

Date: 11<sup>th</sup> May, 2020

To,  
The Manager,  
Compliance Department  
**BSE Limited**

Corporate Service Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

To,  
The Manager,  
Compliance Department

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051.

Dear Sir / Madam,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**

Sub: **Furnishing Quarterly Compliance Report on Corporate Governance for the Quarter and Year ended 31<sup>st</sup> March, 2020 pursuant to Regulation 27(2) and all other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance for Quarter and Year ended 31<sup>st</sup> March, 2020 pursuant to Regulation 27(2) and all other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,  
For **Tribhovandas Bhimji Zaveri Limited**

Sd/-

**Niraj Oza**  
Head - Legal & Company Secretary

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**

**Quarter Ending: 31<sup>st</sup> March, 2020**

<b>I. Composition of Board of Directors</b>													
Title (Mr / Ms)	Name of the Director	PAN & DIN		Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	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)
		PAN	DIN										
Mr	Shrikant Zaveri	AAAPZ 0899E	00263725	Chairperson & Managing Director (Executive Director)	24.07.2007	01.01.2016			07.12.1959	1	0	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Binaisha Zaveri	AAEPZ 1953F	00263657	Whole-time Director (Executive Director)	24.07.2007	01.01.2016			28.12.1982	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	AAFPZ 8138F	00713688	Whole-time Director (Executive Director)	01.07.2008	01.01.2016			26.12.1986	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Mr	Ajay Mehta	AAFPM 3456K	00028405	Non-Executive Director - Independent Director	14.12.2010	01.04.2019	31.03.2024	5 years	28.07.1959	2	1	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 1
Mr	Sanjay Asher	ADQPA 0146C	00008221	Non-Executive Director - Independent Director	14.12.2010	01.04.2019	31.03.2024	5 years	26.11.1963	7	7	Audit Committee: 3 Stakeholder Committee: 0	Audit Committee: 2 Stakeholder Committee: 2

Mr	Kamlesh Vikamsey	AABPV 3055F	00059620	Non-Executive Director - Independent Director	26.08.2010	01.04.2019	31.03.2024	5 years	06.12.1960	7	6	Audit Committee: 3 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0
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## II. Composition of Committees

1. Audit Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00059620	Mr. Kamlesh Vikamsey	Chairperson	01.04.2019	31.03.2024
00028405	Mr. Ajay Mehta	Member	01.04.2019	31.03.2024
00263725	Mr. Shrikant Zaveri	Member	01.01.2016	31.03.2024

2. Nomination and Remuneration Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00028405	Mr. Ajay Mehta	Chairperson	01.04.2019	31.03.2024
00059620	Mr. Kamlesh Vikamsey	Member	01.04.2019	31.03.2024
00008221	Mr. Sanjay Asher	Member	01.04.2019	31.03.2024

3. Corporate Social Responsibility Committee				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Zaveri	Chairperson	01.01.2016	
00028405	Mr. Ajay Mehta	Member	01.04.2019	31.03.2024
00263657	Ms. Binaisha Zaveri	Member	01.01.2016	
00713688	Ms. Raashi Zaveri	Member	01.01.2016	

<b>4. Stakeholder Relationship Committee</b>				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00028405	Mr. Ajay Mehta	Chairperson	01.04.2019	31.03.2024
00263725	Mr. Shrikant Zaveri	Member	01.01.2016	
00263657	Ms. Binaisha Zaveri	Member	01.01.2016	
00713688	Ms. Raashi Zaveri	Member	01.01.2016	

<b>5. Risk Management Committee</b>				
DIN	Name of Committee Members	Category	Date of Appointment	Date of Cessation
00263725	Mr. Shrikant Zaveri	Chairperson	01.01.2016	
00028405	Mr. Ajay Mehta	Member	01.04.2019	31.03.2024
00263657	Ms. Binaisha Zaveri	Member	01.01.2016	
00713688	Ms. Raashi Zaveri	Member	01.01.2016	
-	Mr. Saurav Banerjee	Member	17.02.2014	
-	Mr. Sunil Gujarathi	Member	05.04.2011	

