

TRF Limited

## **Details of Voting Results**

SI No	Particulars	Details
1	Date of Annual General Meeting	2-Aug-14
2	Total number of Shareholders as on record date	20271
3	No. of shareholders present in the meeting either in person or through proxy	
	Promoter and Promoter Group	1
	Public	53
7	Total	54
4	No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group Public	Not arranged



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TRF Limited

Agenda-wise

Resolution No 1

Adoption of Standalone Financial Statements of the Company for the year ended March 31, 2014 and the report of the Directors and Auditors thereon and also the adoption of Consolidated Financial Statements of the Company for the year ended March 31, 2014 and the report of the Auditors thereon

Resolution required : Ordinary Resolution

Mode of Voting: E-voting and poll conducted at the meeting

Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
			outstanding	favour	against	votes polled	votes polled
			shares				
		i					
	[1]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(2)]*10
- Ex			=[(2)/(1)]*100			0	0
Promoter and Promoter Group	3774974	3773014	99.95	3773014	0	100.00	00.00
Public-Institutional Holders	1997379	246810	12.36	246810	0	100.00	00.00
Public - Others	5232059	4259	0.08	3635	624	85.35	14.65
Grand Total	11004412	4024083	36.57	4023459	624	99.984	0.016



of Revastava

Re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Auditors to hold office from conclusion of this AGM untill the conclusion of next AGM and authorisation to the Board to fix their remuneration

Resolution required:

Ordinary Resolution

Mode of Voting:

E-voting and poll conducted at the meeting

Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
			outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(5)]*10
			=[(2)/(1)]*100			0	0
Promoter and Promoter Group	3774974	3773014	99.95	3773014	0	100.00	00.00
Public-Institutional Holders	1997379	246810	12.36	246810	0	100.00	
Public - Others	5232059	4259	0.08	4259	0	100.00	00.00
Grand Total	11004412	4024083	36.57	4024083	0	100.000	00000

Resolution No 3

Appointment of Mr Subodh Kr Bhargava as an Independent Director

Resolution required:

Mode of Voting:

Ordinary Resolution

E-voting and poll conducted at the meeting

Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
	30		outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[2]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(2)]*10
			=[(2)/(1)]*100			0	0
Promoter and Promoter Group	3774974	3773014	99.95	3773014	0	100.00	0.00
Public-Institutional Holders	1997379	246810	12.36	246810	0	100.00	00'0
Public - Others	5232059	4224	0.08	4148	76	98.20	1.80
Grand Total	11004412	4024048	36.57	4023972	9/	866'66	0.002



Appointment of Mr B. D. Bodhanwala as an Independent Director

Resolution required:

Ordinary Resolution

Mode of Voting:

E-voting and poll conducted at the meeting

Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
			outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[2]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(2)]*10
			=[(2)/(1)]*100			0	0
Promoter and Promoter Group	3774974	3773014	99.95	3773014	0	100.00	00'0
Public-Institutional Holders	1997379	246810	12.36	246810	0	100.00	00.00
Public - Others	5232059	4224	80.0	4148	76	98.20	1.80
Grand Total	11004412	4024048	36.57	4023972	76	99.998	0.002

Resolution No 5

Appointment of Mr Ranaveer Sinha as an Independent Director

Resolution required:

Mode of Voting:

