

Ref: SEC: 152

Date: March 18, 2019

General Manager - Corporate Services

BSE Ltd.

Floor 25, P J Towers

Dalal Street,

MUMBAI - 400001

Scrip Code: 505854

Manager - Listing

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block - G,

Bandra-Kurla Complex, Bandra (East)

Mumbai – 400 051

Scrip Code: TRF

General Manager
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001
Scrip Code: 10030045

Dear Sir(s)/Madam,

Subject: Proceeding and voting results of the Extraordinary General Meeting ("EGM") of TRF Limited ("the Company")

We refer to our Notice dated February 20, 2019.

The Extraordinary General Meeting of the Company was held today at 10:00 a.m.at Main Hall, Beldih Club, Jamshedpur831001 to transact the business as stated in the Notice dated February 20, 2019 convening the EGM.

In this regard please find enclosed the following:

- Summary of the proceedings of the EGM of the Company as required under Regulation 30 read with PART A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Annexure A
- 2) Voting Results transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations Annexure B
- 3) The Scrutinizer' Report dated March 18, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 Annexure C

BURMAMINES



The meeting concluded at 10.40 am (IST).

The Voting Results along with the Scrutinizers' Report is also available on the Company's website www.trf.co.in

This is for your information and records.

Yours faithfully,

TRF Limited

Subhashish Datta

Company Secretary and Compliance Officer

Encl: As above





Summary of proceedings of the Extraordinary General Meeting

The Extraordinary General Meeting ('EGM' / 'Meeting') of TRF Limited ('the Company') was held today i.e. Monday, March 18, 2019 at 10:00 a.m. at Main Hall, Beldih Club, Jamshedpur 831001.

Mr. Rajesh Ranjan Jha chaired the meeting. All the Directors of the Company as on date, except Ms. Neera Saggi and Mr. Vinayak Deshpande were present at the meeting. After declaring the requisite quorum to be present, the Chairman called the Meeting to order.

With the consent of the Members present at the Meeting, the Notice convening the EGM was taken as read. The Chairman then briefed the Members on the rationale in connection with the various proposals for which the approval of the Members was sought.

The Chairman informed the Members that in compliance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided to the members the facility to cast their vote through remote e-voting. Further, the Chairman informed the members that the facility of physical voting through ballot paper is also made available at the venue of the meeting for members who have not cast their vote through remote e-voting.

The Chairman informed the Members, that the Board of Directors had appointed Mr. P. K. Singh or failing him Mr. Rohit Prakash Prit, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as physical voting through ballot paper at the venue of the EGM.

The Chairman informed the Members about the business to be transacted at the EGM. As per Notice dated February 20, 2019 convening the EGM of the Company, the following businesses were transacted at the Meeting. Resolution Nos. 1 & 2 was Special Resolutions and Resolution No. 3 was an Ordinary Resolution:

- Increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum and Articles of Association of the Company.
- 2. Issue, offer and allot 12.5% Non-Convertible Redeemable Preference Shares to Tata Steel Limited, on private placement basis
- Approval of material related party transaction(s) with Tata Steel Limited





Members present at the meeting were given an opportunity to ask questions and seek clarification(s). The Chairman appropriately responded to the questions raised.

Post the question and answer session, the Chairman thanked all the Members present at the Meeting and then concluded the Meeting by authorizing the Company Secretary to carry out the voting process and declare the voting results.

The Chairman informed the Members that the voting results would be disseminated to the Stock Exchanges on which the Company's shares are listed and would also be made available on the website of the Company and the National Securities and Depositories Limited within 48 hours of the conclusion of the Meeting.

Post the conclusion of the voting at the venue, the scrutinizers' report was received.

All the Resolutions have been passed with requisite majority.

