

Corporate Governance Report

1. Name of Listed Entity: **Tribute Trading and Finance Limited**
 2. Quarter ending: **31st March, 2018**

Annexure-I

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	ACWPB2921M, 02265433	Independent Non Executive	30/09/2015	2.5 Years	1	2	1
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. Sangeeta Sethia		Chairperson Non Executive Executive			
2.Nomination & Remuneration Committee			a. Sanjiban Bandyopadhyaya b. Manoj Sethia c. Sangeeta Sethia		Chairperson Non Executive Executive			
3.Risk Management Committee			<i>Not Applicable</i>		<i>Not Applicable</i>			
4.Stakeholders Relationship Committee'			a. Manoj Sethia b. Sanjiban Bandyopadhyaya c. Sangeeta Sethia		Chairperson Independent Non Executive Executive			

FOR TRIBUTE TRADING AND FINANCE LIMITED


Company Secretary

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14 th November 2017, 15 th November 2017	14 th February, 2018	90 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee Meeting- 14 th February 2018	Yes, All members were present.	14 th November, 2017	91 days
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
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	
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes</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 - Yes</p> <p>b. Nomination & remuneration committee - Yes</p> <p>c. Stakeholders relationship committee - Yes</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes</p> <p>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- Yes</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors-Yes</p>			
<p>FOR TRIBUTE TRADING AND FINANCE LIMITED</p> <p><i>Narendar Kumar Singh</i></p> <p>Company Secretary</p> <p>Name: Narendar Kumar Singh</p> <p>Designation: Company Secretary</p> <p>Date: 13.04.2018</p> <p>Place: Kolkata</p>			

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 material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA

FOR TRIBUTE TRADING AND FINANCE LIMITED

Amandar Singh

Company Secretary

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

FOR TRIBUTE TRADING AND FINANCE LIMITED

Narendar K. Singh

Company Secretary

Name: **Narendar Kumar Singh**

Designation: **Company Secretary**

Date: **13.04.2018**

Place: **Kolkata**