

Date: 13th January, 2022

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 ended 31st December, 2021 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 ended 31st December, 2021 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**

Niraj Oza
Head - Legal & Company Secretary

tbz®

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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN: L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001
Corp. Office: 11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021.
Tel.: 022 30735000, 912249255000 www.tbztheoriginal.com

Compliance Report on Corporate Governance

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited
Quarter Ending: 31st December, 2021

I. Composition of Board of Directors												
Whether the listed entity has a Regular Chairperson						Yes						
Whether Chairperson is related to MD or CEO						Yes						
Title (Mr / Ms)	Name of the Director	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Whether special resolution passed? [Refer Reg. 17(1A) of listing Regulations]	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No of Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No of Independent Directors 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 Zaveri	Chairperson & Managing Director (Executive Director)	NA	24.07.2007	01.01.2021			07.12.1959	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	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0
Ms	Raashi Zaveri	Whole- time Director (Executive Director)	NA	01.07.2008	01.01.2021			26.12.1986	1	0	Audit Committee: 0 Stakeholder Committee: 1	Audit Committee: 0 Stakeholder Committee: 0



Mr	Ajay Mehta	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	93 Mon ths	28.07.1959	2	1	Audit Committee: 1 Stakeholder Committee: 2	Audit Committee: 0 Stakeholder Committee: 2
Mr	Sanjay Asher	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	93 Mon ths	26.11.1963	7	7	Audit Committee: 5 Stakeholder Committee: 3	Audit Committee: 1 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	Non-Executive Director - Independent Director	NA	01.04.2014	01.04.2019	31.03.2024	93 Mon ths	06.12.1960	5	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 4 Stakeholder Committee: 0
Mr s.	Sudha Navandar	Non-Executive Director - Independent Director	NA	01.04.2021	01.04.2021	31.03.2026	9 Mon ths	02.11.1966	4	4	Audit Committee: 4 Stakeholder Committee: 1	Audit Committee: 2 Stakeholder Committee: 0

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	Remarks
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Chairperson	01.04.2014		The initial Date of Appointment in the Committee was w.e.f. 14.12.2010
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	01.04.2014		The initial Date of Appointment in the Committee was w.e.f. 14.12.2010
00263725	Mr. Shrikant Zaveri	Executive Director	Member	14.12.2010		



2. Nomination and Remuneration Committee

Whether Nomination and Remuneration 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	Remarks	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Chairperson	01.04.2014		The initial Date of Appointment in the Committee was w.e.f. 14.12.2010	
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Member	01.04.2014		The initial Date of Appointment in the Committee was w.e.f. 14.12.2010	
00008221	Mr. Sanjay Asher	Non-Executive Director - Independent Director	Member	01.04.2014		The initial Date of Appointment in the Committee was w.e.f. 14.12.2010	

3. Stakeholder Relationship Committee

Whether Stakeholder Relationship 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	Remarks	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Chairperson	01.04.2014		The initial Date of Appointment in the Committee was w.e.f. 14.12.2010	
00263725	Mr. Shrikant Zaveri	Executive Director	Member	14.12.2010			
00263657	Ms. Binaisha Zaveri	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	Date of	Date of		



			directors	Appointment	Cessation
00263725	Mr. Shrikant Zaveri	Executive Director	Chairperson	19.05.2014	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	19.05.2014	
00263657	Ms. Binaisha Zaveri	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 Zaveri	Executive Director	Chairperson	24.09.2014	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	24.09.2014	
00263657	Ms. Binaisha Zaveri	Executive Director	Member	03.02.2015	
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015	
-	Mr. Saurav Banerjee	Chief Financial Officer	Member	24.09.2014	

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)	Number of Director present (All Directors including Independent Director)	No. of Independent Director attending the meeting
1	10.08.2021	11.11.2021	92	YES	6	3

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	10.08.2021	10.11.2021	Yes. Strength of Committee: 3 No of Directors present (All	91



			Directors including Independent Director): 3 No. of Independent Director(s) Present: 2	
Stakeholder Relationship Committee	10.08.2021	11.11.2021	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 3 No. of Independent Director(s) Present: 0	92
Corporate Social Responsibility Committee	10.08.2021	11.11.2021	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 3 No. of Independent Director(s) Present: 0	92
Risk Management Committee	10.08.2021	11.11.2021	Yes. Strength of Committee: 4 No of Directors present (All Directors including Independent Director): 3 No. of Independent Director(s) Present: 0	92

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**
Head - Legal & Company Secretary