

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2019-20

As per Regulation 34(3) read with Schedule V of the Listing Regulations, your Company has complied with all the requirements of corporate governance. The Corporate Governance Report along with Statutory Auditors' Certificate confirming compliance of Corporate Governance for the year ended 31st March, 2020, is provided separately and forms integral part of this Annual Report.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings and accountability to ensure efficient conduct of affairs of the Company. The core value of your Company's governance process includes independence, integrity, responsibility, transparency and fairness.

Our Governance Philosophy is Based on the following:-

- ✚ Management is the trustee of the shareholders capital and not the owner.
- ✚ Provide an enabling environment to harmonies the goals of maximizing stakeholder value and maintaining a customer centric focus.
- ✚ Have a simple and transparent corporate structure driven solely by business needs.
- ✚ Communicate externally, in a truthful manner, about how the Company is running internally.
- ✚ Make clear distinction between personal conveniences and corporate resources.
- ✚ Be transparent and maintain a high degree of disclosure levels in all facets of its operations.
- ✚ Satisfy the spirit of the law and not just the letter of the law.

2. BOARD OF DIRECTORS

The Company has a diverse Board of Directors ("Board"), which primarily takes care of the business needs and stakeholders' interest. The Company is making efforts in appointing suitable personnel to complete the requirement of the requisite combination of executive and non-executive directors of the Company and Company Secretary and Chief Financial Officer of the Company, required under provisions of the Companies Act, 2013.

Further, pursuant to Section 164(2) of Companies Act, 2013, all the Directors have provided declarations annually in Form DIR-8 that they have not been disqualified to act as Director. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

None of the Directors held Directorships in more than 10 public limited companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25(1) of the Listing Regulations. Further, none of the Directors on the Board is a Member of more than 10 Committees and / or Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per

Regulation 26(1) of the Listing Regulations) across all the Companies in which he / she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

Attendance at Board Meetings and details of Membership of Directors in other Boards & Board Committees:-

The following table gives the attendance of the Directors at Board meetings / Last AGM of the Company and also other directorship other than the Company and Chairmanship/Membership in Board Committees of public limited companies:

During the financial year under review, Four (4) Board Meetings were held on the following dates:

1. 30th May, 2019
2. 09th August, 2019
3. 13th November, 2019
4. 11th February, 2020

Name of the Director	No. of Board Meeting Attended	Whether Last AGM Attended held on 30/09/19 (Yes / No)	No. of Directorship in other Public Limited companies	No. of Membership/ Chairmanship in other Public Limited companies	
				Member	Chairman
Mrs. Rekha Jatin Sarvaiya	4	Yes	1	Nil	Nil
Mr. Nagesh Vinayak Kutaphale	4	Yes	2	Nil	Nil
Mr. Dharmesh Doshi	1	No	2	Nil	Nil

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26 (1) of the Listing Regulations. Further, none of the Directors hold Directorships in more than 20 Companies including 10 Public Companies pursuant to the provisions of Section 165 of the Companies ('Act').

Board Meetings Procedure

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual Directors and considering their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws

applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

Matrix of skills/competence/expertise of Directors

The following matrix summarizes list of core skills/ expertise/competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

Board Competency Matrix

Industry Knowledge/Experience	Technical Skills/Expertise/Competencies	
Industry Experience	Finance & Accounting	Leadership
Knowledge of Sector (Textiles)	Legal & Governance	Business Administration
Knowledge of broad public policy direction	Sales and Marketing	Corporate Restructuring
Understanding of government legislation/ legislative process	Information Technology	Human Resource Management & Labour Laws
Global Business	Public Relations	Strategy and Business Development
Supply Chain Management	Risk Management	Corporate Social Responsibility

The Company’s Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies for effective contribution to the Board and its Committees.



