

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Quarter Ending: 31st March, 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 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 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	96 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	96 Months	26.11.1963	7	7	Audit Committee: 6 Stakeholder Committee: 4	Audit Committee: 2 Stakeholder Committee: 3
Mr	Kamlesh Vikamsey	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	96 Months	06.12.1960	4	3	Audit Committee: 3 Stakeholder Committee: 0	Audit Committee: 3 Stakeholder Committee: 0
Mrs.	Sudha Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021	31.03.2026	12 Months	02.11.1966	4	4	Audit Committee: 4 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 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

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 of Date of Cessation
00028405	Mr. Ajay Mehta		Non-Executive Director -		Chairperson	14.12.2010



		Independent Director			
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	

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	



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 (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Director present (All Directors including Independent Director)	No. of Independent Director attending the meeting
1	11.11.2021	03.02.2022	83	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	10.11.2021	03.02.2022	Yes. Strength of Committee: 3 No of Directors present (All Directors including Independent Director): 3 No. of Independent Director(s) Present: 2	84
Stakeholder Relationship Committee	11.11.2021	03.02.2022	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) Present: 1	83
Corporate Social Responsibility Committee	11.11.2021	03.02.2022	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 4 No. of Independent Director(s) Present: 1	83
Risk Management Committee	11.11.2021	-	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 3 No. of Independent	-



			Director(s) Present: 0	
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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 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, 2022

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes / No / NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of Business	YES	www.tbztheoriginal.com
b) Terms and conditions of appointment of independent directors	YES	www.tbztheoriginal.com
c) Composition of various committees of Board of Directors	YES	www.tbztheoriginal.com
d) Code of Conduct of Board of Directors and Senior Management Personnel	YES	www.tbztheoriginal.com
e) Details of establishment of vigil mechanism / Whistle Blower Policy	YES	www.tbztheoriginal.com
f) Criteria for making payments to Non - Executive Directors	YES	www.tbztheoriginal.com
g) Policy on dealing with Related Party Transactions	YES	www.tbztheoriginal.com
h) Policy for determining 'material' subsidiaries	YES	www.tbztheoriginal.com
i) Details of familiarization programmes imparted to Independent Directors	YES	www.tbztheoriginal.com
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	www.tbztheoriginal.com
k) E-mail address for grievance redressal and other relevant details	YES	www.tbztheoriginal.com
l) Financial results	YES	www.tbztheoriginal.com
m) Shareholding pattern	YES	www.tbztheoriginal.com
n) Details of agreements entered into with the media companies and / or their associates	N.A.	
o) 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	www.tbztheoriginal.com
p) New name and old name of the listed entity	N.A.	



q) Advertisements as per regulation 47 (1)	YES	www.tbztheoriginal.com
r) Credit rating or revision in credit rating obtained	YES	www.tbztheoriginal.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	www.tbztheoriginal.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	www.tbztheoriginal.com
b) Materiality Policy as per Regulation 30	YES	www.tbztheoriginal.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	YES	www.tbztheoriginal.com
It is certified that these contents on the website of the listed entity are correct	YES	www.tbztheoriginal.com

II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes / No/ NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1), 17(1A) & 17(1B)	YES
Meeting of Board of Directors	17(2)	YES
Quorum of Board meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees / Compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES



Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum number of Directorships	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination and Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholders Relationship Committee	20(3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or omnibus approval of Audit Committee for all related party transactions	23(2),(3)	YES
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES



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

Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	N.A.
Maximum Directorship & Tenure	25(2)	YES
Meeting of independent Directors	25(3) & (4)	YES
Familiarization of Independent Directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
D & O Insurance for Independent Directors	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	YES
Disclosure of shareholding by Non-Executive Directors	26(4)	YES
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



Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Half Year Ended: 31st March, 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

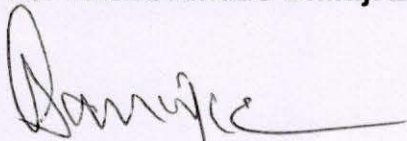
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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

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


Saurav Banerjee
 Chief Financial Officer
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