

General information about company	
Scrip code	
NSE Symbol	
MSEI Symbol	
ISIN	INE951L01013
Name of the entity	TRIBUTE TRADING AND FINANCE LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

s on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson					Yes															
Whether Chairperson related to Promoter					Yes	Disqualification of Directors under section 164 of the Companies Act, 2013														
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairper in Aud Stakeho Commi held i listec entitie includi this list entity (R Regulat 26(1) of Listin Regulati
.PS7110A	00585491	Non-Executive - Non Independent Director	Chairperson		07-05-1970	No				Active	NA		07-05-2009	30-09-2020			3	0	5	3
PS3408D	00585682	Executive Director	Not Applicable	MD	10-10-1970	No				Active	NA		01-12-2014	01-10-2021			2	0	2	0
PA0551B	00772091	Non-Executive - Independent Director	Not Applicable		01-01-1968	No				Active	NA		30-05-2018	29-09-2018		60	2	2	5	0
.PS6326C	06746791	Non-Executive - Independent Director	Not Applicable		06-12-1962	No				Active	NA		01-04-2020	30-09-2020		60	3	3	3	3

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
APUPA4738C	08836416	Non-Executive - Independent Director	Not Applicable		13-06-1991	No				Active	NA		01-04-2020	30-09-2020		60	2	2	2	0
ANTPB5203C	06674373	Non-Executive - Independent Director	Not Applicable		02-10-1989	No				Active	NA		10-07-2020	30-09-2020		60	2	2	1	4

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06746791	RAJESH SHAH	Non-Executive - Independent Director	Chairperson	01-04-2020		
2	00772091	MALI CHAND AGARWALA	Non-Executive - Independent Director	Member	01-09-2018		
3	00585491	MANOJ SETHIA	Non-Executive - Non Independent Director	Member	04-05-2011		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06674373	ANUPAMA MADHOGARHIA	Non-Executive - Independent Director	Chairperson	10-07-2020		
2	00772091	MALI CHAND AGARWALA	Non-Executive - Independent Director	Member	01-09-2018		
3	00585491	MANOJ SETHIA	Non-Executive - Non Independent Director	Member	13-02-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00585491	MANOJ SETHIA	Non-Executive - Non Independent Director	Chairperson	14-05-2011		
2	00585682	SANGEETA SETHIA	Executive Director	Member	15-11-2017		
3	06746791	RAJESH SHAH	Non-Executive - Independent Director	Member	01-04-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06674373	ANUPAMA MADHOGARHIA	Non-Executive - Independent Director	Chairperson	13-02-2023		
2	08836416	MUKESH AGARWAL	Non-Executive - Independent Director	Member	13-02-2023		
3	00585682	SANGEETA SETHIA	Non-Executive - Non Independent Director	Member	13-02-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	6	6	4
2		13-02-2023	93		Yes	6	6	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2022				Yes	3	3	2	0
2	Audit Committee	13-02-2023	93			Yes	3	3	2	0
3	Audit Committee					Yes	3	3	2	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SANGEETA SETHIA
2	Designation	Managing Director

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business			
2	Terms and conditions of appointment of independent directors			
3	Composition of various committees of board of directors			
4	Code of conduct of board of directors and senior management personnel			
5	Details of establishment of vigil mechanism/ Whistle Blower policy			
6	Criteria of making payments to non-executive directors			
7	Policy on dealing with related party transactions			
8	Policy for determining ‘material’ subsidiaries			
9	Details of familiarization programmes imparted to independent directors			

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances			
11	email address for grievance redressal and other relevant details			
12	Financial results			
13	Shareholding pattern			
14	Details of agreements entered into with the media companies and/or their associates			
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange			
16	New name and the old name of the listed entity			
17	Advertisements as per regulation 47 (1)			
18	Credit rating or revision in credit rating obtained			
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year			
20	Whether company has provided information under separate section on its website as per Regulation 46(2)			
21	Materiality Policy as per Regulation 30			
22	Dividend Distribution policy as per Regulation 43A (as applicable)			
23	It is certified that these contents on the website of the listed entity are correct			

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)		
2	Board composition	17(1), 17(1A) & 17(1B)		
3	Meeting of Board of directors	17(2)		
4	Quorum of Board meeting	17(2A)		
5	Review of Compliance Reports	17(3)		
6	Plans for orderly succession for appointments	17(4)		
7	Code of Conduct	17(5)		
8	Fees/compensation	17(6)		
9	Minimum Information	17(7)		
10	Compliance Certificate	17(8)		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)		
12	Performance Evaluation of Independent Directors	17(10)		
13	Recommendation of Board	17(11)		
14	Maximum number of Directorships	17A		
15	Composition of Audit Committee	18(1)		
16	Meeting of Audit Committee	18(2)		
17	Composition of nomination & remuneration committee	19(1) & (2)		
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)		
19	Meeting of Nomination and Remuneration Committee	19(3A)		
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)		
22	Composition and role of risk management committee	21(1),(2),(3),(4)		
23	Meeting of Risk Management Committee	21(3A)		
24	Vigil Mechanism	22		
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)		
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)		
27	Approval for material related party transactions	23(4)		
28	Disclosure of related party transactions on consolidated basis	23(9)		
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)		
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)		
32	Alternate Director to Independent Director	25(1)		
33	Maximum Tenure	25(2)		
34	Meeting of independent directors	25(3) & (4)		
35	Familiarization of independent directors	25(7)		
36	Declaration from Independent Director	25(8) & (9)		
37	D & O Insurance for Independent Directors	25(10)		
38	Memberships in Committees	26(1)		
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)		
40	Disclosure of Shareholding by Non-Executive Directors	26(4)		
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)		
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	
2	Designation	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	
	Any other information to be provided	

Annexure II		
1	Name of signatory	
2	Designation	

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	17600000	17600000	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity	0	0	0

controlled by them			
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	BIKRAM KUMAR JHA		
Designation	CFO		
Place	KOLKATA		
Date	21-10-2022		

Signatory Details	
Name of signatory	SANGEETA SETHIA
Designation of person	Managing Director
Place	KOLKATA
Date	20-01-2023

