



TRF LIMITED

Ref : SEC:152

May 2, 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, Sir,

**Sub: Declaration of Voting Results of Postal Ballot**

This has reference to our letter dated April 2, 2022 and April 16, 2022, enclosing the Postal Ballot Notice ('Notice') dated April 1, 2022 and the related Corrigendum to the Notice, for seeking approval of the Members of the Company, to transact the special business as contained in the Notice, by passing Ordinary/Special Resolutions by way of postal ballot only through voting by electronic means (remote e-voting).

In this regard, please find enclosed the following:

1. Voting results of the said Postal Ballot through remote e-Voting, in relation to all businesses, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – **Annexure 1**
2. The Scrutinizer's Report dated May 2, 2022, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 – **Annexure 2**

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

This information is submitted pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations.

Thanking you,

Yours faithfully,  
**TRF Limited**

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



Encl: As above



**Annexure 1**

**Format for Voting Results**

<b>Date of Declaration of Postal Ballot</b>	Resolution passed through Postal Ballot on May 2, 2022
<b>Total number of shareholders on record date (i.e. March 25, 2022)</b>	20,851
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public	Not Applicable

TRF Limited

**Prasun Banerjee**

Company Secretary & Compliance Officer  
Membership No. 29791





**TRF LIMITED**

Resolution required: (Ordinary/Special)					Special					
Whether promoter/promoter group are interested in the agenda/ resolution?					No					
Description of resolution considered					Increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company					
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	37,55,235	37,53,275	99.95	37,53,275	0	100.00	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,53,275</b>	<b>99.95</b>	<b>37,53,275</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	2,565	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	72,46,612	52,240	0.72	49,913	2,327	95.55	4.45	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>52,240</b>	<b>0.72</b>	<b>49,913</b>	<b>2,327</b>	<b>95.55</b>	<b>4.45</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>38,05,515</b>	<b>34.58</b>	<b>38,03,188</b>	<b>2,327</b>	<b>99.94</b>	<b>0.06</b>	<b>0</b>	<b>0</b>
Whether resolution is pass or not										<b>Pass</b>

TRF Limited

**Prasun Banerjee**

Company Secretary & Compliance Officer  
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CIN L74210JH1962PLC000700

**A TATA Enterprise**



TRF LIMITED

Resolution required: (Ordinary/Special)					Special					
Whether promoter/promoter group are interested in the agenda/ resolution?					No					
Description of resolution considered					Approval for increase in the borrowing limits of the Company					
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	37,55,235	37,53,275	99.95	37,53,275	0	100.00	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,53,275</b>	<b>99.95</b>	<b>37,53,275</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	2,565	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	72,46,612	52,240	0.72	51,027	1,213	97.68	2.32	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>52,240</b>	<b>0.72</b>	<b>51,027</b>	<b>1,213</b>	<b>97.68</b>	<b>2.32</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>38,05,515</b>	<b>34.58</b>	<b>38,04,302</b>	<b>1,213</b>	<b>99.97</b>	<b>0.03</b>	<b>0</b>	<b>0</b>
Whether resolution is pass or not										<b>Pass</b>

TRF Limited

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



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CIN L74210JH1962PLC000700

A TATA Enterprise

**TRF LIMITED**

Resolution required: (Ordinary/Special)					Special					
Whether promoter/promoter group are interested in the agenda/ resolution?					No					
Description of resolution considered					Power to create charge on the assets of the Company to secure borrowings up to ₹ 300 crore					
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	<b>37,55,235</b>	37,53,275	99.95	37,53,275	0	100.00	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,53,275</b>	<b>99.95</b>	<b>37,53,275</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Institutions</b>	E-Voting	<b>2,565</b>	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	E-Voting	<b>72,46,612</b>	52,240	0.72	51,079	1,161	97.78	2.22	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>52,240</b>	<b>0.72</b>	<b>51,079</b>	<b>1,161</b>	<b>97.78</b>	<b>2.22</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>38,05,515</b>	<b>34.58</b>	<b>38,04,354</b>	<b>1,161</b>	<b>99.97</b>	<b>0.03</b>	<b>0</b>	<b>0</b>
<b>Whether resolution is pass or not</b>										<b>Pass</b>

