

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 30<sup>th</sup> September, 2022**

I. 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 the Director	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Whether special resolution passed? [Refer Regulation 17(1A) of listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current Status	No of Directorships in listed entities including this listed entity [in reference to regulation 17A(1)]	No of Independent Directorships in listed entities including this listed entity in reference to regulation 17A(1)]	No of memberships in Audit / Stakeholder Committee(s) including this listed entity of (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)
Mr	Shrikant Zaveri	Chairperson & Managing Director (Executive Director)	NA	24.07.2007	01.01.2021			07.12.1959	No	-	-	-	Active	1	0	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0





**Tribhovandas Bhimji Zaveri Limited**

Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.

Corp. off 11<sup>th</sup> Floor, West Wing, Tulsiani Chambers,

212 Backbay Reclamation, Free Press Journal Road,

Nariman Point, Mumbai - 400 021.

CIN : L27205MH2007PLC172598

Ms	Binaisha Zaveri	Whole-time Director (Executive Director)	NA	24.07.2007	01.01.2021			28.12.1982	No	-	-	-	Active	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	Whole-time Director (Executive Director)	NA	01.07.2008	01.01.2021			26.12.1986	No	-	-	-	Active	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Mr	Ajay Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	102 Months	28.07.1959	No	-	-	-	Active	2	1	Audit Committee: 1 Stakeholder Committee: 2	Audit Committee: 0 Stakeholder Committee: 2
Mr	Sanjay Asher	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	102 Months	26.11.1963	No	-	-	-	Active	7	7	Audit Committee: 7 Stakeholder Committee: 3	Audit Committee: 2 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	102 Months	06.12.1960	No	-	-	-	Active	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 3 Stakeholder Committee: 0
Mrs	Sudha Navandar	Non-Executive Director -	NA	01.04.2021	01.04.2021	31.03.2026	18 Months	02.11.1966	No	-	-	-	Active	5	5	Audit Committee: 7 Stakeholder Committee: 1	Audit Committee: 2 Stakeholder Committee: 0





		Indepen dent Director																	
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## II. Composition of Committees

1. Audit Committee						
Whether Audit 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	
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Chairperson	14.12.2010		
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	14.12.2010		
00263725	Mr. Shrikant Zaveri	Executive Director	Member	14.12.2010		
02804964	Mrs. Sudha Navandar	Non-Executive Director - Independent Director	Member	05.05.2022		

2. Nomination and Remuneration Committee						
Whether Nomination and Remuneration 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 Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010		
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Member	14.12.2010		
00008221	Mr. Sanjay Asher	Non-Executive Director - Independent Director	Member	14.12.2010		
02804964	Mrs. Sudha Navandar	Non-Executive Director - Independent Director	Member	05.05.2022		

3. Stakeholder Relationship Committee						
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 Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010		





00263725	Mr. Shrikant Zaveri	Executive Director	Member	14.12.2010	
00263657	Ms. Binaisha Zaveri	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
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Zaveri	Executive Director	Chairperson	19.05.2014	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	19.05.2014	
00263657	Ms. Binaisha Zaveri	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 Zaveri	Executive Director	Chairperson	24.09.2014	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	24.09.2014	
00263657	Ms. Binaisha Zaveri	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 gap between any two consecutive number of days (in)	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	05.05.2022	-	8	YES	7	7	4
2	14.05.2022	01.08.2022	78	YES	7	7	4





<b>IV. Meeting of Committees</b>				
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	05.05.2022	-	Yes. Total Number of Directors as on the date of the meeting: 3  No of Directors present (All Directors including Independent Director): 3  No. of Independent Director(s) attending the meeting: 2  No. of members attending the meeting (other than Board of Directors): 0	8
Audit Committee	14.05.2022	01.08.2022	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: 3  No. of members attending the meeting (other than Board of Directors): 0	78
Stakeholder Relationship Committee	05.05.2022	01.08.2022	Yes. Total Number of Directors as on the date of the meeting: 4  No of Directors present (All Directors including	87



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CIN : L27205MH2007PLC172598

			Independent Director): 4  No. of Independent Director(s) attending the meeting: 1  No. of members attending the meeting (other than Board of Directors): 0	
Corporate Social Responsibility Committee	05.05.2022	01.08.2022	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): 0	87
Risk Management Committee	05-05-2022	-	Yes. Total Number of Directors as on the date of the meeting: 5  No of Directors present (All Directors including Independent Director/Members): 5  No. of Independent Director(s)/All Directors Present: 4  No. of members attending the meeting (other than Board of Directors): 1	-





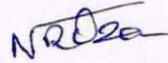
Nomination and Remuneration Committee	05-05-2022	-	Yes. Total Number of Directors as on the date of the meeting: 3  No of Directors present (All Directors including Independent Director): 3  No. of Independent Director(s) attending the meeting: 3  No. of members attending the meeting (other than Board of Directors): 0	-
Nomination and Remuneration Committee	14-05-2022	-	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: 4  No. of members attending the meeting (other than Board of Directors): 0	-

<b>V. Related Party Transactions</b>	
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



<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. a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholder Relationship Committee d. Risk Management Committee	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. <del>This report and / or</del> 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  
Half Year Ended: 30<sup>th</sup> September, 2022

**I. Affirmations:**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes / No/ NA)</b>
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
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
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	YES
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**  
Head Legal & Company Secretary





## Half Yearly Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**

**Half Year Ended: 30<sup>th</sup> September, 2022**

**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	NA	NA	NA





controlled by them			
KMPs or any other entity controlled by them	NA	NA	NA

(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

