

SEC: 152 Date: 29.07.2017

General Manager- Corporate Services BSE Ltd. Floor 25, P.J.Towers Dalal Street, Mumbai - 400 001 Manager Listing
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

General Manager The Calcutta Stock Exchange Ltd. 7, Lyons Range Kolkata - 700 001 Mr. Nitin Ambure, Vice President National Securities Depository Limited Trade World – A Wing, Kamala Mills Compound Lower Parel, Mumbai – 400013

Scrip Code: 505854(BSE) / TRF (NSE) / 10030045(CSE)

Dear Sir,

Re: Disclosure of Voting Results of the 54th Annual General Meeting of the Company held on July 27, 2017 in terms of Regulation 44(3) and Regulation 30 of the Listing Regulations.

In terms of Regulation 44(3) and Regulation 30 of the Listing Regulations, please find below the details of the voting results of the Annual General Meeting of the Company held on July 27, 2017.

Details of Voting Results

Date of the AGM	July 27, 2017
Total number of shareholding on record dates	21,949

Cut- off date for E-voting	July 20, 2017
No. of Shareholders present in the meeting	
either in person or through proxy:	
Promoters and Promoter Group	1
Public	30
Total	31

Agenda-wise

Item No.	Details of the Agenda	Resolution required	Mode of voting (Show of	Remarks
110.		required	hands/Poll/Postal	*
			ballot/E-voting)	
1	To Consider and adopt:			The resolution was passed
	The audited Standalone Financial Statements for the financial year	Ordinary	E-voting, Ballot & Poll	with requisite majority
	ended March 31, 2017 and the Reports			& LIM

CIN:L74210JH1962PLC000700



	of the Board of Directors and Auditors thereon; and b) The audited Consolidated Financial Statements for the financial year ended March 31, 2017 and the Report of Auditors thereon			
2	Appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Firm Registration no. 304026E/E-300009) as Auditors to hold office from the conclusion of this meeting till the conclusion of the 59th Annual General Meeting and to authorize the Board to fix their remuneration.	Ordinary	E-voting, Ballot & Poll	The resolution was passed with requisite majority
3	Appointment of Mr. Sandip Biswas (DIN 00518430) as a Director of the Company.	Ordinary	E-voting, Ballot & Poll	The resolution was passed with requisite majority
4	Appointment of Mr. Dibyendu Bose (DIN 00282821) as a Director of the Company.	Ordinary	E-voting, Ballot & Poll	The resolution was passed with requisite majority
5	Appointment of Mr. Rajesh Ranjan Jha (DIN 07715246) as a Director of the Company.	Ordinary	E-voting, Ballot & Poll	The resolution was passed with requisite majority
6	Ratification of remuneration of M/s Shome & Banerjee, Cost Auditors (Firm Registration No 000001) of the Company for FY'17-18	Ordinary	E-voting, Ballot & Poll	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format. The combined report of the Scrutinizers is also annexed herewith.

This may also be considered as compliance of Regulation 44(3) & Regulation 30 of the Listing Regulations.

Yours faithfully,
For TRF Limited

(Tarun Kumar Srivastava) Company Secretary

Encl: as above



TRF LIMITED

Annexure I

Format for Voting Results

Date of the AGM	27th July, 2017
Total number of shareholders on record date	21949
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	—
Public:	30
No. of Shareholders attended the meeting through Video Conferencing	N.A
Promoters and Promoter Group:	



Agenda-wise disclosure

Resolution No. 1 – To receive, consider and adopt standalone & consolidated Audited Accounts for the year ended 31st March, 2017 and approval of Auditors & Directors' Report thereon