TRF Limited

**Prasun Banerjee**Company Secretary & Compliance Officer  
Membership No. 2979111 Station Road Burmamines Jamshedpur 831 007 INDIA  
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**A TATA Enterprise**



**TRF LIMITED**

Resolution required: (Ordinary/Special)				Special						
Whether promoter/promoter group are interested in the agenda/ resolution?				No						
Description of resolution considered				Issue, offer and allot 11.25% non-cumulative, optionally-convertible, non-participating redeemable preference shares in two series, on private placement basis, to Tata Steel Limited ('TSL')						
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	<b>37,55,235</b>	37,53,275	99.95	37,53,275	0	100.00	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,53,275</b>	<b>99.95</b>	<b>37,53,275</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Institutions</b>	E-Voting	<b>2,565</b>	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	E-Voting	<b>72,46,612</b>	52,240	0.72	51,348	892	98.29	1.71	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>52,240</b>	<b>0.72</b>	<b>51,348</b>	<b>892</b>	<b>98.29</b>	<b>1.71</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>3805515</b>	<b>34.58</b>	<b>3804623</b>	<b>892</b>	<b>99.98</b>	<b>0.02</b>	<b>0</b>	<b>0</b>
<b>Whether resolution is pass or not</b>									<b>Pass</b>	

TRF Limited

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**A TATA Enterprise**



**TRF LIMITED**

Resolution required: (Ordinary/Special)				Special						
Whether promoter/promoter group are interested in the agenda/ resolution?				No						
Description of resolution considered				Issue, offer and allot 12.17% (effective yield) non-cumulative, non-convertible, non-participating redeemable preference shares ('NCRPS') on private placement basis, to Tata Steel Limited ('TSL')						
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)	(9)=[(8)/(2)]*10 0
<b>Promoter and Promoter Group</b>	E-Voting	<b>37,55,235</b>	37,53,275	99.95	37,53,275	0	100.00	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,53,275</b>	<b>99.95</b>	<b>37,53,275</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Institutions</b>	E-Voting	<b>2,565</b>	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	E-Voting	<b>72,46,612</b>	52,240	0.72	51,348	892	98.29	1.71	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>52,240</b>	<b>0.72</b>	<b>51,348</b>	<b>892</b>	<b>98.29</b>	<b>1.71</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>3805515</b>	<b>34.58</b>	<b>3804623</b>	<b>892</b>	<b>99.98</b>	<b>0.02</b>	<b>0</b>	<b>0</b>
<b>Whether resolution is pass or not</b>									<b>Pass</b>	

TRF Limited

**Prasun Banerjee**

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Membership No. 29791



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CIN L74210JH1962PLC000700

**A TATA Enterprise**



TRF LIMITED

Resolution required: (Ordinary/Special)				Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution?				No						
Description of resolution considered				Approval of Material Related Party Transaction(s) with Tata Steel Limited for fund raising						
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	37,55,235	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,55,235</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	2,565	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>2,565</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	72,46,612	52,240	0.72	51,497	743	98.58	1.42	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>72,46,612</b>	<b>52,240</b>	<b>0.72</b>	<b>51,497</b>	<b>743</b>	<b>98.58</b>	<b>1.42</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>52,240</b>	<b>0.72</b>	<b>51,497</b>	<b>743</b>	<b>98.58</b>	<b>1.42</b>	<b>0</b>	<b>0</b>
Whether resolution is pass or not									<b>Pass</b>	

TRF Limited

Prasun Banerjee

Company Secretary & Compliance Officer  
Membership No. 29791







**TRF LIMITED**

Resolution required: (Ordinary/Special)				Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution?				No						
Description of resolution considered				Approval of Material Related Party Transaction(s) with Tata Steel Limited for FY 2022-23 and FY 2023-24 for operational matters						
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 invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	37,55,235	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>37,55,235</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	2,565	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>2,565</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	72,46,612	52,240	0.72	51,4970	743	98.58	1.42	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	<b>Total</b>		<b>72,46,612</b>	<b>52,240</b>	<b>0.72</b>	<b>51,4970</b>	<b>743</b>	<b>98.58</b>	<b>1.42</b>	<b>0</b>
<b>Total</b>		<b>1,10,04,412</b>	<b>52,240</b>	<b>0.72</b>	<b>51,4970</b>	<b>743</b>	<b>98.58</b>	<b>1.42</b>	<b>0</b>	<b>0</b>
Whether resolution is pass or not									<b>Pass</b>	

