



August 2, 2024

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India.
Scrip Code: 505854

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India.
Symbol: TRF

Dear Madam, Sirs,

Sub: Voting Results and Summary of the Proceedings of the 61st Annual General Meeting of TRF Limited

The 61st Annual General Meeting ('AGM') of TRF Limited ('Company') was held on Friday, August 2, 2024, at 11:30 a.m. (IST). The AGM was conducted through Video Conference / Other Audio-Visual Means to transact the business as stated in the Notice convening the AGM dated July 11, 2024 convening the AGM.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company – **Annexure A**
- 2) Voting results of remote e-voting conducted prior to the AGM and during the AGM, in relation to the business transacted at the AGM– **Annexure B**
- 3) The Scrutinizer's Report dated August 2, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended - **Annexure C**

The AGM concluded at 12:45 p.m. (IST).

The voting results along with the Scrutinizer's Report will be made available on the Company's at www.trf.co.in and as well as on the website of the National Securities Depository Limited at www.evoting.nsdl.com

These disclosures are being made in terms of Regulation 30 read with Para A of Part A of Schedule III, Regulation 44(3) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended.



This is for your information and records.

Thanking you,

Yours faithfully,
TRF LIMITED

Prasun Banerjee
Company Secretary

Encl: As above

Summary of the Proceedings of the 61st Annual General Meeting of TRF Limited

The 61st Annual General Meeting ('AGM'/Meeting) of the Members of TRF Limited ('Company') was held today i.e., Friday, August 2, 2024 at 11:30 a.m. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), to transact the business as stated in the Notice dated July 2, 2024, convening the AGM.

Mr. Prasun Banerjee, Company Secretary, welcomed the Members to the AGM and briefed them on details relating to their participation at the Meeting through audio-visual means.

Ms. Samita Shah, Chairperson of the Board, chaired the AGM. The Chairperson welcomed the Shareholders to the AGM and on requisite quorum being present, called the AGM to order.

All the Directors of the Company except Ms. Ramya Hariharan, Independent Director and Chairperson of the Stakeholder Relationship Committee and Mr. Akshay Khullar, Non-Executive Director, were present at the AGM. Ms. Hariharan had authorized Mr. Umesh Kumar Singh, Managing Director and Member of the Stakeholder Relationship Committee, to respond to matters concerning the said Committee. Further, representatives of Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors, M/s Shome & Banerjee, Cost Auditors, M/s D. Dutt & Co., Secretarial Auditors as well as the Union representatives of the Company were also present at the Meeting through VC from their respective locations.

The Chairperson informed the Members that, the proceedings of the AGM were also being webcasted and could be viewed live by Members by logging on to the website of the National Securities Depository Limited (NSDL). The Company had taken the requisite steps to enable Members to participate and vote on the business to be transacted at the AGM.

Since the AGM was held through VC/OAVM, in compliance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, physical attendance of Members was dispensed with. Accordingly, the Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers, as required under the Companies Act, 2013, as well as other documents as mentioned in the Notice convening the AGM were available for inspection in electronic mode.

The Chairperson then addressed the Members on the performance of the Company during FY 2023-24 and future growth/way forward of the Company.

Thereafter, Mr. Umesh Kumar Singh, Managing Director of the Company made a presentation on the operational and financial performance of the Company during FY2023-24.

In terms of the Notice dated July 2, 2024 convening the 61st AGM of the Company, the following businesses were transacted at the Meeting through remote e-voting prior to the meeting as well as during the Meeting:

SN.	Description of the Resolutions
Ordinary Business, Ordinary Resolution	
1.	Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
2.	Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Report of the Auditors thereon.
3.	Appointment of a Director in the place of Mr. Sanjib Nanda (DIN: 01045306), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.
Special Business, Ordinary Resolution	
4.	Ratification of the remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company, for FY 2024-25.
5.	Appointment of Ms. Samita Shah (DIN: 02350176) as Non-executive Director
6.	Appointment of Mr. Akshay Khullar (DIN: 10545101) as Non-executive Director
7.	Commission to Non-Executive Directors of the Company
Special Business, Special Resolution	
8.	Re-appointment of Ms. Ramya Hariharan (DIN: 06928511) as an Independent Director
9.	Re-appointment of Mr. Krishnava Dutt (DIN: 02792753) as an Independent Director
10.	Appointment of Dr. Pingali Venugopal (DIN: 05166520) as an Independent Director
11.	Appointment of Dr. Sougata Ray (DIN: 00134136) as an Independent Director

Members who attended the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairperson appropriately responded to the questions raised by them.