Ordinary Resolution E-voting and poll conducted at the meeting

held polled Polled no Voi shares  [1] [2] [3] [3]  moter Group 3774974 3773014 99.95 11997379 246810 12.36 5232059 3724 0.07 11004412 4023548 36.56	Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
d Promoter Group 3774974 3773014 0.07 36.56 4023472 75 12 13 12 10 10.0412 40.23548 36.56 4023472 75 12 13 10.04 12.36 246810 2.05 3.05 3.05 3.05 3.05 3.05 3.05 3.05 3		held	polled	Polled on	Votes - in	votes-	favour on	against on
d Promoter Group 3774974 3773014 0.07 36.56 4023472 76				outstanding	favour	against	votes polled	votes polled
d Promoter Group 3774974 3773014 99.95 3773014 0  trional Holders 1997379 246810 12.36 246810 0  srs 5232059 3724 0.07 3648 76  11004412 4023548 36.56 4023472 76				shares				
d Promoter Group 3774974 3773014 99.95 3773014 0 1 2 1 3 1 3 1 3 1 3 1 3 1 3 1 3 1 3 1 3		[1]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10	[7]=[(5)/(2)]*10
d Promoter Group         3774974         3773014         99.95         3773014         0           Litional Holders         1997379         246810         12.36         246810         0           Strs         5232059         3724         0.07         3648         76           Strs         11004412         4023548         36.56         4023472         76		9 *.		=[(2)/(1)]*100			0	0
stional Holders         1997379         246810         12.36         246810         0           810         5232059         3724         0.07         3648         76           11004412         4023548         36.56         4023472         76	Promoter and Promoter Group	3774974	3773014	99.95	3773014	0	100.00	00.00
irs 5232059 3724 0.07 3648 76 76 9	Public-Institutional Holders	1997379	246810	12.36	246810	0	100.00	00.00
11004412 4023548 36.56 4023472 76	Public - Others	5232059	3724	0.07	3648	76		2.04
	Grand Total	11004412	4023548	36.56	4023472	76	866'66	0.002



Appointment of Mr R. V. Raghavan as an Independent Director

Resolution required: Mode of Voting:

Ordinary Resolution E-voting and poll conducted at the meeting

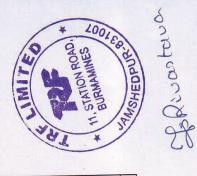
Promoter/Public No o	The same	No of Voted	% of Votes	No. of	NO OI	% OI VOICES III	2000
	No of Shares		1000	CONTRACTOR OF THE PARTY OF THE			The state of the s
	plod	holled	Polled on	Votes - in	votes-	favour on	against on
	ם ש		outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10 $[7]=[(5)/(2)]*10$	[7]=[(5)/(2)]*10
			=[(2)/(1)]*100			0	0
	170177	3773014	99.95	3773014	0	100.00	0.00
Promoter and Promoter Group	1007270			246810	0	100.00	00'0
Public-Institutional Holders	133/3/3/			4123	9/	98.19	1.81
Public - Others	2737033			100	76	800 00	0.002
To+2	11004412	4024023	36.57	4073947	0/	00000	

Resolution No 7 Appointment of Mr Dipankar Chatterji as an Independent Director

Resolution required: Mode of Voting:

Ordinary Resolution E-voting and poll conducted at the meeting

	103 10	No of Motor	% of Votes	No. of	No of	% of votes in	% of Votes	
Promoter/Public	No of Shares	no ol voteu	Polled on	Votes - in	votes-	favour on	against on	
			outstanding	favour	against	votes polled	votes polled	
			shares					
	[11]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10	[6]=[(4)/(2)]*10   [7]=[(5)/(2)]*10	
	Ξ.	<u> </u>	-[121/(11)*100			0	0	
			-[(7)/(7)]			70000	000	
	179775	3773014	99.95	3773014	0	100.00		
Promoter and Promoter Group	10110	)	2006	246910	C	100,00	0.00	
Dublic Institutional Holders	1997379	246810	17.36	010047		9		
Public-Ilistitutional Holders	10000	VCCV	0.08	4148	76	98.20	T.80	
Public - Others	5737059	The second secon			1	000 00	0000	
	11004412	4024048	36.57	4023972	1/6	99,998		_
Grand Total	THOOTT				the state of the s			



Appointment of Mr Prasad. R. Menon as a director liable to retire by rotation

Resolution required: Mode of Voting:

Ordinary Resolution

E-voting and poll conducted at the meeting

			Section of the second section of the second section se			
Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in
	held	polled	Polled on	Votes - in	votes-	favour on
			outstanding	favour	against	votes polled

Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
			outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10	[6]=[(4)/(2)]*10 $[7]=[(5)/(2)]*10$
			=[(2)/(1)]*100			0	0
Promoter and Promoter Groun	3774974	3773014	99.95	3773014	0	100.00	00.00
Plomoter and Florington Stock	1997379		12.36	246810	0	100.00	00'0
Public Others	5232059		0.07	3423	9/	97.83	2.17
Fublic - Others	11004412	402	36.56	4023247	9/	866.66	0.002

