



SEC: 152

Date: 29.04.2018

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

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

Dear Sir,

Re: Declaration of Voting Results of Postal Ballot for approving the resolutions as stated in the Postal Ballot Notice dated March 21, 2018 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 Postal Ballot of the Company:

Details of Voting Results

Date of the declaration of Postal Ballot	29.04.2018
Total number of shareholding on record dates Cut- off date for E-voting: March 16, 2018	21,575
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	0 0

Agenda-wise

Item No.	Details of the Agenda	Resolution required	Mode of voting (Show of hands/ Poll/ Postal ballot/ E-voting)	Remarks
1	To approve the sale of the entire stake held by the Company's subsidiaries TRF Singapore Pte Ltd and TRF Holdings Pte Ltd in York Transport Equipment (Asia) Pte Ltd (a step down wholly owned subsidiary of the Company).	Special	Postal Ballot & E-voting	The resolution was passed with requisite majority

CIN:L74210JH1962PLC000700

11, Station Road, Burmamines, Jamshedpur-831 007 INDIA

Tel. +91 657 3046500, 3046598, Fax +91 657 2345732, website www.trf.co.in

A TATA Enterprise

for TRF LIMITED
Rivastava
COMPANY SECRETARY



2	To approve material related party transactions with Tata Steel Ltd	Ordinary	Postal Ballot & E-voting	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

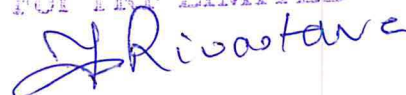
Format for Voting Results

Annexure I

Date of Declaration of Postal Ballot	29.04.2018
Total number of shareholders on record date	21, 575
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	0
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	0


Resolution No 1 – To approve the sale of the entire stake held by the Company’s subsidiaries TRF Singapore Pte Ltd and TRF Holdings Pte Ltd in York Transport Equipment (Asia) Pte Ltd (a step down wholly owned subsidiary of the Company)

Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes – against	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	3755235	3753275	99.9478	3753275	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3755235	3753275	99.9478	3753275	0	100
Public-Institutions	E-Voting	42824	0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		42824	0	0	0	0	0
Public-Non Institutions	E-Voting	7206353	5721	0.0794	5288	433	92.4314	7.5686
	Postal Ballot (if applicable)		33,621	0.4665	33,068	553	98.3552	1.6448
	Total		7206353	39,342	0.5459	38,356	986	97.4938
Total		11004412	3792617	34.4645	3791631	986	99.974	0.026

FOR TRF LIMITED

 COMPANY SECRETARY

Resolution No 2 – To approve material related party transactions with Tata Steel Ltd

Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Postal Ballot (if applicable)	3755235	-	-	-	-	-	-
	Total	3755235	0	0	0	0	0	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Postal Ballot (if applicable)	42824	-	-	-	-	-	-
	Total	42824	0	0	0	0	0	0
Public-Non Institutions	E-Voting		5421	0.0752	4988	433	92.0125	7.9875
	Postal Ballot (if applicable)	7206353	25,991	0.3607	25517	474	98.1763	1.8237
	Total	7206353	31,412	0.4359	30,505	907	97.1126	2.8874
Total		11004412	31,412	0.2854	30,505	907	97.1126	2.8874

For TRF LIMITED

 COMPANY SECRETARY



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

Dated: 28/04/2018

To,
The Company Secretary
TRF Limited
Jamshedpur

Sub: Submission of original documents relating to e- voting and postal ballot held on Friday, April 27, 2017 till 05 pm.

Dear Sir,

We hereby submit the following original documents and reports in respect of E- voting and Postal Ballot held on Friday, April 27, 2018 till 5 pm :-

1. Combined report of E- Voting and Postal Ballot.
2. Registers of E- Voting and Postal Ballot.
3. NSDL data duly signed by the Scrutinizer along with two witnesses.
4. Postal Ballot papers voting conducted on Friday, 27th April, 2018 till 5 pm.

Trust, you find the same in order and would keep these documents in safe custody for your future reference.

Please acknowledge receipt and oblige.

Thanking you.

