

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 30th June, 2023

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 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 the director is disqualified?	Start Date of Disqualification	End Date of Disqualification	Details of disqualification	Current Status	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)
Mr.	Shrikant Gopaldas 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
Ms.	Binaisha Zaveri	Whole-time Director	NA	24.07.2007	01.01.2021			28.12.1982	No	-	-	-	Active	1	0	Audit Committee: 0	Audit Committee: 0

		(Executive Director)											ive			Stakeholder Committee: 1	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 Chimantlal Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019		111	28.07.1959	No	-	-	-	Active	2	1	Audit Committee: 1 Stakeholder Committee: 2	Audit Committee: 0 Stakeholder Committee: 2
Mr.	Kamlesh Shivji Vikamsey	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	13-04-2023	108	06.12.1960	No	-	-	-	Active	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0
Mr.	Sudha Pravin Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021		27	02.11.1966	No	-	-	-	Active	5	5	Audit Committee: 7 Stakeholder Committee: 1	Audit Committee: 2 Stakeholder Committee: 0
Mr.	Ramesh Chandak	Non executive Director-Additional Director	No*	21.06.2023	NA			07.11.1946	No				Active	6	6	Audit Committee: 3 Stakeholder Committee: 1	Audit Committee: 2 Stakeholder Committee: 2

*Mr. Ramesh Chandak, was appointed as Additional Director (Independent Director, Non-Executive) on 21st June, 2023 by Circular Resolution by BOD on approval and recommendation of NRC. Appointment of Mr. Ramesh Chandak will be regularise as Independent Director in the forthcoming Annual General Meeting of the Company within three months of his appointment by 7(1A) way of Special Resolution under Regulation 17(1A) of SEBI LODR Regulations.



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 Shivji Vikamsey*	Non-Executive Director - Independent Director	Chairperson	14.12.2010	13.04.2023
02804964	Mrs. Sudha Pravin Navandar**	Non-Executive Director - Independent Director	Chairperson	05.05.2022	
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Member	14.12.2010	
00263725	Mr. Shrikant Gopalidas Zaveri	Executive Director	Member	14.12.2010	

Note: (*) Mr. Kamlesh Shivji Vikamsey, Independent Director resigned from the company w.e.f 13.04.2023. Therefore, he ceases to be Chairman of Audit committee.
 (**) After reconstitution of Audit Committee, Mrs Sudha Pravin Navandar (Independent Director) is appointed as Chairperson of the Committee w.e.f. 24.05.2023

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 Chimanlal Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010	
00059620	Mr. Kamlesh Shivji Vikamsey	Non-Executive Director - Independent Director	Member	14.12.2010	13.04.2023
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			
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		
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 gap between any two consecutive number of days	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	08.02.2023	-		YES	6	5	2
2	29.03.2023	-	48	YES	6	6	3
3.	-	24.05.2023	55	YES	5	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	08.02.2023	24.05.2023	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	104
Stakeholder Relationship Committee	08.02.2023	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): 0	104
Corporate Social Responsibility Committee	08.02.2023	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): 0	104



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 No. of members attending the meeting (other than Board of Directors): 0	-
Nomination and Remuneration Committee	-	24.05.2023	Yes. Total Number of Directors as on the date of the meeting: 3 No of Directors present (All Directors including Independent Director/Members): 3 No. of Independent Director(s)/All Directors Present: 2 No. of members attending the meeting (other than Board of Directors): 0	-
Separate Meeting of Independent Director	08.02.2023	-	Yes. Total Number of Directors as on the date of the meeting: 3 No of Directors present (All Directors including Independent Director/Members): 3 No. of Independent Director(s)/All Directors Present: 3 No. of members attending the meeting (other than Board of Directors): 0	-

V. Related Party Transactions	
Subject	Compliance Status (Yes / No/ NA)



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

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	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

Niraj Oza
Head - Legal & Company Secretary

