FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Pre-fill

L27205MH2007PLC172598

TRIBHOVANDAS BHIMJI ZAVER

AACCT7182P

Form language English Hindi Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
 - (b) Registered office address

241/43, ZAVERI BAZAR, MUMBAI Maharashtra 400002	
(c) *e-mail ID of the company	investors@tbzoriginal.com
(d) *Telephone number with STD code	02240465000
(e) Website	www.tbztheoriginal.com
i) Date of Incorporation	24/07/2007

(iv)	Type of the Company	Category of the Company			Sub-category of the Company
	Public Company	Company limited	d by sha	ares	Indian Non-Government company
(v) Whether company is having share capital		۲	Yes () No	
(vi) *Whether shares listed on recognized Stock Exchange(s)		۲	Yes () No	

(a) Details of stock exchanges where shares are listed

	S. No.		Stock Exchange Na	ime				Code	7
			BSE Limited (BSE)	BSE Limited (BSE)				1	
·		Natio	onal Stock Exchange of Ir	al Stock Exchange of India Limited				1,024	-
·									-
	(b) CIN of	the Registrar and	d Transfer Agent			U72	2400TG	2017PTC117649	Pre-fill
	Name of t	the Registrar and	Transfer Agent			L			
	KFIN TECHNOLOGIES PRIVATE LIMITED								
	Registere	d office address	of the Registrar and Tr	ansfer	Agents				
		Tower B, Plot No- District, Nanakram	31 & 32, guda, Serilingampally						
(vii)	*Financial	year From date	01/04/2020	(DD/I	ΜΜ/ΥΥΥ	Y) To	date	31/03/2021	(DD/MM/YYYY)
(viii)	*Whether	Annual general r	neeting (AGM) held		۲	Yes	0	No	
	(a) If yes,	date of AGM	16/09/2021						
	(b) Due da	ate of AGM	30/09/2021						
	(c) Wheth	er any extension	for AGM granted			0 Y	es	No	
II. P	RINCIP	AL BUSINESS	S ACTIVITIES OF 1	HE C	COMPA	NY			

*Number of business activities 1

S.No	Main Activity group code		Business Activity Code		% of turnover of the company
1	G	Trade	G2	Retail Trading	99.99

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TRIBHOVANDAS BHIMJI ZAVEF	U36911MH1986PLC039643	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	75,000,000	66,730,620	66,730,620	66,730,620
Total amount of equity shares (in Rupees)	750,000,000	667,306,200	667,306,200	667,306,200
Number of classes		1		

Number of classes

Class of Shares	Authoriood	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	75,000,000	66,730,620	66,730,620	66,730,620
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	750,000,000	667,306,200	667,306,200	667,306,200

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	ICapital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	225	66,730,395	66730620	667,306,200	667,306,20	

Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	225	66,730,395	66730620	667,306,200	667,306,20	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0		0
	U	0	U	U	U	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class o	fshares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	Face value per share			

0

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil [Details being provided in a CD/Digital Media]	⊖ Yes	O No	O Not Applicable
Separate sheet attached for details of transfers	O Yes	O No	

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting					
Date of registration of transfer (Date Month Year)					
Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock					
Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/Unit (in Rs.)				

Ledger Folio of Transferor					
Transferor's Name					
	Surname	middle name	first name		
Ledger Folio of Trans	sferee		<u>.</u>		
Transferee's Name					
	Surname	middle name	first name		
Date of registration of transfer (Date Month Year)					
Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock					
Number of Shares/ D Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Trans	sferor				
Transferor's Name					
	Surname	middle name	first name		
Ledger Folio of Trans	sferee	·	·		
Transferee's Name					
	Surname	middle name	first name		

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Nominal value per unit	Total value
Total		0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year		Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities			Paid up Value of each Unit	Total Paid up Value
becumies		Value		
Total				

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

13,419,938,944

0

(ii) Net worth of the Company

5,336,833,959

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	Equity		ence
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	46,759,775	70.07	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,700,000	4.05	0	
10.	Others	0	0	0	
	Total	49,459,775	74.12	0	0

Total number of shareholders (promoters)

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	13,565,176	20.33	0		
	(ii) Non-resident Indian (NRI)	1,341,101	2.01	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	0	0	0		
4.	Banks	0	0	0		
5.	Financial institutions	330	0	0		
6.	Foreign institutional investors	0	0	0		
7.	Mutual funds	0	0	0		

