

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 31st March, 2019

| 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 | AAFPZ3456K | 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 | 6 | Audit Committee: 3 Stakeholder Committee: 0 | Audit Committee: 1 Stakeholder Committee: 2 |
| Mr | Kamlesh Vikamsey | AABPV3055F | 00059620 | Independent Director | 01.04.2014 | 31.03.2019 | 5 years | 7 | Audit Committee: 1 Stakeholder Committee: 1 | Audit Committee: 5 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 |



Tribhovandas Bhimji Zaveri Limited
 Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.
 Corp. off 11th Floor, West Wing, Tuisiani Chambers,
 212 Backbay Reclamation, Free Press Journal Road,
 Nariman Point, Mumbai - 400 021.
 CIN : L27205MH2007PLC172598.

| 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) |
| 31.10.2018 | 06.02.2019 | 97 |



| 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 | 31.10.2018 | 04.02.2019 | Yes. Strength of Committee: 3 No of Members present: 3 | 95 |
| Stakeholder Relationship Committee | 31.10.2018 | 04.02.2019 | Yes. Strength of Committee: 4 No of Members present: 4 | 95 |
| Corporate Social Committee | 31.10.2018 | 06.02.2019 | Yes. Strength of Committee: 4 No of Members present: 4 | 97 |
| Risk Management Committee | 31.10.2018 | 06.02.2019 | Yes. Strength of Committee: 6 No of Members present: 6 | 97 |

| 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 |
| 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | |
| a. Audit Committee | Yes |
| b. Nomination and Remuneration Committee | Yes |
| c. Stakeholder Relationship Committee | Yes |
| d. Risk Management Committee (Provision of this Regulation does not apply to the Company. The Company has voluntarily formed this 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. 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: 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 Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Half Ending: 31st March, 2019

I. Affirmations:

| Particulars | Regulation Number | Compliance Status (Yes / No/ NA) |
|--|--------------------------------------|--|
| Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website | 46(2) | YES (Business Responsibility Report – N.A.) |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | YES |
| Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | YES |
| Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with Para C of Schedule V | YES |

Note:

Provision of Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Business Responsibility Report does not apply to the Company.

For Tribhovandas Bhimji Zaveri Limited



Niraj Oza
Head - Legal & Company Secretary



CIN No : L27205MH2007PLC172598

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Year Ending: 31st March, 2019**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 |



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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

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Fax : 022 30735088 www.tbztheoriginal.com



| | | |
|---|-------------------------|--|
| 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. |



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| | | |
|---|-------------------------|-----|
| 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

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 Head Legal & Company Secretary



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