

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 – 400051.

To,
The Manager,
Compliance Department,
BSE Limited
Corporate Service Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Dear Sir/ Madam,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369 / TBZ**

Sub: **NOTICE OF 17th ANNUAL GENERAL MEETING OF THE COMPANY**

NOTICE is hereby given that the 17th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited will be held on Tuesday, 10th September, 2024 at 4.30 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Date: 9th August, 2024
Place: Mumbai



By Order of the Board
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.
11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 3073 5000
www.tbztheoriginal.com

Notice

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Tribhovandas Bhimji Zaveri Limited will be held on Tuesday, 10th September, 2024 at 4.30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 241/43, Zaveri Bazar, Mumbai – 400 002.

ORDINARY BUSINESS:

- To receive, consider, approve and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements including Balance Sheet of the Company for the financial year ended 31st March, 2024 together with all the schedules and notes annexed thereto and the Report of the Board of Directors and the Auditors thereon be and are hereby approved and adopted.”

- To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Report of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements including Balance Sheet of the Company for the financial year ended 31st March, 2024 together with all the schedules and notes annexed thereto and the Report of the Board of Directors and the Auditors thereon be and are hereby approved and adopted.”

- To declare dividend on Equity Shares for the financial year ended 31st March, 2024 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend of ₹ 1.75 (One Rupee Seventy Five Paise only) (i.e. 17.50%) per equity share of ₹ 10/- (Rupees Ten only) each amounting to ₹ 116,778,585 (Rupees Eleven Crores Sixty Seven Lacs Seventy Eight Thousand Five Hundred Eighty Five only), for the Financial Year ended 31st March, 2024, as recommended by the Board of Directors, be and is hereby approved.”

- To appoint a Director in place of Ms. Raashi Zaveri (DIN: 00713688), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment and in this regard consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013, Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director of the Company who retires by rotation and being eligible, offer herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To Appoint Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135) as an Independent Director (Non-Executive) of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the applicable regulations of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, who was appointed

as Additional Director (in the capacity of Independent Director, Non-Executive) of the Company under Section 161 of the Act on 20th June, 2024, and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby approved and appointed as an Independent Director (Non-Executive) of the Company for a period of 5 (five) consecutive years commencing from 20th June, 2024 up to 19th June, 2029 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri

Chairman & Managing Director
(DIN: 00263725)

Date: 5th August, 2024
Place: Mumbai

Registered Office:

241 / 43, Zaveri Bazar,
Mumbai - 400 002, India.

CIN: L27205MH2007PLC172598

Tel. No. 022 – 4046 5000/ 01

Email: investors@tbzoriginal.com

Web: www.tbztheoriginal.com

GENERAL NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business in respect of the Special Business to be transacted at the Annual General Meeting as set out in item no. 5 of the Notice, is annexed hereto. Details under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India, in respect to the Director retiring by rotation and seeking re-appointment by way of Ordinary Resolution as set out in item no. 4; to consider appointment of Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135) as an Independent Director of the Company; by way of Ordinary Resolution at the ensuing Annual General Meeting as set out in item no. 5 of the Notice, are also annexed.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020, General Circulation no. 02/2021 dated 13th January, 2021, General Circular No. 3/2022 dated 5th May, 2022 and vide its new General Circular No. 10/2022 dated 28th December, 2022; read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") and other Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI) read with circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and vide its new Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue during the calendar year 2024. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 17th AGM of the Company shall be convened and conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Company has enabled the Members to participate at the 17th AGM through VC / OAVM facility provided by KFin Technologies Limited, Registrar and Share Transfer Agents of the Company. The instructions for participation by Members are given in the Notice.
4. Members may join the AGM through laptops, Smartphones and iPads for a better experience. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
5. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of Proxy by the Members under Section 105 of the Companies Act, 2013 will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM of the Company will be held through VC / OAVM, the Route Map for AGM venue is not annexed to this Notice.
6. Corporate Members intending their authorized representative to attend the Meeting through VC / OAVM, pursuant to Section 113 of the Companies Act, 2013, are requested to access the link <https://evoting.kfintech.com> and upload a certified copy of the relevant Board Resolution together with specimen signatures of their authorized representatives to attend and vote at the Meeting through VC / OAVM.
7. The documents referred to in the proposed resolution(s) are available for inspection through electronic mode. Members are requested to write to the Company on investors@tbzoriginal.com. The documents referred to in the proposed resolution(s) are available for inspection by the Members of the Company on the website of the Company www.tbztheoriginal.com till the conclusion of 17th Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 4th September, 2024** to **Tuesday, 10th September, 2024** (both days inclusive) for the purpose of payment of dividend. If the dividend on Equity Shares, as recommended by the Board of ₹ 1.75 (One Rupee Seventy Five Paise only) per equity share of ₹ 10 each (i.e. 17.50%), if approved at the AGM, will be paid subject to deduction of income-tax at source ('TDS'), Participation at AGM through VC / OAVM shall be allowed on first-come-first-served basis.

wherever applicable, on or after Friday, 13th September, 2024.

