



TRF LIMITED

Ref :SEC:152

Date : July 20, 2020

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**

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

Dear Madam, Sir,

Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular

Please find enclosed the Annual Secretarial Compliance Report of TRF Limited, dated July 14, 2020 for the year ended on March 31, 2020, certified by Mr. Debabrata Dutt of M/s. D. Dutt & Co., Practicing Company Secretaries.

This Report has been issued in terms of SEBI Circular CIR/CFD/CMD1/27 /2019 dated February 08, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,
For TRF LIMITED

Subhashish Datta
Company Secretary &
Compliance Officer

Encl : As above

Ref:

Date: 14 JUL 2020

**Annual Secretarial Compliance Report of TRF Limited
for the financial year ended 31st March, 2020
pursuant to Regulation 24A of SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015**

1. This report is issued in accordance with the terms of our engagement letter dated 14.02.2020.

Management's Responsibility:

2. The Company's Board of Directors is responsible for compliance of the Acts, Rules, Regulations, circulars/guidelines etc. mentioned in Annex A to the Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by the Securities and Exchange Board of India [SEBI] under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to be submitted by the Company to the stock exchanges.

Practising Company Secretary's Responsibility:

3. Our responsibility is to check on an annual basis compliance of all applicable SEBI Regulations and circulars / guidelines issued thereunder and to submit a report to the listed entity in the manner specified in circular referred above.

4. We state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have carried out examination of the relevant records and documents of the Company in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (the ICSI) in so far as applicable for the purpose of this report, and as per the Guidance Note on Non-Financial Disclosures and Guidance Note on Code of Conduct for CS issued by the ICSI requiring us to combine ethical standards with the performance of technical skills.

6. We have also complied with the relevant applicable requirements of the Guidance Manual on Quality of Audit & Attestation Services issued by ICSI for the related service engagement.

7. This secretarial compliance report has been prepared upon receipt / exchange of requisite information and extract of documents through electronic mails with the objective to obtain reasonable assurance on the compliance with applicable SEBI Regulations and circulars / guidelines issued thereunder as applicable to the Company for the financial year ending 31st March, 2020 during the lockdown period due to Covid-19 pandemic as notified by Government of India and/or other State



Governments. Due to lockdown and consequent restrictions on movement, we could not verify the original records of the Company related to compliance.

8. We, D. Dutt & Co., Company Secretaries have examined:

- (a) all the relevant documents and records made available to us and explanations provided by TRF Limited ("the listed entity") having CIN: L74210JH1962PLC000700 by electronic mail,
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'];
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [not applicable to the Company during the Review Period since there was no event requiring compliance]
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [not applicable to the Company during the Review Period since there was no event requiring compliance]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [not applicable to the Company during the Review Period since there was no event requiring compliance]
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [not applicable to the Company during the Review Period since there was no event requiring compliance]
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [not applicable to the Company during the Review Period since there was no event requiring compliance]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, **except** in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 33(3) of the Listing Regulations - Submission of quarterly and year-to-date standalone / consolidated financial results to the stock exchange within forty-five days of end of quarter ending 30.09.2019.	Submitted on 14.02.2020	Fines aggregating to Rs. 542,800/- each has been paid in three tranches to BSE Limited and National Stock Exchange of India Limited.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations / Remarks of the Practicing Company Secretary, if any
1.	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Delay in submission of quarterly and year-to-date standalone / consolidated financial results to the stock exchanges within forty-five days of end of quarter ending 30.09.2019 under Regulation 33(3) of the Listing Regulations.	In terms of the provisions of SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018 the Company received notices from Stock Exchanges to freeze the demat accounts of all the promoter entities for non-compliance of	Fines aggregating to Rs. 542,800/- each has been paid to BSE and NSE by the Company in three tranches and it requested the Stock Exchanges vide email dated 24.12.2019 not to freeze the shareholding of the promoters.



			Regulation 33 / non-payment of fines.	The Stock Exchanges have accepted the written representation of the company and promoter's shareholding was not frozen.
2.	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Delayed submission of Annual Report for the financial year ending 31.03.2019 under Regulation 34 of the Listing Regulations.	Company received notices imposing fines for delayed submission of Annual Report for the financial year ending 31.03.2019.	The Company paid the fines aggregating to Rs. 47,200/- each to BSE and NSE on 29.10.2019. The company undertook statutory filings based on the guidance and communication with the Exchange(s). Hence, the Company had taken up this matter with the Exchanges(s) and sought refund of the fines levied. On submission of waiver request from the Company, BSE and NSE (both) have withdrawn the fines.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr. No</i>	<i>Observations of the Practising Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practising Company Secretary on</i>
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		<i>report for the year ended... (The years are to be mentioned)</i>		<i>the actions taken by the listed entity</i>
Nil				

Place: Kolkata

Date: 14.07.2020

For D. DUTT & CO.
Company Secretaries
UNIQUE CODE NUMBER: I2001WB209400



(DEBABRATA DUTT)
Proprietor
FCS-5401
C.P. No.-3824
UDIN No. F005401B000447854

