



TRF LIMITED

September 18, 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 (K)
Mumbai - 400 051
Maharashtra, India.
Symbol: TRF

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

Dear Madam, Sirs,

Sub: Summary of Proceedings and Voting Results of the 57th Annual General Meeting ('AGM') of TRF Limited ('the Company')

In terms of the General Circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (together referred to as MCA Circulars) and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (referred to as SEBI Circular) and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 57th AGM of the Company was held on Friday, September 18, 2020 at 3.00 p.m. (IST) through two-way Video Conference ('VC')/Other Audio Visual Means ('OAVM') to transact the business as stated in the AGM Notice dated August 25, 2020 ('Notice'). All the items of business contained in the Notice were transacted and passed by the Members with requisite majority. The Company also facilitated the live webcast of the proceedings.



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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 Listing Regulations, as amended – Annexure A
- 2) Combined voting results of remote e-voting 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 September 18, 2020, 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 4:17 p.m. (IST).

The voting results along with the Scrutinizer's Report is available on the Company's website at www.trf.co.in and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Thanking you.

Yours faithfully,

TRF Limited

Subhashish Datta
Company Secretary &
Chief Commercial

Encl: As above

Summary of proceedings of the 57th Annual General Meeting ('AGM/Meeting')

The 57th AGM of the Members of TRF Limited ('the Company') was held on Friday, September 18, 2020 at 3:00 p.m. (IST) through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in this regard, and other social distancing norms in view of the global outbreak of the COVID-19 pandemic.

Mr. Subhashish Datta, Company Secretary & Chief Commercial, welcomed the Members to the Meeting and briefed them on certain points relating to their participation at the Meeting through audio visual means.

Mr. T.V. Narendran, 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 except Ms. Ramya Hairharan were present at the Meeting through VC from their respective locations. The Chairman welcomed the Directors 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 informed the Members that, representatives of Price Waterhouse & Co. Chartered Accountants LLP, Statutory Auditors, M/s. D. Dutt & Co, Secretarial Auditors and M/s. P.K. Singh & Associates, Scrutinizers 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 then informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging in to NSDL website. The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as



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required under the Companies Act, 2013 were available for inspection in electronic mode, should any Member request for the same.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2020 were taken as read. There were no qualifications, observations or adverse remarks in the Statutory and Secretarial Auditor's Reports.

The Chairman then made his opening remarks with respect to macro-economic environment, Company's performance, strategic directions and future outlook.

Mr. Alok Krishna, Managing Director of the Company made a presentation on the operational and financial performance of the Company for the Financial Year 2019-20.

In terms of the Notice dated August 25, 2020 convening the 57th AGM of the Company, the following businesses were transacted at the Meeting through remote e-voting. All Resolutions were Ordinary Resolutions, except Resolution No. 8 and 10 which were Special Resolutions.

- 1) Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
- 2) Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2020 and the report of the Auditors thereon.
- 3) Appointment of a Director in place of Mr. Rajesh Ranjan Jha (DIN:07715246) who retires by rotation and being eligible, seeks re-appointment.
- 4) Appointment of Mr. T. V. Narendran (DIN:03083605) as a Director
- 5) Appointment of Mr. Koushik Chatterjee (DIN:00004989) as a Director
- 6) Appointment of Ms. Ramya Hariharan (DIN:06928511) as an Independent Director
- 7) Appointment of Mr. Krishnava Satyaki Dutt (DIN:027922753) as an Independent Director
- 8) Re-appointment of Mr. Sabyasachi Hajara (DIN:00004485) as an Independent Director
- 9) Appointment of Mr. Alok Krishna (DIN:08066195) as a Director
- 10) Appointment of Mr. Alok Krishna (DIN:08066195) as Managing Director



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11) Ratification of the remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company.

Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairman appropriately responded to the questions raised.

