

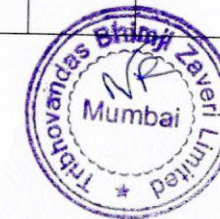
Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 31st December, 2023

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?	Standard of Disqualification	End of Disqualification	Detention of Disqualification	Current Status	No. of Directorship in listed entities including this entity [in reference to proviso to regulation 17A(1)]	No. of Independent Directorship in listed entities including this 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 Gopalda s Zaveri	Chairperson & Managing Director (Executive Director)	NA	24.07.2007	01.01.2021			07.12.1959	No	-	-	-	Active	1	0	Audit Committee: 1 Stakeholder	Audit Committee: 0 Stakeholder



																	Committee: 1	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	Audit Committee: 0
																	Stakeholder Committee: 1	Stakeholder Committee: 0
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	Audit Committee: 0
																	Stakeholder Committee: 1	Stakeholder Committee: 0
Mr.	Ajay Chimantal Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019		117	28.07.1959	No	-	-	-	Active	2	1		Audit Committee: 1	Audit Committee: 0
																	Stakeholder Committee: 0	Stakeholder Committee: 2
Mr.	Sudha Pravin Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021		33	02.11.1966	No	-	-	-	Active	5	5		Audit Committee: 4	Audit Committee: 3
																	Stakeholder Committee: 1	Stakeholder Committee: 0



Mr.	Ramesh Chandak	Non executive Director-Additional Director	Yes 13.09.2023	21.06.2023	21.06.2023		6.10	07.11.1946	No					A c t i v e	6	6	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 1 Stakeholder Committee: 2
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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
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	
00263725	Mr. Shrikant Gopaldas Zaveri			Executive Director	Member	14.12.2010	
00026581	Mr. Ramesh Chandak			Non-Executive Director - Independent Director	Member	10-07-2023	

Note: Ms Sudha has been appointed as the Chairperson of the Audit Committee on 24.05.2023



2. Nomination and Remuneration Committee

Whether Nomination and Remuneration Committee has a Regular Chairperson					
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	
00026581	Mr. Ramesh Chandak	Non-Executive Director - Independent Director	Member	10-07-2023	
02804964	Mrs. Sudha Pravin Navandar	Non-Executive Director - Independent Director	Member	05.05.2022	
00263725	Mr. Shrikant Zaveri	Executive Director	Member	24.04.2023	

3. Stakeholder Relationship Committee

Whether Stakeholder Relationship Committee has a Regular Chairperson					
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	
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					
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	
00263657	Ms. Binaisha S Z	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 Gopaldas Zaveri	Executive Director	Chairperson	24.09.2014	
00028405	Mr. Ajay Chimanlal Mehta	Non-Executive Director - Independent Director	Member	24.09.2014	
00263657	Ms. Binaisha S Z	Executive Director	Member	03.02.2015	
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015	

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 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	01.08.2023	-		YES	6	6	3
2		06.11.2023	96	YES	6	5	2

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	01.08.2023	06.11.2023	Yes. Total Number of Directors as on the date of the meeting: 4 No of Directors present (All Directors including Independent Director): 3	96



			No. of Independent Director(s) attending the meeting: 2 No. of members attending the meeting (other than Board of Directors): 0	
Stakeholder Relationship Committee	01.08.2023	06.11.2023	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	96
Corporate Social Responsibility Committee	-	06.11.2023	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): NA	
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	
Nomination and Remuneration Committee	01.08.2023	-	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: 3 No. of members attending the meeting (other than Board of Directors): 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

Niraj Oza
 Head - Legal & Company Secretary