9. Share transfer documents and all other correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agent (R & T Agent) of the Company, KFin Technologies Limited (previously known as KFin Technologies Private Limited) at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032. Tel No: +91 (040) 6716 2222 or a toll-free number 1800 309 4001. E-Mail: inward.ris@kfintech.com. Website Add.: <https://www.kfintech.com> // <https://ris.kfintech.com>.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, changes of address, change of name, email address, contact numbers etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agents, KFin Technologies Limited (KFinTech) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to KFinTech, Registrar and Share Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. The Company has sent communication to shareholders in this regard.
11. Members may please to note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFinTech) at <https://www.kfintech.com/> <https://ris.kfintech.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or KFin Technologies Limited (KFinTech), for assistance in this regard.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desired to avail of this facility may send their nomination in the prescribed Form No. SH.13 duly filled in to the office of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), KYC details by every participant in securities market by 1st October, 2023, and linking PAN with Aadhaar by 30th June, 2023 previously before extension it was 31st March, 2023 vide its circular dated 16th March, 2023 read with previous circulars dated 3rd November, 2021 and 15th December, 2021. Members holding shares in electronic form are therefore, required to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
15. The Equity Shares of the Company are listed on the following Stock Exchanges in India w.e.f. 9th May, 2012:
 - BSE Limited
25, Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.
 - National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

The Company has paid the applicable annual listing fees to each of the above Stock Exchanges for the Financial Years 2023-24 and 2024-25.

The Company has also paid Annual Custodial Fees to Central Depositories Services Limited (CDSL) and National Securities Depositories Limited (NSDL) for the Financial Years 2023-24 and 2024-25.
16. Non-Resident Members are requested to inform the Company immediately about:
 - (a) The Change in the Residential Status on return to India for permanent settlement.

- (b) The Particulars of NRE Bank Account maintained in India with complete name and address of the bank, if not furnished earlier.
17. The Company has designated an exclusive e-mail ID called investors@tbzoriginal.com for redressal of Members' complaint/ grievances. In case you have any queries/ complaints or grievances, then please write to us at investors@tbzoriginal.com.
 18. Members are requested to inform the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be sent through email at investors@tbzoriginal.com or addressed to: Company Secretary, Tribhovandas Bhimji Zaveri Limited, 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400 021. (Email: investors@tbzoriginal.com).
 19. Pursuant to MCA Circulars and SEBI Circular, Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Notice of the 17th AGM and the Annual Report for 2023-24 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company / Depository Participants for communication purposes. For Members who have not registered their E-mail IDs with the Company/ Depository Participants, are requested to register their email ids with their respective Depository Participant on immediate basis for receiving Annual Report 2023-24 in electronic mode only. Members holding shares in physical mode and wishing to register / update their E-mail ID to receive the Annual Report and other documents in electronic mode are requested to fill the form "Consent for Receiving Documents in Electronic Form" {which is forming part of this Annual Report and is also available on the website of the Company (www.tbztheoriginal.com)} or send an e-mail request at the email id einward.ris@kfinotech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions and send the same to our Registrar and Share Transfer Agents viz., KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
- To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with KFin Technologies Limited/ their respective Depository Participants.
20. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
 21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
 22. In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within seven years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. During the Financial Year 2016-17, the Company has not declared any dividend and the question of transfer of unclaimed dividend in respect of Financial Year 2016-17 does not arise.
- Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a special Demat account of Investor Education and Protection Fund Authority ("IEPF Authority"). The dividend/shares, once transferred to the said Demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF Rules by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to investors@tbzoriginal.com latest by 11:59 p.m. (IST) on 19th August, 2024. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under section 206AB of the Income Tax Act, the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other documents which may be required to avail the tax treaty benefits by sending an email to investors@tbzoriginal.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. (IST) on 19th August, 2024.