<b>III. Meeting of Board of Directors</b>						
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 (Yes/No)	Number of Director present	No. of Independent Director attending the meeting
1	06.11.2019	13.02.2020	98	YES	6	3
2	06.11.2019	11.03.2020	-	YES	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	06.11.2019	13.02.2020	Yes. Strength of Committee: 3 No of Members present: 3 No. of Independent Director(s) Present: 2	98
Stakeholder Relationship Committee	06.11.2019	13.02.2020	Yes. Strength of Committee: 4 No of Members present: 4 No. of Independent Director(s) Present: 1	98
Corporate Social Committee	06.11.2019	13.02.2020	Yes. Strength of Committee: 4 No of Members present: 4 No. of Independent Director(s) Present: 1	98

<b>V. Related Party Transactions</b>	
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>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes

<p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> <li>c. Stakeholder Relationship Committee</li> <li>d. Risk Management Committee (Provision of this Regulation does not apply to the Company. The Company has voluntarily formed this Committee.)</li> </ul>	<p>Yes Yes Yes Yes</p>
<p>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.</p>	<p>Yes</p>
<p>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.</p>	<p>Yes</p>
<p>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.</p>	<p>Yes</p>

For **Tribhovandas Bhimji Zaveri Limited**

Sd/-

**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, 2020

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

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

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

## II. Annual Affirmations

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes / No/ NA)</b>
<b>Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'</b>	16(1)(b) & 25(6)	YES
<b>Board composition</b>	17(1), 17(1A) & 17(1B)	YES
<b>Meeting of Board of Directors</b>	17(2)	YES
<b>Quorum of Board meeting</b>	17(2A)	YES
<b>Review of Compliance Reports</b>	17(3)	YES
<b>Plans for orderly succession for appointments</b>	17(4)	YES
<b>Code of Conduct</b>	17(5)	YES
<b>Fees / Compensation</b>	17(6)	YES
<b>Minimum Information</b>	17(7)	YES
<b>Compliance Certificate</b>	17(8)	YES
<b>Risk Assessment &amp; Management</b>	17(9)	YES
<b>Performance Evaluation of Independent Directors</b>	17(10)	YES
<b>Recommendation of Board</b>	17(11)	YES
<b>Maximum number of Directorships</b>	17A	YES
<b>Composition of Audit Committee</b>	18(1)	YES
<b>Meeting of Audit Committee</b>	18(2)	YES
<b>Composition of Nomination &amp; Remuneration Committee</b>	19(1) & (2)	YES



<b>Quorum of Nomination and Remuneration Committee meeting</b>	19(2A)	YES
<b>Meeting of Nomination and Remuneration Committee</b>	19(3A)	YES
<b>Composition of Stakeholder Relationship Committee</b>	20(1), 20(2) & 20(2A)	YES
<b>Meeting of Stakeholders Relationship Committee</b>	20(3A)	YES
<b>Composition and role of Risk Management Committee</b>	21(1),(2),(3),(4)	YES (Provision of this regulation doesn't apply to the Company. Company has voluntarily formed this Committee)
<b>Meeting of Risk Management Committee</b>	21(3A)	YES
<b>Vigil Mechanism</b>	22	YES
<b>Policy for related party transaction</b>	23(1),(1A),(5),(6),(7) & (8)	YES
<b>Prior or omnibus approval of Audit Committee for all related party transactions</b>	23(2),(3)	YES
<b>Approval for material related party transactions</b>	23(4)	N.A.
<b>Disclosure of related party transactions on consolidated basis</b>	23(9)	YES
<b>Composition of Board of Directors of unlisted material subsidiary</b>	24(1)	N.A.
<b>Other Corporate Governance requirements with respect to subsidiary of listed entity</b>	24(2),(3),(4),(5) & (6)	YES
<b>Annual Secretarial Compliance Report</b>	24(A)	YES
<b>Alternate Director to Independent Director</b>	25(1)	YES
<b>Maximum Directorship &amp; Tenure</b>	25(2)	YES
<b>Meeting of independent Directors</b>	25(3) & (4)	YES
<b>Familiarization of</b>	25(7)	YES

<b>Independent Directors</b>		
<b>Declaration from Independent Director</b>	25(8) & (9)	YES
<b>D &amp; O Insurance for Independent Directors</b>	25(10)	YES
<b>Memberships in Committees</b>	26(1)	YES
<b>Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel</b>	26(3)	YES
<b>Disclosure of shareholding by Non-Executive Directors</b>	26(4)	YES
<b>Policy with respect to Obligations of Directors and senior management</b>	26(2) & 26(5)	YES

<b>III Affirmations:</b>	
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**