

Date: 11th October, 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 as well as Half Yearly Compliance Report on Corporate Governance for the Quarter & Half Year ended 30th September, 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 & Half Yearly Compliance Report on Corporate Governance for Quarter & Half Year ended 30th September, 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



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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.
11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 30735000 Fax: 022 30735088
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Compliance Report on Corporate Governance

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



Tribhovandas Bhimji Zaveri Limited
 Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.
 Corp. off 11th Floor, West Wing, Tulsiani 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)
02.05.2018	31.07.2018	89
02.05.2018	13.08.2018	102



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	02.05.2018	13.08.2018	Yes. Strength of Committee: 3 No of Members present: 3	102
Stakeholder Relationship Committee	02.05.2018	13.08.2018	Yes. Strength of Committee: 4 No of Members present: 4	102
Corporate Social Committee	02.05.2018	13.08.2018	Yes. Strength of Committee: 4 No of Members present: 4	102
Risk Management Committee	02.05.2018	13.08.2018	Yes. Strength of Committee: 6 No of Members present: 6	102

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: 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



Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Half Ending: 30th September, 2018

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



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