	Resolution required: (Ordinary/ Special)	ed: (Ordinary/	Special)			J	Ordinary	
r promoter	Whether promoter/ promoter group	are interested	p are interested in the agenda/resolution?	resolution?	-		No	
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
		shares	votes	Polled on	Votes	Votes -	Favour on	against on votes
		held	polled	Outstanding	in favour	against	polled	palled
		7	-5	shares (3)=[(2)/(1)]* 100	4	ŕċ	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*10 0
	E-Voting		3755235	100.00	3755235	0	100.00	0.00
,	Poll	3755235	0	0.00	0	0	00.00	0.00
Promoter &	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	3755235	3755235	100.00	3755235	0	100.00	0.00
Public Institutions	E-Voting		0	0.00	0	0	00.0	0.00
	Poll	253380	0	0.00	0	0	00.0	00:00
	Postal Ballot (II applicable)		0	0.00	0	0	00:00	0.00
	Total	253380	0	00.0	0	0	0.00	0.00
	E-Voting		8926	0.13	8694	232	97.40	2.60
Non Institutions	Poll	7075009	1497	0.02	1497	0	100.00	0.00
	Postal Ballot (if applicable)		1783	0.03	1783	0	100.00	0.00
	Total	1615669	12206	0.17	11974	232	98.10	1.90
		11004412	3767441	34.24	3767209	232	66 66	0.01

FOR TRF LIMITED

RICAS LEVY

Agenda- wise disclosure

as Auditors to hold office from the conclusion of this meeting till the conclusion of the 59th Annual General Meeting and to authorize the conclusion. Resolution No. 2 – Appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Firm Registration no. 304026E/E-300009)

Agenda- wise disclosure

Resolution No. 3 – Appointment of Mr. Sandip Biswas (DIN 00518430) as a Director of the Company.

	Resolution required: (Ordinary/ Special)	ed: (Ordinary/	Special)				Ordinary	
Whether promote	Whether promoter/ promoter group are interested in the agenda/resolution?	are interested	in the agenda/ı	resolution?			No	
3								
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
		shares	votes	Polled on	Votes	Votes –	in Favour on	against on votes
		held	polled	Outstanding	in favour	against	votes	polled
		-1	-2	shares (3)=[(2)/(1)]* 100	4	ι¢	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*10 0
							5	
	E-Voting		3755235	100.00	3755235	0	100.00	0.00
	Poll	3755235	0	00.0	0	0	00.0	0.00
Promoter &	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
Promoter Group	Total	3755235	3755235	100.00	3755235	0	100.00	0.00
Public Institutions	E-Voting		0		0		0.00	0.00
	Poll	253380	0	00.0	0	0	00.0	00.00
	Postal Ballot (II applicable)		0	00.0	0	0	00.0	0.00
	Total	253380	0	0.00	0	0	00.0	0.00
Public-	E-Voting		8926	0.13	8594	332	96.28	3.72
Non Institutions	Poll	762669	1497	0.02	1497	0	100.00	0.00
	Postal Ballot (II applicable)		. 1783	0.03	1783	0	100.00	0.00
	Total	26092197	12206	0.17	11874	332	97.28	2.72
Total		11004412	3767441	34.24	3767109	332	66.66	0.00

Agenda- wise disclosure

Resolution No. 4 – Appointment of Mr. Dibyendu Bose (DIN 00282821) as a Director of the Company

