

TRIBUTE TRADING AND FINANCE LIMITED

CIN - L35991WB1986PLC139129

Regd. Office: 3, Bentinck Street, 2nd Floor, Kolkata – 700 001
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Date: 15.04.2019

To
The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 001

Scrip Code: 10030286
ISIN No: INE951L01013

Subject: Corporate Governance Report for the quarter ended March 31, 2019.

Dear Sir/Madam,

Please find enclosed Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2019.

Yours Faithfully,

For Tribute Trading and Finance Limited
OR TRIBUTE TRADING AND FINANCE LIMITED



Narendar Kumar Singh **Company Secretary**
(Company Secretary)

Enclosed: As stated above.

Corporate Governance Report

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

Annexure-I

2. Quarter ending: **31st March, 2019**

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	Non Executive-Director	07/05/2009	N.A.	3	7	2
Mrs	Sangeeta Sethia	AIRPS3408D, 00585682	Managing Director	01/12/2014	N.A.	2	1	0
Mr.	Mali Chand Agarwala	ACZPA0551B 00772091	Chairperson - Independent Non Executive	30/05/2018	60 Months	2	5	0
Mr.	Suresh Kumar Jhunhunwalla	ACUPJ2543D 00520977	Independent Non Executive	13/08/2018	60 Months	2	5	2

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)
1. Audit Committee	a. Suresh Kumar Jhunhunwalla b. Manoj Sethia c. Mali Chand Agarwala	Chairperson Non Executive Independent Non Executive
2. Nomination & Remuneration Committee	a. Suresh Kumar Jhunhunwalla b. Manoj Sethia c. Mali Chand Agarwala	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. Suresh Kumar Jhunhunwalla c. Sangeeta Sethia	Chairperson Independent Non Executive Executive

FOR TRIBUTE TRADING AND FINANCE LIMITED

Natendra G. Singh

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)
1 st October, 2018		
13 th November, 2018		
19 th November, 2018		
30 th November, 2018	14 th February, 2019	75 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, 2019	Yes, All members were present.	13 th November, 2018	92 days
Stakeholders Relationship Committee Meeting- 28 th March, 2019	Yes, All members were present.		

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 14. Singh

Company Secretary

Name: Narendar Kumar Singh
Designation: Company Secretary
Date: 15.04.2019
Place: Kolkata

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

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: **15.04.2019**
Place: **Kolkata**