

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 31st March, 2021

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	DIN	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	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	00263725	Chairperson & Managing Director (Executive Director)	NA	24.07.2007				1	0	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Binaisha Zaveri	00263657	Whole-time Director (Executive Director)	NA	24.07.2007				1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	00713688	Whole-time Director (Executive Director)	NA	01.07.2008				1	0	Audit Committee: 0 Stakeholder Committee: 0	Audit Committee: 0 Stakeholder Committee: 0

			Director)								Committee: 1	Committee: 0
Mr	Ajay Mehta	00028405	Non-Executive Director - Independent Director	NA	14.12.2010	01.04.2019	31.03.2024	84 Months	2	1	Audit Committee: 1 Stakeholder Committee: 2	Audit Committee: 0 Stakeholder Committee: 2
Mr	Sanjay Asher	00008221	Non-Executive Director - Independent Director	NA	14.12.2010	01.04.2019	31.03.2024	84 Months	7	7	Audit Committee: 5 Stakeholder Committee: 2	Audit Committee: 2 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	00059620	Non-Executive Director - Independent Director	NA	26.08.2010	01.04.2019	31.03.2024	84 Months	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 4 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	31.03.2024	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	14.12.2010	31.03.2024	
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	Date of Cessation	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010	31.03.2024	
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Member	14.12.2010	31.03.2024	
00008221	Mr. Sanjay Asher	Non-Executive Director - Independent Director	Member	14.12.2010	31.03.2024	

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	31.03.2024	
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	31.03.2024	
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	31.03.2024	
00263657	Ms. Binaisha Zaveri	Executive Director	Member	03.02.2015		
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015		
-	Mr. Saurav Banerjee	Member	Member	24.09.2014		
-	Mr. Sunil Gujarathi	Member	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	No. of Independent Director attending the meeting
1	09.11.2020	08.02.2021	90	YES	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	09.11.2020	08.02.2021	Yes. Strength of Committee: 3 No of Members present: 3 No. of Independent Director(s) Present: 2	90
Stakeholder Relationship Committee	09.11.2020	08.02.2021	Yes. Strength of Committee: 4 No of Members present: 4	90

			No. of Independent Director(s) Present: 1	
Corporate Social Responsibility Committee	-	08.02.2021	Yes. Strength of Committee: 4 No of Members present: 4 No. of Independent Director(s) Present: 1	-

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 (Provision of this Regulation does not apply to the Company. The Company has voluntarily formed this 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

<p>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:</p> <p>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.</p>	Yes
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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, 2021

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes / No / NA)
Details of Business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of Board of Directors	YES
Code of Conduct of Board of Directors and Senior Management Personnel	YES
Details of establishment of vigil mechanism / Whistle Blower Policy	YES
Criteria for making payments to Non – Executive Directors	YES
Policy on dealing with Related Party Transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to Independent Directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
E-mail address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and / or their associates	N.A.
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
New name and old name of the listed entity	N.A.
Advertisements as per regulation 47 (1)	YES
Credit rating or revision in credit rating obtained	YES
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES
Whether company has provided information under separate section on its website as per Regulation 46(2)	YES
Materiality Policy as per Regulation 30	YES

Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.
It is certified that these contents on the website of the listed entity are correct	YES

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 (Provision of this regulation doesn't apply to the Company. Company has voluntarily formed this Committee)
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
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	YES
Maximum Directorship & Tenure	25(2)	YES
Meeting of independent Directors	25(3) & (4)	YES
Familiarization of	25(7)	YES

Independent Directors		
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

For Tribhovandas Bhimji Zaveri Limited

Sd/-

Niraj Oza
Head Legal & Company Secretary