	Resolution required: (Ordinary/ Special)	red: (Ordinary/	Special)				Ordinan	
Whether promote	r' promotor around	Ledoughai one	; - 4h '				Juliary	
witetier promoter promoter group	ir promoter group	o are interested	are Interested in the agenda/resolution?	resolution?			o N	
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
		charoc	otov		7,74		ے.	against
		Silaics	voies	Lolled on	votes	Votes –	Favour on	on votes
		held	pəllod	Outstanding	in favour	against	votes	polled
	·	7	-2	shares (3)=[(2)/(1)]* 100	4	τĊ	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*10 0
	E-Voting		3755235	100.00	3755235	0	100.00	0.00
	Poll	3755235	0	00.00	0	0	00.0	0.00
	Postal Ballot (If							
Promoter &	applicable)		0	0.00	0	0	0.00	0.00
Promoter Group	Total	3755235	3755235	100.00	3755235	0	100.00	0.00
Public Institutions	E-Voting		0	0.00	0	0	00.0	0.00
	Poll	253380	0	00.0	0	0	00.0	0.00
	Postal Ballot (II applicable)		0	0.00	0	0	0.00	0.00
	Total	253380	0	00.0	0	0	0.00	0.00
Public-	E-Voting		8926	0.13	8524	402	95.50	4.50
Non Institutions	Poll	6995797	1497	0.02	1497	0	100.00	0.00
	Postal Ballot (II applicable)		1783	0.03	1783	0	100.00	0.00
	Total	6995797	12206	0.17	11804	402	96.71	3.29
Total		11004412	3767441	34.24	3767039	402	66.66	0.01

FOR TRF LIMITED

FOT TRF LIMITED

COMPANY SECRETARY

Resolution No. 5 – Appointment of Mr. Rajesh Ranjan Jha (DIN 07715246) as a Director of the Company.

Agenda- wise disclosure

	Resolution required: (Ordinary/ Special)	ed: (Ordinary/	Special)				Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?	r/ promoter group	are interested	in the agenda/	resolution?			No	
			•				2	
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
		shares	votes	Polled on	Votes	Votes	in Favour on	against on votes
		held	polled	Outstanding	in favour	against	votes polled	polled
		-1	-2	shares (3)=[(2)/(1)]* 100	4	ιģ	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*10 0
	E-Voting		3755235	100.00	3755235	0	100.00	0.00
	Poll	3755235	0	00.00	0	0	00.0	0.00
Promoter &	applicable)		0	0.00	0	0	0.00	0.00
Promoter Group	Total	3755235	3755235	100.00	3755235	0	100.00	0.00
Public Institutions	E-Voting		0	00.0	0		0.00	0.00
	Poll	253380	0	00.0	0	0	00.0	0.00
	applicable)		0	00.0	0	0	0.00	0.00
	Total	253380	0	0.00	0	0	0.00	0.00
	E-Voting		8926	0.13	8524	402	95.50	4.50
Non Institutions	Poll	762669	1497	0.05	1497	0	100.00	0.00
	applicable)		1783	0.03	1783	0	100.00	0.00
	Total	7625699	12206	0.17	11804	405	96.71	3.29
l otal		11004412	3767441	34.24	3767039	402	66.66	0.01

Resolution No. 6 – Ratification of remuneration of M/s Shome & Banerjee, Cost Auditors (Firm Registration No 000001) of the Company for FY'17-18

	Resolution requir	uired: (Ordinary/ Special)	Special)				Ordinary	
Whether promote	Whether promoter/ promoter group are interested in the agenda/resolution?	are interested	in the agenda/	resolution?			No	
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
		shares	votes	Polled on	Votes	Votes –	in Favour on	against on votes
		held	polled	Outstanding	in favour	against	votes polled	polled
		-1	-2	shares (3)=[(2)/(1)]* 100	4	κ'n	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*10 0
	E-Voting		3755235	100.00	3755235	0	100.00	00:00
	Poll	3755235	0	0.00	0	0	00.0	0.00
Promoter &	Postal Ballot (if applicable)		0	0.00	0	0	00.0	0.00
Promoter Group	Total	3755235	3755235	100.00	3755235	0	100.00	0.00
Public Institutions	E-Voting		0	00:00	0	0	00.00	0.00
	Poll	253380	0	00.0	0	0	00.0	0.00
	Postal Ballot (II applicable)	8	0	0.00	0	0	00.0	0.00
	Total	253380	0	00.0	0	0	00.0	0.00
Public-	E-Voting	_	8926	0.13	8289	337	96.22	3.78
Non Institutions	Poll	6995797	1497	0.02	1497	0	100.00	00.00
	Postal Ballot (II applicable)		1783	0.03	1783	0	100.00	0.00
	Total	2615669	12206	0.17	11869	337	97.24	2.76
Total		11004412	3767441	34.24	3767104	337	66.66	0.01