3. AUDIT COMMITTEE

Terms of reference and role of Audit Committee:

The Audit Committee at the Board level with powers and role that are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Audit Committee of the Company supported by professional, inter-alia, provides reassurance to the Board on the effective internal control and compliance that ensures:

- ✚ Reviewing the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ✚ Reviewing with management the Annual/Half-yearly/ Quarterly financial statements before submission to the Board;
- ✚ Reviewing with management;
- ✚ Discussion with management before the Audit, nature and scope of Audit, any significant findings and follow up thereon as well as post-Audit discussion to ascertain any area of concern;
- ✚ Reviewing the findings of any internal investigations into matters where there is suspected fraud or irregularity and reporting the matter to the Board;

- ✚ To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non - payment of declared dividends) and creditors;
- ✚ Related party transactions;
- ✚ To review the matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013;
- ✚ To review the Management discussion and analysis of financial condition and results of operations;
- ✚ To recommend re-appointment of Statutory Auditors and to fix their remuneration.

Internal Controls and Governance Processes

- ✚ Review the adequacy and effectiveness of the Company's internal control system. Evaluation of Internal Financial Controls and Risk Management Systems, review and discuss with management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- ✚ Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- ✚ To oversee and review the functioning of a Vigil Mechanism / Whistle Blower Policy.
- ✚ Approval of Related Party Transactions (RPT) or any subsequent modifications of RPT and review of RPT on quarterly basis.

Audit & Auditors

- ✚ Review and monitor Auditor's Independence and performance and effectiveness of Audit process.
- ✚ Reviewing with the management, performance of internal and statutory auditors, adequacy of internal control systems.
- ✚ Review the scope of the Statutory Auditor, the Internal Audit Plan with a view to ensure adequate coverage.
- ✚ Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- ✚ Review and recommend to the Board, appointment, remuneration and terms of appointment of the Auditors including Internal Auditors.
- ✚ Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

During the financial year under review, Four (4) Audit Committee Meetings were held on the following dates:

1. 30th May, 2019
2. 09th August, 2019
3. 13th November, 2019
4. 11th February, 2020

The gap between two Audit Committee meetings was not more than 120 days, in compliance with the Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile, Listing Agreement). The Minutes of the meeting of Audit Committee are discussed and taken note by the Board of Directors

Name of the Member	Category	Status	No. of Meetings attended
Mr. Nagesh Kutaphale	Non-Executive Director	Chairman	4
Mr. Dharmesh Doshi	Promotor & Non-Executive Director	Member	1
Mrs. Rekha Jatin Sarvaiya	Promoter Non-Executive Director	Member	4

4. STAKEHOLDER RELATIONSHIP COMMITTEE

The Committee has the mandate to review, redress shareholders' grievances, to approve all share transfers.

Terms of reference of Stakeholders Relationship Committee:

- ✚ Transfer /Transmission of shares;
- ✚ Issue of duplicate share certificates;
- ✚ Monitors expeditious redressal of investors' grievances;
- ✚ Non receipt of Annual report and declared dividend;
- ✚ All other matters related to shares.

During the financial year under review, Four (4) Stakeholders Relationship Committee Meetings were held on the following dates:

1. 30th May, 2019
2. 09th August, 2019
3. 13th November, 2019
4. 11th February, 2020

The Composition of the Stakeholders Relationship Committee as on 31st March, 2020 and the attendance of the members at the Meetings held are as follows:

Name of the Member	Category	Status	No. of Meetings attended
Nagesh Kutaphale	Non-Executive Director	Chairman	4
Dharmesh Doshi	Promoter Non-Executive Director	Member	1
Rekha Sarvaiya	Promoter Non-Executive Director	Member	4

Terms of reference

The role of the SRC inter-alia includes reviewing and resolving the queries/ complaints/ grievances received from the shareholders, if any and approval of transfers/ transmissions or any other request pertaining to shares of the Company. Further, at the said meeting, the Board also enhanced the role of SRC w.e.f 1st April, 2019 to include new terms of reference as specified in Point B of Part D of Schedule II of Listing Regulations and revised scope of SRC is as under:

- Resolving the grievances of the security holders of the Company.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company

Investor Complaints

Your Company takes all effective steps to resolve complaints from shareholders of the Company. The complaints are duly attended by the Company/ Registrar & Transfer Agent and the same are resolved within prescribed time.