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,706,678	2.56	0	
10.	Others Clearing house/NBFC's Reg	657,560	0.99	0	
	Total	17,270,845	25.89	0	0

Total number of shareholders (other than promoters) 34,082

Total number of shareholders (Promoters+Public/ Other than promoters) 34,088

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	23,141	34,082
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category		Number of directors at the beginning of the year		ectors at the end ie year	Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	64.83	0
B. Non-Promoter	0	3	0	3	0	0.01
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	3	3	3	3	64.83	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. SHRIKANT ZAVER	00263725	Managing Director	33,402,275	
MS. BINAISHA ZAVERI	00263657	Whole-time directo	5,285,000	
MS. RAASHI ZAVERI	MS. RAASHI ZAVERI 00713688 Whole-time directo		4,572,500	
MR. KAMLESH VIKAMS	00059620	Director	0	
MR. AJAY MEHTA	00028405	Director	0	
MR. SANJAY ASHER	00008221	Director	6,300	
MR. SAURAV BANERJ	ADHPB4136A	CFO	0	
MR. NIRAJ OZA	AAEPO6723E	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name			Ichando in desidnation/	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1				
Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
		attend meeting	Number of members attended	% of total shareholding	
ANNUAL GENERAL MEETI	30/09/2020	28,064	52	74.22	

B. BOARD MEETINGS

*Number of meetings held

6

8

0

S. No.	Date of meeting	Total Number of directors associated as on the date				
		of meeting	Number of directors attended	% of attendance		
1	20/04/2020	6	6	100		
2	24/06/2020	6	6	100		
3	12/08/2020	6	6	100		
4	17/08/2020	6	6	100		
5	09/11/2020	6	6	100		
6	08/02/2021	6	6	100		

C. COMMITTEE MEETINGS

ber of meet	ings held		13			
S. No.	Type of meeting	Date of meeting	Total Number of Members as	Attendance		
			on the date of the meeting	Number of members attended	% of attendance	
1	Audit Committe	24/06/2020	3	3	100	
2	Audit Committe	12/08/2020	3	3	100	
3	Audit Committe	17/08/2020	3	3	100	
4	Audit Committe	09/11/2020	3	3	100	
5	Audit Committe	08/02/2021	3	3	100	
6	Stakeholders F	24/06/2020	4	4	100	
7	Stakeholders F	12/08/2020	4	4	100	
8	Stakeholders F	09/11/2020	4	4	100	
9	Stakeholders F	08/02/2021	4	4	100	
10	Nomination an	24/06/2020	3	3	100	

D. *ATTENDANCE OF DIRECTORS

		Board Meetings		Committee Meetings			Whether attended AGM	
S. No.	of the director		Meetings	% of attendance		Meetings	% of attendance	held on
		attend			attend			16/09/2021 (Y/N/NA)

1	MR. SHRIKAN	6	6	100	12	12	100	Yes
2	MS. BINAISH/	6	6	100	7	7	100	Yes
3	MS. RAASHI Z	6	6	100	7	7	100	Yes
4	MR. KAMLESI	6	6	100	6	6	100	Yes
5	MR. AJAY ME	6	6	100	13	13	100	Yes
6	MR. SANJAY	6	6	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

🗌 Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SHRIKANT ZA	CHAIRMAN ANI	16,800,000	6,000,000	0	0	22,800,000
2	MS. BINAISHA ZAV	WHOLE-TIME C	16,800,000	4,500,000	0	0	21,300,000
3	MS. RAASHI ZAVE	WHOLE-TIME C	16,800,000	4,500,000	0	0	21,300,000
	Total		50,400,000	15,000,000	0	0	65,400,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SAURAV BANI	CHIEF FINANCI	7,685,173	0	0	0	7,685,173
2	MR. NIRAJ OZA	COMPANY SEC	2,682,108	0	0	0	2,682,108
	Total		10,367,281	0	0	0	10,367,281

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. KAMLESH VIK	INDEPENDENT	0	750,000	0	190,000	940,000
2	MR. AJAY MEHTA	INDEPENDENT	0	750,000	0	260,000	1,010,000
3	MR. SANJAY ASHE	INDEPENDENT	0	750,000	0	140,000	890,000
	Total		0	2,250,000	0	590,000	2,840,000

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XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable Yes O No provisions of the Companies Act, 2013 during the year
 - B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS NI