TRF Limited

**Prasun Banerjee**

Company Secretary & Compliance Officer  
Membership No. 29791





Annexure 2

**Combined Report of Scrutinizer [E-voting]**

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

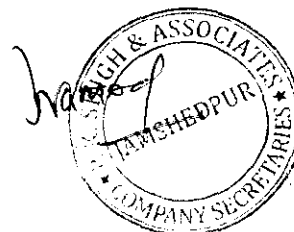
To,  
The Chairman  
TRF Limited  
Reg. Office-11, Station Road,  
Burmamines, Jamshedpur,  
Jharkhand - 831007.  
ISIN:- INE391D01019

Dear Sir,

**Sub: Combined Scrutinizer's Report on Remote e-voting 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 the Companies (Management and Administration) Amendment Rules, 2015 and voting through Remote e-voting closed on 02<sup>nd</sup> May, 2022, 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 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended till date to conduct the remote e-voting process in respect of the below mentioned resolution passed by the shareholders of TRF Ltd through remote e-voting, closed on Monday, 02<sup>nd</sup> May, 2022 at 5.00pm.

The Notice dated 01<sup>st</sup> April, 2022 and Corrigendum dated 16<sup>th</sup> April, 2022 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.



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 25<sup>th</sup> March, 2022 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting commenced on Sunday, 03<sup>rd</sup> April, 2022 at 09.00 am (IST) and ended on Monday, 02<sup>nd</sup> May, 2022 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 remote 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 combined Report as under on the result of the remote e-voting in respect of the said Resolutions.

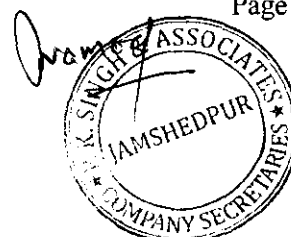
### **Special Business:**

#### **Item No. 1**

#### **Increase in the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum 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, 61 and other applicable 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) (**'Act'**), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 280 crore (Rupees Two Hundred Eighty crore only), divided into Rs. 30,00,00,000 (Rupees Thirty crore only) equity share capital divided into



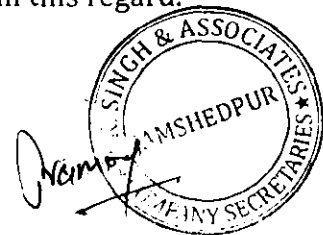
3,00,00,000 (Three crore) Equity Shares of Rs. 10 each, and Rs. 250,00,00,000 (Rupees Two Hundred Fifty crore only) preference share capital divided into 25,00,00,000 (Twenty Five crore) Preference Shares of Rs. 10 each, to Rs. 550 crore (Rupees Five Hundred Fifty crore only) comprising;

- i. Rs. 30,00,00,000 (Rupees Thirty crore only) equity share capital divided into 3,00,00,000 (Three crore) Equity Shares of Rs. 10 each; and
- ii. Rs. 520,00,00,000 (Rupees Five Hundred Twenty crore only) preference share capital divided into 52,00,00,000 (Fifty-Two crore) Preference Shares of Rs. 10 each; by creation of additional 27,00,00,000 (Twenty-Seven crore) Preference Shares of Rs. 10 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. 550,00,00,000 (Rupees Five Hundred Fifty crore only) divided into 3,00,00,000 (Three crore) Equity Shares of Rs. 10 each, and 52,00,00,000 (Fifty Two crore) Preference Shares of Rs. 10 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 or at par, 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.*

**RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board be and are hereby authorized, 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 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 members casted vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>125</b>	<b>38,03,188</b>	<b>99.94</b>
<b>Total</b>	<b>125</b>	<b>38,03,188</b>	<b>99.94</b>

