

Compliance Report on Corporate Governance

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



Tribhovandas Bhimji Zaveri Limited

Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.
 Corp. off 11th Floor, West Wing, Tulslani Chambers,
 212 Backbay Reclamation, Free Press Journal Road,
 Nariman Point, Mumbai - 400 021.
 CIN : L27205MH2007PLC172598

Mr	Ajay Mehta	Non-Executive Director - Independent Director	NA	14.12.2010	01.04.2019	31.03.2024	90 Mon ths	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	14.12.2010	01.04.2019	31.03.2024	90 Mon ths	26.11.1963	7	7	Audit Committee: 5 Stakeholder Committee: 3	Audit Committee: 2 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	Non-Executive Director - Independent Director	NA	26.08.2010	01.04.2019	31.03.2024	90 Mon ths	06.12.1960	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0
Mr s.	Sudha Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021	31.03.2026	6 Mon ths	02.11.1966	3	3	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	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	Chief Financial Officer	Member	24.09.2014		
-	Mr. Sunil Gujarathi	Head-MIS & Treasury	Member	24.09.2014	10.08.2021	

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 (other than Independent Director)	No. of Independent Director attending the meeting
1	03.05.2021	10.08.2021	98	YES	3	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	03.05.2021	10.08.2021	Yes. Strength of Committee: 3 No of Directors present (other than Independent Director): 1 No. of Independent Director(s) Present: 2	98	



Stakeholder Relationship Committee	03.05.2021	10.08.2021	Yes. Strength of Committee: 4 No of Members present (other than Independent Director): 3 No. of Independent Director(s) Present: 1	98
Corporate Social Responsibility Committee	03.05.2021	10.08.2021	Yes. Strength of Committee: 4 No of Members present (other than Independent Director): 3 No. of Independent Director(s) Present: 1	98
Risk Management Committee	-	10.08.2021	Yes. Strength of Committee: 4 No of Members present (other than Independent Director): 3 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	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



Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Half Year Ended: 30th September, 2021

I. Affirmations:

Particulars	Regulation Number	Compliance Status (Yes / No/ NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	YES
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	YES

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: 30th September, 2021

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

