

General information about company	
Scrip code	534369
NSE Symbol	TBZ
MSEI Symbol	NOTLISTED
ISIN	INE760L01018
Name of the entity	TRIBHOVANDAS BHIMJI ZAVERI LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

of or	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No pro I
nt	AAAPZ0899E	00263725	Executive Director	Chairperson	MD	07- 12- 1959	NA		24-07-2007	01-01-2016			1	0	2	0	
sa	AAEPZ1953F	00263657	Executive Director	Not Applicable		28- 12- 1982	NA		24-07-2007	01-01-2016			1	0	1	0	
	AAFPZ8138F	00713688	Executive Director	Not Applicable		26- 12- 1986	NA		01-07-2008	01-01-2016			1	0	1	0	
	AAAFPM3456K	00028405	Non- Executive - Independent Director	Not Applicable		28- 07- 1959	NA		14-12-2010	01-04-2019		60	2	1	2	1	

I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number member in Auc Stakehc Committe including listed e (Refer Regula 26(1) Listir Regulati
5	Mr	Sanjay Asher	ADQPA0146C	00008221	Non-Executive - Independent Director	Not Applicable		26-11-1963	NA		14-12-2010	01-04-2019		60	7	7	3
6	Mr	Kamlesh Vikamsey	AABPV3055F	00059620	Non-Executive - Independent Director	Not Applicable		06-12-1960	NA		26-08-2010	01-04-2019		60	7	6	4

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00059620	Kamlesh Vikamsey	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00028405	Ajay Mehta	Non-Executive - Independent Director	Member	01-04-2019		
3	00263725	Shrikant Zaveri	Non-Executive - Independent Director	Member	01-01-2016		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00028405	Ajay Mehta	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00059620	Kamlesh Vikamsey	Non-Executive - Independent Director	Member	01-04-2019		
3	00008221	Sanjay Asher	Non-Executive - Independent Director	Member	01-04-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00028405	Ajay Mehta	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00263725	Shrikant Zaveri	Executive Director	Member	01-01-2016		
3	00263657	Binaisha Zaveri	Executive Director	Member	01-01-2016		
4	00713688	Raashi Zaveri	Executive Director	Member	01-01-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00263725	Shrikant Zaveri	Executive Director	Chairperson	01-01-2016		
2	00028405	Ajay Mehta	Executive Director	Member	01-04-2019		
3	00263657	Binaisha Zaveri	Executive Director	Member	01-01-2016		
4	00713688	Raashi Zaveri	Executive Director	Member	01-01-2016		
5	99999999	Saurav Banerjee	Member	Member	17-02-2014		
6	99999999	Sunil Gujarathi	Member	Member	05-04-2011		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00263725	Shrikant Zaveri	Executive Director	Chairperson	01-01-2016		
2	00028405	Ajay Mehta	Non-Executive - Independent Director	Member	01-04-2019		
3	00263657	Binaisha Zaveri	Executive Director	Member	01-01-2016		
4	00713688	Raashi Zaveri	Executive Director	Member	01-01-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	06-11-2019				Yes	5	2
2		13-02-2020	98		Yes	6	3
3		11-03-2020	26		Yes	6	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	06-11-2019				Yes	3	2
2	Audit Committee	13-02-2020	98			Yes	3	2
3	Stakeholders Relationship Committee	06-11-2019				Yes	4	1
4	Stakeholders Relationship Committee	13-02-2020	98			Yes	4	1
5	Corporate Social Responsibility Committee	06-11-2019				Yes	4	1
6	Corporate Social Responsibility Committee	13-02-2020	98			Yes	4	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block	
Textual Information(1)	The Company do not have any material related party transaction.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	NIRAJ OZA
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>This report will be placed in next Board Meeting.</p> <p>Previous quarter report has been placed before the Board of Directors in the Board Meeting.</p> <p>As per the requirement of Regulation 21 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 of constitution of Risk Management Committee of the Board shall be applicable to top 500 listed companies by market capitalization as at the end of the immediate previous financial year. The Company do not fall in this category and accordingly, constitution of Risk Management Committee is not compulsory for the Company, but to follow Corporate Governance in the right spirit the Company has voluntarily constituted the Risk Management Committee of the Board.</p>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.tbztheoriginal.com
2	Terms and conditions of appointment of independent directors	Yes		www.tbztheoriginal.com
3	Composition of various committees of board of directors	Yes		www.tbztheoriginal.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.tbztheoriginal.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tbztheoriginal.com
6	Criteria of making payments to non-executive directors	Yes		www.tbztheoriginal.com
7	Policy on dealing with related party transactions	Yes		www.tbztheoriginal.com
8	Policy for determining 'material' subsidiaries	Yes		www.tbztheoriginal.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.tbztheoriginal.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tbztheoriginal.com
11	email address for grievance redressal and other relevant details	Yes		www.tbztheoriginal.com
12	Financial results	Yes		www.tbztheoriginal.com
13	Shareholding pattern	Yes		www.tbztheoriginal.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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	Yes		www.tbztheoriginal.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.tbztheoriginal.com
18	Credit rating or revision in credit rating obtained	Yes		www.tbztheoriginal.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tbztheoriginal.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tbztheoriginal.com
21	Materiality Policy as per Regulation 30	Yes		www.tbztheoriginal.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tbztheoriginal.com

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	

Text Block	
Textual Information(1)	As per the requirement of Regulation 21 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 of constitution of Risk Management Committee of the Board shall be applicable to top 500 listed companies by market capitalization as at the end of the immediate previous financial year. The Company do not fall in this category and accordingly, constitution of Risk Management Committee is not compulsory for the Company, but to follow Corporate Governance in the right spirit the Company has voluntarily constituted the Risk Management Committee of the Board.

Annexure II		
1	Name of signatory	NIRAJ OZA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	The Company do not have any Material Subsidiary Company.

Annexure II		
1	Name of signatory	NIRAJ OZA
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	NIRAJ OZA
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	11-05-2020

