

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of **Tribute Trading and Finance Limited** will be held at the Registered Office of the Company at 3, Bentinck Street, 2nd Floor, Kolkata-700001 at 11.00 a.m. on Saturday, the 29th September, 2018 to transact the following businesses:-

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Manoj Sethia (DIN: 00585491), who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

3. **Appointment of Mr. Mali Chand Agarwala (DIN:00772091) as Director**

To consider and if fit thought, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mali Chand Agarwala (DIN:00772091), who was appointed as an Additional Director under section 161(1) of the Companies Act, 2013 with effect from 30th May, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years, upto the conclusion of the Annual General Meeting of the Company to be held in the Calendar year 2023."

4. **Appointment of Mr. Suresh Kumar Jhunjhunwala (DIN:00520977) as Director**

To consider and if fit thought, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Kumar Jhunjhunwala (DIN: 00520977), who was appointed as an Additional Director under section 161(1) of the Companies Act, 2013 with effect from 13th August, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an independent director of the Company to hold office for five consecutive years, upto the conclusion of the Annual General Meeting of the Company to be held in the Calendar year 2023."

Place: Kolkata
Date: 13th August, 2018

By order of the Board
FOR TRIBUTE TRADING AND FINANCE LIMITED
Narendar Kumar Singh
Narendar Kumar Singh
Company Secretary

NOTES

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company at its registered office not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. Proxies submitted on behalf of Limited Companies, Body Corporates, Societies etc. must be supported by appropriate resolution/authority, as applicable. Blank Proxy form is attached.
3. Route-map to the venue of the Meeting is provided in the notice for the convenience of the members.
4. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2018 to 29.09.2018 (both days inclusive).
6. Brief resume of the Directors being appointed/re-appointed, nature of the expertise in specific functional areas, names of Indian Public Limited Companies in which he holds directorship and membership/Chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the notice forming part of Annual Report.
7. The Company's Equity Shares are listed on The Calcutta Stock Exchange Ltd with scrip Code 10030286.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during office hours on all working days except Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
9. **Updation of Members' Details:**
The format of Register of Members prescribed by Ministry of Corporate Affairs under the Act requires the Company/Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form requesting for such additional details is appended to this Notice. Members holding shares in physical form are requested to submit the form duly filled in to the Company or ABS Consultant Private Limited.
10. Members are requested:
 - a) To bring their attendance slip along with their copy of Annual Report to the Meeting;
 - b) To quote their Ledger Folio No./DP ID and Client ID in all communications addressed to the Company;
 - c) To notify immediately any change in your address (including pin code), bank details to Company/RTA in case the shares are held in physical form; and
 - d) In case the shares are held in dematerialized form, please update any change in your address (including pin code), bank details to your respective Depository Participant.

FOR TRIBUTE TRADING AND FINANCE LIMITED

Narendar Singh

Company Secretary

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the Annual General Meeting using electronic means and business may be transacted through remote e-voting. The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) as the authorized agency to provide the remote e-voting facilities.

The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

The notice of the e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The E-voting particulars are provided at the bottom of the Attendance Slip.

The remote e-voting period begins from 26-09-2018 from 9.00 A.M. and ends on 28-09-2018 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 22-09-2018 may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Services (India) Ltd. for voting thereafter.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab.
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "**Tribute Trading and Finance Limited**" from the drop down menu and click on "SUBMIT".
- d. Now enter your User ID (as mentioned in the Attendance Slip):
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will reach Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

FOR TRIBUTE TRADING AND FINANCE LIMITED

Narinder Singh

Company Secretary

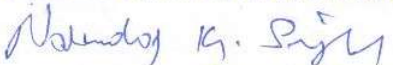
Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through Central Depository Services (India) Ltd. platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN **"Tribute Trading and Finance Limited"** for which you choose to vote.
- l. On the voting page, you will see **"Resolution Description"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the **"Resolutions File Link"** if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- o. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- q. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on **Forgot Password** & enter the details as prompted by the system.
- r. For Non-Individual Shareholders and Custodian:
 - Institutional shareholders (i.e. other than Individuals, HUF etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Authorized Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

FOR TRIBUTE TRADING AND FINANCE LIMITED


Company Secretary

- IV. Any Person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. 22.09.2018, may obtain the User ID and password for Remote E-voting by sending request at mihikaindustries@gmail.com.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 22.09.2018.
- VI. Mrs. Rasna Goyal, a Practicing Company Secretary, (FCS-9096) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall, after scrutinizing the votes cast at the Annual General Meeting and through Remote E-voting, not later than 2 (two) days from the conclusion of the Annual General Meeting make a consolidated Scrutinizer's report and submit the same to the Chairman.
- VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ttfltd.co.in and on the website of Central Depository Services (India) Ltd. viz. www.evotingindia.com within two days of passing of the resolutions at the 32nd Annual General Meeting (AGM) of the Company on 29th September 2018 and communicate to The Calcutta Stock Exchange Ltd.(CSE), where Equity Shares of the Company is listed.

