

Corporate Governance Report

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

Annexure-I

2. Quarter ending: **31st March, 2017**

I. Composition of Board of Directors								
Title	Name of the Director	PAN& DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Manoj Sethia	AKLPS7110A, 00585491	Chairperson-Non Executive-Director	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 Bandyopadhyaya	ACWPPB2921M, 02265433	Independent Non Executive	30/09/2015	18 months	1	2	1
Mr.	Kamal Krishna Paul	AEPPP0663R, 02481396	Independent Non Executive	30/09/2014	2 year 6 months	1	2	0
II. Composition of Committees								
Name of Committee			Name of Committee members		Category (Chairperson/Executive/Non Executive/independent/Nominee)			
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,

Manoj K. Singh
Company Secretary

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of Business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil Mechanism/Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	NA	
Policy for determining 'Material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of ' independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and Role of Risk Management Committee	21, (1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5), (6), (7) & (8)	NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted	24(1)	NA

material subsidiary		
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

DR TRIBUTE TRADING AND FINANCE LIMITED

Narendar K. Singh

Company Secretary

Name: Narendar Kumar Singh

Designation: Company Secretary

Date: 13.04.2017

Place: Kolkata