

TRIBHOVANDAS BHIMJI ZAVERI LIMITED											
Compliance Report on Corporate Governance											
1	Name of Listed Entity	TRIBHOVANDAS BHIMJI ZAVERI LIMITED									
2	Quarter ending	31-12-2024									
Annexure I											
I. Composition of Board of Directors											
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	Tenure (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference 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 [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]
Mr.	Shrikant Gopaldas Zaveri	Chairperson & Managing Director (Executive Director)	NA	24.07.2007	01.01.2021	-	07.12.1959	1	0	2	0
Ms.	Binaisha Zaveri	Whole-time Director	NA	24.07.2007	01.01.2021	-	28.12.1982	1	0	1	0
Ms.	Raashi Zaveri	Whole-time Director	NA	01.07.2008	01.01.2021	-	26.12.1986	1	0	1	0
Mrs.	Sudha Pravin Navandar	Independent Director	NA	01.04.2021	01.04.2021	45	02.11.1966	5	5	9	5
Mr.	Ramesh Chandak	Independent Director	Yes 13.09.2023	21.06.2023	21.06.2023	18.10	07.11.1946	5	5	6	3
Ms.	Preeti Sadarangani	Independent Director	NA	20.06.2024	20.06.2024	6.11	16.08.1969	1	1	1	0
Whether Chairperson is related to Managing Director or CEO :		Yes									
II. Composition of Committees											
Sl. No.	Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Nominee)s	Date of Appointment	Date of Cessation					
1	Audit Committee	Yes	Mrs. Sudha Navandar Mr. Ramesh Chandak Ms. Preeti Sadarangani Mr. Shrikant Zaveri	Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive	05.05.2022 10.07.2023 20.06.2024 14.12.2010	- - - -					
2	Nomination & Remuneration Committee	Yes	Mrs. Sudha Navandar Mr. Ramesh Chandak Ms. Preeti Sadarangani Mr. Shrikant Zaveri	Chairperson - Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Executive	05.05.2022 10.07.2023 20.06.2024 24.04.2023	- - - -					
3	Stakeholders' Relationship Committee	Yes	Mrs. Sudha Navandar Mr. Shrikant Zaveri Ms. Binaisha S Z Ms. Raashi Zaveri	Chairperson - Non-Executive-Independent Executive Executive Executive	28.03.2024 14.12.2010 14.12.2010 14.12.2010	- - - -					
4	Corporate Social Responsibility Committee	Yes	Mr. Shrikant Zaveri Ms. Binaisha S Z Ms. Raashi Zaveri Mrs. Sudha Navandar	Chairman - Executive Executive Executive Non-Executive - Independent	19.05.2014 19.05.2014 19.05.2014 28.03.2024	- - - -					
5	Risk Management Committee	No	Mr. Shrikant Zaveri Ms. Binaisha S Z Ms. Raashi Zaveri Mrs. Sudha Navandar	Chairman - Executive Executive Executive Non-Executive - Independent	24.09.2014 03.02.2015 03.02.2015 28.03.2024	- - - -					
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)	Whether requirement of Quorum met	Total Number of Directors as on the meeting	Number of Director present	No. of Independent Director attending the meeting					
05.08.2024	-	-	Yes	6	5	3					
04.09.2024	29	29	Yes	6	5	2					
-	12.11.2024	70	Yes	6	6	3					
IV. Meeting of Committees											
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors	No of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)					
Audit Committee											
12.11.2024	Yes	4	4	4	05.08.2024	98					
Stakeholders' Relationship Committee											
-	-	-	-	-	05.08.2024	-					
Nomination & Remuneration Committee											
-	-	-	-	-	05.08.2024	-					
-	-	-	-	-	04.09.2024	29					
Risk Management Committee											
29.10.2024	Yes	4	3	1	-	-					
V. Related Party Transactions											
Subject											
Whether prior approval of audit committee obtained										NA	
Whether Shareholders approval obtained for material RPT										NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee										Yes	
VI. Details of Cyber Security Incidence											
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter										No	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter										-	
VII. 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 & Remuneration Committee. c. Stakeholders' Relationship Committee. d. Risk Management Committee										Yes	
3. 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	
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

Sd/-  
Arpit Maheshwari  
Company Secretary

Place: Mumbai  
Date: 20.01.2025

<b>Compliance Report on Corporate Governance</b>		
<b>Annexure III</b>		
<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination & Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting.	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes

**For Tribhovandas Bhimji Zaveri Limited**

**Place: Mumbai**  
**Date: 20.01.2025**

**Sd/-**  
**Arpit Maheshwari**  
**Company Secretary**