Post the question and answer session, the Chairman authorized Mr. Subhashish Datta to carry out the e-voting process and conclude the Meeting. The Chairman further informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at www.trf.co.in and the National Securities Depository Limited at 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. Datta declared the Meeting 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

Subhashish Datta

Company Secretary &
Chief Commercial



TRF LIMITED

ANNEXURE B

57th Annual General Meeting Voting Results

Date of the Annual General Meeting	September 18, 2020
Total number of shareholders on record date (September 11, 2020)	22,973
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	1
Public	49

TRF Limited

Subhashish Datta
Company Secretary &
Chief Commercial

TRF LIMITED

Resolution – 1											
Resolution required: (Ordinary / Special)				Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?				No							
Description of resolution considered				Consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$	(8)	$(9) = \frac{(8)}{(2)} * 100$
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20945	0.29	20605	340	98.38	1.62	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00	0	0.00
Whether resolution is Pass or Not.								Yes			

Suhish alt

Company Secretary & Chief Commercial

TRF LIMITED

Resolution - 2											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	21043	0.29	20703	340	98.38	1.62	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Suhish alt

Company Secretary & Chief Commercial

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. Rajesh Ranjan Jha (DIN:07715246), 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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$	(8)	$(9) = \frac{(8)}{(2)} * 100$
A	Promoter and Promoter Group	E-Voting	3755235	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20863	0.29	20388	475	97.72	2.28	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 4											
Resolution required: (Ordinary / Special)				Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?				No							
Description of resolution considered				Appointment of Mr. T. V. Narendran (DIN:03083605) as a Director							
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20863	0.29	19638	1225	94.13	5.87	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Suhish alt

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 5											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Appointment of Mr. Koushik Chatterjee (DIN:00004989) as a Director						
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20863	0.29	19638	1225	94.13	5.87	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhish alt

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 6											
Resolution required: (Ordinary / Special)				Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?				No							
Description of resolution considered				Appointment of Ms. Ramya Hariharan (DIN:06928511) as an Independent Director							
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20863	0.29	20523	340	98.37	1.63	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 7											
Resolution required: (Ordinary / Special)				Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?				No							
Description of resolution considered				Appointment of Mr. Krishnava Satyaki Dutt (DIN:02792753) as an Independent Director							
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20863	0.29	20523	340	98.37	1.63	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 8											
Resolution required: (Ordinary / Special)					Special						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Re-appointment of Mr. Sabyasachi Hajara (DIN: 00004485) as an Independent Director						
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20863	0.29	20523	340	98.37	1.63	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 9											
Resolution required: (Ordinary / Special)				Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?				No							
Description of resolution considered				Appointment of Mr. Alok Krishna (DIN: 08066195) as a Director							
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20813	0.29	20473	340	98.37	1.63	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 10											
Resolution required: (Ordinary / Special)					Special						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Appointment of Mr. Alok Krishna (DIN: 08066195) as Managing Director						
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20811	0.29	20471	340	98.37	1.63	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial

TRF LIMITED

Resolution – 11											
Resolution required: (Ordinary / Special)					Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?					No						
Description of resolution considered					Ratification of remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company						
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	3753275	99.95	3753275	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
		Total		3755235	0	0.00	0	0	0.00	0.00	0
B	Public- Institutions	E-Voting	2714	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		2714	0	0.00	0	0	0.00	0.00	0
C	Public- Non Institutions	E-Voting	7246463	20860	0.29	20520	340	98.37	1.63	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		7246463	0	0.00	0	0	0.00	0.00	0
Total (A+B+C)			11004412	0	0.00	0	0	0.00	0.00		
Whether resolution is Pass or Not.								Yes			

Sukhvir Singh

Company Secretary & Chief Commercial



P. K. Singh & Associates
(Company Secretaries)

Consolidated Report of Scrutinizer [Remote E-voting and E- Voting at 57th 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 by Companies (Management and Administration) Amendment Rules, 2015 and remote e-voting during the 57th Annual General Meeting of TRF Limited held on Friday, September 18, 2020 at 3.00 p.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 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

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Sukhbir Singh



P. K. Singh & Associates
(Company Secretaries)

mentioned resolutions proposed at the 57th Annual General Meeting (“AGM”) of The TRF Limited on Friday, September 18, 2020 at 3.00 p.m.(IST) through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated August 25, 2020, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be 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, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular dated May 12, 2020.