Yours Faithfully



Pramod Kumar Singh
(Practicing Company Secretary)
Partner
P.K. Singh & Associates

Encl: As above



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

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

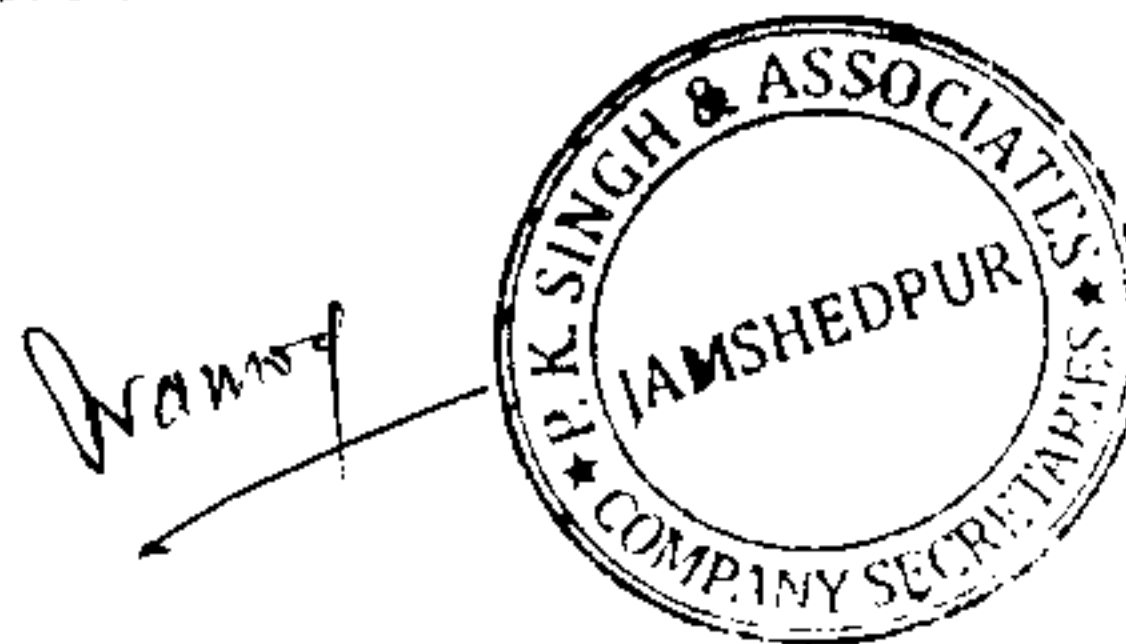
To,
The Chairman
TRF Limited
Reg. Office- 11, Station Road,
Burmamines, Jamshedpur,
Jharkhand – 831007.
ISIN:- INE391D01019

Dear Sir,

Sub: Combined Scrutinizer's Report on Remote e-voting and Postal Ballot Forms pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Remote e-voting and postal ballot closed on Friday, 27th April, 2018 at 5.00pm.

I, Pramod Kumar Singh, partner of M/s 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 & 110 of the Companies Act 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution passed by the shareholders of TRF Ltd through remote e-voting & Postal Ballot, closed on Friday, 27th April, 2018 at 5.00pm.

The Notice dated 21st March, 2018 along with statement setting out material facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution passed by shareholders of TRF Ltd. through remote e-voting & Postal Ballot.



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 Company had also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the 'cut off' date 16-03-2018 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting and postal ballot commenced on 29th March, 2018 at 09:00 am and ended on Friday, 27th April, 2018 at 5:00 pm and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting and Postal Ballot, the report on voting was generated in my presence and the voting was diligently conducted.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who are not in the employment of the Company. Votes cast through Postal Ballot forms received till 05 pm on Friday, 27th April, 2018, were also opened by me in the presence of two witnesses.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received, respectively.


I now submit my combined Report as under on the result of the remote e-voting and postal ballot forms in respect of the said Resolutions.

Item - 1

To approve the sale of the entire stake held by the Company's subsidiaries TRF Singapore Pte Ltd and TRF Holdings Pte Ltd in York Transport Equipment (Asia) Pte Ltd (a step down wholly owned subsidiary of the Company).

