

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 30<sup>th</sup> September, 2023**

**1. Composition of Board of Directors**

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to Promoter	Yes

Title (Mr / Ms)	Name of Director	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Whether special resolution passed? [Refer Reg. 17(1) A) of Listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	Date of Birth	Whether Director is disqualified?	Shareholding (%)	Voting Rights (%)	Contractual Obligations	No. of Directorships in listed entities including this entity [in reference to provision 17A(1)]	No. of Independent Directorships in listed entities including this entity [in reference to provision 17A(1)]	No. of members in Audit / Stakeholder Committee	No. of post of Chairperson in Audit / Stakeholder Committee
Mr.	Shrikant Gopaldas Zaveri	Chairperson & Managing Director	NA	24.07.2007	22.08.2007			07.12.1959	No	-	-	Act	1	0	Audit Committee 1	Audit Committee 1



		(Executive Director)	NA	24.07.2007	22.08.2007			28.12.1982	No	-	-	-	-	iv	1	0	Stakeholder Committee: 1	Stakeholder Committee: 0
Ms.	Binaisha Zaveri	Whole-time Director (Executive Director)	NA	01.07.2008	01.07.2008			26.12.1986	No	-	-	-	-	A	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms.	Raashi Zaveri	Whole-time Director (Executive Director)	NA	01.04.2014	01.04.2019			28.07.1959	No	-	-	-	-	A	2	1	Audit Committee: 1 Stakeholder Committee: 0	Audit Committee: 0 Stakeholder Committee: 2
Mr.	Ajay Chimantal Mehta	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021			02.11.1966	No	-	-	-	-	A	5	5	Audit Committee: 4 Stakeholder Committee: 0	Audit Committee: 3 Stakeholder Committee: 0
Mr.	Sudha Pravin Navandar	Non-Executive Director - Independent Director	NA															







**2. Nomination and Remuneration Committee**

Whether Nomination and Remuneration Committee has a Regular Chairperson		Yes	Whether Stakeholder Relationship Committee has a Regular Chairperson		Yes
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010	
00026581	Mr. Ramesh Chandak	Non-Executive Director - Independent Director	Member	10-07-2023	
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Member	05.05.2022	
00263725	Mr. Shrikant Zaveri	Executive Director	Member	24.04.2023	

**3. Stakeholder Relationship Committee**

Whether Stakeholder Relationship Committee has a Regular Chairperson		Yes	Whether Stakeholder Relationship Committee has a Regular Chairperson		Yes
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010	
00263725	Mr. Shrikant Gopaldas Zaveri	Executive Director	Member	14.12.2010	
00263657	Ms. Binaisha S Z	Executive Director	Member	14.12.2010	
00713688	Ms. Raashi Zaveri	Executive Director	Member	14.12.2010	

**4. Corporate Social Responsibility Committee**

Whether Corporate Social Responsibility Committee has a Regular Chairperson		Yes	Whether Corporate Social Responsibility Committee has a Regular Chairperson		Yes
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Gopaldas Zaveri	Executive Director	Chairperson	19.05.2014	
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Member	19.05.2014	
00263657	Ms. Binaisha S Z	Executive Director	Member	19.05.2014	
00713688	Ms. Raashi Zaveri	Executive Director	Member	19.05.2014	



**5. Risk Management Committee**

Whether Risk Management Committee has a Regular Chairperson		Yes			
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Gopaldas Zaveri	Executive Director	Chairperson	24.09.2014	
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Member	24.09.2014	
00263657	Ms. Binaisha S Z	Executive Director	Member	03.02.2015	
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015	

**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 any gap between consecutive number of days)	gap (in two consecutive meetings)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on the meeting	Number of Director present (All Directors including Independent Director)	No. of Independent Director attending the meeting
1	24.05.2023	-			YES	5	5	2
2		01.08.2023	68		YES	6	6	3

**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	24.05.2023	01.08.2023	Yes. Total Number of Directors as on the date of the meeting: 4	68



Stakeholder Relationship Committee	24.05.2023	01.08.2023	No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) attending the meeting: 3 No. of members attending the meeting (other than Board of Directors): 0 Yes Total Number of Directors as on the date of the meeting: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) attending the meeting: 1 No. of members attending the meeting (other than Board of Directors): NA	68
Corporate Social Responsibility Committee	24.05.2023	-	Yes Total Number of Directors as on the date of the meeting: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) attending the meeting: 1 No. of members attending the meeting (other than Board of Directors): NA	
Risk Management Committee	24.04.2023	-	Yes Total Number of Directors as on the date of the meeting: 4 No of Directors present (All Directors including Independent Director/Members): 4 No. of Independent Director(s)/All Directors Present: 4	





Nomination and Remuneration Committee	24.05.2023	01.08.2023	No. of members attending the meeting (other than Board of Directors): 0 Yes. Total Number of Directors as on the date of the meeting: 4 No. of Directors present (All Directors including Independent Director/Members): 4 No. of Independent Director(s)/All Directors Present: 3 No. of members attending the meeting (other than Board of Directors): 0	68
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V. Related Party Transactions		Compliance Status (Yes / No/ NA)
Subject		Yes
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. <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> <li>c. Stakeholder Relationship Committee</li> <li>d. Risk Management Committee</li> </ul>	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. 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





Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited  
Year Ending: 30 September, 2023

## I. Affirmations

Sr.	Particulars	Compliance Status (Yes / No/ NA)
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 <b>a. Audit Committee</b>	YES
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	YES
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	YES
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	YES
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	YES



<b>III Half Yearly Affirmations:</b>			
<b>Sr.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes / No/ NA)</b>
1	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
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	YES
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	YES
6	Submission of Annual Secretarial Compliance Report	24A(2)	YES
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

For Tribhovandas Bhimji Zaveri Limited

*Niraj Oza*

**Niraj Oza**  
Head Legal & Company Secretary





## Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Half Year Ended: 30 September, 2023

Applicability of disclosure: Not Applicable

### I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA
KMPs or any other entity controlled by them	NA	NA

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA



MKS

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KMPs or any other entity controlled by them	NA	NA	NA
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

(D) Additional Information

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Tribhovandas Bhimji Zaveri Limited

*CA Mukesh Sharma*

**Mukesh Sharma**  
Chief Financial Officer



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