

## Corporate Governance Report

1. Name of Listed Entity: **Tribute Trading and Finance Limited**

2. Quarter ending: **31<sup>st</sup> March, 2016**

<b>I. Composition of Board of Directors</b>								
Titl e	Name of the Director	PAN& DIN	Category (Chairperson/Ex ecutive/Non- Executive/indepe ndent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Direct orship in listed entitie s includ ing this listed entity	Number of member ships in Audit/ Stakehol der Committ ee(s) including this listed entity	No of post of Chairpe rson in Audit/ Stakeho lder Committ ee held in listed entities includin g this listed entity
Mr.	Manoj Sethia	AKLPS7110A, 00585491	Chairperson- Non Executive- Promoter	07/05/2009	N.A.	2	4	2
Mrs	Sangeeta Sethia	AIRPS3408D, 00585682	Managing Director	01/12/2014	N.A.	1	0	0
Mr.	Sanjiban Bandyop adhyaya	ACWPB2921M, 02265433	Independent Non Executive	30/09/2015*	6months	1	2	1
Mr.	Kamal Krishna Paul	AEPPO663R, 02481396	Independent Non Executive	30/09/2014**	1 year 6 months	1	2	0
<p>* Appointed on 20/03/2010. Mr. Sanjiban Bandyopadhyaya has completed a term of five consecutive years and further re-appointed as an Independent Director for a period of five consecutive years at the Annual General Meeting held on 30<sup>th</sup> September, 2015.</p> <p>** Appointed on 02/04/2011. Mr. Kamal Krishna Paul was retiring by rotation at the Annual General Meeting held on 30<sup>th</sup> September, 2014 and appointed for the term of three years at the same Annual General Meeting,</p>								
<b>II. Composition of Committees</b>								
Name of Committee			Name of Committee members			Category (Chairperson/Executive/Non Executive/independent/Nom inee)		
1. Audit Committee			a. Sanjiban Bandyopadhyaya b. Manoj Sethia c. Kamal Krishna Paul			Chairperson Non Executive Independent Non Executive		
2. Nomination & Remuneration Committee			a. Sanjiban Bandyopadhyaya b. Manoj Sethia c. Kamal Krishna Paul			Chairperson Non Executive Independent Non Executive		
3. Risk Management Committee			<i>Not Applicable</i>			<i>Not Applicable</i>		
4. Stakeholders Relationship Committee'			a. Manoj Sethia b. Sanjiban Bandyopadhyaya c. Kamal Krishna Paul			Chairperson Independent Non Executive Independent Non Executive		

**FOR TRIBUTE TRADING AND FINANCE LIMITED**

*Ashwini 14. Singh*  
**Company Secretary**



<b>III. Meeting of Board of Directors</b>				
<i>Date(s) of Meeting (if any) in the previous quarter</i>		<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
13 <sup>th</sup> November 2015		12 <sup>th</sup> February and 22 <sup>nd</sup> February 2016		90 days and 9 days
<b>IV. Meeting of Committees</b>				
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>		<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee Meeting- 12 <sup>th</sup> Feb 2016	Yes, All Members were present		13 <sup>th</sup> November, 2015	90 days
Stakeholder's Relationship Committee- 8 <sup>th</sup> March 2016	Yes, All Members were present			
<b>V. Related Party Transactions</b>				
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained			NA	
Whether shareholder approval obtained for material RPT			NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			NA	
<b>VI. Affirmations</b>				
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in</p>				

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*Marender Singh*  
Company Secretary



SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Director.

**FOR TRIBUTE TRADING AND FINANCE LIMITED**

*Narendar K. Singh*  
**Company Secretary**

Name: **Narendar Kumar Singh**

Designation: **Company Secretary**

Date: **14/04/2016**

Place: **Kolkata**