

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L27205MH2007PLC172598

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCT7182P

(ii) (a) Name of the company

TRIBHOVANDAS BHIMJI ZAVE

(b) Registered office address

241/43,  
ZAVERI BAZAR,  
MUMBAI  
Maharashtra  
400002

(c) \*e-mail ID of the company

investors@tbzoriginal.com

(d) \*Telephone number with STD code

02240465000

(e) Website

www.tbztheoriginal.com

(iii) Date of Incorporation

24/07/2007

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited (BSE)	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TRIBHOVANDAS BHIMJI ZAVER	U36911MH1986PLC039643	Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	75,000,000	66,730,620	66,730,620	66,730,620
Total amount of equity shares (in Rupees)	750,000,000	667,306,200	667,306,200	667,306,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	75,000,000	66,730,620	66,730,620	66,730,620
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	750,000,000	667,306,200	667,306,200	667,306,200

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	225	66,730,395	66730620	667,306,200	667,306,200	

<b>Increase during the year</b>	0	180	180	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	180	180	0	0	
<b>Decrease during the year</b>	180	0	180	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	180	0	180	0	0	
<b>At the end of the year</b>	45	66,730,575	66730620	667,306,200	667,306,200	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

23,936,258,871

**(ii) Net worth of the Company**

5,672,716,902

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	46,759,775	70.07	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,700,000	4.05	0	
10.	Others	0	0	0	
	<b>Total</b>	49,459,775	74.12	0	0

**Total number of shareholders (promoters)**

6

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12,004,756	17.99	0	
	(ii) Non-resident Indian (NRI)	1,214,576	1.82	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,493,063	5.23	0	
10.	Others Clearing house/NBFC's Reg #	558,450	0.84	0	
	<b>Total</b>	17,270,845	25.88	0	0

**Total number of shareholders (other than promoters)**

30,130

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

30,136

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	34,874	30,130
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	3	0	3	0	64.83	0
<b>B. Non-Promoter</b>	0	4	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	3	4	3	3	64.83	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. SHRIKANT ZAVERI	00263725	Managing Director	33,402,275	
MS. BINAISHA ZAVERI	00263657	Whole-time director	5,285,000	
MS. RAASHI ZAVERI	00713688	Whole-time director	4,572,500	
MR. KAMLESH VIKAMS	00059620	Director	0	13/04/2023
MR. AJAY MEHTA	00028405	Director	0	
MRS. SUDHA NAVAND	02804964	Director	5	
MR. MUKESH SHARMA	AXEPS7767D	CFO	0	
MR. NIRAJ OZA	AAEPO6723E	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MR. SANJAY ASHER	00008221	Director	27/10/2022	Cessation
MR. SAURAV BANERJ	ADHPB4136A	CFO	13/05/2022	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/08/2022	33,387	58	74.22

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2022	7	7	100
2	14/05/2022	7	7	100
3	01/08/2022	7	7	100
4	14/11/2022	6	5	83.33
5	08/02/2023	6	5	83.33
6	29/03/2023	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/05/2022	3	3	100
2	Audit Committee	14/05/2022	4	4	100
3	Audit Committee	01/08/2022	4	4	100
4	Audit Committee	14/11/2022	4	3	75
5	Audit Committee	08/02/2023	4	4	100
6	Stakeholders Forum	05/05/2022	4	4	100
7	Stakeholders Forum	01/08/2022	4	4	100
8	Stakeholders Forum	14/11/2022	4	3	75
9	Stakeholders Forum	08/02/2023	4	4	100
10	Risk Management	05/05/2022	4	4	100

**D. \* ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MR. SHRIKANT	6	6	100	15	15	100	
2	MS. BINAISHA	6	6	100	10	10	100	
3	MS. RAASHI Z	6	6	100	10	10	100	
4	MR. KAMLES	6	6	100	7	7	100	
5	MR. AJAY ME	6	5	83.33	17	14	82.35	
6	MRS. SUDHA	6	5	83.33	5	5	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SHRIKANT ZAVAR +	CHAIRMAN ANI +	24,000,000	0	0	0	24,000,000
2	MS. BINAISHA ZAVAR +	WHOLE-TIME D +	24,000,000	0	0	0	24,000,000
3	MS. RAASHI ZAVAR +	WHOLE-TIME D +	24,000,000	0	0	0	24,000,000
	Total		72,000,000	0	0	0	72,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. SAURAV BANERJEE +	CHIEF FINANCIAL OFFICER +	6,118,288	0	0	0	6,118,288
2	MR. MUKESH SHARMA +	CHIEF FINANCIAL OFFICER +	9,451,490	0	0	0	9,451,490
3	MR. NIRAJ OZA +	COMPANY SECRETARY +	3,957,095				3,957,095
	Total		19,526,873	0	0	0	19,526,873

