

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Quarter Ending: 31st March, 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	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 11th Floor, West Wing, Tulsiani Chambers,
212 Backbay Reclamation, Free Press Colony Road,
Nariman Point, Mumbai - 400 021.
CIN : L27205MH2007PLC172008

		(Executive Director)															
Ms.	Binaisha S Z	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 Chimanlal Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019		108	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	NA	01.04.2014	01.04.2019		108	06.12.1960	No	-	-	-	Active	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0



		r Indepe ndent Directo r															
Mrs	Sudha Pravin Navandar	Non- Executi ve Directo r Indepe ndent Directo r	NA	01.04.2021	01.04.2021		24	02.11.1966	No	-	-	-	A ct iv e	5	5	Audit Committee: 7 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 of Date Cessation
00059620	Mr. Kamlesh Shivji Vikamsey			Non-Executive Director - Independent Director	Chairperson	14.12.2010
00028405	Mr. Ajay Chimanlal Mehta			Non-Executive Director - Independent Director	Member	14.12.2010
00263725	Mr. Shrikant Gopaldas Zaveri			Executive Director	Member	14.12.2010
02804964	Mrs. Sudha Pravin 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 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	
02804964	Mrs. Sudha Pravin 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 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	14.11.2022	08.02.2023	85	YES	6	5	2
2	-	29.03.2023	48	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	14.11.2022	08.02.2023	Yes. Total Number of Directors as on the date of the meeting: 4	85



			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	
Stakeholder Relationship Committee	14.11.2022	08.02.2023	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	85
Corporate Social Responsibility Committee	14.11.2022	08.02.2023	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	85



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Nariman Point, Mumbai - 400 021.
CIN : L27205MH2007PLC172598

Risk Management Committee	28.10.2022	-	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	-
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)
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
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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**
Head - Legal & Company Secretary

Annual Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Year Ending: 31st March, 2023

I. Disclosure on website in terms of Listing Regulations

Sr.	Item	Compliance status (Yes / No / NA)	Web Address
1	Details of Business	YES	https://www.tbztheoriginal.com/investors/details-of-its-business
2	Terms and conditions of appointment of independent directors	YES	https://www.tbztheoriginal.com/investors/tnc-of-independent-directors
3	Composition of various committees of Board of Directors	YES	https://www.tbztheoriginal.com/investors/composition-of-various-committees-of-board-of-directors
4	Code of Conduct of Board of Directors and Senior Management Personnel	YES	https://www.tbztheoriginal.com/investors/code-of-conduct-of-board-of-directors-and-senior-management-personnel
5	Details of establishment of vigil mechanism / Whistle Blower Policy	YES	https://www.tbztheoriginal.com/investors/whistle-blower-policy
6	Criteria for making payments to Non – Executive Directors	YES	https://www.tbztheoriginal.com/investors/criteria-of-making-payments-to-non-executive-directors
7	Policy on dealing with Related Party Transactions	YES	https://www.tbztheoriginal.com/investors/policy-on-materiality-of-related-party-transaction
8	Policy for determining 'material' subsidiaries	YES	https://www.tbztheoriginal.com/investors/policy-for-determining-material-subsidaries
9	Details of familiarization programmes imparted to Independent Directors	YES	https://www.tbztheoriginal.com/investors/details-of-familiarization-programmes-imparted-to-independent-directors
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	YES	https://www.tbztheoriginal.com/investors/email-address-for-grievance-redressal-and-other-relevant-details



	grievances		
11	E-mail address for grievance redressal and other relevant details	YES	https://www.tbztheoriginal.com/investors/contact-information-of-the-designated-official-of-the-listed-entity
12	Financial results	YES	https://www.tbztheoriginal.com/investors/financial-information-including
13	Shareholding pattern	YES	https://www.tbztheoriginal.com/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and / or their associates	N.A.	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	YES	https://www.tbztheoriginal.com/investors/schedule-of-analyst-or-institutional-investor-meet
16	New name and old name of the listed entity	N.A.	
17	Advertisements as per regulation 47 (1)	YES	https://www.tbztheoriginal.com/investors/advertisements-in-newspapers-as-per-regulation-47(1)
18	Credit rating or revision in credit rating obtained	YES	https://www.tbztheoriginal.com/investors/all-credit-ratings-obtained-by-the-entity
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	https://www.tbztheoriginal.com/investors/audited-financial-statements-of-subsidiaries-companies
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://www.tbztheoriginal.com/investors/regulation-46-of-sebi-(lodr)-regulations
21	Materiality Policy as per Regulation 30	YES	https://www.tbztheoriginal.com/investors/disclosure-of-the-policy
22	Dividend Distribution policy as per Regulation 43A (as applicable)	YES	https://www.tbztheoriginal.com/investors/dividend-distribution-policy-under-regulation-43a
23	It is certified that these contents on the website of the listed entity are correct	YES	www.tbztheoriginal.com



II. Annual Affirmations

Sr.	Particulars	Regulation Number	Compliance Status (Yes / No/ NA)
1	Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
2	Board composition	17(1), 17(1A) & 17(1B)	YES
3	Meeting of Board of Directors	17(2)	YES
4	Quorum of Board meeting	17(2A)	YES
5	Review of Compliance Reports	17(3)	YES
6	Plans for orderly succession for appointments	17(4)	YES
7	Code of Conduct	17(5)	YES
8	Fees / Compensation	17(6)	YES
9	Minimum Information	17(7)	YES
10	Compliance Certificate	17(8)	YES
11	Risk Assessment & Management	17(9)	YES
12	Performance Evaluation of Independent Directors	17(10)	YES
13	Recommendation of Board	17(11)	YES
14	Maximum number of Directorships	17A	YES
15	Composition of Audit Committee	18(1)	YES
16	Meeting of Audit Committee	18(2)	YES
17	Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
19	Meeting of Nomination and Remuneration Committee	19(3A)	YES
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
21	Meeting of Stakeholders Relationship Committee	20(3A)	YES
22	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
23	Meeting of Risk Management Committee	21(3A)	YES



24	Vigil Mechanism	22	YES
25	Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	YES
26	Prior or omnibus approval of Audit Committee for all related party transactions	23(2),(3)	YES
27	Approval for material related party transactions	23(4)	N.A.
28	Disclosure of related party transactions on consolidated basis	23(9)	YES
29	Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
31	Annual Secretarial Compliance Report	24(A)	YES
32	Alternate Director to Independent Director	25(1)	N.A.
33	Maximum Directorship & Tenure	25(2)	YES
34	Meeting of independent Directors	25(3) & (4)	YES
35	Familiarization of Independent Directors	25(7)	YES
36	Declaration from Independent Director	25(8) & (9)	YES
37	D & O Insurance for Independent Directors	25(10)	YES
38	Memberships in Committees	26(1)	YES
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	YES
40	Disclosure of shareholding by Non-Executive Directors	26(4)	YES
41	Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	YES

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	YES
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For Tribhovandas Bhimji Zaveri Limited



Niraj Oza
Head Legal & Company Secretary



ANNEX IV

Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Half Year Ended: 31st March, 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	NA	NA	NA



other entity 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