Yours faithfully

TRF Limited

Subhashish Datta

Sillie oth

Company Secretary & Compliance Officer

* 11, STATION ROAD, BURMAMINES

To



Annexure - B

Voting Results of the business transacted at the Extraordinary General Meeting, as required under Regulation 44(3) of the Listing Regulations –

Date of the Extraordinary General Meeting	March 18, 2019
Total number of shareholders on cut-off date (March 11, 2019)	21661
No. of Shareholders present in the meeting either in person or	61
through proxy	
Promoter and Promoter Group	1
Public	60
No. of Shareholders present in the meeting through video	-
conferencing	
Promoter and Promoter Group	E.
Public	-



TRF Limited

Resolution No. 1. Increase in the	Authorised Share Capital of the Co	ompany and consequent	ial amendment of the (Capital Clause in the I	Memorandum and	Articles of Assoc	iation of the Company	
Resolution required: (Ordinar	Resolution required: (Ordinary / Special)			Special				
Whether promoter/promoter	group are interested in the agenda	/resolution?				No		
				% of Votes polled				
		2		on outstanding	No. of votes – in	No. of votes -	% of votes in favour	% of Votes against on
Category	Mode of voting	No. of shares held	No. of votes polled	shares	favour	against	on votes polled	votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		3753275	99.95	3753275	0	100	0
Promoter and Promoter Group	Poll	3755235	0	0	0	0	0	0
Tromoter and Fromoter Group	Postal Ballot (if applicable)	3733233	0	0	0	0	0	0
	Total		3753275	99.95	3753275	- 0	100	0
	E-Voting		0	0	0	0	0	0
Public- Institutions	Poll	31321	0	0	0	0	0	0
Public- institutions	Postal Ballot (if applicable)	31321	0	0	0	0	0	0
	Total		0	. 0	0	0	0	0
	E-Voting	7217856	15481	0.21	15476	5	99.97	0.03
Public- Non Institutions	Poll		1986	0.03	1986	0	100	0
done- won institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17467	0.24	17462	5	99.97	0.03
	Total	11004412	3770742	34.26	3770737	5	99.99	0.01



TRF Limited

Resolution required: (Ordinary / Special)				Special				
	group are interested in the agend	a/resolution?				No		
	, and a grant of the state of t		T T	% of Votes polled				T
				on outstanding	No. of votes – in	No. of votes –	% of votes in favour	% of Votes against or
Category	Mode of voting	No. of shares held	No. of votes polled	shares	favour	against	on votes polled	votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		3753275	99.95	3753275	0	100	(
	Poll	3755235	0	0	0	0	0	(
	Postal Ballot (if applicable)	3/35235	0	0	0	0	C	(
Promoter and Promoter Group	Total		3753275	99.95	3753275	0	100	(
	E-Voting		0	0	0	0	C	
	Poll	31321	0	0	0	0	C)
	Postal Ballot (if applicable)	31321	0	0	0	0	C	(
Public- Institutions	Total	7	0	0	0	0	C	(
	E-Voting	7217856	15481	0.21	15351	130	99.16	0.84
	Poll		1986	0.03	1986	0	100)(
	Postal Ballot (if applicable)		0	0	0	0	C)
Public- Non Institutions	Total		17467	0.24	17337	130	99.26	0.7
	Total	11004412	3770742	34.26	3770612	130	99.99	0.0



TRF Limited

esolution No. 3. Approval of material related party transaction(s) with Tata Steel Limited								
Resolution required: (Ordi	Resolution required: (Ordinary / Special)			Ordinary				
Whether promoter/promo	ter group are interested in the agen	da/resolution?				Yes		
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 o
Category	Widde of Voting	1	No. or votes polied	(3)=[(2)/(1)]*100	180001	against 5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting			(3)-[(2)/(1)] 100	1 0	3	(0)-[(4)/(2)] 100	(7)-[(3)/(2)] 100
	Poll		0		0	0	0	
	Postal Ballot (if applicable)	3755235	0	C	0	0	0	
Promoter and Promoter Gro	up Total		0	C	0	0	0	
	E-Voting		0	(0	0	0	
	Poll	31321	0	(0	0	0	
	Postal Ballot (if applicable)	31321	0	(0	0	0	
Public- Institutions	Total		0	(0	0	0	
	E-Voting		15713	0.22	15708	5	99.97	0.0
	Poll	7217856	1976	0.02	1976	0	100	
	Postal Ballot (if applicable)	7217856	0	(0	0	C	
Public- Non Institutions	Total		17689	0.24	17684	5	99.97	0.0
	Total	11004412	17689	0.16	17684	5	99.97	0.0





P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309, 3rd Floor, Vikash Bhawan (AIADA), Main Road, Adityapur, Jamshedpur - 831013. Phone: 0657-2370699, 2370440, E-mail: pramodkumar.pcs@gmail.com /amexis.09@gmail.com

Combined Report of Scrutinizer [E-voting and Physical Poll]

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendment Rule, 2015]

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

Dear Sir,

Sub: Combined Scrutinizer's Report on Remote e-voting and Physical Poll at Extraordinary General Meeting of the Members of TRF Limited (the "Company") pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I, Pramod Kumar Singh, partner of M/s P.K. Singh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of TRF Limited pursuant to Section 108 and 109 of the Companies Act 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Poll taken at Extraordinary General Meeting of the Company in respect of the below mentioned resolution passed by the shareholders of TRF Ltd through remote e-voting and Physical Poll at Extraordinary General Meeting, held on 18th March, 2019.

