

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 31<sup>st</sup> March, 2024**

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 Directorships in listed entities including this listed entity [in reference to regulation 17A(1)]	No of Independent Directorships 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 (Executive 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
Ms.	Binaisha Zaveri	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



**Tribhovandas Bhimji Zaveri Limited**

Reg. Off. :- 241/43, Zaveri Bazar, Mumbai-400 002.

Corp. off 11<sup>th</sup> Floor, West Wing, Tulsiani Chambers,

212 Backbay Reclamation, Free Press Journal Road

Nariman Point, Mumbai - 400 021.

CIN : L27205MH2007PLC172598

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 Chimantal Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	26.03.2024	119.26	28.07.1959	No	-	-	-	Inactive	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 1
Mr s.	Sudha Pravin Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021		36	02.11.1966	No	-	-	-	Active	5	5	Audit Committee: 7 Stakeholder Committee: 2	Audit Committee: 3 Stakeholder Committee: 1
Mr.	Ramesh Chandak	Non executive Director-Additional Director	Yes 13.09.2023	21.06.2023	21.06.2023		9.10	07.11.1946	No				Active	6	6	Audit Committee: 5 Stakeholder Committee: 3	Audit Committee: 1 Stakeholder Committee: 2



**II. Composition of Committees**

<b>1. Audit Committee</b>						
<b>Whether Audit Committee has a Regular Chairperson</b>					Yes	
DIN	Name of Committee Members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Chairperson	05.05.2022		
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Member	14.12.2010	26.03.2024	
00263725	Mr. Shrikant Gopaldas Zaveri	Executive Director	Member	14.12.2010		
00026581	Mr. Ramesh Chandak	Non-Executive Director - Independent Director	Member	10.07.2023		

<b>2. Nomination and Remuneration Committee</b>						
<b>Whether Nomination and Remuneration Committee has a Regular Chairperson</b>					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	26.03.2024	
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Chairperson	28.03.2024		
00263725	Mr. Shrikant Gopaldas Zaveri	Executive Director	Member	24.04.2023		
00026581	Mr. Ramesh Chandak	Non-Executive Director - Independent Director	Member	10.07.2023		

<b>3. Stakeholder Relationship Committee</b>						
<b>Whether Stakeholder Relationship Committee has a Regular Chairperson</b>					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	26.03.2024	
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Chairperson	28.03.2024		
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	26.03.2024	
00263657	Ms. Binaisha S Z	Executive Director	Member	19.05.2014		
00713688	Ms. Raashi Zaveri	Executive Director	Member	19.05.2014		
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Member	28.03.2024		

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	26.03.2024	
00263657	Ms. Binaisha S Z	Executive Director	Member	03.02.2015		
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015		
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Member	28.03.2024		

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)	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	06.11.2023	-		YES	6	5	2
2	-	07.02.2024	92	YES	6	6	3



<b>IV. Meeting of Committees</b>				
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	06.11.2023	07.02.2024	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: 3  No. of members attending the meeting (other than Board of Directors): 0	92
Stakeholder Relationship Committee	06.11.2023	07.02.2024	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	92
Corporate Social Responsibility Committee	06.11.2023	07.02.2024	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	92



Risk Management Committee	16.10.2023	-	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: 1  No. of members attending the meeting (other than Board of Directors): 0	
Separate Meeting of Independent Director	-	07.02.2024	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. Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-

VI. 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



<b>VII. Affirmations</b>	
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. <del>This report and / or</del> 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: 31<sup>st</sup> March, 2024

