

TRIBUTE TRADING AND FINANCE LIMITED

CIN - L35991WB1986PLC139129

Regd. Office: 3, Bentinck Street, 2nd Floor, Kolkata – 700 001
Phone : 033 65366663, 98305-53604; Fax: 033 2210 0875; email: ttfltd@gmail.com
Website: www.ttfltd.co.in

PROCEEDING OF AGM HELD ON SEPTEMBER 30, 2015

Proceedings of The 29th Annual General Meeting of the Members of Tribute Trading And Finance Limited, held at the Registered Office of The Company at 3, Bentinck Street, 2nd Floor, Kolkata-700001 at 11 A.M On Wednesday, The 30th September, 2015 to transact the Ordinary and Special Business mention in the notice dated 28th August 2015.

Directors Present : Mr. Manoj Sethia(Chairman)
Mr. SanjibanBandyopadhyaya
Mr. Kamal Krishna Paul
Mrs. Sangeeta Sethia
Mr. DarshanJain(Chief Financial Officer)
Mr. Narendar Kumar Singh(Company Secretary)

Others: Mr. Arun Kumar Jaiswal(Scrutinizer)

Members Present: 10 Members present in person

Mr. Manoj Sethia, Chairman took the chair, and welcomed all the members present to the 29th Annual General Meeting of the Company.

After ascertaining that the requisite quorum for the meeting was present, the chairman declared the meeting properly constituted. The Chairman informed that the Statutory Auditor have sought exemption from attending the Annual General Meeting and the same was granted.

The Chairman of the Company called upon the Company Secretary of the Company to read the Notice convening the meeting together with Audited Financial Statement, Director's Report and Auditor's Report. With the permission of the members present the same were taken as read.

Thereafter, the following Resolutions were read out by the Chairman along with their objectives and implications.

ORDINARY BUSINESS

Resolution No 1: Ordinary Resolution

Adoption of Accounts for the financial year ended 31st March, 2015

“RESOLVED THAT the Balance Sheet of the Company as at 31st March 2015 and the Profit and Loss Account for the year ended on that date and the Cash Flow statement for the year ended on that date together with the Schedules and Notes thereon and the Significant Accounting



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Policies and the Reports of Board of Directors and the Auditors thereon as circulated to the members and laid before the meeting be and are hereby approved and adopted.”

Resolution No.2: Ordinary Resolution

Ratification of Appointment of M/s. V. Goyal & Associates, Chartered Accountants as Auditors

“RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s V. Goyal & Associates, Chartered Accountants (Firm Registration No.312136E), as Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting(AGM) till the conclusion of next Annual General Meeting(AGM), out of their term of five consecutive years as approved at the Annual General Meeting held on 30-09-2014, be and is hereby ratified and that they shall be paid a remuneration as may be finalised by the Board of Directors of the Company.”

SPECIAL BUSINESS

Resolution No 3: Ordinary Resolution

Appointment of Mrs. Sangeeta Sethia as Managing Director of the Company

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mrs. Sangeeta Sethia(DIN: 00585682) as Managing Director of the Company, with effect from December 01, 2014 to September 30, 2016, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Mrs. Sangeeta Sethia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

Resolution No 4: Special Resolution

Re-appointment of Mr. Sanjiban Bandyopadhyaya as Independent Director

"RESOLVED THAT pursuant to the provisions of Section 149,150 and 152 read with Schedule IV and all other applicable provisions 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 Clause 49 of the Listing Agreement, Mr. Sanjiban Bandyopadhyaya (DIN : 02265433), who was appointed as an



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Independent Director and who has completed a period of five years and is due to retire at this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company.”

The Chairman announced that the members who are present at the 29th Annual General Meeting may cast their votes by Ballot Paper if they have not voted through remote e-voting.

The Chairman announced that the result of voting i.e. remote e-voting results and results of the voting through ballot paper at the Annual General Meeting along with the consolidated scrutinizer reports shall be announced on 1st October, 2015 at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to the Stock Exchange.

However, all the members present confirmed that they have cast their vote by remote e-voting and hence no vote was cast through Ballot Paper.


The chairman thanked all the Members for their presence and support.

Outcome of 29th Annual General Meeting of the shareholders of the Company

The 29th Annual General Meeting of the shareholders of the Company was held on Wednesday, 30th September 2015 at 11:00 a.m. at 3, Bentinck Street, 2nd Floor, Kolkata-700001. The mode of voting was by way of Remote e-voting/Ballot Paper. The shareholders transacted the business as provided in Annexure.