23. Members are requested to contact M/s. KFin Technologies Limited / Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Folder' on the website of the Company at www.tbztheoriginal.com.
24. Members may utilize the facility extended by the Registrar and Share Transfer Agent for redressal of queries. Members may visit <https://evoting.kfintech.com> and click on Members option for query registration through free identity registration process.
25. Electronic copy of the Notice of the 17th Annual General Meeting along with Annual Report 2023-24 of the Company inter alia indicating the process and manner of e-voting is being send to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes. For Members who have not registered their email address, are requested to register their email addresses with their respective Depository Participant on immediate basis to get the Notice of the 17th Annual General Meeting of the Company along with the Annual Report 2023-24 in electronic mode only.
26. In compliance with the MCA General Circular No. 20/2020 dated 5th May, 2020, General Circulation no. 02/2021 dated 13th January, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 10/2022 and vide its new General Circular No. 09/2023 dated 25th September, 2023; as well as SEBI Circular No SEBI/HO/ CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 and vide its new Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 relaxation / permission are extended to the AGM of the Companies due in year 2024, till 30th September, 2024, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report 2023-24 will also be available on the Company's website at www.tbztheoriginal.com, [the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com](http://www.bseindia.com), respectively and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("Kfintech") at <https://evoting.kfintech.com>, for their download. For any communication, the Members may also send request to the Company's investor email id: investors@tbzoriginal.com.
27. **Procedure for joining the 17th AGM through VC / OAVM:**
 - (i) KFin Technologies Limited (Kfintech) will be providing facility for voting through remote e-Voting, for participation in the 17th AGM through VC/OAVM facility and e-Voting during the 17th AGM.
 - (ii) Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come-first-served basis
 - (iii) Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by KFin Technologies Limited at <https://emeetings.kfintech.com> by using their remote e-voting login credentials. The link for the AGM will be available in the shareholders'/members' login where the "Event" and the "Name of the Company" can be selected.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.

- (iv) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- (v) Members will be required to grant access to the web-cam to enable two-way video conferencing.
- (vi) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
- (vii) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and click on the 'Speaker Registration' option available on the screen after log in. The Speaker option would be open during Friday, 6th September, 2024 (at 9.00 a.m. IST) to Sunday, 8th September, 2024 (at 5.00 p.m. IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (viii) The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- (ix) Members who need assistance before or during the AGM, can contact KFinTech on <https://emeetings.kfintech.com> or call on 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- (x) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

28. Voting Instruction:

The Company is providing remote e-voting to all the Members for voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by the KFin Technologies Limited ('KFinTech').

The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cutoff date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

A Member can opt only one mode to vote either through remote e-voting or e-voting at AGM. If Member casts vote through both modes, then only vote cast through remote e-voting will prevail. Members who have not cast their vote through remote e-voting shall be allowed to vote through e-voting system during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM shall not be entitled to cast their vote again at the 17th AGM, however, such Members will be entitled to attend/ participate in the AGM through VC / OAVM.

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [(including any statutory modification(s) or re-enactment thereof for the time being in force), as amended by the Companies (Management and Administration) Amendment Rules, 2015] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members can exercise right to vote at the 17th AGM by electronic means and the business may be transacted through remote e-voting facility made available by Company's Registrar and Share Transfer Agent, KFin Technologies Limited ('KFinTech'). The remote e-voting facility is available at the link <https://evoting.kfintech.com>.

E-Voting Instructions:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in Demat mode to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat Accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or select e-voting service provider name and you will be redirected to e-voting service provider "KFintech" and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication. <p>D. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>



Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is the CDSL website www.cdslindia.com and click on login icon and New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider. Click on e-voting service provider name to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at CDSL Website www.cdslindia.com and click on login icon and New System Myeasi and click on login icon and New System Myeasi Tab and then click on registration option.</p> <p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider "KFintech" and you will be redirected to e-voting page of "KFintech" for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Individual Shareholders holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No. 1800 1020 990 and 1800 22 44 30
Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43

The instructions for Shareholders other than individuals holding Shares of the Company in Demat Mode and all Shareholders Holding Shares in Physical Mode

B) Members whose e-mail ID(s) are registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ('KFinTech') / Depository Participants (NSDL/CDSL). The procedure to vote electronically is as under:

- (I) Click on the PDF file sent to you in the e-mail by the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFinTech). The file will prompt for a password. Kindly input your Client ID or Folio No. as may be applicable in the box prompted for password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that this password is an initial password and for security purpose needs to be changed while doing first time login.
- (II) Launch internet browser by typing the following URL: <https://evoting.kfintech.com>.
- (III) Click on Member – Login.
- (IV) Enter user ID and password as initial password /PIN noted in step (I) above. Click login.
- (V) The Password Change Menu will appear on your screen. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (VI) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (VII) Select the "EVEN" (e-voting Event Number) of Tribhovandas Bhimji Zaveri Limited.
- (VIII) Now you are ready for e-voting as Cast Vote page opens.
- (IX) Cast your vote by selecting an appropriate option and click on "Submit" and also "Confirm" when prompted.