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 Tuesday, September 15, 2020 (9:00 a.m. IST) and ended on Thursday, September 17, 2020 (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 Friday, September 11, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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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

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 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
81	37,73,880	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

(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, 2020 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
80	37,73,798	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

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(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

To appoint a Director in the place of Mr. Rajesh Ranjan Jha (DIN:07715246), 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
77	37,73,663	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	475	0.01

Sukhdev Singh



P. K. Singh & Associates
(Company Secretaries)

(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

Appointment of Mr. T. V. Narendran as a Director

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

"RESOLVED THAT Mr. T. V. Narendran (DIN:03083605) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective November 13, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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(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
79	37,72,913	99.97

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1225	0.03

(iii) **Invalid** votes:

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

Result: Pass

Resolution 5: Ordinary Resolution

Appointment of Mr. Koushik Chatterjee as a Director

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

"RESOLVED THAT Mr. Koushik Chatterjee (DIN:00004989) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective November 13, 2019 and who holds office up to the date of this Annual General

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Meeting of the Company under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

(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
79	37,72,913	99.97

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1225	0.03

(iii) **Invalid** votes:

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

Result: Pass

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Resolution 6: Ordinary Resolution

Appointment of Ms. Ramya Hariharan as an Independent Director

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

"RESOLVED THAT Ms. Ramya Hariharan (DIN:06928511), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective September 19, 2019 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Ms. Ramya Hariharan (DIN:06928511), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a term of five years commencing

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effective September 19, 2019 through September 18, 2024, not liable to retire by rotation."

(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
80	37,73,798	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

(iii) **Invalid** votes:

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

Result: Pass

Resolution 7: Ordinary Resolution

Appointment of Mr. Krishnava Satyaki Dutt as an Independent Director

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

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"RESOLVED THAT Mr. Krishnava Satyaki Dutt (DIN:02792753), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company effective October 15, 2019 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Krishnava Satyaki Dutt (DIN:02792753), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a term of five years commencing effective October 15, 2019 through October 14, 2024, not liable to retire by rotation."

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(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
80	37,73,798	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

(iii) **Invalid** votes:

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

Result: Pass

Resolution 8: Special Resolution

Re-appointment of Mr. Sabyasachi Hajara as an Independent Director

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

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"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Sabyasachi Hajara (DIN: 00004485), who was appointed as an Independent Director at the 52nd Annual General Meeting of the Company and who holds office up to September 25, 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term commencing with effect from September 26, 2020 up to December 2, 2022, not liable to retire by rotation."

(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
80	37,73,798	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

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(iii) Invalid votes:

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

Result: Pass

Resolution 9: Ordinary Resolution

Appointment of Mr. Alok Krishna as a Director

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

"**RESOLVED THAT** Mr. Alok Krishna (DIN: 08066195), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company effective November 13, 2019 and holds office upto the date of this Annual General Meeting of the Company under Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Article 104 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

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(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
79	37,73,748	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

(iii) **Invalid** votes:

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

Result: Pass

Resolution-10 – Special Resolution

Appointment of Mr. Alok Krishna as Managing Director

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

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"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of Mr. Alok Krishna (08066195) as the Managing Director ('MD') of the Company for a period of three years effective November 13, 2019 through November 12, 2022, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening the 57th Annual General Meeting including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure, within the overall limits of Section 197 of the Act, as recommended and approved by the Nomination and Remuneration Committee, with liberty to the Board of Directors (the '**Board**' which term includes a duly constituted Committee of the Board of Directors) to alter and vary the terms and conditions of the said appointment (including remuneration) as it may deem fit, and in such manner as may be agreed to between the Board and Mr. Alok Krishna.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give 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
79	37,73,746	99.99

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

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Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

(iii) Invalid votes:

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

Result: Pass

Resolution. 11- Ordinary Resolution

Ratification of Remuneration of Cost Auditors

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

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of Rs. 3.5 lakh plus applicable taxes and reimbursement of out-of-pocket expenses payable to Messrs 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 as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 2021."

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Room No-309 3rd Floor
Vikash Bhavan (AIADA)
Adityapur Main Road
Jamshedpur-831013

Sunder Singh



P. K. Singh & Associates
(Company Secretaries)

RESOLVED FURTHER THAT the Board of Directors (the '**Board**' which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

(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
80	37,73,795	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	340	0.01

(iii) **Invalid** votes:

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

Result: Pass

Sukhdev Singh



P. K. Singh & Associates
(Company Secretaries)

Note:-

1. This report is signed by scrutinizer digitally.

Thanking you,
Yours faithfully,

Place: 18/09/2020
Dated: Jamshedpur

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

PRAMOD
KUMAR SINGH

Digitally signed by
PRAMOD KUMAR SINGH
Date: 2020.09.18
17:57:51 +05'30'

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

[Name and Signature of the Scrutinizer]

UDIN: F005878B000732835