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

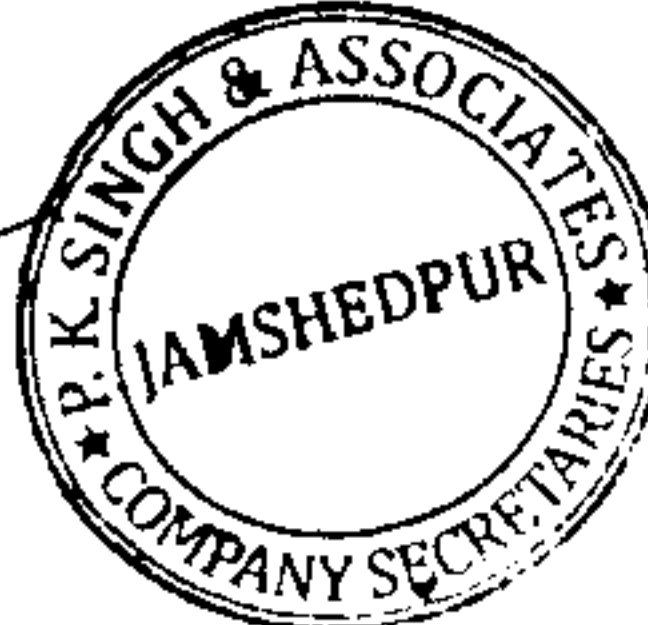
Arumog

A circular stamp with the text "ARUMOG & ASSOCIATES" around the top edge and "JAMSHEDPUR" at the bottom. The center of the stamp contains a star and some illegible text.

“RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further pursuant to Section 110 and Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, the Rules there under, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, or other governmental or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent, approval and authority of the Company be and is hereby granted for divestment by way of sale, transfer, or disposal of the entire shareholding held by its subsidiaries TRF Singapore Pte Ltd (hereinafter referred as ‘TRFS’) & TRF Holdings Pte Ltd (hereinafter referred as ‘TRFH’) in York Transport Equipment (Asia) Pte Ltd (hereinafter referred as “York”), (York is a step down wholly owned subsidiary of the Company) to SAF-Holland GMBH on a cash free , debt free basis at an enterprise value of USD 40 million (subject to working capital adjustment) based on the binding offer received from the buyer SAF-Holland GMBH and draft Sale and Purchase Agreement to be entered into with the said buyer as approved by the Board of TRFS , TRFH and also approved by the Committee of Directors of TRF Ltd and thereby ceasing to exercise any ownership or control over York Transport Equipment (Asia) Pte Ltd and all its subsidiaries on such sale, transfer, assignment or disposal, on such terms and conditions and with such modifications as may be required as the Board of Directors of TRF Ltd/ TRF Singapore Pte Ltd/TRF Holdings Pte. Ltd which term shall include any committee of directors constituted by the Board), may deem fit and appropriate in the interests of the Company;

RESOLVED FURTHER THAT the Board of TRF Ltd /TRF Singapore Pte Ltd/TRF Holdings Pte. Ltd be and is hereby authorised to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, including finalizing, varying and settling the terms and conditions of the proposed divestment; to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company; any

Wamod



other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required), and to execute, deliver and perform such agreements, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give 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	157	33068	0.88
E-voting	35	3758563	99.10
Combined	192	3791631	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	05	553	0.01
E-voting	04	433	0.01
Combined	09	986	0.02

Pranay



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
Postal Ballot	09	1529
E-voting	0	0
Combined	09	1529

Item No.2

To approve material related party transactions with Tata Steel Ltd

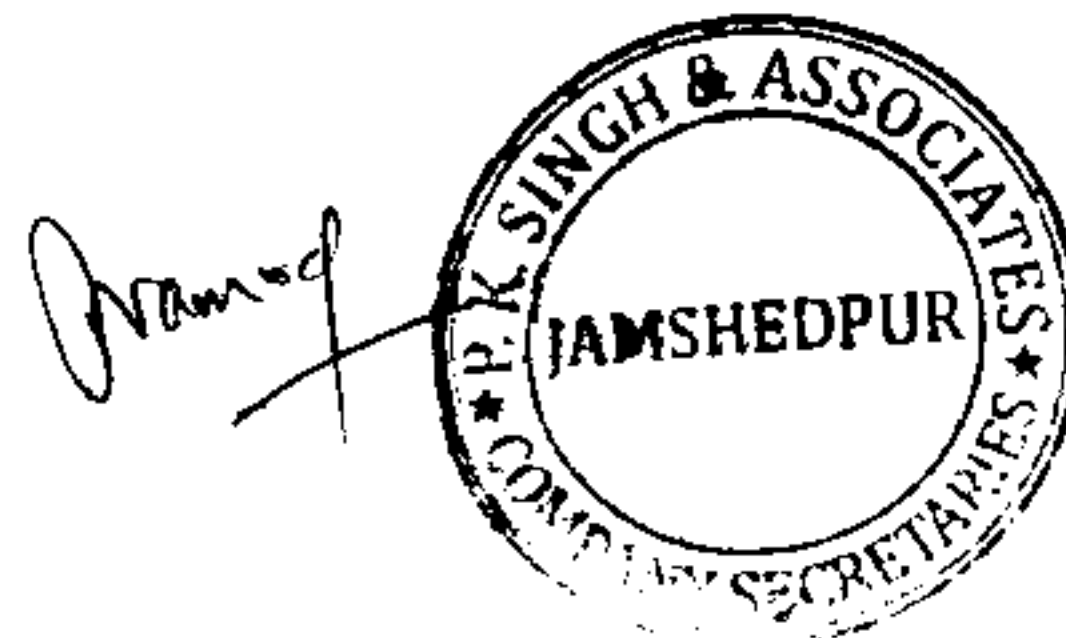
To consider, and if thought fit, to pass the following resolution as an **Ordinary**

Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 [“SEBI LODR”] and other relevant provisions of the Companies Act, 2013 [“Act”] read with related Rules thereto, consent of the members be and is hereby accorded to the transactions to be entered with Tata Steel Ltd, as detailed in the explanatory statement annexed to the notice, for upto such amount as mentioned in the explanatory statement, during financial year 2018-19 and each subsequent year till the termination of the said contract/arrangement.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and to delegate all or any of the powers herein conferred to any director(s), Chief Financial Officer, Company Secretary or any other officer of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Company in



connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

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

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

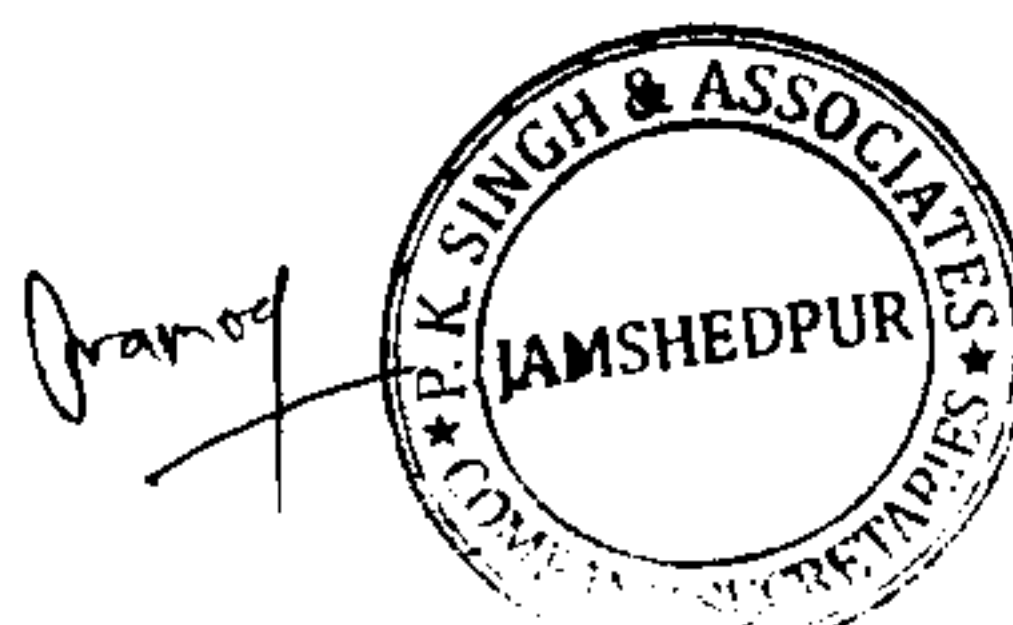
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	124	25517	81.23
E-voting	32	4988	15.88
Combined	156	30505	97.11

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	01	474	1.52
E-voting	04	433	1.38
Combined	05	907	2.89

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
Postal Ballot	46	9159
E-voting	0	0
Combined	46	9159



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: 27/04/2018
Dated: Jamshedpur



Yours faithfully,
For P.K.Singh & Associates

A handwritten signature in black ink, appearing to read "Pramod".

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

[Name and Signature of the Scrutinizer]