5. NOMINATION & REMUNERATION COMMITTEE

The Board at its meeting enhanced the role of Nomination and Remuneration Committee (NRC) to include new terms of reference w.e.f 1st April 2019 as specified by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. The terms of reference of the NRC includes the matters stipulated in Point A of Part D of Schedule II of the Listing Regulations and Section 178 of the Act as under:

Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.

- ✚ Lay down criteria for identifying and selection of candidates for appointment as Directors/ Independent Directors, KMP and other Senior Management positions.
- ✚ Recommendation to the Board about appointment, re- appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down.
- ✚ Recommendation to the Board on remuneration payable to the Directors of the Company.
- ✚ Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- ✚ Recommendation to the Board to extend or continue the term of appointment of the Independent Director, on the basis of the report of their performance evaluation.
- ✚ Devising a policy on Board Diversity.
- ✚ Recommendation to the Board, all remuneration, in whatever form, payable to senior management.

During the financial year under review, the Nomination & Remuneration Committee Meetings were not required to hold the meeting.

The Composition of the Nomination & Remuneration Committee as on 31st March, 2020 and the attendance of the members at the Meetings held are as follows:

Name of the Member	Category	Status
Nagesh Kutaphale	Non-Executive Director	Chairman
Dharmesh Doshi	Promoter Non-Executive Director	Member
Rekha Sarvaiya	Promoter Non-Executive Director	Member

6. INDEPENDENT DIRECTORS MEETING

The Company is in the process of appointing a suitable and qualified person to join the Board as an Independent Director.

7. FAMILIARISATION PROGRAMME:

Your Company has in place Familiarisation Programme for the Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. At the time of appointment of a Director (including Independent Director), a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as Directors of the Company. The Director is also explained the compliances required from him/her under the Companies Act, 2013, Listing Regulations and other applicable laws. The Chairman also does one to one discussion with the newly appointed Directors to familiarize them with the Company's operations. On the request of the individual director. Further, on an ongoing basis as a part of Agenda of Board meetings, discussions are made on various matters inter alia covering the Company's business and operations, Industry and regulatory updates etc.

8. DISCLOSURES

- ✚ There were no materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, or their relatives etc. which could conflict with the interests of the Company.
- ✚ Related Party Transactions: All transactions entered into with Related Parties as defined under the Companies Act, 2013, Regulation 23 of the SEBI (LODR Regulations) during the financial year were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements.
- ✚ The Securities and Exchange Board of India have, vide order dated May 16, 2002 cancelled the registration of the Company as a Stock Broker. The National Stock Exchange of India Limited (NSE) has declared the company as defaulter, with effect from May 3, 2002, due to failure of the company to resolve the investor complaints filed against the company.
- ✚ The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns.
- ✚ The Company doesn't have any Joint Venture or Associate, further the Company has one subsidiary as on March 31, 2020, M/s. Triumph Retail Broking Services Ltd. The Company has formulated a policy on material subsidiaries.
- ✚ Your Company has adopted a Code of Conduct applicable for all Directors and Senior Management of the Company which is in consonance with the requirements of Listing Regulations. All the Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct of the Company for the year ended 31st March, 2020
- ✚ In the preparation of the financial statement, the Company has followed the Indian Accounting Standards (Ind-AS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the

Financial Statements. There is no deviation in following the treatments prescribed in Indian Ind-AS in preparation of financial statements for the year 2019-20.