- (X) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (XI) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (XII) Corporate/ Institutional Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramodshah361@gmail.com, with a copy marked to einward.ris@kfintech.com.
 - (XIII) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.kfintech.com>. Alternatively, you can also contact on einward.ris@kfintech.com for any queries or grievances connected with remote e-voting service.
- C) In case of the Member whose e-mail ID(s) are not registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFinTech) / Depositories, the procedure to vote electronically is as under:

- (i) Initial password is provided in the following format in the E-voting instruction letter sent along with the Annual Report:

EVEN (E-voting Event Number)	USER ID	PASSWORD/ PIN
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- (ii) Please follow all steps from Sr. No. (II) to Sr. No. (XIII) of note 28(B) above, to cast vote.

Voting at the Annual General Meeting:

Those Members, who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member cast votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions:

If you are already registered with Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFintech) for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- (i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (ii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Tuesday, 3rd September, 2024** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
- (iii) The Company has fixed **Tuesday, 3rd September, 2024** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31st March, 2024, if approved at the AGM.
- (iv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the AGM but have not cast their votes by availing remote e-voting facility.
- (v) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFin's toll free No. 1-800-3094-001 for any further clarifications.
- (vi) The remote e-voting period shall commence on **Thursday, 5th September, 2024 (9.00 a.m. IST) and ends on Monday, 9th September, 2024 (5.00 p.m. IST)**. During this period, Members of

the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 3rd September, 2024**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. Once the vote on a resolution is cast by the Member, Member shall not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the aforesaid date and time.

- (vii) The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Shares capital of the Company as on the cut-off date of **Tuesday, 3rd September, 2024**.
- (viii) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date for e-voting i.e., **Tuesday, 3rd September, 2024**, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - (a) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL - MYEPWD <SPACE>
IN12345612345678

Example for CDSL - MYEPWD <SPACE>
1402345612345678

Example for Physical - MYEPWD <SPACE>
XXXX1234567890
 - (b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call KFintech toll free number 1800-3094-001 for any assistance.
 - (d) Member may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

- (ix) Mr. Pramod Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries (Membership No. FCS 334) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process is conducted in a fair and transparent manner.
- (x) The scrutinizer shall, immediately after the conclusion of e-voting at the 17th AGM, unblock the votes cast through remote e-voting and e-voting in presence of at least two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman & Managing Director of the Company or person authorized by him of the Company.
- (xi) The results shall be declared after receiving consolidated Scrutinizer's Report from the Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tbztheoriginal.com and on the websites of Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFintech) <https://evoting.kfintech.com> immediately after the declaration of the results

by the Chairman & Managing Director or person authorized by him, on or before 12th September, 2024, and forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

- (xii) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient and valid votes through a compilation of voting results (i.e. remote e-voting along with the voting held at the AGM).

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri

Chairman & Managing Director
(DIN: 00263725)

Date: 5th August, 2024

Place: Mumbai

Registered Office:

241 / 43, Zaveri Bazar,

Mumbai - 400 002, India.

CIN: L27205MH2007PLC172598

Tel. No. 022 - 4046 5000/ 01

Email: investors@tbzoriginal.com

Web: www.tbztheoriginal.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE 'ACT')

As required under Section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out material facts relating to business mentioned under Item No. 5 of the accompanying Notice and should be read as forming part of the Notice.

Item No. 5

To Appoint Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135) as an Independent Director (Non-Executive) of the Company

The Company pursuant to the requirement of Regulations 17 and 25(6) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 Board of Directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors. As per Regulation 25(6) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 an independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy. The Board, based on the recommendations of the Nomination and Remuneration Committee, has appointed **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, as an Additional Director (Independent Director, Non-Executive) by way of circular resolution on 20th June, 2024.

