

23rd May, 2025

To,
The Manager,
Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block, Bandra-
Kurla Complex, Bandra (East), Mumbai - 400 051

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

Symbol : TBZ

Script Code & ID: 534369

Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2025 issued by M/s. Pramod Shah & Associates, Practicing Company Secretaries and Secretarial Auditors of the Company.

Kindly take the same on record.

Thanking You.

Yours faithfully,
For **Tribhovandas Bhimji Zaveri Limited**

Arpit Maheshwari
Company Secretary
ACS:42396

Encl: as above



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

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 • Email : saurabhshah@psaprofessionals.com • Website : cpspsa.co.in

ANNUAL SECRETARIAL COMPLIANCE REPORT OF TRIBHOVANDAS BHIMJI ZAVERI LIMITED FOR THE YEAR ENDED MARCH 31, 2025

To,
The Board of Directors,
Tribhovandas Bhimji Zaveri Limited
11th Floor, West wing, Tulsiani Chambers,
Free Press Journal Road,
Nariman Point, Mumbai, 400 021.

Dear Sir/Madam,

We have conducted the review of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tribhovandas Bhimji Zaveri Limited** having (CIN: **L27205MH2007PLC172598**) (hereinafter called "the Company") having its Registered office at 11th Floor, West wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai, 400 021. Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations or opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Company has, during the review period covering the financial year ended **31st March 2025** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **Pramod S. Shah & Associates**, have examined:

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

For the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable to the Company during the Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014; (**Not Applicable to the Company during the Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not Applicable to the Company during the Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018 and Circulars/guidelines issued thereunder;
- (k) Other regulations and circulars / guidelines issued thereunder; as may be applicable to the Company.

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

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

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Type of Action	Details of Violation	Fine Amount	Observations/Remark of the Practicing Company Secretary	Management Response	Remarks
NIL									

(b) the Company has taken the following action to comply with the observations made in previous report.

Sr. No	Observations/Remark of the Practicing Company Secretary	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of Violation/Deviations and actions taken/penalty imposed, if any, on the company	Remedial actions, if any, taken by the Company	Comments of the PCS on the actions taken by the Company
NIL						

(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

<u>Sr. No</u>	<u>PARTICULARS</u>	<u>COMPLIANCE STATUS (YES/NO/NA)</u>	<u>OBSERVATIONS/REMARKS BY PRACTICING COMPANY SECRETARY</u>
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries	Yes	None

	India (ICSI)		
2	<p><u>Adoption and timely Updation of the Policies:</u></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	None
3	<p><u>Maintenance and disclosures on Website:</u></p> <p>The Listed entity is maintaining a functional website.</p> <p>Timely dissemination of the documents/ information under a separate section on the website.</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-</p>	Yes	None

	directs to the relevant document(s)/ section of the website.		
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	There is no material Subsidiary Company.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI</p>	Yes	None

	Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were</p>	Yes	None

	subsequently approved/ ratified/rejected by the Audit committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None

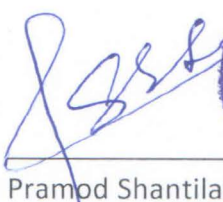

11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	NA	<p>Bombay Stock Exchange Limited (Designated Stock Exchange) and National Stock Exchange of India Ltd. had issued a notice to the company for non-compliance of Regulation 17(1A) of SEBI LODR. The Company in its reply dated 28th November, 2023 clarified all the facts with the provisions on the notice and also made an application to waive off the fines, same is pending with the BSE Limited (designated Stock Exchange).</p>
12.	<p><u>Resignation of statutory auditors from the listed NA No case of entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the auditor from the listed entity or any of its material subsidiaries listed entity or it's during the financial year, the listed entity and / or material subsidiary its material subsidiary (ies) has / have complied during the with paragraph 6.1</p>	NA	None

	and 6.2 of section V-D chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.		
13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc</p>	NA	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Pramod S. Shah & Associates
Practising Company Secretaries

Pramod Shantilal Shah
Partner

C.P. No. 3804

FCS No. 334

UDIN: F000334G000417300

Place: Mumbai

Date: 23.05.2025