The Chairperson then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote(s). Upon completion of the e-voting process, Mr. Banerjee declared the Meeting closed. Post the conclusion of the remote e-voting, the Scrutinizers' report was received. All the Resolutions have been passed with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,

TRF Limited



Prasun Banerjee

Company Secretary & Compliance Officer



Annexure- B

61ST ANNUAL GENERAL MEETING VOTING RESULTS

Date of the Annual General Meeting	Friday, August 2, 2024
Total number of shareholders on record date (July 26, 2024)	25,735
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	NA
Public	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	2
Public	60

Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	57,201	170	99.7037	0.2963
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		57,371	0.8005	57,201	170	99.7037	0.2963
Total		1,10,04,412	38,12,606	34.6462	38,12,436	170	99.9955	0.0045



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	57,201	170	99.7037	0.2963
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	57,201	170	99.7037	0.2963
Total		1,10,04,412	38,12,606	34.6462	38,12,436	170	99.9955	0.0045



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			3. To appoint a Director in the place of Mr. Sanjib Nanda (DIN:01045306), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	57,098	273	99.5241	0.4759
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		57,371	0.8005	57,098	273	99.5241	0.4759
Total		1,10,04,412	38,12,606	34.6462	38,12,333	273	99.9928	0.0072



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			4. Ratification of Remuneration of Cost Auditors.					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,951	420	99.2679	0.7321
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,951	420	99.2679	0.7321
Total		1,10,04,412	38,12,606	34.6462	38,12,186	420	99.9890	0.0110



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			5. Appointment of Ms. Samita Shah (DIN: 02350176) as Non- executive Director					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,951	420	99.2679	0.7321
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,951	420	99.2679	0.7321
Total		1,10,04,412	38,12,606	34.6462	38,12,186	420	99.9890	0.0110



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			6. Appointment of Mr. Akshay Khullar (DIN: 10545101) as Non- executive Director					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,951	420	99.2679	0.7321
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,951	420	99.2679	0.7321
Total		1,10,04,412	38,12,606	34.6462	38,12,186	420	99.9890	0.0110



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Special			7. Re-appointment of Ms. Ramya Hariharan (DIN: 06928511) as an Independent Director					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,949	422	99.2644	0.7356
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,949	422	99.2644	0.7356
Total		1,10,04,412	38,12,606	34.6462	38,12,184	422	99.2644	0.0111



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Special			8. Re-appointment of Mr. Krishnava Dutt (DIN: 02792753) as an Independent Director.					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,899	472	99.1773	0.8227
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,899	472	99.1773	0.8227
Total		1,10,04,412	38,12,606	34.6462	38,12,134	472	99.9876	0.0124



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Special			9. Appointment of Mr. Pingali Venugopal (DIN: 05166520) as an Independent Director.					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,951	420	99.2679	0.7321
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,951	420	99.2679	0.7321
Total		1,10,04,412	38,12,606	34.6462	38,12,186	420	99.9890	0.0110



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Special			10. Appointment of Mr. Sougata Ray (DIN: 00134136) as an Independent Director.					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,951	420	99.2679	0.7321
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,951	420	99.2679	0.7321
Total		1,10,04,412	38,12,606	34.6462	38,12,186	420	99.9890	0.0110



Prasun Banerjee
Company Secretary



TRF LIMITED

TRF Limited								
Resolution required: Ordinary			11. Commission to Non- executive Directors of the Company					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	37,55,235	37,55,235	100.00	37,55,235	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,55,235	100.00	37,55,235	-	100.00	-
Public- Institutions	E-Voting	82,444	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	71,66,733	57,371	0.8005	56,950	421	99.2662	0.7338
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		57,371	0.8005	56,950	421	99.2662	0.7338
Total		1,10,04,412	38,12,606	34.6462	38,12,185	421	99.9890	0.0110



Prasun Banerjee
Company Secretary





P. K. Singh & Associates
(Company Secretaries)

Consolidated Report of Scrutinizer [Remote E-voting and E-Voting at the 61st AGM, held on Friday, August 2, 2024 at 11.30 a.m. (IST)]

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment Rules, 2015]

To,
The Chairperson
TRF Limited
Reg. Office- 11, Station Road,
Burmamines, Jamshedpur,
Jharkhand – 831007.
ISIN: - INE391D01019

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for the 61st Annual General Meeting of TRF Limited held on Friday, August 2, 2024 at 11.30 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Pramod Kumar Singh of P.K. Singh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of TRF Limited ("the Company") through resolution dated July 2, 2024 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process (conducted before as well as during the AGM) in respect of the below mentioned resolutions proposed at the 61st Annual

Ph No. 0657-2370699, 2370440
Mob- 09334611489

Pramodkumar.pcs@gmail.com

Room No-309 3rd Floor
Vikash Bhavan (AIADA)
Adityapur Main Road
Jamshedpur-831013



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General Meeting (“AGM”) of TRF Limited held today, i.e. Friday, August 2, 2024 at 11.30 a.m. (IST) through VC / OAVM.

The Notice dated July 2, 2024, convening the AGM along with the Annual Report 2023-24, as confirmed by the Company was sent to the shareholders of the Company in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members, whose email addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participant, in compliance with the MCA Circular dated May 5, 2022 read with circulars dated April 8, 2020 and April 13, 2020, May 5, 2020, January 21, 2021, December 14, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, October 6, 2023 and October 7, 2023 (“SEBI Circulars”).

The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.

The voting period for remote e-voting prior to the AGM commenced on Monday, July 29, 2024 at 9:00 a.m. (IST) and ended on Thursday, August 1, 2024 at 5:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to those shareholders who were present at the AGM through VC / OAVM and who had not cast their vote earlier through remote e-voting.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, July 26, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.



