



TRF LIMITED

August 17, 2023

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 60<sup>th</sup> Annual General Meeting ('AGM') of TRF Limited ('the Company')**

The 60<sup>th</sup> AGM of the Company was held on Thursday, August 17, 2023, at 11:00 a.m. (IST). The AGM was conducted through Video Conference / Other Audio-Visual Means to transact the business as stated in the Notice convening the AGM dated May 5, 2023.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), as amended – **Annexure A**
- 2) Combined voting results of remote e-voting prior to the AGM 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**
- 3) The Scrutinizer's Report dated August 17, 2023, 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 12:15 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)



**TRF LIMITED**

This is for your information and records.

Thanking you,

Yours faithfully,  
**TRF LIMITED**

**Prasun Banerjee**  
Company Secretary

Encl: As above

**ANNEXURE A**

**Summary of proceedings of the 60<sup>th</sup> Annual General Meeting ('AGM/Meeting')**

The 60<sup>th</sup> AGM of the Members of TRF Limited ('the Company') was held on Thursday, August 17, 2023 at 11:00 a.m. (IST) through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

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.

Mr. Avneesh Gupta, Chairman of the Board, chaired the Meeting. The Chairman 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 Ms. Ramya Hariharan, Independent Director, who could not attend the meeting due to personal exigency.

The Chairman 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, representatives of Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors, Shome & Banerjee, Cost Auditors, D. Dutt & Co., Secretarial Auditors of the Company and Mr. Pramod Kumar Singh of P.K. Singh & Associates, the Scrutinizer for the remote e-voting and the e-voting during the proceedings of the AGM, were also present at the Meeting through VC.

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. As there was no physical attendance of Members which was in



## TR F LIMITED

compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the member were informed that 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 on the current economic scenario and the Company's performance during Fiscal 2023 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, 2023 were taken as read. The Members were informed that there were no qualifications, observations or adverse remarks in the reports of the Statutory Auditor.

Thereafter, Mr. Umesh Kumar Singh, Managing Director of the Company made a presentation on the operational and financial performance of the Company for the Financial Year 2022-23.

In terms of the Notice dated May 5, 2023 convening the 60<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, 2023 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, 2023 and the reports of the Auditors thereon.	Ordinary
3.	Appointment of a Director in the place of Mr. Avneesh Gupta (DIN: 07581149), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
4.	Ratification of the remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company.	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



TR F L I M I T E D

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](mailto: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 as 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 & Compliance Officer



TRF LIMITED

ANNEXURE B

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

Date of Annual General Meeting	August 17, 2023
Total number of shareholders on record date (i.e. August 10, 2023)	24,295
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	NA
Public	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	2
Public	52

**Prasun Banerjee**  
Company Secretary

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, 2023 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	3755235	100.00	3755235	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	3755235	100.00	3755235	0	100.00	0.00	0
B	Public- Institutions	E-Voting	259933	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>		259933	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	6989244	151377	2.17	115108	36269	76.04	23.94	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>		6989244	151377	2.17	115108	36269	76.04	23.94	0
<b>Total (A+B+C)</b>			11004412	3906612	35.50	3870343	36269	99.07	0.93	0	0.00
<b>Whether resolution is Pass or Not</b>								<b>Yes</b>			



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, 2023 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	3755235	100.00	3755235	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	3755235	100.00	3755235	0	100.00	0.00	0
B	Public- Institutions	E-Voting	259933	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>		259933	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	6989244	151377	2.17	115110	36267	76.04	23.96	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>		6989244	151377	2.17	115110	36267	76.04	23.96	0
<b>Total (A+B+C)</b>			11004412	3906612	35.50	3960138	526	99.07	0.93	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. Avneesh Gupta (DIN:07581149), 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	3755235	100.00	3755235	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	3755235	100.00	3755235	0	100	0.00	0
B	Public- Institutions	E-Voting	259933	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		259933	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	6989244	151377	2.17	89306	62071	59.00	41.00	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		6989244	151377	2.17	89306	62071	59.00	41.00	0
<b>Total (A+B+C)</b>			11004412	3906612	35.50	3844541	62071	98.41	1.59	0	0
<b>Whether resolution is Pass or Not.</b>								<b>Yes</b>			



Prasun Banerjee  
Company Secretary

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Resolution – 4											
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	3755235	100.00	3755235	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	3755235	100.00	3755235	0	100.00	0.00	0	0.00
B	Public- Institutions	E-Voting	259933	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>	259933	0	0.00	0	0	0.00	0.00	0	0.00
C	Public- Non Institutions	E-Voting	6989244	151417	2.17	64337	87080	42.49	57.51	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>	6989244	151417	2.17	64337	87080	42.49	57.51	0	0.00
<b>Total (A+B+C)</b>			11004412	3906612	35.50	3819572	87080	97.77	2.23	0	0
<b>Whether resolution is Pass or Not.</b>								<b>Yes</b>			



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 60<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 60<sup>th</sup> Annual General Meeting of TRF Limited held on Thursday, August 17, 2023 at 11.00 a.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 60<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 Thursday, August 17, 2023 at 11.00 a.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 05, 2023, convening the AGM along with the Annual Report 2022-23, 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, December 14, 2021 and December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (“SEBI Circulars”).

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 Monday, August 14, 2023 at 9:00 a.m. (IST) and ended on Wednesday, August 16, 2023 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 Thursday, August 10, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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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



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, 2023 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
120	3870343	99.07



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	36269	0.93

(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, 2023 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
121	3870345	99.07



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	36267	0.93

(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. Avneesh Gupta (DIN: 07581149), 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
117	3844541	98.41



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	62071	1.59

(iii). **Invalid** votes:

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

**Result: Pass**

Special Business

#### **Resolution 4: 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 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, 2024.





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

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**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
114	3819572	97.77

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	87080	2.23

**(iii) Invalid** votes:

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

**Result: Pass**



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

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**Note:-**

1. This report is signed by scrutinizer digitally.

Thanking you,  
Yours faithfully,

Place: 17/08/2023  
Dated: Jamshedpur

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

PRAMOD  
KUMAR SINGH

Digitally signed by  
PRAMOD KUMAR SINGH  
Date: 2023.08.17 13:41:25  
+05'30'

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

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

**UDIN: F005878E000813443**

**For TRF LIMITED**

**COMPANY SECRETARY**