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
<b>E-voting</b>	<b>12</b>	<b>2327</b>	<b>0.06</b>
<b>Total</b>	<b>12</b>	<b>2327</b>	<b>0.06</b>

iii. **Invalid votes :**

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

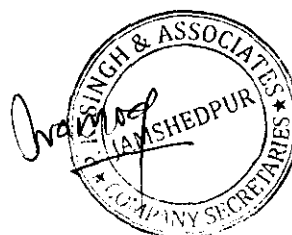
**Result: PASS**

**Item No. 2**

**Approval for increase in the borrowing limits of the Company**

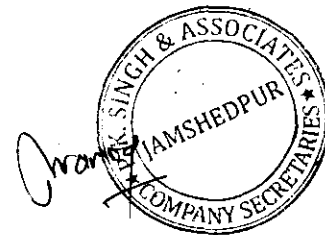
To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, *if any*, of the Companies Act, 2013 ('Act'), (including any statutory modification or re-enactment thereof for the time being in force) read with the Rules framed thereunder, and the Articles of Association



of the Company, each as amended from time to time, 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 shall be deemed to include any Committee/s thereof) for borrowing any sum(s) of money from time to time from any one or more of Banks and/or from any one or more other persons, firms, bodies corporate or financial institutions, international capital markets, whether in India or abroad and by bank loans, either in rupees or in such other foreign currencies, as may be permitted by law from time to time, or by the issue of convertible/non-convertible securities (including fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), Commercial Paper or otherwise, as the Board may deem fit, in one or more tranches, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company's assets, licences and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertaking of the Company, as may be deemed appropriate by the Board, for an aggregate amount not exceeding a sum of Rs. 300 crore (Rupees Three Hundred crore only) by the Company, at any given point in time, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to take such steps, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required and to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any other Director or any other Officer(s) of the Company, on behalf of the Company and generally, to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution, including 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 members casted vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>120</b>	<b>38,04,302</b>	<b>99.97</b>
<b>Total</b>	<b>120</b>	<b>38,04,302</b>	<b>99.97</b>

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
<b>E-voting</b>	<b>17</b>	<b>1213</b>	<b>0.03</b>
<b>Total</b>	<b>17</b>	<b>1213</b>	<b>0.03</b>

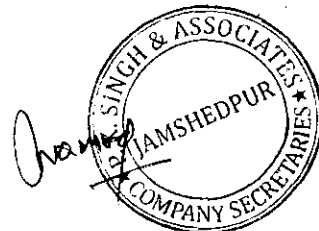
iii. **Invalid votes :**

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Result: PASS**

**Item No. 3**

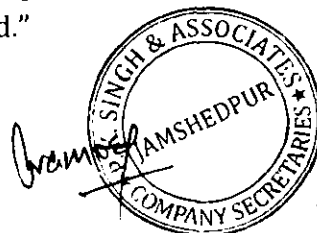
**Power to create charge on the assets of the Company to secure borrowings up to Rs. 300 crore**



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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Shareholders of the Company at the Annual General Meeting held on August 02, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (**‘Act’**), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the **‘Board’** which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 300 crore (Rupees Three Hundred crore only) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).

**RESOLVED FURTHER THAT** the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including 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 members of vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>119</b>	<b>38,04,354</b>	<b>99.97</b>
<b>Total</b>	<b>119</b>	<b>38,04,354</b>	<b>99.97</b>

ii. Voted **against** the resolution:

Method of voting	Number of members of vote.	Number of votes cast by them against the resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>18</b>	<b>1161</b>	<b>0.03</b>
<b>Total</b>	<b>18</b>	<b>1161</b>	<b>0.03</b>

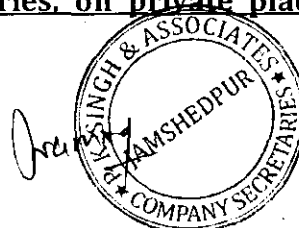
iii. **Invalid votes :**

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Result: PASS**

**Item No. 4**

**Issue, offer and allot 11.25% non-cumulative, optionally-convertible, non-participating redeemable preference shares in two series, on private placement basis, to Tata Steel Limited ('TSL')**