By order of the Board

OR TRIBUTE TRADING AND FINANCE LIMITED

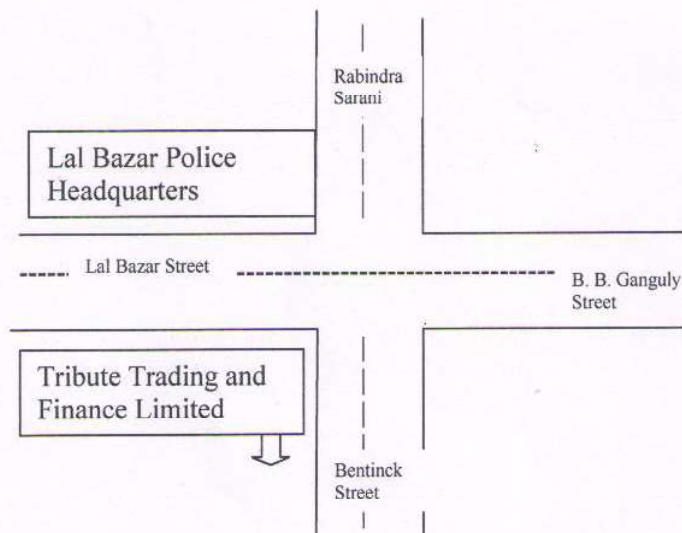
Narendar Kumar Singh

Narendar Kumar Singh
Company Secretary

Place: Kolkata

Date: 13th August, 2018

Route Map to the Venue of the 32nd Annual General Meeting of Tribute Trading and Finance Limited



EXPLANATORY STATEMENT [PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]

Item no. 3:

Pursuant to section 161 of the Companies Act, 2013, the Board of Directors pursuant to the recommendations of the Nomination and Remuneration Committee, at its meeting held on 30th May, 2018 appointed Mr. Mali Chand Agarwala (DIN: 00772091) as an Additional Director (Independent and Non-Executive) of the Company to hold such office till the conclusion of the ensuing Annual General Meeting of the Company. In terms of section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Mali Chand Agarwala being eligible, offers himself for appointment and is proposed to be appointed as an Independent Director for five consecutive years, at the ensuing Annual General Meeting. In the opinion of the Board, Mr. Mali Chand Agarwala fulfils the conditions specified in the Companies Act, 2013 read with relevant rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Mali Chand Agarwala as an Independent Director setting out the terms and conditions of appointment would be available for inspection without any fee by the members at the Registered office the Company on all working days except Sunday and public holidays between 11:00 A.M. and 1:00 P. M. upto the date of AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mali Chand Agarwala as an Independent Director, for the approval by the Members of the Company.

Brief particulars of Mr. Mali Chand Agarwala as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed to this Notice. Mr. Mali Chand Agarwala holds 100 (One Hundred) Equity Shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Mali Chand Agarwala being an appointee, none of the directors and key managerial personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the resolution set out at item No. 3 of the Notice. This Explanatory Statement may also be regarded as a Disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item no 4: Pursuant to section 161 of the Companies Act, 2013, the Board of Directors pursuant to the recommendations of the Nomination and Remuneration Committee, at its meeting held on 13th August, 2018 appointed Mr. Suresh Kumar Jhunjunwala (DIN: 00520977) as an Additional Director (Independent and Non-Executive) of the Company to hold such office till the conclusion of the ensuing Annual General Meeting of the Company. In terms of section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Suresh Kumar Jhunjunwala being eligible, offers himself for appointment and is proposed to be appointed as an Independent Director for five consecutive years, at the ensuing Annual General Meeting. In the opinion of the Board, Mr. Suresh Kumar Jhunjunwala fulfils the conditions specified in the Companies Act, 2013 read with relevant rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Suresh Kumar Jhunjunwala as an Independent Director setting out the terms and conditions of appointment would be available for inspection without any fee by the members at the Registered office the Company on all working days except Sunday and public holidays between 11:00 A.M. and 1:00 P. M. upto the date of AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Suresh Kumar Jhunjunwala as an Independent Director, for the approval by the Members of the Company.

