Yes Yes Yes Yes</p> |
| <p>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.</p> | <p>Yes</p> |
| <p>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.</p> | <p>Yes</p> |
| <p>5. This report and / or 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:</p> <p>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.</p> | <p>Yes</p> |

For Tribhovandas Bhimji Zaveri Limited

Niraj Oza
 Head - Legal & Company Secretary