Page 1 of 10



The Notice dated 20th February, 2019 along with Statement setting out material facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution passed by shareholders of TRF Ltd. through remote e-voting and Physical Poll at EGM.

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. The Company had also provided Physical Poll facility at the venue of EGM for those shareholders, who did not availed the e voting facility.

The shareholders of the Company holding shares as on the 'cut off' date 11-03-2019 were entitled to vote on the resolution as contained in the Notice of EGM.

The voting period for remote e-voting commenced on Wednesday, 13th March, 2019 at 09:00 am and ended on Sunday, 17th March, 2019 at 5:00 pm and the NSDL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were unblocked after closure of Physical Voting at EGM in the presence of two witnesses who were not in the employment of the Company.

The voting period for Physical Poll commenced at the venue of EGM on start of EGM and ended after submission of ballot in sealed box by shareholders who choose to cast the vote physically and did not exercised voting through E- Voting in relation to these resolutions.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot submitted in Box at EGM.

I now submit my combined Report as under on the result of the remote e-voting and physical poll at EGM in respect of the said Resolutions.

a. Item No. 1

Increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum and Articles of Association of the Company To consider and, if thought fit, to pass the following resolution as a Special Resolution: "RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61 and other applicable

hamo

Page 2 of 10

provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof) for the time being in force and subject to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 30,00,00,000 (Rupees Thirty crore) divided into 3,00,00,000 (Three crore) Equity Shares of Rs.10 (Rupees Ten) each to Rs. 280,00,00,000 (Rupees Two Hundred Eighty crore) comprising:

- i. Rs. 30,00,00,000 (Rupees Thirty crore) equity share capital divided into Rs. 3,00,00,000 (Three crore) Equity Shares of Rs.10 (Rupees Ten) each; and
- ii. Rs. 250,00,00,000 (Rupees Two Hundred Fifty crore) preference share capital divided into 25,00,00,000 (Twenty-Five crore) Preference Shares of Rs.10 (Rupees Ten) each.

a. Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

V. The Authorized Share Capital of the Company is Rs. 280,00,00,000 (Rupees Two Hundred Eighty crore) divided into 3,00,00,000 (Three crore) Equity Shares of Rs.10 (Rupees Ten) each and 25,00,00,000 (Twenty-Five crore) Preference Shares of Rs.10 (Rupees Ten) each, with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that, the Company shall always have the power to issue shares at a premium and redeemable preference shares, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force.

b. Article 4 of the Articles of Association of the Company be and is hereby amended and substituted with the following:

4. The Authorized Share Capital of the Company shall be such amount and divided into such number of shares as mentioned in Clause V of the Memorandum of Association of the Company with the power to increase and to reduce the capital of the Company and to divide or consolidate the shares in the capital for the time being divided into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company

Page 3 of 10

RESOLVED FURTHER THAT the Board of Directors of the Company(hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

Listed Equity Share Capital (Face Value of Rs. 10/- each)

i. Voted in favour of the resolution:

Method of voting	Number	of	Number	of	%	of	total
	members voted		valid	votes	nun	nber o	f valid
			cast by tl	nem	vote	es cast	t
E-voting	24		37,68,751		99.95		5
		-			2		
Polling ;	30		1,98	36		0.0	5
0 11 1		7	0==0			400	
Combined	54		37,70,	737		100) .
				e			

ii. Voted against the resolution:

Method of voting	Number of	Number of	% of total
	members voted	valid votes	number of valid
×		cast by them	votes cast
Polling	0	0	0
E-voting	1	5	100
Combined	1	5	100



iii. Invalid votes:

Method of voting	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Polling	2	170
E-voting	0	0
Combined	2	170

Result:

Resolution passed as proposed.

