



TRF LIMITED

November 29, 2023

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, Sir,

Sub: Result of Postal Ballot by remote e-voting process

This has reference to our letter dated October 30, 2023 enclosing the copy of Postal Ballot Notice dated October 30, 2023 ('Notice') for seeking approval of the Members of TRF Limited ('the Company') on the below special resolution:

Divestment of stake held in Dutch Lanka Trailer Manufacturers Limited, Sri Lanka ('DLT'), by TRF Singapore Pte. Limited ('TRFS').

Pursuant to the provisions of Section 110, Section 108 and other applicable provisions of the Companies Act, 2013, read with related Rules, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with other applicable SEBI Circulars and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Company has transacted special business by way of Postal Ballot through remote e-voting process as set out in the Notice.

The remote e-voting process concluded on Wednesday, November 29, 2023, at 5:00 p.m. (IST). The Scrutinizer has today, i.e., November 29, 2023, submitted his report on the results of the Postal Ballot through remote e-voting. Based on the report of the scrutinizer, we hereby inform that, the Members of the Company have duly passed the above Special Resolution with requisite majority.

Pursuant to Regulation 44(3) of the Listing Regulations, we are enclosing herewith the details of the voting results as **Annexure A** and the Report of the Scrutinizer as **Annexure B**.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at www.trf.co.in and is also being made available on the website of National Securities Depository Limited at www.evoting.nsdl.com as well as on the notice board at the Registered Office of the Company at 11, Station Road, Burmamines, Jamshedpur-831007, Jharkhand.

This is for your information and records.

Yours faithfully,
TRF Limited

Prasun Banerjee
Company Secretary & Compliance Officer
Membership No. ACS 29791

Encl: As above



TRF LIMITED

Annexure A

A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF THE LISTING REGULATIONS:

| SN | Particulars | Details |
|---|---|--|
| 1 | Date of Postal Ballot Notice | Monday, October 30, 2023 |
| 2 | Cut-off Date | Friday, October 27, 2023 |
| 3 | Voting Start Date & Time | Tuesday, October 31, 2023, at 9:00 a.m. (IST) |
| 4 | Voting End Date & Time | Wednesday, November 29, 2023, at 5:00 p.m. (IST) |
| 5 | Total Number of Shareholders as on the Cut-off Date | 28,372 |
| No. of shareholders present in the meeting either in person or through proxy | | |
| 6 | Promoters and Promoter Group | N.A. |
| | Public | N.A. |
| No. of shareholders attended the meeting through Video Conferencing | | |
| 7 | Promoters and Promoter Group | N.A. |
| | Public | N.A. |

B. RESULTS OF THE POSTAL BALLOT

| SN | Agenda | Resolution required | Mode of voting | Remarks |
|----|--|---------------------|-----------------|--------------------------------|
| 1 | DIVESTMENT OF STAKE HELD IN DUTCH LANKA TRAILER MANUFACTURERS LIMITED, SRI LANKA ('DLT'), BY TRF SINGAPORE PTE. LIMITED ('TRFS') | Special Resolution | Remote e-voting | Passed with requisite majority |

TRF Limited

Prasun Banerjee

Company Secretary and Compliance Officer
(ACS:29791)

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Tel +91 657 2345727 FAX +91 657 2345718 e mail: comp_sec@trf.co.in www.trf.co.in
CIN L74210JH1962PLC000700

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TRF LIMITED

| Resolution required: (Ordinary/Special) | | | | | Special | | | | |
|---|-------------------------------|--------------------|---------------------|---|--|------------------------|--------------------------------------|------------------------------------|----------------------|
| Whether promoter/promoter group are interested in the agenda/ resolution? | | | | | No | | | | |
| Description of resolution considered | | | | | Divestment of stake held in Dutch Lanka Trailer Manufacturers Limited, Sri Lanka ('DLT'), by TRF Singapore Pte. Limited ('TRFS') | | | | |
| 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 | No. of Votes invalid |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | (8) |
| Promoter and Promoter Group | E-Voting | 37,55,235 | 37,55,235 | 100 | 37,55,235 | 0 | 100 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 37,55,235 | 37,55,235 | 100 | 37,55,235 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | 4,632 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 4,632 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 72,44,545 | 1,02,367 | 1.41 | 69,229 | 33,138 | 67.63 | 32.37 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 72,44,545 | 1,02,367 | 1.41 | 69,229 | 33,138 | 67.63 | 32.37 |
| Total | | 1,10,04,412 | 38,57,602 | 35.05 | 38,24,464 | 33,138 | 99.14 | 0.86 | 0 |
| Whether resolution is pass or not | | | | | | | | Pass | |

TRF Limited

Prasun Banerjee

Company Secretary & Compliance Officer
Membership No. ACS 29791





P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309/310, 3rd Floor, Vikash Bhawan (JIADA), Main Road, Adityapur, Jamshedpur - 831013
Phone: 0657-2370699, 2370440, 6201089433 E-mail : pramodkumar.pcs@gmail.com / amaxis.09@gmail.com

Report of Scrutinizer [Postal Ballot through E-voting]

[Pursuant to section 110 and 108 of the Companies Act, 2013 read with rule 22 and 20 of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot (conducted through e-voting) pursuant to the provisions of Section 110 read with 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Remote e-voting closed on November 29, 2023, at 05.00 pm.