The Nomination and Remuneration Committee and the Board of Directors have considered **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, diverse skills, leadership capabilities, accounting and financial expertise, general management and Industry knowledge. The Board of Directors in the Board Meeting dated 5th August, 2024, based on the recommendation of the Nomination and Remuneration Committee, considering the experience and knowledge, recommend name of **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, aged 54 years, who fulfils the conditions specified under the Act and Listing Regulations as an Independent Director (Non-Executive) of the Company and is independent of the management. **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, is in good health and of sound mind. The Board is also confident of her being able to function and discharge her duties in a stable and competent manner. Further, considering her background and experience, the Board is of the opinion that her association will be an immense benefit to the Company and it is desirable to avail her services as an Independent Director of the Company.

The Board of Directors has received notice from Member proposing candidature of **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, for the office of Independent Director of the Company as per requirement of Section 160(1) of the Companies Act, 2013 and her name is recommended to the Board by the members of the Nomination and Remuneration Committee. In the opinion of the Board **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their appointment as an Independent Director (Non-Executive) of the Company, and approved and confirmed her appointment for a period of 5 (five) consecutive years commencing from 20th June, 2024 till 19th June, 2029, not liable to retire by rotation, subject to the approval of Members at the ensuing 17th Annual General Meeting of the Company by way of Ordinary Resolution as an Independent Director (Non-Executive) of the Company and is independent of the Management. The Company has received declaration from **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)** to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulations 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)** has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of her appointment is available for inspection without any fees by the Members at the Corporate Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays and is also available on the website of the Company at www.tbztheoriginal.com.

Pursuant to the provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Board Meeting dated 5th August, 2024, recommend the Members to appoint (pursuant to notice of member for appointment of Independent Director), **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)** as an Independent Director (Non-Executive) of the Company and to approve and confirm her appointment for a period of 5 (five) consecutive years commencing from 20th June, 2024 till 19th June, 2029,

not liable to retire by rotation by way of Ordinary Resolution at the ensuing 17th Annual General Meeting of the Company.

Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135) does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Brief profile of **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)** together with other details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is forming part of this Notice as well as stated below:

Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135), by qualification she is CMIIA – Chartered Member of the Institute of Internal Auditors, 2019; ACA - Associate Chartered Accountant, 1994; ACWA - Associate Cost Accountant, 1991 and B. Com. - Bachelor of Commerce, Mumbai University, 1990. She is a senior professional with 25+ years of experience in risk, governance and internal audit across multiple industries. Proven expert and leader on establishing, building and running risk, governance and assurance functions in large multinational companies across geographies spanning Asia and Europe. Proven record in transforming functions into highly relevant and effective capabilities, working closely with technology experts to leverage the power of data and automation technologies. Known for a collaborative approach to provide constructive challenge to the status quo, ability to identify risks, and ask deeper questions to uncover root causes to support pragmatic solutions to mitigate them. Experienced leader in building and developing teams, a champion of diversity and inclusion at the workplace, and a coaching champion. Proud winner of the 2019 'Inspirational Leader' award by the Chartered Institute of Internal Auditors.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and in terms of the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)** aged 54 years, as Independent Director (Non-Executive) is now being placed before the Members in the Annual General Meeting for their approval by way of an Ordinary Resolution.

Accordingly, the Board of Directors recommends the resolution for approval of the members as an Ordinary Resolution.

Except **Ms. Preeti Lakhmichand Sadarangani (DIN: 09659135)**, Independent Director for her appointment, no other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested financially or otherwise, in this resolution.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri

Date: 5th August, 2024
Place: Mumbai

Chairman & Managing Director
(DIN: 00263725)

Registered Office:

241 / 43, Zaveri Bazar,
Mumbai - 400 002, India.
CIN: L27205MH2007PLC172598
Tel. No. 022 – 4046 5000/ 01
Email: investors@tbzoriginal.com
Web: www.tbztheoriginal.com

Annexure – I to the Notice

Disclosure pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS 2) on General Meeting issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice

Details of Director retiring by rotation, seeking re-appointment at 17th Annual General Meeting pursuant to Regulation 36(3) of SEBI(LODR), Regulations, 2015 and Secretarial Standard 2 (SS 2) on General Meeting and for change in term of appointment at the 17th Annual General Meeting:

Name of the Director	Ms. Raashi Zaveri	Ms. Preeti Lakhmichand Sadarangani
DIN	00713688	09659135
Category	Whole-time Director	Independent Director, Non-Executive
Date of Birth / Age	26.12.1986 / 37 Years	16 th August, 1969 / 54 Years
Date of First Appointment on the Board	01.07.2008	20.06.2024
Qualification	Bachelor's degree in Finance and entrepreneurship from Kelly School of Business, Indiana University and is a Graduate Gemologist from Gemological Institute of America.	CMIIA – Chartered Member of the Institute of Internal Auditors, 2019 ACA - Associate Chartered Accountant, 1994 ACWA - Associate Cost Accountant, 1991 B. Com. - Bachelor of Commerce, Mumbai University, 1990
Expertise in specific functional area and Brief resume	Company's Enterprise Resource Planning Systems and actively engaged in accounting, merchandising & general corporate management. Ms. Raashi Zaveri (DIN: 00713688) holds a bachelor's degree in finance and entrepreneurship from the Kelly School of Business, Indiana University and is a graduate gemologist from the Gemological Institute of America. She joined the business in 2008 and has an experience of more than sixteen years. She is involved in the management of your Company's marketing, enterprise resource planning systems and is actively engaged in accounting, designing, merchandising and general corporate management.	A senior professional with 25+ years of experience in risk, governance and internal audit across multiple industries. Proven expert and leader on establishing, building and running risk, governance and assurance functions in large multinational companies across geographies spanning Asia and Europe. Proven record in transforming functions into highly relevant and effective capabilities, working closely with technology experts to leverage the power of data and automation technologies. Known for a collaborative approach to provide constructive challenge to the status quo, ability to identify risks, and ask deeper questions to uncover root causes to support pragmatic solutions to mitigate them. Experienced leader in building and developing teams, a champion of diversity and inclusion at the workplace, and a coaching champion. Proud winner of the 2019 'Inspirational Leader' award by the Chartered Institute of Internal Auditors.
Awards during the year	She won "Young Leader of the Year" Award at award ceremony of Retail Jewellers MD & CEO Awards, Excellence in Leadership.	Not Applicable
No. of Meeting of the Board attended during the year	4 of 4	Not Applicable

Name of the Director	Ms. Raashi Zaveri	Ms. Preeti Lakhmichand Sadarangani
Directorships held in other Public Companies as on 31 st March, 2024 (excluding foreign Companies and Section 8 companies)	Tribhovandas Bhimji Zaveri (Bombay) Limited (wholly owned subsidiary of the Company)	NIL
Chairmanships/ Memberships of the Committees of the Board of Directors of the Company as on 31 st March, 2024	Stakeholders Relationship Committee – Member	Not Applicable
Chairmanships/ Memberships of the Committees of other Public Companies as on 31 st March, 2024		
a) Audit Committee	NIL	NIL
b) Stakeholders Relationship Committee	NIL	NIL
Disclosure of Relationship between Directors inter-se	Mr. Shrikant Zaveri is father and Ms. Binaisha Zaveri is sister	Not inter-se related to any of the Director or Key Managerial Personnel of the Company.
Terms of Appointment / reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	As per the letter of appointment / fixation of salary of Whole-time Director uploaded on the website of the Company at www.tbztheoriginal.com https://www.tbztheoriginal.com/storage/Raashi%20Zaveri-Amend-Ag-(23-25).pdf Remuneration last drawn is forming part of Corporate Governance Report (₹ 30,000,000/- per annum in FY 2023-24). Fixation of salary for the balance period of 2 (two) years, i.e. from 01.01.2024 to 31.12.2025. All other terms and conditions of appointment will remain unchanged.	As per the letter of appointment of Independent Director uploaded on the website of the Company at www.tbztheoriginal.com https://www.tbztheoriginal.com/storage/App-Letter-Preeti-Sadarangani(24-29).pdf Appointed as Independent Director (Non-Executive) for the period of 5 (Five) consecutive years i.e. from the 20 th June, 2024 to 19 th June, 2029, not liable to retire by rotation. Being new appointment, the Remuneration last drawn – N.A. Independent Director is entitled to sitting fees for attending meetings of the Board & Committees thereof and the commission not exceeding 1% of the net profits or as provided in Schedule V of the Act in the aggregate for all the Independent Directors, as may be approved by the Board of Directors in accordance with the provisions of the law.

Name of the Director	Ms. Raashi Zaveri	Ms. Preeti Lakhmichand Sadarangani
Nos. of Shares held in the Company	45,72,500	NIL

Note: Pursuant to Regulation 26(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees, viz. Audit Committee and Stakeholders Relationship Committee have been considered.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Date: 5th August, 2024
Place: Mumbai

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Registered Office:

241 / 43, Zaveri Bazar,

Mumbai - 400 002, India.

CIN: L27205MH2007PLC172598

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