b. Item No.2

Issue, offer and allot 12.5% Non-Convertible Redeemable Preference Shares to Tata Steel Limited, on private placement basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of the memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create, offer, issue and allot, in one or more tranches, Non-Convertible Redeemable Preference Shares of face value of Rs. 10each ("NCRPS"), for an amount not exceeding Rs. 250 crore (Rupees Two Hundred Fifty crore) to Tata Steel Limited, on a placement basis, proposed to be primarily utilized prepayment/repayment of whole or a part of the existing indebtedness of the Company

Page 5 of 10



and/or for general corporate purposes as may be determined by the Board, on such terms and conditions as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof, the particulars in respect of the offer are as under:

- 1. NCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
- 2. NCRPS shall be non-participating in the surplus funds;
- 3. NCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- 4. Holders of NCRPS shall be paid dividend on a non-cumulative basis;
- 5. NCRPS shall not be convertible into equity shares;
- 6. NCRPS shall carry voting rights as per the provisions of Section47(2) of the Companies Act, 2013, as amended;
- 7. NCRPS shall be redeemable at par upon maturity or redeemed early at the option of the Company in full or in part at 3 monthly intervals from the date of allotment; and
- 8. NCRPS will carry a coupon rate of 12.5% p.a.

RESOLVED FURTHER THAT the Board or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

<u>Listed Equity Share Capital (Face Value of Rs. 10/- each)</u>

i. Voted **in favour** of the resolution:

Method of voting	Number of	Number of	% of total
	members voted	valid votes	number of valid
		cast by them	votes cast
E-voting	23	37,68,626	99.95
Polling	30	1,986	0.05
Combined	53 37,70,612 1		100
	14	363	

ii. Voted **against** the resolution:

Mathadafyating	Number of	Number of	0/ of total
Method of voting	THE PERSONNELLE STATE OF THE PERSONNELLE STATE	And the Company and the Company of t	% of total
	members voted	valid votes	number of valid
		cast by them	votes cast
Polling	0	0	0
	*		
E-voting	2	130	100
			A A A A
Combined	2	130	100
00111011	_		

iii. Invalid votes:

Method of voting	Total number of	Total number of
	members whose votes	invalid votes cast by
2	were declared invalid	them
Polling	2	170
E-voting	0	0
Combined	2	170
	1 mg	,

FCS-5878 * ED CP NO.19115 CP NO.19115

from

Result:

Resolution passed as proposed.

c. Item No.3

Approval of material related party transaction(s) with Tata Steel Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board"), to enter into transaction(s)/contract(s)/arrangement(s)with Tata Steel Limited, a "Related Party" in terms of Regulations 2(1)(zb) of the Listing Regulations to sell project construction services, life cycle services & auxiliary services and products up to value of 450 crore and to purchase project construction services & auxiliary services and raw materials up to value of '90 crore (as detailed in the Statement annexed to the Notice) during the Financial Year 2019-20 in the ordinary course of business and also at arm's length.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as maybe necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s)or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s)."

FCS-5878 * STORE CP NO.19115 BEST WANTED

Page 8 of 10

Listed Equity Share Capital (Face Value of Rs. 10/- each)

i. Voted **in favour** of the resolution:

Method of voting	Number	of	Number	of	%	of	total
a	members voted		valid	votes	num	ber o	of valid
			cast by tl	nem	vote	s cast	t
E-voting	23		15,708		88.83		3
				¥			
Polling	30		1,97	76	,	11.1	7
Combined	53		17,6	84		100)

ii. Voted **against** the resolution:

Number of	Number of	% of total
members voted	valid votes	number of valid
	cast by them	votes cast
0	0	0
		4
1	5	100
* ± #		
1	5	100
	TO ACTION TO CONTRACT AND CONTR	members voted valid votes

iii. Invalid votes:

AND THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAMED IN COLUMN TWO I	invalid votes cast them	by
ared invalid		
2	170	
	2.0	
0	0	
2	170	
_	2	2 170

Result:

Resolution passed as proposed.



Note:-

1. The registers, all other papers and relevant records relating to e- voting and physical poll at EGM were sealed and handed over to the Managing Director and Company Secretary as authorized by the chairman in this behalf.

Thanking you, Yours faithfully,

Place: 18/03/2019 Dated: Jamshedpur FCS-5878
*
CP NO.19115
*
SECRETARY UNITED

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

Pramod Kumar Singh,

FCS: 5878 | C.P No. : 19115 Partner

[Name and Signature of the Scrutinizer]