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. KAMLESH VIK	INDEPENDENT	0	1,000,000	0	200,000	1,200,000
2	MR. AJAY MEHTA	INDEPENDENT	0	1,000,000	0	250,000	1,250,000
3	MRS. SUDHA NAV	INDEPENDENT	0	1,000,000	0	160,000	1,160,000
4	MR. SANJAY ASHE	INDEPENDENT	0	500,000	0	80,000	580,000
	Total		0	3,500,000	0	690,000	4,190,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRAMOD S. SHAH AND ASSOCIATES

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3804

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. .. [ ] dated [ ]

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director [ ]

DIN of the director [00263725]

**To be digitally signed by** [ ]

- Company Secretary
- Company secretary in practice

Membership number [20646]

Certificate of practice number [ ]

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

C. COMMITTEE MEETINGS

Number of meetings held

17

S.No	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of Members Attended	% of attendance
1	Audit Committee	5-May-22	3	3	100
2	Audit Committee	14-May-22	4	4	100
3	Audit Committee	1-Aug-22	4	4	100
4	Audit Committee	14-Nov-22	4	3	75
5	Audit Committee	8-Feb-23	4	4	100
6	Stakeholder Relationship Committee	5-May-22	4	4	100
7	Stakeholder Relationship Committee	1-Aug-22	4	4	100
8	Stakeholder Relationship Committee	14-Nov-22	4	3	75
9	Stakeholder Relationship Committee	8-Feb-23	4	4	100
10	Risk Management Committee	5-May-22	5	5	100
11	Risk Management Committee	28-Oct-22	4	4	100
12	Nomination and Remuneration Committee	5-May-22	3	3	100
13	Nomination and Remuneration Committee	14-May-22	4	4	100
14	Corporate Social Responsibility Committee	5-May-22	4	4	100
15	Corporate Social Responsibility Committee	1-Aug-22	4	4	100
16	Corporate Social Responsibility Committee	14-Nov-22	4	3	75
17	Corporate Social Responsibility Committee	8-Feb-23	4	4	100

**Separate Meeting of Independent Directors**

1	Separate Meeting of Independent Directors	8-Feb-23	3	3	100
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# 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 : cpsa.co.in

## FORM NO. MGT-8

*(Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11 (2) of the Companies (Management and Administration) Rules, 2014)*

### CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. TRIBHOVANDAS BHIMJI ZAVERI LIMITED** (hereinafter referred to as "the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company:
1. has complied with provisions of the Act & Rules made there under in respect of its status under the Act & Rules made there under;
  2. has complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed there for;
  3. has complied with provisions of the Act & Rules made there under in respect of filing of forms and returns as stated in the Annual Return, with the Registrar of Companies within the prescribed time.
  4. has complied with provisions of the Act & Rules made there under in respect of calling/ convening/ holding meetings of Board of Directors, Committee Meetings and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolution, have been properly recorded in the Minute Book/ Registers maintained for the purpose and the same have been signed;

5. has complied with provisions of the Act & Rules made there under in respect of closure of its Register of Members during the year under review;
6. has not provided any advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;
7. has complied with provisions of the Act & Rules made there under in respect of contracts/arrangements with related parties as specified in section 188 of the Act;
8. has neither issued nor allotted nor bought back any of the securities, neither altered nor carried out any reduction of share capital/ converted shares/ securities and has not issued any security certificates in any instances;
9. has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
11. has complied with provisions of the Act & Rules made there under in respect of signing of Audited Financial Statement as per the provisions of section 134 of the Act and report of Director is as per subsections (3), (4) and (5) thereof;
12. has complied with provisions of the Act & Rules made there under in respect of constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. has complied with provisions of the Act & Rules made there under in respect of appointment/ re-appointment of auditors as per the provisions of section 139 of the Act;
14. was not required to take approvals from Reserve Bank of India (RBI), Central Government, Tribunal, Registrar, Court or such other authorities under the various provisions of the Act;
15. has not accepted/ renewed/ repaid deposits during the period under review, within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014;
16. has not borrowed from its directors, members, however borrowings have been made from the bank. Company has not created any charge but modified and

satisfied the charge during the period under review in accordance with the provision of the Companies Act, 2013;

17. has not given any loans, or given guarantees or providing of securities to other bodies corporate or persons but company has made investment in 7% Non-Cumulative Optionally Convertible Preference Shares (OCPS) on Rights Basis of TBZ (Bombay) Limited is a Wholly Owned Subsidiary of the TBZ Limited complied with the provisions of Section 186 of the Act;
18. has not altered the provisions of the Memorandum and Articles of Association during the period under review.

**For Pramod S. Shah & Associates  
(Practising Company Secretaries)**

**Pramod S. Shah - Managing Partner  
Membership No.: FCS 334  
C.O.P. No. 3804**

**UDIN: \_\_\_\_\_**

**Place: Mumbai**

**Date: \_\_/\_\_/2023**