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

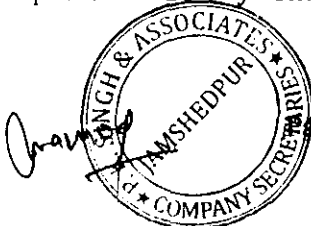
**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (the “SEBI ICDR Regulations”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, each as amended from time to time, any other applicable laws, rules and regulations and enabling provisions of the Memorandum of Association 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 11.25% non-cumulative, optionally-convertible, non-participating redeemable preference shares of face value of Rs. 10 (Rupees Ten only) each at par, for cash, for an aggregate amount not exceeding Rs. 25 crore (Rupees Twenty Five crore only), in two Series i.e.

Series 1- Rs. 12 crore (Rupees Twelve crore only); and

Series 2- Rs. 13 crore (Rupees Thirteen crore only)

on a private placement basis to Tata Steel Limited, (“OCRPS”), convertible in two Series, into 16,21,376 number of equity shares of the face value of Rs. 10 each at a conversion price of Rs. 154.19 each, as determined in accordance with the SEBI ICDR Regulations, the proceeds of which will be primarily utilized towards prepayment/repayment of the whole or a part of the existing indebtedness of the Company and/or for other 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.

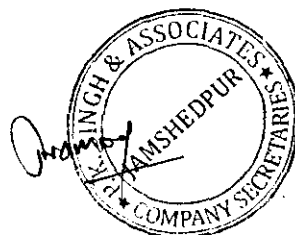
**RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations, the OCRPS shall be allotted within 15 days from the date of passing of this resolution by the Members, provided that where the said allotment is pending on account of pendency of any approval or permission for such allotment by any regulatory authority, the period of 15 days shall be counted from the date of such approval or permission.

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**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations, for determination of the minimum price at which the OCRPS could convert into equity shares of the Company is falling on Saturday, April 2, 2022, accordingly Friday April 1, 2022 will be reckoned to be the Relevant Date for all purposes.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the particulars in respect of the offer are as under:

- a. The OCRPS shall be allotted in dematerialized form and the equity shares arising on conversion, (in two series) shall also be allotted in dematerialized form, free from any encumbrances;
- b. The OCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
- c. The OCRPS shall be non-participating in the surplus funds;
- d. The OCRPS 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;
- e. The proposed allottee shall be required to bring in 100% of the consideration, for the OCRPS to be allotted, on or prior to the date of allotment thereof, from its bank account;
- f. Holders of OCRPS shall be paid dividend on a non-cumulative basis;
- g. OCRPS shall be convertible, (in two series), into equity shares at the option of the Company within a period of 18 months from the date of allotment;
- h. OCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
- i. OCRPS shall be redeemable at par upon maturity at the end of 18 months or redeemed early at the option of the Company at 3 monthly intervals from the date of allotment; and
- j. OCRPS will carry a dividend rate of 11.25% p.a.




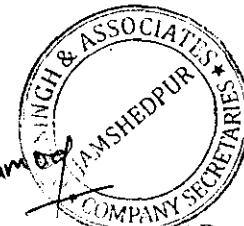
**RESOLVED FURTHER THAT** the equity shares to be issued to the proposed allottee in the event of conversion (in two Series, at the option of the Company) of the OCRPS, shall be listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') and shall rank pari-passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Board or any Committee thereof be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be issued to the proposed allottee upon conversion (in two Series, at the option of the Company) of the OCRPS and for admission of such OCRPS and the equity shares with the depositories, and for the credit of such OCRPS and the equity shares to be issued upon conversion of the OCRPS to the demat account of the proposed allottee.

**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 applications, documents, forms, etc. as required with the regulatory/statutory authorities, stock exchanges, depositories, 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."