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 110 read with 108 of the Companies Act 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 and amended till date to conduct the postal ballot through e-voting process in respect of the below mentioned resolution passed by the shareholders of TRF Limited through Postal Ballot through e-voting, closed on Wednesday, November 29, 2023 at 5.00 pm.

The Notice dated October 30, 2023 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 postal ballot through e-voting.

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 shareholders of the Company holding shares as on the 'cut off' date Friday, October 27, 2023 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

The voting period for the postal ballot through e-voting commenced on Tuesday, October 31, 2023 at 09.00 am (IST) and ended on Wednesday, November 29, 2023 at 5:00 pm (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting, the report on voting was generated in my presence and the voting was diligently conducted.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who are not in the employment of the Company.

I have scrutinized and reviewed the postal ballot through e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

I now submit my Report as under on the result of the Postal Ballot through e-voting in respect of the said Resolutions.

Special Business:

Item No. 1

DIVESTMENT OF STAKE HELD IN DUTCH LANKA TRAILER MANUFACTURERS LIMITED, SRI LANKA ('DLT'), BY TRF SINGAPORE PTE. LIMITED ('TRFS').

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

"RESOLVED THAT pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and modified and in force and pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013, as amended and modified and in force, rules issued thereunder, including any statutory modifications and amendments to each of the foregoing, and such other applicable notifications, clarifications, circulars issued by any Governmental and Regulatory authorities, and subject to the Memorandum and Articles of Association of the Company, and subject to requisite approvals, if any, of any relevant statutory, regulatory or Governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent

and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer and dispose off 100% stake held by TRFS in Dutch Lanka Trailer Manufacturers Limited, Sri Lanka ('DLT'), along with its 100% subsidiary, Dutch Lanka Engineering (Private) Limited, Sri Lanka ('DLE') to United Motors Lanka PLC, Sri Lanka ('UML'), *inter-alia*, on the following terms:

- a) Fixed Consideration value of Sri Lankan Rupee (LKR) 700 Mn. (~₹19 crore) for share consideration of DLT along with DLE with closing adjustments excluding ₹ 27 crore of cash in form of fixed deposits relating to previous divestment of its investment in Tata International DLT Private Limited.
- b) Ensuring a balance of LKR 75 Mn. cash in DLT out of the sale proceeds from TATA International DLT Private Limited ('TIDLT') as a pre-payment of indemnity cost.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities, as applicable 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 the Managing Director 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.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

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

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

| Method of voting | Number of members casted vote | Number of votes cast by them in favour of Resolution | % of total number of valid votes cast |
|------------------|-------------------------------|--|---------------------------------------|
| E-voting | 174 | 3824464 | 99.14 |
| Total | 174 | 3824464 | 99.14 |

ii. Voted **against** the resolution:

| Method of voting | Number of members casted vote. | Number of votes cast by them against the resolution | % of total number of valid votes cast |
|------------------|--------------------------------|---|---------------------------------------|
| E-voting | 21 | 33138 | 0.86 |
| Total | 21 | 33138 | 0.86 |

iii. **Invalid** votes :

| Method of voting | Total number of members, whose votes were declared invalid | Total number of votes declared invalid by scrutinizer |
|------------------|--|---|
| E-voting | NIL | NIL |
| Total | NIL | NIL |

Result: PASS

Note:-

1. *The registers, all other papers and relevant records relating to electronic voting were sealed and handed over to the Managing Director and Company Secretary as authorized by the chairman in this behalf.*

Place: Jamshedpur

Dated: November 29, 2023

Thanking you,
Yours faithfully,
For P. K. Singh & Associates

PRAMOD
KUMAR SINGH

Digitally signed by
PRAMOD KUMAR SINGH
Date: 2023.11.29
17:44:20 +05'30'

Pramod Kumar Singh,
FCS: 5878 | C.P No. : 19115
Partner

[Name and Signature of the Scrutinizer]

UDIN: F005878E002673708

Countersigned
For TRF LIMITED


COMPANY SECRETARY