		Date of Order	Name of the Act and section under which penalised / punished	Details of appeal (if any) including present status
(B) DETAILS OF CO	MPOUNDING OF OF	FENCES 🛛 N	il	
	Name of the court/			

Name of the company/ directors officers	Name of the court/ concerned / Authority	Isection under which	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

● Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	PRAMOD S. SHAH AND ASSOCIATES
Whether associate or fellow	Associate Fellow
Certificate of practice number	3804

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

dated 03/05/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

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2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director	SHRIKANT Digitally signed by SHRIKANT GOPALDAS COPALDAS ZAVERI Date: 2021.09.22 ZAVERI 12:46:16 +05'30'			
DIN of the director	00263725			
To be digitally signed by	NIRAJ Digitality signed by NIRAJ ROHITKUM ROZA AR OZA 124742 40530			
Company Secretary				
Company secretary in practice				
Membership number 20646		Certificate of pra	actice number	
Attachments				List of attachments
1. List of share holders, de	ebenture holders		Attach	List_Committee_Meeting_20-21.pdf
2. Approval letter for exter	ision of AGM;		Attach	TBZ_Tranasfer Report.pdf MGT_8_TBZ_2020-21.pdf
3. Copy of MGT-8;			Attach	TBZ_ShHold_List_310321.pdf TBZ_List_of_FII_310321.pdf
4. Optional Attachement(s), if any		Attach	
				Remove attachment
Modify	Check	< Form	Prescrutiny	Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001. Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cspsa.co.in

FORM NO. MGT-8

(Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11 (2) of the Companies (Management and Administration) Rules, 2014)

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. TRIBHOVANDAS BHIMJI ZAVERI LIMITED**(hereinafter referred to as "the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31stMarch, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company:
- has complied with provisions of the Act & Rules made there under in respect of its status under the Act& Rules made there under;
- has complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed therefor;
- has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns, with the Registrar of Companies within prescribed time;
- 4. has complied with provisions of the Act & Rules made there under in respect of calling/ convening/ holding meetings of Board of Directors, Committee Meetings and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolution, have been properly recorded in the Minute Book/ Registers maintained for the purpose and the same have been signed;
- has complied with provisions of the Act & Rules made there under in respect of closure of its Register of Members during the year under review;
- has not provided any advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;
- 7. has complied with provisions of the Act & Rules made there under in respect of contracts/arrangements with related parties as specified in section 188 of the Act;
- hasnotissued nor allotted nor bought back any of the securities, notaltered nor carried out any reduction of share capital/ converted shares/ securities and has not issued any security certificates in any instances;
- **9.** has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

- 10. has declared Dividend of INR 2.50/- per equity sharefor the financial year 2020-21and transferred sum of Rs.27,425/- as a unpaid/unclaimed dividend to Investor Education and Protection Fund as per Section 125 of the Act; total 212 equity shares have been transferred to Investor Education and Protection Fund during financial year 2020-21.
- 11. has complied with provisions of the Act & Rules made there under in respect of signing of Audited Financial Statement as per the provisions of section 134 of the Act and report of Director is as per subsections (3), (4) and (5) thereof;
- 12. has complied with provisions of the Act & Rules made there under in respect of constitution/ appointment/ re-appointments/ retirement/disclosures of the Directors, Key Managerial Personneland the remuneration paid to them.
- has complied with provisions of the Act & Rules made there under in respect of appointment/ re-appointment of auditors as per the provisions of section 139 of the Act;
- was not required to take approvals from Reserve Bank of India (RBI), Central Government, Tribunal, Registrar, Court or such other authorities under thevarious provisions of the Act;
- 15. has not accepted/ renewed/ repaid deposits during the period under review, within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014;
- 16. has not made borrowings from itsdirectors, members, banks and others and has notcreated/modified/ satisfied any charge during the period under review;
- 17. has complied with provisions of the Act & Rules made there under in respect of loans investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
- has not altered the Memorandum and/or Articles of Association during the period under review.

For Pramod S. Shah & Associates (Practising Company Secretaries)

PRAMOD
SHANTILAL
SHAH

Digitally signed by PRAMOD SHANTILAL SHAH Date: 2021.09.21 11:30:37 +05'30'

PramodS.Shah – Managing Partner Membership No.: FCS334 C.O.P. No. 3804 UDIN: F000334C000971656

Place: Mumbai Date: 20-09-2021