



SEC: 152

Date: 30.08.2019

General Manager- Corporate Services
BSE Ltd.
Floor 25, P.J. Towers
Dalal Street,
Mumbai - 400 001

Manager Listing
National Stock Exchange of India Ltd
Exchange Plaza
Bandra- Kurla Complex
Bandra (East), Mumbai - 400 051

General Manager
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001

Scrip Code: 505854(BSE) / TRF (NSE) / 10030045(CSE)

Dear Madam/Sir,

Re: Declaration of Voting Results of Postal Ballot for approving the resolution as stated in the Postal Ballot Notice dated July 26, 2019 in terms of Regulation 44(3) and Regulation 30 of the Listing Regulations.

In terms of Regulation 44(3) and Regulation 30 of the Listing Regulations, please find below the details of the voting results of the Postal Ballot of the Company:

Details of Voting Results

Date of declaration of result of Postal Ballot	August 30, 2019
Total number of shareholders on record date (Cut- off date for E-voting: July 19, 2019)	21,560
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public Total	Not applicable

Item No.	Details of the Resolution	Resolution required	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Approval for sale of 100% stake held by the Company's wholly owned subsidiary TRF Singapore Pte. Ltd in Hewitt Robins International Holdings Limited ("HRIHL") (a step down wholly owned subsidiary of the Company) along with its 100% subsidiary Hewitt Robins International Limited ("HRIL")	Special	Postal Ballot & E-voting	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format. The combined report of the Scrutinizers is also annexed herewith. This may also be considered as compliance of Regulation 44(3) & Regulation 30 of the Listing Regulations.

Yours Faithfully,
For TRF Limited

Subhashish Datta
Company Secretary and Compliance Officer

Sumit Shubhadarshan
Managing Director

Encl: as above

Annexure

Format for Voting Results

Date of Declaration of result of Postal Ballot	30 th August, 2019
Total number of shareholders on record date (Cut off date) on July 19, 2019	21,560
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Resolution - Approval for sale of 100% stake held by the Company's wholly owned subsidiary TRF Singapore Pte. Ltd in Hewitt Robins International Holdings Limited ("HRIHL") (a step down wholly owned subsidiary of the Company) along with its 100% subsidiary Hewitt Robins International Limited ("HRIL")

Resolution required: (Ordinary/ Special)		Special						
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)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3755235	3753275	99.9478	3753275	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3755235	3753275	99.9478	3753275	0	100	0
Public-Institutions	E-Voting	188131	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	188131	0	0	0	0	0	0
Public-Non Institutions	E-Voting	7061046	29554	0.4185	28696	858	97.0968	2.9032
	Postal Ballot (if applicable)		2297	0.0325	2297	0	100	0
	Total	7061046	31851	0.4511	30993	858	97.3062	2.6938
Total		11004412	3785126	34.3964	3784268	858	99.9773	0.0227

For TRF LIMITED

Sushikata

COMPANY SECRETARY

For TRF LIMITED

Sumit

Managing Director

RI



P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

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

To,

Dated: 29/08/2019

**The Company Secretary
TRF Limited
Jamshedpur**

Sub: Submission of original documents relating to e- voting, and postal ballot held on Thursday, August 29, 2019.

Dear Sir,

We hereby submit the following original documents and reports in respect of E- voting and Postal Ballot held on Thursday, August 29, 2019:-

1. Combined report of E- Voting and Postal Ballot.
2. Registers of E- Voting and Postal Ballot.
3. NSDL data duly signed by the Scrutinizer along with two witnesses.
4. Ballot papers as received for Scrutinizing.

Trust, you find the same in order and would keep these documents in safe custody for your future reference.

Please acknowledge receipt and oblige.

Thanking you.

Yours Faithfully



Pramod Kumar Singh
(Practicing Company Secretary)
Partner
P.K. Singh & Associates

Encl: As above



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



[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 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 Postal Ballot of the Members of TRF Limited (the "Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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 110 of the Companies Act 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct and scrutinize the remote e-voting process and vote casted through Postal Ballot by the members of the Company in respect of the below mentioned resolution passed by the shareholders of TRF Ltd through remote e-voting and Postal Ballot ended on 29th Aug, 2019 at 5.00 PM.

The Notice dated 26th July, 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 Postal Ballot.

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 the facility postal ballot for those shareholders, who do have access to the e voting facility.

The shareholders of the Company holding shares as on the 'cut off' date 19-07-2019 were entitled to vote on the resolution as contained in the postal ballot.

The voting period for remote e-voting commenced on Wednesday, 31st July, 2019 at 09:00 am and ended on Thursday, 29th Aug, 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 e voting after 05.00 PM (IST) on 29th Aug, 2019, in the presence of two witnesses who were not in the employment of the Company, for scrutinizing and counting purpose.

The Postal Ballot received till 05.00 PM (IST) on 29th Aug, 2019 were opened by scrutinizer after 5.00 PM (IST) on 29th Aug, 2019 for scrutinizing and counting purpose.

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 postal ballot received till 05.00 PM, 29th Aug, 2019.

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

Special Business:

Resolution: Approval for sale of 100% stake held by the Company's wholly owned subsidiary TRF Singapore Pte. Ltd in Hewitt Robins International Holding Limited ("HRIHL") (a step down wholly owned subsidiary of the Company_ along with its 100% subsidiary Hewitt Robins International Limited ('HRIHL'))



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, Section 180 (1)(a) 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 applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Ministry of Corporate Affairs, the Reserve Bank of India and other Governmental or statutory 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, approval and authority 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 entire stake held by its wholly owned Subsidiary TRF Singapore Pte. Ltd (hereinafter referred as “TRFS”) in Hewitt Robins International Holdings Limited (“HRIHL”), a wholly-owned subsidiary of TRFS including Hewitt Robins International Limited (“HRIL”), a wholly-owned subsidiary of HRIHL (both being step-down wholly-owned subsidiaries of the Company) at a consideration amount of GBP 3.6 Mio to ENSCO 1340 Limited, a Company incorporated under the laws of England, having its registered office at C/o Gateley Plc, Park View House, 58 The Ropewalk, Nottingham NG1 5DW (“ENSCO”) in United Kingdom;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine all terms and conditions in relation to the above sale/divestment, settle all questions, difficulties or doubts that may arise in this regard and in complying with the requisite regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, 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 of Directors and such person(s) authorized by the Board of Directors, be and is hereby authorized 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 is hereby authorized to delegate all or any of its powers conferred to any Committee of Directors or any Executive Director or Directors or any Key Managerial Personnel or Senior Officer(s) of the Company to give effect to these aforesaid resolution.”



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

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

Method of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	48	37,81,971	99.92
Postal Ballot	10	2,297	0.06
Combined	58	37,84,268	99.98

ii. **Voted against the resolution:**

Method of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Postal Ballot	0	0	0
E-voting	5	858	0.02
Combined	5	858	0.02

iii. **Invalid votes :**

Method of voting	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Postal Ballot	1	80
E-voting	0	0
Combined	1	80

Result:

Resolution passed as proposed.



Note:-

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

Thanking you,
Yours faithfully,

Place: 29/08/2019
Dated: Jamshedpur



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

A handwritten signature in blue ink, appearing to read "Pramod".

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

[Name and Signature of the Scrutinizer]