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

i. Voted in favour of the resolution:

Method of voting	Number of members of vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
E-voting	125	38,04,623	99.98
Total	125	38,04,623	99.98

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
<b>E-voting</b>	<b>12</b>	<b>892</b>	<b>0.02</b>
<b>Total</b>	<b>12</b>	<b>892</b>	<b>0.02</b>

iii. **Invalid** votes :

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Result: PASS**

**Item No. 5**

**Issue, offer and allot 12.17% (effective yield) non-cumulative, non-convertible, non-participating redeemable preference shares ('NCRPS') on private placement basis, to Tata Steel Limited ('TSL')**

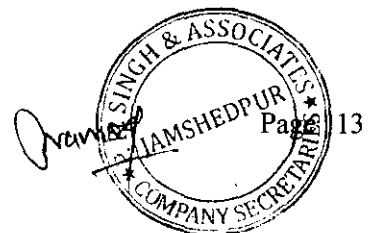
To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"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 and other applicable rules, regulations and notifications (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (**'Act'**), and the provisions of the Memorandum of Association and the 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, unlisted non-cumulative, non-convertible, non-participating redeemable preference shares of face value of Rs. 10 each ('NCRPS'), for an amount not exceeding Rs. 239 crore (Rupees Two Hundred Thirty Nine crore only), at a dividend @ 1% p.a. for first three years and @ 18.3% p.a. thereafter for the remaining term (effective yield 12.17%) to TSL, the promoter of the Company, on private placement basis, at par, for cash, to meet the additional working capital requirements of the Company, repayment/prepayment of any indebtedness including financial or operational creditors of the Company, and/or for other 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.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations and notifications, including any modification or re-enactment 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. The dividend payment to holders of NCRPS is discretionary (non-guaranteed) and non-cumulative in nature;
5. NCRPS shall not be convertible into equity shares;
6. NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
7. NCRPS shall be redeemable at par upon maturity or optional early redemption with accrued interest thereon computed on the basis of the effective yield of the instrument, at the option of the Company on a quarterly basis at 3-month intervals from the date of allotment; and



8. NCRPS will carry a dividend @ 1% p.a. for first three years and @ 18.3% p.a. thereafter for the remaining term (effective yield 12.17%).

**RESOLVED FURTHER THAT** the Board, 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 authorise the officials of the Company for the aforesaid purpose, as may be 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.”

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

i. Voted in favour of the resolution:

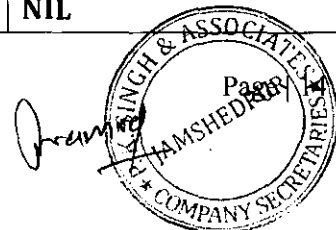
Method of voting	Number of members of vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>125</b>	<b>38,04,623</b>	<b>99.98</b>
<b>Total</b>	<b>125</b>	<b>38,04,623</b>	<b>99.98</b>

ii. Voted against the resolution:

Method of voting	Number of members of vote.	Number of votes cast by them against the resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>12</b>	<b>892</b>	<b>0.02</b>
<b>Total</b>	<b>12</b>	<b>892</b>	<b>0.02</b>

iii. Invalid votes :

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



**Result: PASS**

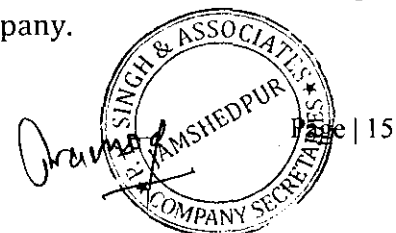
**Item No. 6**

**Approval of Material Related Party Transaction(s) with Tata Steel Limited for fund raising**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“**SEBI Listing Regulations**”), and all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company’s policy on Related Party Transaction(s) and in terms of the Memorandum and Article of Association of the Company, each as amended from time to time, approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”), to enter into contract(s)/arrangement(s)/ transaction(s) with Tata Steel Limited, 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 for;

