



TRF LIMITED

August 30, 2022

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: Summary of Proceedings and Voting Results of the 59<sup>th</sup> Annual General Meeting ('AGM') of TRF Limited ('the Company')**

In view of the ongoing COVID-19 pandemic and pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (referred to as SEBI Circulars) and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 59<sup>th</sup> AGM of the Company was held on Tuesday, August 30, 2022 at 3.00 p.m. (IST) through two-way Video Conference ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of its Members at a common venue, to transact the business as stated in the AGM Notice dated May 23, 2022 ('Notice'). All the items of business contained in the Notice were transacted and passed by the Members with requisite majority. The Company also facilitated the live webcast of the proceedings.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations, as amended – **Annexure A**
- 2) Combined voting results of remote e-voting and e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended – **Annexure B**



**TRF LIMITED**

3) The Scrutinizer's Report dated August 30, 2022, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended - **Annexure C**

The AGM concluded at 5:00 p.m. (IST).

The voting results along with the Scrutinizer's Report is available on the Company's website at [www.trf.co.in](http://www.trf.co.in) and is also being made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

Thanking you,

Yours faithfully,  
**For TRF LIMITED**

A handwritten signature in black ink, appearing to read 'Prasun Banerjee', with a stylized flourish at the end.

**Prasun Banerjee**  
Company Secretary

Encl: As above



TR F L I M I T E D

**ANNEXURE A**

**Summary of proceedings of the 59<sup>th</sup> Annual General Meeting ('AGM/Meeting')**

The 59<sup>th</sup> AGM of the Members of TRF Limited ('the Company') was held on Tuesday, August 30, 2022 at 3.00 p.m. (IST) through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

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

Since Mr. T. V. Narendran, Chairman of the Board and the General Meetings in terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, had expressed his inability to attend the meeting due to some exigency, the members of the Company present at the AGM appointed Mr. Avneesh Gupta as the Chairman for the meeting.

Mr. Gupta then took the Chair and welcomed the Shareholders to the Meeting and on requisite quorum being present, called the Meeting to order.

All the Directors of the Company were present at the Meeting through VC from their respective locations except Mr. T.V. Narendran, Chairman, Ms. Ramya Hariharan, Independent Director and Mr. Koushik Chatterjee, Non-Executive, Non-Independent Director due to some exigencies.

Mr. Gupta, the Chairman appointed for the meeting, welcomed the Directors present and requested them to introduce themselves to the Members. He then welcomed the Union representatives of the Company, who were attending the Meeting through VC.

The Chairman thereafter, informed the Members that, Mr. Charan Gupta representing M/s Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors, Mr. Kunal Banerjee, representing M/s Shome & Banerjee, Cost Auditors of the Company, Mr. Debabruta Dutt representing M/s. D. Dutt & Co, the Secretarial Auditors and Mr. Pramod Kumar Singh, the Scrutinizer for the remote e-Voting during the proceedings of the AGM, were also present at the Meeting through VC.



## TRF LIMITED

The Chairman further informed the Members that, the proceedings of the Meeting were also being webcast 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 items being considered at the AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 were available for inspection in electronic mode, should any Member request for the same.

The Chairman then made his opening remarks and briefed the Shareholders with respect to the outbreak of the unprecedented COVID-19 for the past two years and the Ukraine-Russia war which has caused distress accentuating geo-political tensions and straining trade relations. He also briefed Shareholders on the Company's performance during Fiscal 2022 and future outlook.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the financial year ended March 31, 2022 were taken as read. There were no qualifications, observations or adverse remarks in the reports of the Statutory Auditor and Secretarial Auditor.

Thereafter, Mr. Alok Krishna, Managing Director of the Company made a presentation on the operational and financial performance of the Company for the Financial Year 2021-22.

In terms of the Notice dated May 23, 2022 convening the 59<sup>th</sup> AGM of the Company, the following business was transacted at the Meeting through remote e-voting.

S.N.	Resolution	Types of Resolution
1.	Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Auditors thereon.	Ordinary
3.	To appoint a Director in the place of Mr. T.V. Narendran (DIN:03083605), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.	Ordinary



## TR F LIMITED

4.	Re-appointment of Messrs Price Waterhouse & Co Chartered Accountant LLP, Chartered Accountants having Firm Registration No. 304026E/E300009 as the Statutory Auditors of the Company for second term of 5 years.	Ordinary
5.	Ratification of the remuneration of Messrs Shome & Banerjee, Cost auditors of the Company.	Ordinary
6.	Material related Party Transaction(s) with Tata Steel Limited	Ordinary

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

Post the question-and-answer session, the Chairman authorized Mr. Prasun Banerjee, Company Secretary to carry out the e-voting process and conclude the Meeting. The Chairman further informed the Members that the consolidated 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 at [www.trf.co.in](http://www.trf.co.in) and the National Securities Depository Limited (NSDL) at [www.evoting.@nsdl.com](http://www.evoting.@nsdl.com) within 48 hours of the conclusion of the Meeting.