The meeting concluded at 12:00 p.m.

For Tribute Trading and Finance Limited


Manoj Sethia
(Chairman)



Date: 1st October, 2015

Place: Kolkata



Ref. No.

Date

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Tribute Trading and Finance Limited
3, Bentinck Street, 2nd Floor
Kolkata-700001

Ref: 29th Annual General Meeting of the Shareholders of M/s Tribute Trading and Finance Limited held on 30th September, 2015 at 3, Bentinck Street, 2nd Floor, Kolkata-700001 at 11A.M.

Dear Sir,

I, Arun Kumar Jaiswal (ACS: 29827, CP No.: 12281) was appointed by the Board of Directors of Tribute Trading and Finance Limited to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and Ballot Form at the 29th Annual General Meeting of the Shareholders of Company, in respect of the Resolutions as set out in the Notice of the 29th Annual General Meeting of the Company (AGM) dated 28th August 2015, do hereby submit my report as under:

1. The Resolutions proposed at the Annual General Meeting were transacted through remote e-voting and Ballot Form at Annual General Meeting, for which purpose the Company engaged the services of Central Depository Services (India) Limited.
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on 23rd September, 2015 (cut-off date).
3. The period for remote e-voting commenced at 9.00 a.m. on 27th September, 2015 and ended at 5.00 p.m. on 29th September, 2015. Remote e-voting was blocked by CDSL at 5.00 p.m. on 29th September, 2015.
4. In respect of those Members present at the Annual General Meeting who did not cast their vote by remote e-voting, facility of Ballot Form was provided at the Annual General Meeting venue.
5. Since all the shareholders present in the Annual General Meeting had cast their vote by remote e-voting hence no vote was cast through Ballot Paper.
6. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked the same day at 6.02 P.M in the presence of Two(2) witnesses, Mr. Daipayan Mondal and Mr. Sayan Banerjee, neither of whom are in the employment of the Company.
7. Based on the reports generated from CDSL's e-voting website www.evotingindia.com, the consolidated results of voting are as under:





Ref. No.

Date

ORDINARY BUSINESS

Item No. 1 : (Ordinary Resolution)

To receive, consider and adopt Audited Financial Statements for the financial year ended 31st March 2015 together with the reports of Board of Directors and Auditors thereon.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of shares
Remote E-Voting	14	1267900	100%	0	0	0	0
Voting through Ballot Paper	0	0	0	0	0	0	0
Total	14	1267900	100%	0	0	0	0

Item No. 2: (Ordinary Resolution)

Ratification of the appointment of Auditors of the Company for the financial year 2015-16 and to fix their remuneration.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of shares
Remote E-Voting	14	1267900	100%	0	0	0	0
Voting through Ballot Paper	0	0	0	0	0	0	0
Total	14	1267900	100%	0	0	0	0



Ref. No.

Date

SPECIAL BUSINESS

Item No. 3: (Ordinary Resolution)

Appointment of Mrs. Sangeeta Sethia (DIN: 00585682) as Managing Director

Mode of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of shares
Remote E-Voting	14	1267900	100%	0	0	0	0
Voting through Ballot Paper	0	0	0	0	0	0	0
Total	14	1267900	100%	0	0	0	0

Item No. 4: (Ordinary Resolution)

Re-Appointment of Mr. Sanjiban Bandyopadhyaya (DIN: 02265433) as Independent Director.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes
	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of members who voted	No. of votes (shares)	% of total no. of valid votes cast	No. of shares
Remote E-Voting	14	1267900	100%	0	0	0	0
Voting through Ballot Paper	0	0	0	0	0	0	0
Total	14	1267900	100%	0	0	0	0



Ref. No.

Date

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thanking You,
Yours Sincerely,

Date: 01/10/2015
Place: Kolkata

Arun Kumar Jaiswal
Company Secretary
ACS No.29827, CP No: 12281

We the undersigned have witnessed that the votes cast through remote e-voting and Ballot Form at the Annual General Meeting venue were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Wednesday, 30th September, 2015 at 06.02 P.M.

Daipayan Mondal

- 1) Mr. Daipayan Mondal
Address:- Vill + P.O. Garalgacha
Dist: - Hooghly
Pin 712708

Sayan Banerjee

- 2) Mr. Sayan Banerjee
Anupama Apartement
1No. Govt. Colony, Makhla
Uttarpara, Hooghly: -712245