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I have scrutinized and reviewed the remote e-voting process prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Ordinary Business

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
107	3812436	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	170	0.01



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
107	3812436	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	170	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass



Resolution 3: Ordinary Resolution

Re-appointment of a Director

To appoint a Director in place of Mr. Sanjib Nanda (DIN: 01045306), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
104	3812333	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	273	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass



Special Business

Resolution 4: Ordinary Resolution

Ratification of Remuneration of Cost Auditors

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 3.50 lakh (Rupees Three lakh and Fifty thousand) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants, (Firm Registration Number - 000001), who, based on the recommendation of the Audit Committee, have been appointed by the Board of Directors of the Company (‘Board’), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2025.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	3812186	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	420	0.02



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass

Resolution 5: Ordinary Resolution

Appointment of Ms. Samita Shah (DIN: 02350176) as Non-executive Director

“**RESOLVED THAT** Ms. Samita Shah (DIN: 02350176), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive, Non-Independent) of the Company, effective May 16, 2024, and who holds office up to the date of this Annual General Meeting under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”



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(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	3812186	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	420	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass

Resolution 6: Ordinary Resolution

Appointment of Mr. Akshay Khullar (DIN: 10545101) as Non-executive Director

“**RESOLVED THAT** Mr. Akshay Khullar (DIN: 10545101), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive, Non-



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Independent) of the Company, effective May 16, 2024, and who holds office up to the date of this Annual General Meeting under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	3812186	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	420	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass



Resolution 7: Special Resolution

Re-appointment of Ms. Ramya Hariharan (DIN: 06928511) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Act read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**‘Act’**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time and the Articles of Association of the Company, Ms. Ramya Hariharan (DIN: 06928511), who was appointed as an Independent Director of the Company at the 57th Annual General Meeting of the Company and who holds office up to September 18, 2024 and who is eligible to be re-appointed and who meets the criteria for independence under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from September 19, 2024 upto September 18, 2029 (both days inclusive).”

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
104	3812184	99.98



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(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	422	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass

Resolution 8: Special Resolution

Re-appointment of Mr. Krishnava Dutt (DIN: 02792753) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Act read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (**‘Act’**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time and the Articles of Association of the Company, Mr. Krishnava Dutt who was appointed as an Independent Director of the Company at the 57th Annual General Meeting of the Company and who holds office up to October 14, 2024 and who is eligible to be re-appointed and who meets the criteria for



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independence under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from October 15, 2024 upto October 14, 2029 (both days inclusive).”

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
103	3812134	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	472	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass



Resolution 9: Special Resolution

Appointment of Dr. Pingali Venugopal (DIN: 05166520) as an Independent Director

“**RESOLVED THAT** Dr. Pingali Venugopal (DIN: 05166520) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective June 14, 2024, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended, and the Articles of Association of the Company, Dr. Pingali Venugopal (DIN: 05166520), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term commencing June 14, 2024 through May 10, 2028 (i.e. up to attainment of 70 years of age as per Company’s Governance Guidelines) (both days inclusive).”



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(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	3812186	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	420	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass

Resolution 10: Special Resolution

Appointment of Dr. Sougata Ray (DIN: 00134136) as an Independent Director

“RESOLVED THAT Dr. Sougata Ray (DIN: 00134136) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective June 14, 2024, by the Board of Directors of the Company, in terms of Section 161 of



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the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended, and the Articles of Association of the Company, Dr. Sougata Ray (DIN: 00134136), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from June 14, 2024 through June 13, 2029 (both days inclusive).”

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
105	3812186	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	420	0.02



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass

Resolution 11: Ordinary Resolution

Commission to Non-Executive Directors of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**Act**) and the Rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members be and is hereby accorded for payment of a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, and in case of no profits or inadequate profits, such sum as may be calculated / allowed in accordance with Schedule V and other applicable provisions of the Act, as commission and the same be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director) in such amounts or proportions and in such manner and in such respects as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, and such payments shall be made for period of 3 (three) years, out of the profits of the Company or in terms of Schedule V of the Act, commencing from Financial Year 2023-24.



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RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the manner of payment or distribution of remuneration / compensation, as it may deem fit, in accordance with the aforesaid provisions without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto and to execute any agreement, document, instruction, policy or otherwise as may be necessary or desirable or connected therewith or incidental thereto for giving effect to the foregoing resolution.”

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
104	3812185	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	421	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Pass



P. K. Singh & Associates
(Company Secretaries)

Note: -

1. This report is signed by scrutinizer digitally.

Place: Jamshedpur
Dated: 02/08/2024

Thanking you,
Yours faithfully,

For P.K. Singh & Associates
(Company Secretaries)

PRAMOD

KUMAR SINGH

Pramod Kumar Singh,

FCS: 5878 | C. P No.: 19115

Partner

[Name and Signature of the Scrutinizer]

Digitally signed by
PRAMOD KUMAR SINGH
Date: 2024.08.02 18:25:26
+05'30'

UDIN: F005878F000881588

For TRF LIMITED

COMPANY SECRETARY