FOR TRE LIMITED

SPECIAL CONTRACT

SPECIAL CONTR



P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

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

Combined Report of Scrutinizer [Postal Ballot, E-voting and Physical Poll]

[Pursuant to section 108, 109 & 110 of the Companies Act, 2013 and rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014]

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

54th Annual General Meeting of TRF LIMITED held on Thursday, July 27, 2017, at Main Hall, Beldih Club, Northern Town, Jamshedpur-831001.

Dear Sir,

I, **Pratap Kumar Chakravarty**, Partner of M/s. P.K. Singh & Associates, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken, postal ballot and e voting conducted on the below mentioned resolution(s) at the Annual General Meeting of **TRF LIMITED**, held on Thursday, July 27, 2017, submit my combined report as under:

a.Item No. 1

To adopt stand-alone & consolidated Audited Accounts for the year ended 31st March, 2017 and the Report of the Auditors & Directors' thereon by passing the following resolution as an Ordinary Resolution:

- a) "RESOLVED THAT the stand-alone audited statement of Profit and Loss of the Company for the Financial Year ended March 31, 2017 and the audited Balance Sheet as at that date along with Notes forming part thereof, together with the Report of the Board of Directors and Auditors, laid before the meeting, be and are hereby received and adopted."
- b) "RESOLVED FURTHER THAT the consolidated audited statement of Profit and Loss of the Company for the Financial Year ended March 31, 2017 and the Balance Sheet as at that date along with Notes forming part thereof, together with the Report of the Auditors thereon, laid before the meeting, be and are hereby received and adopted."



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

i. Voted in favour of the resolution:

Method voting	of	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	t	08	1783	0.05
E-voting		35	3763929	99.90
Polling		17	1497	0.04
Combined		60	3767209	99.99

ii. Voted against the resolution:

Method	of	Number of members	Number of votes	% of total number
voting		present and voting	cast by them	of valid votes cast
		(in person or by		
		proxy)		
Postal Ballo	t	0	0	0
Polling		0	0	0
E-voting		01	232	0.01
Combined		01	232	0.01

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
Postal Ballot	01	0
Polling	0	0
E-voting	0	0
Combined	01	0

b. Item No.2

To appoint Auditors to hold office from the conclusion of this meeting till the conclusion of the 59th Annual General Meeting and to authorize the Board to fix their remuneration by passing the following resolution, with or without modification as an Ordinary Resolution:



"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) of Kolkata, be and are hereby appointed as the Auditors of the Company in place of the retiring auditors M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 302009E) to hold office from the conclusion of this Annual General Meeting until the conclusion of the 59th Annual General Meeting, (subject to ratification of their appointment at every Annual General Meeting) at such remuneration apart from reimbursement of out of pocket expenses and taxes as applicable, as may be mutually agreed the Board of Directors of the Company and the Auditors."

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

i. Voted in favour of the resolution:

Method	of	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
		person or by proxy)		
Postal Ballo	ot	06	1679	0.04
E-voting		32	3763664	99.90
Polling		17	1497	0.04
Combined	-	55	3766840	99.98

ii. Voted against the resolution:

Method o 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
Postal Ballot	02	104	0.01
Polling	0	0	0
E-voting	04	497	0.01
Combined	06	601	0.02

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were	
	declared invalid	
Postal Ballot	01	0
Polling	0	0
E-voting	0	0
Combined	01	0



c. <u>Item No.3</u>

Appointment of Mr. Sandip Biswas as a Director
To consider and if thought fit, to pass with or without modification, the following
Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sandip Biswas (DIN: 00518430), who was appointed in terms of Section 161 of the Companies Act, 2013 by the Board of Directors as an Additional Director of the Company with effect from January 25, 2017 and holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, 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."