Resolution No 9

Authorisation to the Board under section 180(1)(c) to borrow monies upto Rs  $200\ \mathrm{crore}$ 

Resolution required:

Special Resolution E-voting and poll conducted at the meeting Mode of Voting:

Dromoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
	91		outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[2]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(2)]*10
			=[(2)/(1)]*100			0	0
Promoter and Promoter Group	3774974	3773014		3773014	0	100.00	00.00
Public-Institutional Holders	1997379		12.36	246810	0	100.00	
Public - Others	5232059		0.08	3274	750	81.36	
Grand Total	11004412	4023848	36.57	4023098	750	99,981	0.019



Authorisation to the Board under section 180(1)(a) to create charges for the borrowings upto Rs 200 crore Resolution No 10

Resolution required: Mode of Voting:

Special Resolution E-voting and poll conducted at the meeting

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Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
			outstanding	favour	against	votes polled	votes polled
			shares				
	[1]	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10  [7]=[(5)/(2)]*10	[7]=[(5)/(2)]*10
			=[(2)/(1)]*100			0	0
Dromoter and Dromoter Groun	3774974	3773014	99.95	3773014	0	100.00	00.00
Dublic Institutional Holders	1997379		12.36	246810	0	100.00	0.00
Public Others	5232059	3999	0.08	3249	750	81.25	18.75
Fublic - Otilers	11004412	4023823	36.57	4023073	750	186.981	0.019

# Resolution No 11

Authorisation to the Board under section 181 to contribute to bonafide charitable and other funds upto the limit prescribed or Rs 15 lakh,

whichever is higher

Resolution required:

Mode of Voting:

Ordinary Resolution

E-voting and poll conducted at the meeting

Promoter/Public	No of Shares	No of Voted	% of Votes	No. of	No of	% of votes in	% of Votes
	held	polled	Polled on	Votes - in	votes-	favour on	against on
	**		outstanding	favour	against	votes polled	votes polled
			shares				
	1	[2]	[3]	[4]	[5]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(5)]*10
			=[(2)/(1)]*100			0	0
Dromotor Ground	3774974	3773014	99.95	3773014	0	100.00	00.00
Promoter and Promoter Group	1997379			246810	0	100.00	00.00
Public - Others	5232059		0.08	2900	1124	72.07	27.93
Grand Total	11004412	4023848	36.57	4022724	1124	99.972	0.028



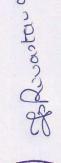
Approval of remuneration of Cost Auditors M/s Shome & Banerjee for Fy 2014-15 Resolution No 12

Resolution required: Mode of Voting:

Ordinary Resolution

meeting
at the
conducted
and poll
E-voting

					AL - A	0/ つもいっすい /0	0/ of //otac
Promoter/Public	No of Shares	No of Voted	% of Votes	No. or	NO ON	70 UI VOICES III	70 00 000
	held	polled	Polled on	Votes - in	votes-	favour on	against on
			outstanding	favour	against	votes polled	votes polled
			shares	1			
	[1]	[2]	[3]	[4]	[2]	[6]=[(4)/(2)]*10 [7]=[(5)/(2)]*10	[7]=[(5)/(2)]*10
1			=[(2)/(1)]*100			0	0
Organization Organization	3774974	3773014		3773014	0	100.00	J
Profile Institutional Holders	1997379			246810	0	100.00	
Public Others	5232059		0.08	3938	86	98.76	2.14
Fublic - Others	11004412	405	36.57	4023762	98	866.66	0.002







# P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309,Vikash Bhawan (AIADA), Main Road, Adityapur,Jamshedpur - 831013.

HIG Plot No.257,Ground Floor, Sarita Talkies Road,Near Kali Mandir, Adityapur,Jamshedpur - 831013

Phone: 0657-2370699, 2370440, E-mail: pramodkumar cs@rediffmail.com/cscllp9@amail.com

## Combined Report of Scrutinizer [E-voting and Physical Poll]

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
TRF Limited
Reg. Office-11, Station Road,
Burmamines, Jamshedpur- 831007

51<sup>st</sup> Annual General Meeting of the Equity Shareholders of TRF LIMITED to be held on Saturday, August 02, 2014 at the Auditorium of the Shavak Nanayati Technical Institute (SNTI), 'N' Road, Bistupur, Jamshedpur-831001.

