

## Corporate Governance Report

1. Name of Listed Entity: **Tribute Trading and Finance Limited**  
 2. Quarter ending: **30th September, 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 (Resigned w.e.f 14.08.2018)	36 Months	1	2	1
Mr.	Mali Chand Agarwala	ACZPA0551B 00772091	Independent Non Executive	30/05/2018	4 Months	2	2	0
Mr.	Suresh Kumar Jhunjunwala	ACUPJ2543 00520977	Independent Non Executive	13/08/2018	1.5 Months	2	2	0

### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)
1. Audit Committee	a. Suresh Kumar Jhunjunwala (w.e.f 01/09/2018) b. Sanjiban Bandyopadhyaya(resigned w.e.f 14/08/2018) c. Manoj Sethia d. Mali Chand Agarwala	Chairperson  Independent Non Executive  Non Executive Independent Non Executive
2.Nomination & Remuneration Committee	a. Sanjiban Bandyopadhyaya(resigned w.e.f 14/08/2018) b.Suresh Kumar Jhunjunwala (w.e.f 01/09/2018) c. Manoj Sethia	Independent Non Executive Chairperson Non Executive Independent Non Executive

FOR TRIBUTE TRADING AND FINANCE LIMITED

*Manoj Sethia*

Company Secretary

	d. Mali Chand Agarwala	
3.Risk Management Committee	<i>Not Applicable</i>	<i>Not Applicable</i>
4.Stakeholders Relationship Committee'	a. Manoj Sethia b. Sanjiban Bandyopadhyaya (resigned w.e.f 14/08/2018) c. Suresh Kumar Jhunjunwala d. Sangeeta Sethia	Chairperson Independent Non Executive  Independent Non Executive Executive

### 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)
30 <sup>th</sup> May 2018	13 <sup>th</sup> August, 2018, 01 <sup>st</sup> September, 2018	74 Days, 18 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- 13 <sup>th</sup> August, 2018	Yes, All members were present.	30 <sup>th</sup> May 2018	74 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

- 1.The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
- 2.The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
  - a. Audit Committee - Yes
  - b. Nomination & remuneration committee -Yes
  - c. Stakeholders relationship committee - Yes
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
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
5. The report submitted in the previous quarter has been placed before Board of Directors-Yes

FOR TRIBUTE TRADING AND FINANCE LIMITED

*Narendar Kumar Singh*

Name: Narendar Kumar Singh  
Designation: Company Secretary  
Date: 13.10.2018  
Place: Kolkata

**Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year**

**I. Affirmations**

Sl No	Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the annual general meeting	18(1)(d)	Yes
3	Presence of Chairperson of Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

OH TRIBUTE TRADING AND FINANCE LIMITED

*Narendar K. Singh*

Company Secretary

Name: Narendar Kumar Singh  
 Designation: Company Secretary  
 Date: 13.10.2018  
 Place: Kolkata