

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 30th September, 2019

I. Composition of Board of Directors													
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 & 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	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	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	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	Independent Director	14.12.2010	01.04.2019	31.03.2024	5 years	26.11.1963	5	5	Audit Committee: 4 Stakeholder Committee: 0	Audit Committee: 1 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	AABPV 3055F	00059620	Independent Director	26.08.2010	01.04.2019	31.03.2024	5 years	06.12.1960	7	6	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0



Tribhovandas Bhimji Zaveri Limited

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Nariman Point, Mumbai - 400 021.

CIN : L27205MH2007PLC172598

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	



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4. Stakeholder Relationship Committee

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	

5. Risk Management 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	
-	Mr. Saurav Banerjee	Member	17.02.2014	
-	Mr. Sunil Gujarathi	Member	05.04.2011	

III. Meeting of Board of Directors

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)
14.05.2019	12.08.2019	89



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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	14.05.2019	12.08.2019	Yes. Strength of Committee: 3 No of Members present: 3 No. of Independent Director(s) Present: 2	89
Stakeholder Relationship Committee	14.05.2019	12.08.2019	Yes. Strength of Committee: 4 No of Members present: 4 No. of Independent Director(s) Present: 1	89
Corporate Social Committee	14.05.2019	-	-	-
Risk Management Committee	14.05.2019	-	-	-

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



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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 (Provision of this Regulation does not apply to the Company. The Company has voluntarily formed this 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**
Head - Legal & Company Secretary

Half Yearly Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Half Year Ended: 30th September, 2019

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 (Business Responsibility Report – N.A.)
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
Note: Provision of Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Business Responsibility Report does not apply to the Company.		

For Tribhovandas Bhimji Zaveri Limited

NROza

Niraj Oza
Head Legal & Company Secretary

