



Ref :SEC:152

Date : June 23, 2021

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(s),

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Please find enclosed the Annual Secretarial Compliance Report of TRF Limited, for the year ended March 31, 2021, issued by Mr. Debabrata Dutt of M/s. D. Dutt & Co., Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,
For TRF LIMITED

A handwritten signature in blue ink, appearing to read 'Subhashish Datta'.

Subhashish Datta
Company Secretary &
Compliance Officer

Encl: As above

Ref:

Date : 31 MAY 2021

**Annual Secretarial Compliance Report of TRF Limited
for the financial year ended 31st March, 2021
pursuant to Regulation 24A of SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015**

1. This report is issued in accordance with our engagement letter dated December 2, 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, checking of documents uploaded by the Company on its Website and other communications exchanged through various mode, 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,



2021. We have performed the examination process of this report during the period of severe spike in Covid-19 infections in the month of April, 2021 in the State of West Bengal and Jharkhand; consequent restrictive travel guidelines, staggered office hours, work from home mode of working being followed by the Company and consequential inability of accessing and physically verifying the original records of the Company related to compliance.

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

- (a) 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, 2021 ("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



(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

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:-

<i>Sr. No</i>	<i>Compliance Requirement (Regulations / circulars / guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations / Remarks of the Practising Company Secretary</i>
None			

(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:

<i>Sr. No</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>Details of action taken e.g. fines, warning letter, debarment etc.</i>	<i>Observations / Remarks of the Practising Company Secretary, if any</i>
None				

(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 report for the year ended... (The years are to be mentioned)</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practising Company Secretary on the actions taken by the listed entity</i>
1.	Regulation 33(3) of the Listing Regulations -	Secretarial Compliance	Fines aggregating to	Compliance by requisite filing



	<p>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.</p> <p>In terms of the provisions of SEBI SOP Circular No. SEBI/HO/CFD/CMD/CI R/P/2018/77 dated May 3, 2018 the Company received notices from BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) to freeze the demat accounts of all the promoter entities for non-compliance of Regulation 33 / non-payment of fines.</p>	<p>Report for the year ended 31st March, 2020</p>	<p>Rs. 542,800/- each has been paid in three tranches to BSE Limited and National Stock Exchange of India Limited.</p> <p>The Company requested the Stock Exchanges vide email dated 24.12.2019 not to freeze the shareholding of the promoters.</p>	<p>/ submission was done on 14.02.2020.</p> <p>BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) have accepted the written representation of the company and promoter's shareholding was not frozen.</p>
<p>2.</p>	<p>Regulation 34 of the Listing Regulations -</p> <p>Late submission of Annual Report for the financial year ending 31.03.2019</p>	<p>Secretarial Compliance Report for the year ended 31st March, 2020</p>	<p>The Company paid the fines aggregating to Rs. 47,200/- each to BSE and NSE on 29.10.2019.</p> <p>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.</p>	<p>On submission of waiver request from the Company, BSE and NSE (both) have withdrawn the fines and the fines already paid would be adjusted against payment of future listing / other fees.</p>



D. DUTT & CO.
Company Secretaries

Continuation Sheet No.

Place: Kolkata

For D. DUTT & CO.

Company Secretaries

UNIQUE CODE NUMBER: I2001WB209400

Date: 31.05.2021



(DEBABRATA DUTT)

Proprietor

FCS-5401

C.P. No.-3824

UDIN No.: F005401C000396352

