

Date: 9<sup>th</sup> October, 2019

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 Half Year ended 30<sup>th</sup> September, 2020 pursuant to Regulation 27(2) and all other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligation and Requirements) Regulations, 2015.**

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance for Quarter and Half Year ended 30<sup>th</sup> September, 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**

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

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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.: 02230735000, 912249255000 www.tbztheoriginal.com

## Compliance Report on Corporate Governance

**Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited**  
**Quarter Ending: 30<sup>th</sup> September, 2020**

<b>I. Composition of Board of Directors</b>														
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	PAN & DIN		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 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 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	002637 25	Chairperson & Managing Director (Executive Director)	NA	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	002636 57	Whole-time Director (Executive Director)	NA	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	007136 88	Whole-time Director (Executive Director)	NA	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	000284 05	Non-Executive Director - Independent Director	NA	14.12.2010	01.04.2019	31.03.2024	78 Months	28.07.1959	2	1	Audit Committee: 1 Stakeholder Committee: 2	Audit Committee: 0 Stakeholder Committee: 1

Mr	Sanjay Asher	ADQPA 0146C	000082 21	Non-Executive Director - Independent Director	NA	14.12.2010	01.04.2019	31.03.2024	78 Mon ths	26.11.1963	7	7	Audit Committee: 5 Stakeholder Committee: 2	Audit Committee: 2 Stakeholder Committee: 2
Mr	Kamlesh Vikamsey	AABPV 3055F	000596 20	Non-Executive Director - Independent Director	NA	26.08.2010	01.04.2019	31.03.2024	78 Mon ths	06.12.1960	6	5	Audit Committee: 5 Stakeholder Committee: 1	Audit Committee: 4 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	
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Chairperson	14.12.2010	31.03.2024	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	14.12.2010	31.03.2024	
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	
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010	31.03.2024	
00059620	Mr. Kamlesh Vikamsey	Non-Executive Director - Independent Director	Member	14.12.2010	31.03.2024	
00008221	Mr. Sanjay Asher	Non-Executive Director - Independent Director	Member	14.12.2010	31.03.2024	

<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 Mehta	Non-Executive Director - Independent Director	Chairperson	14.12.2010	31.03.2024	
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		

<b>4. Corporate Social Responsibility Committee</b>						
<b>Whether Corporate Social Responsibility 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	
00263725	Mr. Shrikant Zaveri	Executive Director	Chairperson	19.05.2014		
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	19.05.2014	31.03.2024	
00263657	Ms. Binaisha Zaveri	Executive Director	Member	19.05.2014		
00713688	Ms. Raashi Zaveri	Executive Director	Member	19.05.2014		

<b>5. Risk Management Committee</b>						
<b>Whether Risk Management 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	
00263725	Mr. Shrikant Zaveri	Executive Director	Chairperson	24.09.2014		
00028405	Mr. Ajay Mehta	Non-Executive Director - Independent Director	Member	24.09.2014	31.03.2024	
00263657	Ms. Binaisha Zaveri	Executive Director	Member	03.02.2015		
00713688	Ms. Raashi Zaveri	Executive Director	Member	03.02.2015		
-	Mr. Saurav Banerjee	Member	Member	24.09.2014		
-	Mr. Sunil Gujarathi	Member	Member	24.09.2014		

<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 met (Yes/No)	Number of Director present	No. of Independent Director attending the meeting
1	24.06.2020	12.08.2020	48	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	24.06.2020	12.08.2020	Yes. Strength of Committee: 3 No of Members present: 3 No. of Independent Director(s) Present: 2	48
Stakeholder Relationship Committee	24.06.2020	12.08.2020	Yes. Strength of Committee: 4 No of Members present: 4 No. of Independent Director(s) Present: 1	48

<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**

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

## **Half Yearly Compliance Report on Corporate Governance**

Name of Listed Entity: Tribhovandas Bhimji Zaveri Limited  
Half Year Ended: 30<sup>th</sup> September, 2020

### 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 & Disclosure Requirements) Regulations, 2015 regarding Business Responsibility Report apply only to top 1,000 listed company by market capitalisation. The Company do not fall under top 1,000 listed entity and hence the provision of Business Responsibility Reporting does not apply to the Company.

For Tribhovandas Bhimji Zaveri Limited

Niraj Oza  
Head Legal & Company Secretary