



TRF LIMITED

Ref :SEC:152

July 17, 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: Declaration of Voting Results of Postal Ballot

This has reference to our letter dated June 17, 2020, enclosing the Postal Ballot notice dated June 6, 2020, for seeking approval of the Members of the Company through ordinary resolution, for entering into material Related Party transactions with Tata Steel Limited, for the financial years 2020-21 and 2021-22, by way of postal ballot only through remote electronic voting process ("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 the aforesaid business, 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 July 17, 2020, 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 and will also be made available on the website of National Securities Depository Limited at www.evoting.nsdl.com.

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

For TRF Limited

(Subhashish Datta)

Company Secretary and Compliance Officer

Encl: As above



Annexure 1

Format for Voting Results

Date of Declaration of Postal Ballot/AGM/EGM	Resolution passed through Postal ballot on July 17, 2020
Total number of shareholders on record date (i.e. June 12, 2020)	21, 983
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Subhashish Datta
Company Secretary & Compliance Officer

11 Station Road Burmamines Jamshedpur 831 007 INDIA
Tel +91 657 3046266 FAX +91 657 2345718 e mail: comp_sec@trf.co.in www.trf.co.in
CIN L74210JH1962PLC000700

A **TATA** Enterprise



TRF LIMITED

Resolution	Approval of material related party transaction(s) with Tata Steel Limited
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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
	Total		37,55,235	0	0	0	0	0	0	0
Public-Institutions	E-Voting	30,318	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
	Total		30,318	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	72,18,859	63,613	0.88	60,841	2,772	95.64	4.36	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	Total		72,18,859	63,613	0.88	60,841	2,772	95.64	4.36	0
Total		1,10,04,412	63,613	0.88	60,841	2,772	95.64	4.36	0	0
Whether resolution is passed or not										Yes

Subhashish Datta
Company Secretary and Compliance Officer

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CIN L74210JH1962PLC000700
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**P. K. SINGH & ASSOCIATES** COMPANY SECRETARIES

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

Dated: 17/07/2020

To,
The Company Secretary
TRF Limited
Jamshedpur

Sub: Submission of original documents relating to e- voting on Postal Ballot completed on Friday, 17th July, 2020 till 05 pm.

Dear Sir,

We hereby submit the following original documents and reports in respect of E-voting on postal ballot completed on Friday, 17th July, 2020 till 5 pm :-

1. Scrutinizer Report of E- Voting.
2. Registers of E- Voting.
3. NSDL data duly signed by the Scrutinizer along with two witnesses.

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

Please acknowledge receipt and oblige.

Thanking you.

Yours Faithfully

Pramod Kumar Singh, FCS-5878
(Practicing Company Secretary)
Partner
P.K. Singh & Associates



Encl: As above



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: 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 on Postal Ballot, closed on Friday, 17th July, 2020 at 5.00pm.

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 scrutinize and submit the report on the remote e-voting process on the postal ballot in respect of the

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below mentioned resolution passed by the shareholders of TRF Ltd through remote e-voting on Postal Ballot, closed on Friday, 17th July, 2020 at 5.00pm.

The Notice dated 06th June, 2020 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 on the postal Ballot.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The shareholders of the Company holding shares as on the 'cut off date' Friday 12th June, 2020 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot. The Postal Ballot was sent through email to shareholders as no postal/courier services was available due to threat posed by COVID-19. Notice contains detail information regarding use of e-voting facilities by the shareholders.

The voting period for remote e-voting on Postal Ballot commenced on Thursday 18 June, 2020 at 09:00 am and ended on Friday, 17th July, 2020 at 5:00 pm and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting, the report on voting was generated by undersigned in the presence of 2 witnesses.

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 Report as under on the result of the remote e-voting on Postal Ballot in respect of the said Resolution.

Item - 1.

Special Business:

RESOLUTION: Approval of material related party transaction(s) with Tata Steel Limited

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

“RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), 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) for each of the financial years 2020-21 and 2021-22, 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 Listing Regulations, for sale of Project Construction Services, Life Cycle Services and Auxiliary Services on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 420 crore for each financial year, and for purchase of Project Construction and Auxiliary Services and Procurement of Steel and steel products, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 40 crore 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 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, schemes, 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 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.

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

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

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

Method of voting	Number of members casted vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
E-voting	76	60841	95.64
Total	76	60841	95.64

ii) Voted **against** the resolution:

Method of voting	Number of members casted vote.	Number of votes cast by them against the resolution	% of total number of valid votes cast
E-voting	6	2772	4.36
Total	6	2772	4.36

iii) **Invalid** votes :

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

RESULT: Resolution passed.



Note:-

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

Thanking you,

Yours truly,

For P. K. Singh & Associates

Place: Jamshedpur

Dated: 17 July 2020

UDIN:- **F005878B000469583**



A handwritten signature in blue ink, appearing to read "Pramod", with a horizontal line extending to the right.

Pramod Kumar Singh,

FCS: 5878 | C.P No. : 19115

Partner

For TRF Limited

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

Subhashish Datta
Company Secretary & Compliance Officer

[Name and Signature of the Scrutinizer]