

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 30th June, 2022

I. Composition of Board of Directors												
Whether the listed entity has a Regular Chairperson						Yes						
Whether Chairperson is related to MD or CEO						Yes						
Title (Mr / Ms)	Name of the Director	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Whether special resolution passed? [Refer Reg. 17(1A) of listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of Independent Directors 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 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	1	0	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Binaisha Zaveri	Whole-time Director (Executive Director)	NA	24.07.2007	01.01.2021			28.12.1982	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	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	99 Months	28.07.1959	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	99 Months	26.11.1963	7	7	Committee: 6 Stakeholder Committee: 4	Committee: 2 Stakeholder Committee: 3
Mr	Kamlesh Vikamsey	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	99 Months	06.12.1960	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 3 Stakeholder Committee: 0
Mrs.	Sudha Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021	31.03.2026	15 Months	02.11.1966	5	5	Audit Committee: 6 Stakeholder Committee: 1	Audit Committee: 2 Stakeholder Committee: 0

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	
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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	
-	Mr. Saurav Banerjee	Chief Financial Officer	Member	24.09.2014	14.05.2022

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	Whether requirement of Quorum met	Number of Director present (All Directors)	No. of Independent Director
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			number of days)	(Yes/No)	including Independent Director)	attending the meeting
1	03.02.2022	05.05.2022	90	YES	7	4
2	-	14.05.2022	8	YES	7	4

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	03.02.2022	05.05.2022	Yes. Strength of Committee: 3 No of Directors present (All Directors including Independent Director): 3 No. of Independent Director(s) Present: 2	90	
Audit Committee	-	14.05.2022	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) Present: 3	8	
Stakeholder Relationship Committee	03.02.2022	05.05.2022	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) Present: 1	90	
Corporate Social Responsibility Committee	03.02.2022	05.05.2022	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) Present: 1	90	
Risk Management Committee	-	05.05.2022	Yes. Strength of Committee: 5 No of Directors present (All	-	



			Directors including Independent Director/Members): 5 No. of Independent Director(s)/All Directors Present: 4	
Nomination and Remuneration Committee	-	05-05-2022	Yes. Strength of Committee: 3 No of Directors present (All Directors including Independent Director): 3 No. of Independent Director(s) Present: 3	-
Nomination and Remuneration Committee	-	14-05-2022	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) Present: 4	-

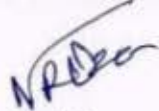
V. Related Party Transactions	
Subject	Compliance Status (Yes / No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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	Yes
b. Nomination and Remuneration Committee	Yes
c. Stakeholder Relationship Committee	Yes
d. Risk Management Committee	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