Dear Sir,

I, Pramod Kumar Singh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken and e voting conducted on the below mentioned resolution(s) at the Annual General Meeting of the Equity Shareholders of TRF Limited, held on Saturday, August 2, 2014, submit my combined report as under:

#### a. Item No. 1

To receive, consider and adopt the Standalone Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2014 and the report of the Directors and Auditors thereon (Ordinary Resolution).

#### i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	4021292	
Polling	22	2167	
Combined	36	4023459	99.984

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# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Polling	1	624	0
Combined	1	624	0.016

## iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

## b. Item No.2

Appointment of Auditor of the Company and to fix their remuneration (Ordinary Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	4021292	
Polling	23	2791	
Combined	37	4024083	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Polling	0	0	0
Combined	0	0	0

(framo)

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Polling	3	288
Combined	3	288

## c. Item No.3

Appointment of Mr. Subodh Kr. Bhargava (holding DIN 00035672), as an Independent Director wef: August 2, 2014 upto March 29, 2017 (Ordinary Resolution).

# i. Voted in favour of the resolution:

Method voting	of Number of member present and votin (in person or b proxy)	g cast by them	% of total number of valid votes cast
E-voting	12	4021181	
Polling	23	2791	
Combined	35	4023972	99.998

# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	76	
Polling	0	0	
Combined	1	76	0.002

## iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

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## d. Item No.4

Appointment of Mr. B. D. Bodhanwala (holding DIN 00097326), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	4021181	
Polling	23	2791	
Combined	35	4023972	99.998

# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	76	
Polling	0	0	
Combined	1	76	0.002

## iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

#### e. Item No.5

Appointment of Mr. Ranaveer Sinha (holding DIN 00103398), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	11	4020681	
Polling	23	2791	
Combined	34	4023472	99.998

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# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	76	
Polling	0	0	
Combined	1	76	0.002

## iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Polling	3	288
Combined	3	288

## f. Item No.6

Appointment of Mr. R.V. Raghavan (holding DIN 01754139), as an Independent Director wef: August 2, 2014 upto April 3, 2017 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	11	4021156	
Polling	23	2791	
Combined	34	4023947	99,998

# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	76	
Polling	0	0	
Combined	1	76	0.002

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Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

## g. Item No.7

Appointment of Mr. Dipanker Chatterji (holding DIN 00031256), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	4021181	
Polling	23	2791	
Combined	35	4023972	99.998

# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	76	
Polling	0	0	
Combined	1	76	0.002

## iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid		
E-voting	0	0	
Polling	3	288	
Combined	3	288	

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#### h. Item No.8

Appointment of Mr. Prasad R. Menon (DIN: - 00005078) as Non-Independent Director, who is liable to retire by rotation (Ordinary Resolution).

## . i. Voted in favour of the resolution:

Method o	f Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	4020656	
Polling	22	2591	
Combined	32	4023247	99.998

## ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	76	
Polling	0	0	
Combined	1	76	0.002

## iii. Invalid votes:

Method of voting  Total number of members (in person or by proxy) whose votes were declared invalid		
E-voting	0	0
Polling	3	288
Combined	3	288

## i. Item No.9

To borrow any sum or sums of monies which together with monies already borrowed by the Company exceeding the aggregate of paid-up share capital and free reserves of the Company provided that the total amount so borrowed shall not exceed at any time Rs. 200 crores (Special Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
E-voting	13	4021257	
Polling	18	1841	
Combined	31	4023098	99.981

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# ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Polling	4	750	
Combined	4	750	0.019

## iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

## j. Item No.10

To create such charges, mortgages, and hypothecations in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, not exceeding Rs.200 crores (Special Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	12	4021232	
Polling	18	1841	
Combined	30	4023073	99.981

## ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	
Polling	4	750	
Combined	4	750	0.019

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Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

#### k. Item No.11

To contribute to bonafide charitable and other funds not exceeding the limits as set out in section 181 or a sum of Rs 15 lakh, whichever is higher. (Ordinary Resolution).

## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
	(in person or by proxy)		
E-voting	12	4020757	
Polling	21	1967	
Combined	33	4022724	99.972

## ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	500	1000
Polling	1	624	
Combined	2	1124	0.028

#### iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Polling	3	288
Combined	3	288

## I. Item No.12

Appointment of M/s Shome & Banerjee, Cost auditor of the Company for the financial year ending March 31, 2015 and to fix their remuneration (Ordinary Resolution).

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## i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	11	4021171	
Polling	22	2591	
Combined	33	4023762	99.998

## ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	
E-voting	2	86		
Polling	0	0	The Control of	
Combined	2	86	0.002	

#### iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
E-voting	0	0
Polling	3	288
Combined	3	288

- 2. The registers, all other papers and relevant records relating to electronic voting and physical mode were sealed and handed over to the company secretary as authorized by the chairman in this behalf.
- 3. Separate report in respect of electronic voting and physical polling are enclosed.

Thanking you,

Place: Jamihealpur. Dated: 03/08/2014 Your faithful Kumar Singh Practicing Company Secretary GS No.5878, C.P. No.6019

Pramod Kumar Singh
Practicing Company Secretary
FCS No. 5878, CP No. 6019
[Name and Signature of the Scrutinizer]





Room No. 309,Vikash Bhawan (AIADA), Main Road, Adityapur,Jamshedpur - 831013. HIG Plot No.257,Ground Floor, Sarita Talkies Road,Near Kali Mandir, Adityapur,Jamshedpur - 831013 Phone: 0657-2370699, 2370440, E-mail: pramodkumar\_cs@rediffmail.com/cscllp9@gmail.com

## Report of Scrutinizer for E-Voting

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
TRF Limited
Reg. Office-11, Station Road,
Burmamines, Jamshedpur- 831007

Annual General Meeting of the Equity Shareholders of **TRF LIMITED** to be held on **Saturday**, **August 02**, **2014** at the Auditorium of the Shavak Nanayati Technical Institute, 'N' Road, Bistupur, Jamshedpur-831001.

#### Dear Sir,

- I, Pramod Kumar Singh, Practicing Company Secretary, appointed as E-Scrutinizer for the purpose of the E-voting conducted on the below mentioned resolution(s), from 28 July, 2014 (9.00 a.m.) till 29 July, 2014 (6.00 p.m.) by the Equity Shareholders of TRF Limited, submit our report as under:
  - 1. That E voting facility was provided by NSDL on behalf of the Company.
  - 2. After the time fixed for closing of E-voting, the votes casted electronically were unblocked by login into E scrutinizer window on NSDL e-voting website in the presence of two witnesses namely Mr. Santosh Kumar and ACS Ashish Dhandhanya.
  - 3. After downloading of result the e-voting sheet printed out as it was without any modification/changes etc and same is attached herewith duly signed by me and two witness as required under the Companies Act, 2013
  - 4. The result of the E- voting is as under:

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#### a. Item No. 1

To receive, consider and adopt the Standalone Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2014 and the report of the Directors and Auditors thereon (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting (in person or by proxy)	cast by them	valid votes cast
14	4021292	100

## ii. Voted against the resolution:

Number of present and person or by p	voting (in		votes	% of total number of valid votes cast
0		0	District of the second	0

#### iii. Invalid votes:

Total number of members (in person or by proxy) whose votes	A STATE OF THE PROPERTY OF THE
were declared invalid	
0	0

## b. Item No. 2

Appointment of Auditor of the Company and to fix their remuneration (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
14	4021292	100

## ii. Voted against the resolution:

and	voting	Number cast by th		votes	% of total number of valid votes cast
0			0		0

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Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

## c. Item No. 3

Appointment of Mr. Subodh Kr. Bhargava (holding DIN 00035672), as an Independent Director wef: August 2, 2014 upto March 29, 2017 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4021181	99.998

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	76	0.002

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0 '	0

## d. Item No.4

Appointment of Mr. B. D. Bodhanwala (holding DIN 00097326), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4021181	99.998

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ii. Voted against the resolution:

Number	of	memb	ers	Number	of	votes	% of total number of
present person o		and the state of t	(in	cast by th	em		valid votes cast
	1				76		0.002

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
0	0

## e. Item No.5

Appointment of Mr. Ranaveer Sinha (holding DIN 00103398), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
11	4020681	99.998

