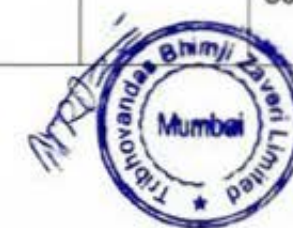


Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Quarter Ending: 31st December, 2019

I. Composition of Board of Directors													
Title (Mr / Ms)	Name of the Director	PAN & DIN		Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity in reference to proviso to regulation 17A(1)]	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										
Mr	Shrikant Zaveri	AAAPZ 0899E	00263725	Chairperson & Managing Director (Executive Director)	24.07.2007	01.01.2016			07.12.1959	1	0	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Binaisha Zaveri	AAEPZ 1953F	00263657	Whole-time Director (Executive Director)	24.07.2007	01.01.2016			28.12.1982	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	AAFZPZ 8138F	00713688	Whole-time Director (Executive Director)	01.07.2008	01.01.2016			26.12.1986	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Mr	Ajay Mehta	AAFPM 3456K	00028405	Non-Executive Director - Independent Director	14.12.2010	01.04.2019	31.03.2024	5 years	28.07.1959	2	1	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 1
Mr	Sanjay Asher	ADQPA 0146C	00008221	Non-Executive Director - Independent Director	14.12.2010	01.04.2019	31.03.2024	5 years	26.11.1963	7	7	Audit Committee: 5 Stakeholder Committee: 0	Audit Committee: 2 Stakeholder Committee: 2



Mr	Kamlesh Vikamsey	AABPV 3055F	00059620	Non-Executive Director - Independent Director	26.08.2010	01.04.2019	31.03.2024	5 years	06.12.1960	7	6	Audit Committee: 3 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0
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II. Composition of Committees

1. Audit Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00059620	Mr. Kamlesh Vikamsey	Chairperson	01.04.2019	31.03.2024
00028405	Mr. Ajay Mehta	Member	01.04.2019	31.03.2024
00263725	Mr. Shrikant Zaveri	Member	01.01.2016	31.03.2024

2. Nomination and Remuneration Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00028405	Mr. Ajay Mehta	Chairperson	01.04.2019	31.03.2024
00059620	Mr. Kamlesh Vikamsey	Member	01.04.2019	31.03.2024
00008221	Mr. Sanjay Asher	Member	01.04.2019	31.03.2024

3. Corporate Social Responsibility Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Zaveri	Chairperson	01.01.2016	
00028405	Mr. Ajay Mehta	Member	01.04.2019	31.03.2024
00263657	Ms. Binaisha Zaveri	Member	01.01.2016	
00713688	Ms. Raashi Zaveri	Member	01.01.2016	



4. Stakeholder Relationship Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00028405	Mr. Ajay Mehta	Chairperson	01.04.2019	31.03.2024
00263725	Mr. Shrikant Zaveri	Member	01.01.2016	
00263657	Ms. Binaisha Zaveri	Member	01.01.2016	
00713688	Ms. Raashi Zaveri	Member	01.01.2016	

5. Risk Management Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Zaveri	Chairperson	01.01.2016	
00028405	Mr. Ajay Mehta	Member	01.04.2019	31.03.2024
00263657	Ms. Binaisha Zaveri	Member	01.01.2016	
00713688	Ms. Raashi Zaveri	Member	01.01.2016	
-	Mr. Saurav Banerjee	Member	17.02.2014	
-	Mr. Sunil Gujarathi	Member	05.04.2011	

III. Meeting of Board of Directors						
Sr.No	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)	Whether requirement of Quorum met (Yes/No)	Number of Director present	No. of Independent Director attending the meeting
1	12.08.2019	06.11.2019	85	YES	5	2



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	12.08.2019	06.11.2019	Yes. Strength of Committee: 3 No of Members present: 3 No. of Independent Director(s) Present: 2	85
Stakeholder Relationship Committee	12.08.2019	06.11.2019	Yes. Strength of Committee: 4 No of Members present: 4 No. of Independent Director(s) Present: 1	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
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



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

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