**I. Disclosure on website in terms of Listing Regulations**

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





**Tribhovandas Bhimji Zaveri Limited**

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

12	Financial results	YES	<a href="https://www.tbztheoriginal.com/investors/financial-information-including">https://www.tbztheoriginal.com/investors/financial-information-including</a>
13	Shareholding pattern	YES	<a href="https://www.tbztheoriginal.com/investors/shareholding-pattern">https://www.tbztheoriginal.com/investors/shareholding-pattern</a>
14	Details of agreements entered into with the media companies and / or their associates	N.A.	
15.1	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	<a href="https://www.tbztheoriginal.com/investors/schedule-of-analyst-or-institutional-investor-meet">https://www.tbztheoriginal.com/investors/schedule-of-analyst-or-institutional-investor-meet</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	YES	<a href="https://www.tbztheoriginal.com/investors/2023-24-transcript-of-conference-call-with-the-investors-analyst">https://www.tbztheoriginal.com/investors/2023-24-transcript-of-conference-call-with-the-investors-analyst</a>
16	New name and old name of the listed entity	N.A.	
17	Advertisements as per regulation 47 (1)	YES	<a href="https://www.tbztheoriginal.com/investors/advertisements-in-newspapers-as-per-regulation-47(1)">https://www.tbztheoriginal.com/investors/advertisements-in-newspapers-as-per-regulation-47(1)</a>
18	Credit rating or revision in credit rating obtained	YES	<a href="https://www.tbztheoriginal.com/investors/all-credit-ratings-obtained-by-the-entity">https://www.tbztheoriginal.com/investors/all-credit-ratings-obtained-by-the-entity</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	<a href="https://www.tbztheoriginal.com/investors/audited-financial-statements-of-subsidiaries-companies">https://www.tbztheoriginal.com/investors/audited-financial-statements-of-subsidiaries-companies</a>
20	Secretarial Compliance Report	YES	<a href="https://www.tbztheoriginal.com/investors/secretarial-compliance-report-under-regulation-24a">https://www.tbztheoriginal.com/investors/secretarial-compliance-report-under-regulation-24a</a>
21	Materiality Policy as per Regulation 30 (4)	YES	<a href="https://www.tbztheoriginal.com/investors/disclosure-of-the-policy">https://www.tbztheoriginal.com/investors/disclosure-of-the-policy</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	YES	<a href="https://www.tbztheoriginal.com/investors/disclosure-of-contact-details">https://www.tbztheoriginal.com/investors/disclosure-of-contact-details</a>
23	Disclosures under regulation 30(8)	YES	<a href="https://www.tbztheoriginal.com/investors/investors-information">https://www.tbztheoriginal.com/investors/investors-information</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	YES	<a href="https://www.tbztheoriginal.com/investors/statement-of-deviation-or-variation-as-specified-in-regulation-32">https://www.tbztheoriginal.com/investors/statement-of-deviation-or-variation-as-specified-in-regulation-32</a>



25	Dividend Distribution policy as per Regulation 43A (as applicable)	YES	<a href="https://www.tbztheoriginal.com/investors/dividend-distribution-policy-under-regulation-43a">https://www.tbztheoriginal.com/investors/dividend-distribution-policy-under-regulation-43a</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	YES	<a href="https://www.tbztheoriginal.com/investors/annual-return">https://www.tbztheoriginal.com/investors/annual-return</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	YES	<a href="https://www.tbztheoriginal.com/investors/regulation-46-of-sebi-(lodr)-regulations">https://www.tbztheoriginal.com/investors/regulation-46-of-sebi-(lodr)-regulations</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	YES	<a href="http://www.tbztheoriginal.com">www.tbztheoriginal.com</a>



**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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	YES
18	Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
20	Meeting of Nomination and Remuneration Committee	19(3A)	YES
21	Role of Nomination and Remuneration Committee	19(4)	YES
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
23	Meeting of Stakeholders Relationship Committee	20(3A)	YES
24	Role of Stakeholders Relationship Committee	20(4)	YES
25	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
26	Meeting of Risk Management Committee	21(3A)	YES
27	Quorum of Risk Management Committee meeting	21(3B)	YES



28	Gap between the meetings of the Risk Management Committee	21(3C)	YES
29	Vigil Mechanism	22	YES
30	Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	YES
31	Prior or omnibus approval of Audit Committee for all related party transactions	23(2),(3)	YES
32	Approval for material related party transactions	23(4)	N.A.
33	Disclosure of related party transactions on consolidated basis	23(9)	YES
34	Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
36	Alternate Director to Independent Director	25(1)	N.A.
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent Directors	25(3) & (4)	YES
40	Familiarization of Independent Directors	25(7)	YES
41	Declaration from Independent Director	25(8) & (9)	YES
42	D & O Insurance for Independent Directors	25(10)	YES
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	YES
44	Memberships in Committees	26(1)	YES
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	YES
46	Disclosure of shareholding by Non-Executive Directors	26(4)	YES
47	Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	YES
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	N.A.
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	N.A.

**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

*NROz*

Niraj Oza  
 Head Legal & Company Secretary



## Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited

Half Year Ended: 31<sup>st</sup> March, 2024

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 controlled by them	NA	NA	NA
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**