## ii. Voted against the resolution:

l voting (in		votes	% of total number of valid votes cast
	76		0.002

## iii. Invalid votes:

Total number of members (in	Total number of votes cast by them
person or by proxy) whose votes were declared invalid	
0	0

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## f. Item No.6

Appointment of Mr. R.V. Raghavan (holding DIN 01754139), as an Independent Director wef: August 2, 2014 upto April 3, 2017 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
11	4021156	99.998

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
1	76	0.002

#### iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
0	0

#### g. Item No.7

Appointment of Mr. Dipanker Chatterji (holding DIN 00031256), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
12	4021181	99.998

## ii. Voted against the resolution:

present and voting (in person or by proxy)	cast by them	valid votes cast
Number of members	Number of votes	

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Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

## h. Item No.8

Appointment of Mr. Prasad R. Menon (DIN: - 00005078) as Non-Independent Director, who is liable to retire by rotation (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	4020656	99.998

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	76	0.002

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

## i. Item No.9

To borrow any sum or sums of monies which together with monies already borrowed by the Company exceeding the aggregate of paid-up share capital and free reserves of the Company provided that the total amount so borrowed shall not exceed at any time Rs. 200 crores (Special Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	4021257	100

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# ii. Voted against the resolution:

Number present person o	and	voting	ers (in	Number cast by th	of iem	votes	% of total number of valid votes cast
	0				0		0

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

## j. Item No.10

To create such charges, mortgages, and hypothecations in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, not exceeding Rs.200 crores (Special Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4021232	100

# ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of vote cast by them	% of total number of valid votes cast
0	0	0

## iii. Invalid votes:

were declared invalid 0	0
Total number of members (in person or by proxy) whose votes	Total number of votes cast by them

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## k. Item No.11

To contribute to bonafide charitable and other funds not exceeding the limits as set out in section 181 or a sum of Rs 15 lakh, whichever is higher. (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
12	4020757	99.988

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
1	500	0.012

#### iii. Invalid votes:

0	0
person or by proxy) whose votes were declared invalid	
Total number of members (in	

#### /. <u>Item No.12</u>

Appointment of M/s Shome & Banerjee, Cost auditor of the Company for the financial year ending March 31, 2015 and to fix their remuneration (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
11	4021171	99.998

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
2	86	0.002

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Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. All the related documents are in our safe custody and shall be handed over to the Company Secretary or any other Designated Officer after the meeting is over.

Thanking you,

Yours faithfully,

Place: Jamshedpur

Dated: 30/07/2014

Pramod Kumar Singh
Practicing Company Secretary
FCS No.5878, C.P.No.6019

[Name and Signature of the Scrutinizer]







Room No. 309,Vikash Bhawan (AIADA), Main Road, Adityapur,Jamshedpur - 831013. HIG Plot No.257, Ground Floor, Sarita Talkies Road, Near Kali Mandir, Adityapur, Jamshedpur - 831013 Phone: 0657-2370699, 2370440, E-mail: pramodkumar\_cs@rediffmail.com/cscllp9@gmail.com

## Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman TRF Limited Reg. Office-11, Station Road, Burmamines, Jamshedpur- 831007

51st Annual General Meeting of the Equity Shareholders of TRF LIMITED held on Saturday, August 02, 2014 at the at the Auditorium of the Shavak Nanayati Technical Institute (SNTI), 'N' Road, Bistupur, Jamshedpur-831001.

Dear Sir,

I, Pramod Kumar Singh, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the Annual General Meeting of the Equity Shareholders of TRF Limited, held on Saturday, August 02, 2014, submit my report as under:

- 1. After the time fixed for closing of the poll by chairman, Ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
- 2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll were reconciled with the record maintained by the company/registrar and transfer agents of the company and the authorization/proxies lodged with the company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the poll is as under:

## a. Item No. 1

To receive, consider and adopt the Standalone Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2014 and the report of the Directors and Auditors thereon (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	2167	77.642

## ii. Voted against the resolution:

present and person or by p	voting (in			votes	% of total number of valid votes cast
1		6	24		22.358

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

## b. Item No. 2

Appointment of Auditor of the Company and to fix their remuneration (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
23	2791	100