The Chairman 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. 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



TRF LIMITED

ANNEXURE B

59<sup>th</sup> Annual General Meeting Voting Results

Date of Annual General Meeting	August 30, 2022
Total number of shareholders on record date (i.e. August 23, 2022)	20,155
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM
Public	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	1
Public	67

**Prasun Banerjee**  
Company Secretary

11 Station Road Burmamines Jamshedpur 831 007 INDIA  
Tel +91 657 2345727 FAX +91 657 2345718 e mail: [comp\\_sec@trf.co.in](mailto:comp_sec@trf.co.in) [www.trf.co.in](http://www.trf.co.in)  
CIN L74210JH1962PLC000700

A TATA Enterprise

TRF LIMITED

Resolution – 1											
Resolution required: (Ordinary / Special)				Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?				No							
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon							
S. 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	Invalid votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=(8)/(2)*100
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	0	100.00	0.00	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		Total		3755235	3753275	99.95	3753275	0	100.00	0.00	0
B	Public- Institutions	E-Voting	2665	0	0.00	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		Total		2665	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246512	207389	2.86	206863	526	99.75	0.25	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		Total		7246512	207389	2.86	206863	526	99.75	0.25	0
Total (A+B+C)			11004412	3960664	35.99	3960138	526	99.99	0.01	0	0.00
Whether resolution is Pass or Not								Yes			



Prasun Banerjee  
Company Secretary

TRF LIMITED

Resolution - 2											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon						
S. 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	Invalid votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=(8)/(2)*100
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	0	100.00	0.00	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		3755235	3753275	99.95	3753275	0	100.00	0.00	0
B	Public- Institutions	E-Voting	2665	0	0.00	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		2665	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246512	207389	2.86	206863	526	99.75	0.25	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		7246512	207389	2.86	206863	526	99.75	0.25	0
<b>Total (A+B+C)</b>			11004412	3960664	35.99	3960138	526	99.99	0.01	0	0.00
<b>Whether resolution is Pass or Not.</b>								<b>Yes</b>			



Prasun Banerjee  
Company Secretary



TRF LIMITED

Resolution – 3											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Re-appointment of a Director in the place of Mr. T.V. Narendran (DIN:03083605), who retires by rotation, being eligible, seeks re-appointment						
S. 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	Invalid votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=(8)/(2)*100
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	0	100.00	0.00	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
		Total		3755235	3753275	99.95	3753275	0	100	0.00	0
B	Public- Institutions	E-Voting	2665	0	0.00	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		Total		2665	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246512	207969	2.87	207389	580	99.72	0.28	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		Total		7246512	207969	2.87	207389	580	99.72	0.28	0
Total (A+B+C)			11004412	3961244	35.99	3960664	580	99.99	0.01	0	0
Whether resolution is Pass or Not.								Yes			



Prasun Banerjee  
Company Secretary

TRF LIMITED

Resolution – 4											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Re-appointment of a Statutory Auditor						
S. 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	Invalid votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=(8)/(2)*100
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	0	100.00	0.00	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
		<b>Total</b>	3755235	3753275	99.95	3753275	0	100.00	0.00	0	0.00
B	Public- Institutions	E-Voting	2665	0	0.00	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>	2665	0	0.00	0	0	0.00	0.00	0	0.00
C	Public- Non Institutions	E-Voting	7246512	207389	2.86	206808	581	99.72	0.28	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>	7246512	207389	2.86	206808	581	99.72	0.28	0	0.00
<b>Total (A+B+C)</b>			11004412	3960664	35.99	3960083	581	99.99	0.01	0	0
Whether resolution is Pass or Not.								Yes			



Prasun Banerjee  
Company Secretary

TRF LIMITED

Resolution – 5											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Ratification of Remuneration of Cost Auditors						
S. 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	Invalid votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=(8)/(2)*100
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	0	100.00	0.00	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		3755235	3753275	99.95	3753275	0	10.00	0.00	0
B	Public- Institutions	E-Voting	2665	0	0.00	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		2665	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246512	207389	2.86	206709	680	99.67	0.33	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		7246512	207389	2.86	206709	680	99.67	0.33	0
<b>Total (A+B+C)</b>			11004412	3960664	35.99	3959984	680	99.98	0.02	0	0
Whether resolution is Pass or Not.								Yes			