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

i. Voted in favour of the resolution:

Method	of	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
		person or by proxy)		
Postal ball	ot	08	1783	0.04
E-voting		33	3763829	99.90
Polling		17	1497	0.04
Combined		58	3767109	99.98

ii. Voted against the resolution:

Method of	Number of members	Number of votes	% of total number
voting	present and voting	cast by them	of valid votes cast
	(in person or by		
_	proxy)		
Postal Ballot	0	0	0
Polling	0	0	0
E-voting	03	332	0.02
Combined	03	332	0.02

iii. Invalid votes:



Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
Postal Ballot	01	0
Polling	0	0
E-voting	0	0
Combined	01	0

d. Item No.4

Appointment of Mr. Dibyendu Bose as a Director To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Dibyendu Bose (DIN: 00282821), who was appointed in terms of Section 161 of the Companies Act, 2013 by the Board of Directors as an Additional Director of the Company with effect from January 25, 2017 and holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, 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."

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

i. Voted in favour of the resolution:

Method	of	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
		person or by proxy)		
Postal ball	ot	08	1783	0.04
E-voting		32	3763759	99.90
Polling		17	1497	0.04
Combine	d	57	3767039	99.98

ii. Voted against the resolution:

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

Postal Ballot	0	0	0
Polling	0	0	0
E-voting	04	402	0.02
Combined	04	402	0.02

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) cast by them whose votes were declared invalid	
Postal Ballot	01	0
Polling	0	0
E-voting	0	0
Combined	01	0

e. Item No.5

Appointment of Mr. Rajesh Ranjan Jha as a Director To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Rajesh Ranjan Jha (DIN: 07715246), who was appointed in terms of Section 161 of the Companies Act, 2013 by the Board of Directors as an Additional Director of the Company with effect from January 25, 2017 and holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, 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.

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

i. Voted in favour of the resolution:

Method of	Number of members	Number of votes	% of total number
voting	present and voting (in	cast by them	of valid votes cast
	person or by proxy)		
Postal ballot	08	1783	0.04
E-voting	32	3763759	99.90
Polling	17	1497	0.04
Combined	57	3767039	99.98



ii. Voted against the resolution:

Method voting	of	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballo	t	0	0	0
Polling		0	0	0
E-voting		04	402	0.02
Combined		04	402	0.02

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	
Postal Ballot	01	0
Polling	0	0
E-voting	0	0
Combined	01	0

f. Item No.6

Ratification of remuneration of Cost Auditors

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to and in accordance with the provisions of Section 148 and other applicable provisions, if any, of Companies Act, 2013 and rules there under, the Cost Auditors, M/s. Shome & Banerjee, (Firm Registration No. 000001) having office at 5A, Nurulla Doctor Lane (West Range), 2nd Floor, Kolkata – 700 017, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid a consolidated remuneration of Rs. 3,50,000 (excluding applicable taxes) and they shall also be entitled to re-imbursement of out of pocket expenses as may be incurred by them, if any, during the course of their assignment;



RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution."

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

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
Postal ballot	08	1783	0.04
E-voting	31	3763824	99.90
Polling	17	1497	0.04
Combined	56	3767104	99.98

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
Postal Ballot	0	0	0
Polling	0	0	0
E-voting	05	337	0.02
Combined	05	337	0.02



iii. Invalid votes:

Method of voting	Total number of members	Total number of votes
	(in person or by proxy)	cast by them
	whose votes were	
	declared invalid	
Postal Ballot	01	0
Polling	0	0
E-voting	0	0
Combined	01	0

Note:-

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

Thanking you,

Place: 28/07/2017 Dated: Jamshedpur Yours faithfully,

For P.K.Singh & Associates

Signature

P.M. Khahran

P.K.Chakravarty, ACS: 4680

C.P No. : 15586

Partner

[Name and Signature of the Scrutinizer]