## ii. Voted against the resolution:

Number of mem present and voting person or by proxy)			% of total number of valid votes cast
0	Train:	. 0	0

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Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

#### c. Item No. 3

Appointment of Mr. Subodh Kr. Bhargava (holding DIN 00035672), as an Independent Director wef: August 2, 2014 upto March 29, 2017 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of me present and votin person or by proxy)	g (in			votes	% of total number of valid votes cast
23		2	791		100

## ii. Voted against the resolution:

Number of members		% of total number of
present and voting (in person or by proxy)	cast by them	valid votes cast
0	0	0

#### iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

## d. Item No.4

Appointment of Mr. B. D. Bodhanwala (holding DIN 00097326), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

and	voting	Number cast by th		votes	% of total number of valid votes cast
23		2	791		100

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ii. Voted against the resolution:

Number	of	memb	ers	Number	of	votes	% of total number of
present person o			(in	cast by th	em		valid votes cast
0			0		0		

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes	
were declared invalid 3	288

## e. Item No.5

Appointment of Mr. Ranaveer Sinha (holding DIN 00103398), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting (in person or by proxy)		valid votes cast
23	2791	100

# ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

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## f. Item No.6

Appointment of Mr. R.V. Raghavan (holding DIN 01754139), as an Independent Director wef: August 2, 2014 upto April 3, 2017 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
23	2791	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0

#### iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

## g. Item No.7

Appointment of Mr. Dipanker Chatterji (holding DIN 00031256), as an Independent Director wef: August 2, 2014 upto August 1, 2019 (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of present and person or by pr	voting (in			votes	% of total number of valid votes cast
23		2	791		100

# ii. Voted against the resolution:

Number	of	memb	ers	Number	of	votes	% of total number of
present and voting (in person or by proxy)						valid votes cast	
	0				0		0

mound.

Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

## h. Item No.8

Appointment of Mr. Prasad R. Menon (DIN: - 00005078) as Non-Independent Director, who is liable to retire by rotation (Ordinary Resolution).

## i. Voted in favour of the resolution:

	I voting (in	Number of cast by them	votes	% of total number of valid votes cast
22		2591		100

## ii. Voted against the resolution:

Number of present and person or by	voting (in		% of total number of valid votes cast
0		0	0

#### iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

#### i. Item No.9

To borrow any sum or sums of monies which together with monies already borrowed by the Company exceeding the aggregate of paid-up share capital and free reserves of the Company provided that the total amount so borrowed shall not exceed at any time Rs. 200 crores (Special Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		es % of total number of valid votes cast
18	1841	71.054

Grand.

## ii. Voted against the resolution:

Number of present an person or by	d voting (in	Number cast by the	of em	votes	% of total number of valid votes cast
4		7	50		28.946

#### iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	288

## j. Item No.10

To create such charges, mortgages, and hypothecations in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, not exceeding Rs.200 Crores (Special Resolution).

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	1841	71.054

# ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	750	28.946

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	288

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## k. Item No.11

To contribute to bonafide charitable and other funds not exceeding the limits as set out in section 181 or a sum of Rs 15 lakh, whichever is higher. (Ordinary Resolution).

## i. Voted in favour of the resolution:

	and vot	ting (in	cast by th		votes	% of total number of valid votes cast
21		1	967		75.917	

## ii. Voted against the resolution:

Number of m present and vot person or by prox	ting (in			votes	% of total number valid votes cast	of
1		6	24		24.083	

## iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	The state of the s
3	288

## I. Item No.12

Appointment of M/s Shome & Banerjee, Cost auditor of the Company for the financial year ending March 31, 2015 and to fix their remuneration (Ordinary Resolution).

## i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting (in person or by proxy)	cast by them	valid votes cast
22	2591	100

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	0

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Total number of members (in person or by proxy) whose votes were declared invalid	
3	288

- 5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those voted who declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the company secretary/director authorized by the board for safe keeping.

Thanking you,

Place: Jamshedpur.
Dated: 03/08/2014

Yoprs faithfull Yumar Singh Practicing Company Secretary FCS No.5878, C.P.No.6019

**Pramod Kumar Singh Practicing Company Secretary** FCS No. 5878, CP No. 6019

[Name and Signature of the Scrutinizer]