Prasun Banerjee  
Company Secretary

TRF LIMITED

Resolution – 6											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					Yes						
Description of resolution considered					Approval of Material Related Party Transaction(s) with Tata Steel Limited - Financial Transactions						
S. 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	Invalid votes	% of Votes invalid on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=(8)/(2)*100
A	Promoter and Promoter Group	E-Voting	3755235	0	0	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
		<b>Total</b>		3755235	0	0	0	0	0	0	0
B	Public- Institutions	E-Voting	2665	0	0.00	0	0	0	0	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		2665	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246512	207388	2.86	206812	576	99.72	0.28	0	0
		Poll		0	0.00	0	0	0	0	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0	0	0	0
		<b>Total</b>		7246512	207388	2.86	206812	576	99.72	0.28	0
<b>Total (A+B+C)</b>			11004412	207388	1.88	206812	576	99.72	0.28	0	0
<b>Whether resolution is Pass or Not.</b>								Yes			



Prasun Banerjee  
Company Secretary



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

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**Consolidated Report of Scrutinizer [ Remote E-voting and E- Voting at the 59<sup>th</sup> AGM]**

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20, 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**

**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, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) for the 59<sup>th</sup> Annual General Meeting of TRF Limited held on Tuesday, August 30, 2022 at 3.00 p.m. (IST) through video conferencing (‘VC’) / other audio visual means (‘OAVM’).**

I, Pramod Kumar Singh of P.K. Singh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **TRF Limited** (“the Company”) 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 in respect of the below mentioned resolutions proposed at the 59<sup>th</sup>

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Ph No. 0657-2370699, 2370440  
Mob- 09334611489

[Pramodkumar.pcs@gmail.com](mailto:Pramodkumar.pcs@gmail.com)

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



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

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Annual General Meeting (“AGM”) of TRF Limited on Tuesday, August 30, 2022 at 3.00 p.m.(IST) through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The Notice dated May 23, 2022, convening the AGM along with the Annual Report 2021-22, as confirmed by the Company was sent to the shareholders 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/ Depositories, 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 and December 14, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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 voting period for remote e-voting commenced on Friday, August 26, 2022 at 9:00 a.m. (IST) and ended on Monday, August 29, 2022 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 the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Tuesday, August 23, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.



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

After the closure of 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.

I have scrutinized and reviewed the remote e-voting 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
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**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 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
111	39,60,138	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
4	526	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, 2022 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
111	39,60,138	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
4	526	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 the place of Mr. T.V. Narendran (DIN: 03083605), 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
109	39,60,084	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
6	580	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 4: Ordinary Resolution**

##### **Re-appointment of a Statutory Auditor**

**“RESOLVED THAT** that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants having Firm Registration No. 304026E/E300009, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term commencing from the conclusion of this Annual General Meeting till the conclusion of the 64th Annual General Meeting of the Company to be held in the year 2027, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are 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
108	39,60,083	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
7	581	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
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### **Resolution 5: 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



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

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 only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s Shome & Banerjee, Cost Accountants, (Firm Registration Number - 000001), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, 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, 2023.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are 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
108	39,59,984	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
7	680	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 6: Ordinary Resolution**

**Approval of Material Related Party Transaction(s) with Tata Steel Limited-  
Financial Transactions**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), the applicable provisions of the Companies Act, 2013 (**‘Act’**), if any read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to enter into, contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Tata Steel Limited (**‘TSL’**), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TSL, for availing non-fund based banking facility/ies, for an aggregate value of upto Rs. 150 crore (Rupees one hundred and fifty crore only) of TSL, for a period of 3 years, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant



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

authorities, including Governmental/Regulatory 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 of Directors, 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).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

(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	2,06,812	99.72

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	576	0.28



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

**(iii) Invalid votes:**

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

**Result: Pass**

**Note:-**

- 1. The Chairman of Board Mr. T.V. Narendran was not present at the 59<sup>th</sup> AGM, held on Tuesday, August 30, 2022 at 3.00 PM (IST), hence as per Section 104 of the Companies Act, 2013 read with Article 78 of the Articles of Association of the Company, member present at the meeting elected Mr. Avneesh Gupta, Director as Chairman for this AGM. Election was made through e-poll. Total No. of Members present at the time of polling 50, No. of Members voted in favor - 48 and No. of members voted against - 0, absent -1 and cancelled -1 ( Due to Duplicate Vote)*
- 2. Tata Steel Limited, being related party, did not cast the vote on Resolution No. 6.*
- 3. This report is signed by scrutinizer digitally.*

Thanking you,  
Yours faithfully,

Place: 30/08/2022  
Dated: Jamshedpur

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

PRAMOD  
KUMAR SINGH

Digitally signed by  
PRAMOD KUMAR SINGH  
Date: 2022.08.30  
22:17:25 +05'30'

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

**[Name and Signature of the Scrutinizer]**

**UDIN: F005878D000878145**

Ph No. 0657-2370699, 2370440  
Mob- 09334611489

[Pramodkumar.pcs@gmail.com](mailto:Pramodkumar.pcs@gmail.com)

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