- a. issuance of 12.17% (effective yield) non-cumulative, non-convertible, non-participating redeemable preference (“**NCRPS**”), on such terms and conditions as the Board in its absolute discretion may deem fit, for an aggregate amount not exceeding `239 crore (Rupees Two Hundred Thirty Nine crore only), at dividend @ 1% p.a. for first three years and @ 18.3% p.a. thereafter for the remaining term (effective yield 12.17%) at par, for cash, in one or more tranches, for a tenure of 15 years, for each tranche; and,
- b. availing Inter-Corporate Loan/Deposits, on such terms and conditions as the Board in its absolute discretion may deem fit, for an aggregate amount not exceeding Rs. 100 crore (Rupees One Hundred crore only), at an interest rate (drawdown linked to market rates) of 9.5% p.a., in one or more tranches through June 2023, for a tenure of 24 months, for each tranche, provided that both the aforesaid contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

 | 15



**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 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.

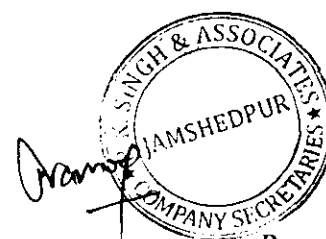
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Managing Director or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps 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 of vote	Number of votes casted of them in favour of Resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>124</b>	<b>51,497</b>	<b>98.58</b>
<b>Total</b>	<b>124</b>	<b>51,497</b>	<b>98.58</b>



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
<b>E-voting</b>	<b>11</b>	<b>743</b>	<b>1.42</b>
<b>Total</b>	<b>11</b>	<b>743</b>	<b>1.42</b>

iii. **Invalid** votes :

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>


**Result: PASS**

**Item No. 7**

**Approval of Material Related Party Transaction(s) with Tata Steel Limited for FY 2022-23 and FY 2023-24 for operational matters**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”), if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Memorandum of Association and Articles of Association of the Company and the Policy on Related Party Transactions of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/ transaction(s) for each of the financial years 2022-23 and 2023-24, with Tata Steel Limited, a related party within the meaning of Section 2(76) of the

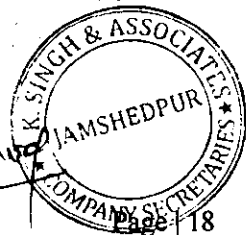
The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text 'K. SINGH & ASSOCIATES' at the top, 'JAMSHEDPUR' in the center, and 'INDIA' at the bottom. To the right of the stamp, the number '17' is printed.

Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations, for sale of goods and rendering of services, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs. 266 crore (Rupees Two Hundred Sixty Six crore only) per annum for each financial year, and for purchase of goods and receipt of services, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs. 42 crore (Rupees Forty Two crore only) per annum for each financial year, (as detailed in the Statement annexed to the Notice), provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "Board" which term shall include a Committee of 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 deeds, contracts, schemes, agreements, papers, write ups and such other documents, file applications and make representations in respect thereof and seek approval from relevant Government/Statutory/Regulatory 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 or consequential thereto or connected therewith, 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, severally, 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 respects."

*Arampal*  
  
Page 18

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

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

Method of voting	Number of members of vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>124</b>	<b>51,497</b>	<b>98.58</b>
<b>Total</b>	<b>124</b>	<b>51,497</b>	<b>98.58</b>

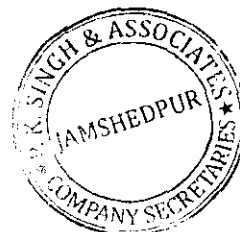
ii. Voted **against** the resolution:

Method of voting	Number of members of vote.	Number of votes cast by them against the resolution	% of total number of valid votes cast
<b>E-voting</b>	<b>11</b>	<b>743</b>	<b>1.42</b>
<b>Total</b>	<b>11</b>	<b>743</b>	<b>1.42</b>

iii. **Invalid votes :**

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
<b>E-voting</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

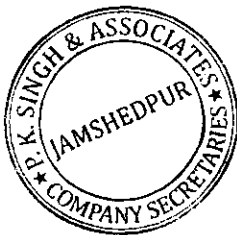
**Result: PASS**



**Note:-**

1. TATA STEEL LIMITED, being interested party has not casted their vote for Resolution No. 6 & 7.
2. 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: 02<sup>nd</sup> May, 2022



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

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

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

[Name and Signature of the Scrutinizer]

UDIN: F005878D000257140

A handwritten signature in black ink, appearing to read "Prasun".

Countersigned by Mr. Prasun Banerjee  
Company Secretary  
TRF Limited.