FOR TRIBUTE TRADING AND FINANCE LIMITED

Naveen Singh

Company Secretary

Brief particulars of Mr. Suresh Kumar Jhunjhunwala as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed to this Notice. Mr. Suresh Kumar Jhunjhunwala does not hold any Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Suresh Kumar Jhunjhunwala being an appointee, none of the directors and key managerial personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the resolution set out at item No. 4 of the Notice. This Explanatory Statement may also be regarded as a Disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Place: Kolkata
Date: 13th August, 2018

By order of the Board
FOR TRIBUTE TRADING AND FINANCE LIMITED

Narendar Kumar Singh

Narendar Kumar Singh
Company Secretary

Annexure

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the director seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer item no. 2, 3 and 4 of the Notice)

Name of Director	Mr. Manoj Sethia	Mr. Mali Chand Agarwala	Mr. Suresh Kumar Jhunhunwala
Date of Birth	7 th May, 1970	1 st January, 1968	2 nd June, 1967
Qualification	FCA, ACS, ACMA	B.COM	FCA
Expertise in specific functional area	He is an eminent professional having experience in the field of Finance and Corporate Law.	He is having experience in the field of Business for more than 25 years.	He is an eminent Chartered Accountant having more than 30 years of experience.
Directorship Held in other Companies (Excluding foreign companies)	Sarvottam Finvest Limited	Mihika Industries Ltd.	Sarvottam Finvest Limited
Membership/Chairmanship of Committees of other Indian Public Companies	Chairman: Stakeholder Relationship Committee Member: 1. Audit Committee 2. Nomination and Remuneration Committee Sarvottam Finvest Limited	Member: 1. Audit Committee 2. Stakeholder Relationship Committee 3. Nomination and Remuneration Committee Mihika Industries Ltd.	NIL
Number of shares held in the Company as on 31 st March, 2018	50000	100	NIL
Directors' inter-se relationship	Mr. Manoj Sethia is husband of Mrs. Sangeeta Sethia.	None	None

FOR TRIBUTE TRADING AND FINANCE LIMITED

Natinder Singh
Company Secretary

TRIBUTE TRADING AND FINANCE LIMITED

CIN - L35991WB1986PLC139129

Regd. Office: 3, Bentinck Street, 2nd Floor, Kolkata – 700 001

Phone : 033 2210 0875; Fax: 033 2210 0875; email: ttfltd@gmail.com; website: www.ttfltd.co.in

ATTENDANCE SLIP-32ND ANNUAL GENERAL MEETING

(Please sign and handover at the entrance of the Meeting Hall)

Regd. Folio / DP ID & Client ID
Name and Address of the Shareholder

1. I hereby record my presence at the **32nd ANNUAL GENERAL MEETING** of the Company being held on **29th September, 2018** at 11.00 A.M. at the Registered Office of the Company at 3, Bentinck Street, 2nd Floor, Kolkata-700001

2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 11 to the Notice dated 13.08.2018 of the 32nd Annual General Meeting. The e-voting period starts from 9.00 A.M. on 26.09.2018 and ends at 5.00 P.M. on 28.09.2018, the e-voting module shall be disabled by Central Depository Services (India) Ltd. for voting thereafter.

FOR TRIBUTE TRADING AND FINANCE LIMITED

Nakul Singh

Company Secretary

TRIBUTE TRADING AND FINANCE LIMITED

CIN - L35991WB1986PLC139129

Regd. Office: 3, Bentinck Street, 2nd Floor, Kolkata – 700 001

Phone: 033 22100875; Fax: 033 2210 0875; email: ttfltd@gmail.com; website: www.ttfltd.co.in

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered Office:	
Folio No./ DP ID :Client ID:	
E-mail ID:	

I/We, being the member (s) of Shares of the above named Company, hereby appoint

1. Name: Address:

E-mail Id: Signature: or failing him

2. Name:

Address:

E-mail Id: Signature: or failing him

3. Name:

Address:

E-mail Id: Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on 29th day of September, 2018 at 11.00 A. M at 3, Bentinck Street, 2nd Floor, Kolkata – 700001 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

Sl. No.	Resolution	Optional	
		For	Against
1.	Adoption of audited financial statements for the year ended 31 March, 2018 and Directors' and Auditors' Reports thereon.		
2.	Re-appointment of Mr. Manoj Sethia (DIN: 00585491), who retires by rotation.		

Special Business:

3.	Appointment of Mr. Mali Chand Agarwala (DIN: 00772091), as an Independent Director.		
4.	Appointment of Mr. Suresh Kumar Jhunjhunwala (DIN: 00520977), as an Independent Director.		

Signed this day of 2018

Affix Rs.1
Revenue
Stamp

Signature of the Shareholder

Signature of Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company at 3, Bentinck Street, 2nd Floor, Kolkata – 700001, not less than 48 hours before the commencement of the meeting.

FOR TRIBUTE TRADING AND FINANCE LIMITED

Manoj 19. Sep

Company Secretary