

Date: 25<sup>th</sup> March, 2022

To,  
The Manager,  
Compliance Department  
**BSE Limited  
Limited**

Corporate Service Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

To,  
The Manager,  
Compliance Department  
**National Stock Exchange of India**

Exchange Plaza, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051.

Dear Sir/ Madam,

Re: **Tribhovandas Bhimji Zaveri Limited. Script Code & ID: 534369/TBZ**  
Sub: **Disclosure under Regulation 30 and all other applicable provisions of the SEBI (LODR), Regulations, 2015 towards an Investment made in Non-Cumulative Optionally Convertible Preference Shares (OCPS) on Right Basis in Tribhovandas Bhimji Zaveri (Bombay) Limited, Wholly Owned Subsidiary Company of the Company**

The Company has made an investment in Non-Cumulative Optionally Convertible Preference Shares (OCPS) on Right Basis in Tribhovandas Bhimji Zaveri (Bombay) Limited, Wholly Owned Subsidiary of the Company, pursuant to Para A, Part A, Schedule III of the Regulation 30 and all other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. The said investment has been made in its existing wholly owned subsidiary company and the same is not in form of any Acquisition as stated in Para A, Part A, Schedule III of the Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company has made an investment of Rs. 9,93,96,000/- (Rupees Nine Crores Ninety Three Lakhs Ninety Six Thousand only) comprising of 9,93,960 Non-Cumulative Optionally Convertible Preference Shares (OCPS) of face value of Rs. 100/- each on Right Basis in Tribhovandas Bhimji Zaveri (Bombay) Limited, Wholly Owned Subsidiary of the Company. The details of an investment are forming part of Annexure – I.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You.  
Yours faithfully,  
For **Tribhovandas Bhimji Zaveri Limited**

*NRO*

**Niraj Oza**  
**Head – Legal & Company Secretary**

Encl.: Annexure - I



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TRIBHOVANDAS BHIMJI ZAVERI LTD.

CIN No : L27205MH2007PLC172598

Regd. Office: 241/243, Zaveri Bazar, Mumbai - 400 002. Tel.: +91 22 3956 5001, 91 22 4046 5001

Corp. Office: 11th Floor, West Wing, Tulsiani Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: 022 3073 5000, 91 22 4925 5000

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**Investment made in the Non-Cumulative Optionally Convertible Preference Shares (OCPS) on Right basis of Tribhovandas Bhimji Zaveri (Bombay) Limited, Wholly Owned Subsidiary Company**

Sr. No	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc	<b>Tribhovandas Bhimji Zaveri (Bombay) Limited</b> , Wholly owned subsidiary of the Company. The Company has turnover of Rs. 11.03 Crores for the FY 2020-21.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	The Company has made investment in its wholly owned subsidiary company, namely, Tribhovandas Bhimji Zaveri (Bombay) Limited. The Company has made investment in its wholly owned subsidiary company, where the promoters are common in both the Companies, i.e. holding company and its wholly owned subsidiary company. Tribhovandas Bhimji Zaveri (Bombay) Limited, being wholly owned subsidiary company, the Company deemed to have interest in making investment in Preference Shares on Right Basis. The transaction is done at 'arms length' basis as, the Company has made investment in Preference Shares of the Company on Right Basis at the Face Value of Rs. 100/- (Rupees One Hundred only) each.
3	Industry to which the entity being acquired belongs;	The entity belongs to the Gems & Jewellery sector and is in the business of manufacturing jewellery for its holding company on job work basis.
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The objective of the issue is to modernise and increase capacity and other general corporate purposes.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	N.A. - Being investment is made in its wholly owned subsidiary company in form of Non-Cumulative Optionally Convertible Preference Shares (OCPS) on Right Basis at the Face Value of Rs. 100/- each, do not call for any governmental or regulatory approvals for this proposed investment.
6	Indicative time period for completion of the acquisition;	The transaction is in the nature of investment in Tribhovandas Bhimji Zaveri (Bombay) Limited, wholly owned subsidiary company and not in the nature of acquisition. Hence the indicative period for completion of the acquisition does not arise.
7	Nature of consideration - whether cash consideration or share swap and details of the same;	For Cash consideration.
8	Cost of acquisition or the price at which the shares are acquired;	Non-Cumulative Optionally Convertible Preference Shares (OCPS) of Face Value of Rs. 100/- (Rupees One Hundred only) each on Right Basis.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	Total 9,93,960 (Nine Lakhs Ninety Three Thousand Nine Hundred Sixty) Non-Cumulative Optionally Convertible Preference Shares (OCPS) on Right Basis of Face Value of Rs. 100/- (Rupees One Hundred only) each was acquired; i.e. the total amount of investment will be Rs. 9,93,96,000/- (Rupees Nine Crores Ninety Three Lakhs Ninety Six Thousand only)



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10	<p><b>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</b></p>	<p>There is no acquisition made by the Company. The Company has made investment in OCPS on Right basis, which is in the form of investment and not an acquisition. The investment is made in Tribhovandas Bhimji Zaveri (Bombay) Limited, its existing wholly owned subsidiary company.</p> <p>i. <u>Description of Service/ line of business:</u> Tribhovandas Bhimji Zaveri (Bombay) Limited, Wholly owned subsidiary company of the Company is in the business of the manufacture of Jewellery of gold, diamond, silver and other precious or base metal clad or precious or semi-precious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials. The said company carry out the manufacturing of the jewellery on job work basis for its holding company.</p> <p>ii. <u>Date of Incorporation:</u> 24th April, 1986.</p> <p>iii. <u>Country in which investment company has presence:</u> The company is an Indian company and having its factory &amp; Registered Office in Mumbai and the company registered in Maharashtra, India.</p> <p>iv. <u>Last three years turnover and financials:</u>  Total Turnover / Revenue from Service Income:  For FY 2020-21 - Rs. 1,103.25 Lakhs; For FY 2019-20 - Rs. 1,621.25 Lakhs and For FY 2018-19 - Rs. 1,972.66 Lakhs. Being the wholly owned subsidiary company, past financials including turnover and other details are forming part of consolidated financials in Annual Report of the Company as well financials are available on website of the Company as subsidiary financials.  www.tbztheoriginal.com.</p>
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For Tribhovandas Bhimji Zaveri Limited

*NR Oza*

Niraj Oza  
Head - Legal & Company Secretary



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