- ✚ In terms of the provision of Clause 55A of the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practising Company Secretary. The said report is also submitted to BSE Limited.
- ✚ Your Company has adopted a Code of Conduct to Regulate, Monitor and Report trading by Insiders for prevention of Insider Trading in the shares of the Company. This code is applicable inter-alia to all Directors and Designated persons / employees of the Company who are expected to have access to unpublished price sensitive information. This code, inter-alia, prohibits purchase / sale / dealing in the equity shares of the Company by Designated persons and their immediate relatives while in possession of unpublished price sensitive information about the Company and during the time when trading window is closed. The Code also contains procedure for pre-clearance of trade, disclosure requirements etc. Further, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('Amendment Regulations'), your Company has revised its existing Code of Conduct and the revised code is applicable to designated persons and their immediate relatives.
- ✚ Kala Agarwal, Practising Company Secretaries have certified that for the financial year ended on 31st March, 2020, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by Kala Agarwal, Practising Company Secretaries to that effect is attached as an **Annexure V** forming part of this report
- ✚ During FY 2019-20, the Board has accepted all recommendation made by Audit Committee and Nomination and Remuneration Committee
- ✚ In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee. During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on 31st March, 2020.
- ✚ **Compliance with Mandatory & Non-Mandatory Requirements**
The Company has complied with all mandatory requirements of Corporate Governance specified in Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of Listing Regulations as given below:
The Board: The Company has a Non-Executive Chairman and he is allowed reimbursement of expenses in relation to performance of his duties.
Shareholder's Rights: Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and are also forwarded to BSE Limited. The said results are also uploaded on the website of the Company www.tifil.in. Hence, the same are not sent to the Shareholders of the Company by email or physically.
- ✚ **Certificate on compliance with conditions of Corporate Governance**
The certificate regarding compliance of the conditions of corporate governance for the year ended 31st March, 2020 given by Kala Agarwal, Practising Company Secretary is given as "**Annexure VI**" to this Report.

9. GENERAL BODY MEETINGS

The last three AGMs were held as under:

Financial Year ended	Day & Date	Time	Venue
31 st March, 2017	26 th September, 2017	04.30 pm	Oxford Centre 10 Shroff Lane next To Colaba Market, Colaba Mumbai 400005
31 st March, 2018	29 th September, 2018	10.30 am	
31 st March, 2019	30 th September, 2019	5.30 pm	

10. MEANS OF COMMUNICATION

Website: The Company’s website www.tifil.in contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements made to the stock exchanges, intimation of board meeting dates, newspaper advertisements etc. The said information is available in a user friendly and downloadable form in “Investor Section” of website.

Financial Results: Pursuant to Regulation 33 of the Listing Regulations, the quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited after approval of the Board of Directors of the Company within prescribed time. The uploading of financial results on BSE is made through BSE listing centre electronic platform. The financial results of the Company are published in one English daily newspaper viz. The Free Press Journal and one Marathi newspaper viz. Navshakti Newspapers within prescribed time. The financial results are also uploaded on website of the Company.

Annual Report: The Annual Report containing inter-alia Standalone Financial Statements, Auditors’ Report, Board’s Report, Management Discussion and Analysis Report, Corporate Governance Report is sent to all Members of the Company and is also available on the website of the Company www.tifil.in.

Designated Exclusive Email ID: The Company has designated Email Id tifilbse@rediffmail.com exclusively for shareholder / investor grievances redressal

SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

Uploading on BSE Listing Centre: The quarterly results, quarterly compliances and all other corporate communications and disclosures are filed electronically on BSE Listing Centre.

Presentations: No presentations were made to analysts, Institutional Investors during the year under review.

11. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Particulars	No. of Shares	Percentage
CDSL	7,75,439	10.34 %
NSDL	65,28,990	87.05 %

Physical	1,95,571	2.61%
Total	750,0,000	100.00 %

12. GENERAL SHAREHOLDER INFORMATION:

Stock Code (For Equity Shares)

AGM Day, date, time and venue	:	Tuesday, 29th September, 2020 at 04.30 pm at Registered Office of the Company situated at Oxford Centre 10 Shroff Lane next to Colaba Market, Colaba, Mumbai - 400005
Financial Calendar	:	April 2019 to March 2020
Results for the First Quarter ending on 30 th June, 2019	:	First Week of August, 2019
Results for the Second Quarter ending on 30 th September, 2019	:	Second Week of November, 2019
Results for the Third Quarter ending on 31 st December, 2019	:	Second Week of February, 2020
Results for the Fourth Quarter and Financial year ended on 31 st March, 2020	:	Fourth Week of May, 2020
Date of Book Closure	:	September 22 nd , 2020 to September 29 th , 2020 (Both Day Inclusive)
Listing on Stock Exchanges	:	The Bombay Stock Exchange Limited
Scrip Code	:	532131
Registrar & Transfer Agent	:	Link Intime India Pvt. Ltd. C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai:400083.Tel 49186270 Fax:49186060

13. CORPORATE IDENTITY NUMBER (CIN)

The CIN No allotted to the company by the Ministry of Corporate Affairs, Government of India is **L65990MH1985PLC038176**.

14. CORRESPONDENCE REGARDING CHANGE IN ADDRESS

Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents.

15. CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2020

Category	No. of Shares held	Voting Strength (%)
Promoters, Relatives & Associate Companies	2364086	31.5212
Public	1977687	26.3692
Hindu Undivided Family	80936	1.0791
NRI/FII's/OCB	293463	3.9129
Clearing Member	26909	0.3588
Bodies Corporate	573676	7.649

Nationalised and Non- Nationalised Banks	2182743	29.1033
Trusts	500	0.0067
Total	7500000	100.00

16. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2020

Category	No. of Share holders	% of Total Share holders	No. of shares held	Share Amount	% of total
1 – 500	7807	92.9609	3871490	38714900	5.1620
501 – 1000	273	3.2515	2369560	23695600	3.1594
1001 – 2000	128	1.5245	2060650	20606500	2.7475
2001 – 3000	49	0.5836	1257410	12574100	1.6765
3001 – 4000	25	0.2978	886450	8864500	1.1819
4001 – 5000	24	0.2859	1124970	11249700	1.5000
5001 – 10000	52	0.6193	4032820	40328200	5.3771
10001 - *****	40	0.4764	59396650	593966500	79.1955
Total	8396	100	75,00,000	7,50,00,000	100.00

17. DEMATERIALIZATION OF SHARES

WHY DEMAT	
Easy portfolio monitoring	Periodic status report and information available on Internet
Elimination of bad deliveries	Ensure faster communication to investors
Elimination of all risk associated with physical certificates	Ease related to change of address
No Stamp duty is payable on transfer of shares	Provides more acceptability and liquidity of securities
Immediate transfer/ trading of securities	Postal delays and loss of shares in transit is prevented
Faster settlement cycle	Saves the shareholder from going through cumbersome legal process to reclaim the lost/pilfered certificates
Faster disbursement of non-cash corporate benefits like rights, bonus etc.	
HELP CONVERT BALANCE PHYSICAL SHARES TO DEMAT	

18. DECLARATION OF CODE OF CONDUCT

Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board Members and Senior Management Personnel of Triumph International Finance India Limited have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2020. The Code of Business Conduct and Ethics for Directors and Employees of the Company aims at ensuring consistent standards of conduct and ethical business practices across the constituents

of the Company. This code is reviewed on an annual basis. Pursuant to Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a confirmation from the Managing Director and CEO regarding compliance with the Code by all the Directors Senior Management Personnel forms part of Annual Report.

ADDRESS FOR CORRESPONDENCE

TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED

Oxford Centre 10 Shroff Lane next To

Colaba Market Colaba Mumbai-400005

Tel: 022-22826710-11, Fax-022-22846847

Email: tifilbse@rediffmail.com

