

Dated: 15th May, 2024

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 Secretarial Compliance Report of the Company for the year ended 31st March, 2024 as required under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as provided by M/s. Pramod Shah & Associates, Practicing Company Secretaries, Mumbai**

We are enclosing herewith the Secretarial Compliance Report of the Company for the year ended 31st March, 2024 as required under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as provided by M/s. Pramod Shah & Associates, Practicing Company Secretaries, Mumbai.

Kindly take the same on record and acknowledge receipt.

Thanking you.

Yours faithfully,

For Tribhovandas Bhimji Zaveri Limited

Niraj Oza
Head Legal & Company Secretary



CIN No : L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 4046 5000/01, 6130 0505.
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**SECRETARIAL COMPLIANCE REPORT OF TRIBHOVANDAS BHIMJI ZAVERI
LIMITED
FOR THE YEAR ENDED MARCH 31, 2024**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Tribhovandas Bhimji Zaveri Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Period)**;

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
(j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
(k) Any other regulations and circulars / guidelines issued thereunder; as may be applicable to the Company.
(l) We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr.no.	PARTICULARS	COMPLIANCE STATUS (YES/NO/NA)	OBSERVATIONS/REMARKS BY PRACTICING COMPANY SECRETARY
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/	Yes	None

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	guidelines issued by SEBI		
3	<p><u>Maintenance and disclosures on Website:</u></p> <p>The Listed entity is maintaining a functional website.</p> <p>Timely dissemination of the documents/information under a separate section on the website.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	Yes	None
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p>	NA	There is no material Subsidiary Company.

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	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior	Yes	None

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	<p>approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee</p>		
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	None

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11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	NA	BSE Limited (designated Stock Exchange) and National Stock Exchange Of India Ltd. had issued a notice to the company for non-compliance of Regulation 17(1A) of SEBI LODR. The Company in its reply dated 28 th November, 2023 clarified all the facts with the provisions on the notice and also made an application to waive off the fines, same is pending with the BSE Limited (designated Stock Exchange).
12.	<p><u>Resignation of statutory auditors from the listed NA No case of entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the auditor from the listed entity</p>	NA	None

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	or any of its material subsidiaries listed entity or its during the financial year, the listed entity and / or material subsidiary its material subsidiary(ies) has / have complied during the with paragraph 6.1 and 6.2 of section V-D chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc	NA	No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder; except in respect of the matters specified below:

SR NO	<u>COMPLIANCE REQUIREMENTS (REGULATIONS/ CIRCULARS/ GUIDELINES INCLUDING SPECIFIC CLAUSE)</u>	<u>REGULA TION/CI RCULAR</u>	<u>DEVI ATIO NS</u>	<u>ACTION TAKEN BY</u>	<u>TYPE OF ACTION (ADVISORY/CL ARIFICATION/F INE/SHOW CAUSE NOTICE/ WARNING, ETC.)</u>	<u>DETAILS OF VIOLATIO N</u>	<u>FINE ANNO UNCED</u>	<u>OBSERVATIO NS/REMARK S OF THE PRACTICING COMPANY SECRETARY</u>	<u>MANAGEM ENT RESPONS E</u>	<u>REMAR KS</u>
Not Applicable										

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

SR N O	COMPLIANCE REQUIREMENTS (REGULATIONS/ CIRCULARS/ GUIDELINES INCLUDING SPECIFIC CLAUSE)	REGULA TION/CI RCULAR	DEVI ATIO NS	ACTION TAKEN BY	TYPE OF ACTION (ADVISORY/CL ARIFICATION/F INE/SHOW CAUSE NOTICE/ WARNING, ETC.)	DETAILS OF VIOLATIO N	FINE ANNO UNCED	OBSERVATIO NS/REMARK S OF THE PRACTICING COMPANY SECRETARY	MANAGEM ENT RESPONS E	REMAR KS
Not Applicable										

Place: Mumbai
Date: 13.05.2024

Pramod S. Shah & Associates
Practising Company Secretaries

PRAMOD SHANTILAL SHAH
Digitally signed by
PRAMOD SHANTILAL SHAH
Date: 2024.05.14
14:48:34 +05'30'

Pramod S. Shah-Partner
Pramod S. Shah & Associates
FCS No.: 334
C P No.: 3804
UDIN: F000334F000358111