

Details of Voting Results

Sl 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 Public Total	 1 53 54
4	No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group Public	Not arranged



J. Rivastava

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 held	No of Voted 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
	[1]	[2]	[3] = $[(2)/(1)]*100$	[4]	[5]	[6]= $[(4)/(2)]*10$	[7]= $[(5)/(2)]*10$
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	0.00
Public - Others	5232059	4259	0.08	3635	624	85.35	14.65
Grand Total	11004412	4024083	36.57	4023459	624	99.984	0.016



L. Ravastava

Resolution No 2

Re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Auditors to hold office from conclusion of this AGM until 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 held	No of Voted 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
	[1]	[2]	$\frac{[3]}{=[(2)/(1)]*100}$	[4]	[5]	$\frac{[6]=[(4)/(2)]*10}{0}$	$\frac{[7]=[(5)/(2)]*10}{0}$
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	0.00
Public - Others	5232059	4259	0.08	4259	0	100.00	0.00
Grand Total	11004412	4024083	36.57	4024083	0	100.000	0.000

Resolution No 3

Appointment of Mr Subodh Kr Bhargava as an Independent Director

Resolution required :

Ordinary Resolution

Mode of Voting :

E-voting and poll conducted at the meeting

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	$\frac{[3]}{=[(2)/(1)]*100}$	[4]	[5]	$\frac{[6]=[(4)/(2)]*10}{0}$	$\frac{[7]=[(5)/(2)]*10}{0}$
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	0.00
Public - Others	5232059	4224	0.08	4148	76	98.20	1.80
Grand Total	11004412	4024048	36.57	4023972	76	99.998	0.002



Prasanna

Resolution No 4
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 held	No of Voted 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
	[1]	[2]	$\frac{[3]}{=[(2)/(1)]*100}$	[4]	[5]	$\frac{[6]=[(4)/(2)]*10}{0}$	$\frac{[7]=[(5)/(2)]*10}{0}$
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	0.00
Public - Others	5232059	4224	0.08	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 : Ordinary Resolution
Mode of Voting : E-voting and poll conducted at the meeting

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	$\frac{[3]}{=[(2)/(1)]*100}$	[4]	[5]	$\frac{[6]=[(4)/(2)]*10}{0}$	$\frac{[7]=[(5)/(2)]*10}{0}$
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	0.00
Public - Others	5232059	3724	0.07	3648	76	97.96	2.04
Grand Total	11004412	4023548	36.56	4023472	76	99.998	0.002



S. Ravantava

Resolution No 6
Appointment of Mr R. V. Raghavan as an Independent Director

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

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	$=[\frac{[3]}{[2]/[1]}]*100$	[4]	[5]	$[6]=[\frac{[4]}{[2]}]*10$	$[7]=[\frac{[5]}{[2]}]*10$
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	0.00
Public - Others	5232059	4199	0.08	4123	76	98.19	1.81
Grand Total	11004412	4024023	36.57	4023947	76	99.998	0.002

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

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

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	$=[\frac{[3]}{[2]/[1]}]*100$	[4]	[5]	$[6]=[\frac{[4]}{[2]}]*10$	$[7]=[\frac{[5]}{[2]}]*10$
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	0.00
Public - Others	5232059	4224	0.08	4148	76	98.20	1.80
Grand Total	11004412	4024048	36.57	4023972	76	99.998	0.002



Handwritten signature

Resolution No 8

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

Resolution required : Ordinary Resolution

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

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	[3] = $[(2)/(1)]*100$	[4]	[5]	[6]= $[(4)/(2)]*100$	[7]= $[(5)/(2)]*100$
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	0.00
Public - Others	5232059	3499	0.07	3423	76	97.83	2.17
Grand Total	11004412	4023323	36.56	4023247	76	99.998	0.002

Resolution No 9

Authorisation to the Board under section 180(1)(c) to borrow monies upto Rs 200 crore

Resolution required : Special Resolution

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

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	[3] = $[(2)/(1)]*100$	[4]	[5]	[6]= $[(4)/(2)]*100$	[7]= $[(5)/(2)]*100$
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	0.00
Public - Others	5232059	4024	0.08	3274	750	81.36	18.64
Grand Total	11004412	4023848	36.57	4023098	750	99.981	0.019



R. Prasad

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

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

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	$=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*10$	$[7]=[(5)/(2)]*10$
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	0.00
Public - Others	5232059	3999	0.08	3249	750	81.25	18.75
Grand Total	11004412	4023823	36.57	4023073	750	99.981	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 : Ordinary Resolution
Mode of Voting : E-voting and poll conducted at the meeting

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	$=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*10$	$[7]=[(5)/(2)]*10$
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	0.00
Public - Others	5232059	4024	0.08	2900	1124	72.07	27.93
Grand Total	11004412	4023848	36.57	4022724	1124	99.972	0.028



Rivartava

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

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

Promoter/Public	No of Shares held	No of Voted 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
	[1]	[2]	[3] = $[(2)/(1)]*100$	[4]	[5]	[6]= $[(4)/(2)]*10$	[7]= $[(5)/(2)]*10$
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	0.00
Public - Others	5232059	4024	0.08	3938	86	97.86	2.14
Grand Total	11004412	4023848	36.57	4023762	86	99.998	0.002



Handwritten signature



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

51st 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

Pramod

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	Total number of votes cast by them
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

Aravind

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

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 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	Total number of votes cast by them
E-voting	0	0
Polling	3	288
Combined	3	288

Pravin

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	Total number of votes cast by them
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

Ranaveer Sinha

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

Dr. Raghavan

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

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	Total number of votes cast by them
E-voting	0	0
Polling	3	288
Combined	3	288

Dipanker

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 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	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	Total number of votes cast by them
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)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	4021257	
Polling	18	1841	
Combined	31	4023098	99.981

Prasad R. Menon

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	Total number of votes cast by them
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

Aravind

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

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 (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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	
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

l. **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).

Aramog

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	
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	Total number of votes cast by them
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: Jamshedpur
Dated: 03/08/2014

Yours faithfully,
Kumar 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]



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:

Pramod

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
14	4021292	100

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
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

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)	Number of votes cast by them	% of total number of valid votes cast
14	4021292	100

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
0	0	0

Handwritten signature

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

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

Pranish

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

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)	Number of votes cast by them	% of total number of valid votes cast
11	4020681	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

Ranaveer Sinha

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)	Number of votes cast by them	% 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)	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

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)	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

Dramoz.

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

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

Prasad

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
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 votes cast by them	% 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

Chamof

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)	Number of votes cast by them	% 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)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.012

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

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

Manoj

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

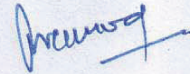
5. All the related documents are in our safe custody and shall be handed over to the Company Secretary or any other Designated Officer after the meeting is over.

Thanking you,

Yours faithfully,

Place: Jamshedpur

Dated: 30/07/2014



Pramod Kumar Singh \ **Pramod Kumar Singh**
Practicing Company Secretary / Practicing Company Secretary
FCS No.5878, C.P.No.6019 FCS No. 5878, CP No. 6019

[Name and Signature of the Scrutinizer]



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 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/registrars 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:

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	624	22.358

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

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)	Number of votes cast by them	% 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)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Dr. Arun

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

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
23	2791	100

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
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
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:

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

Pranay

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
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
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 present and voting (in person or by proxy)	Number of votes cast by them	% 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)	Number of votes cast by them	% 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
3	288

Ranaveer

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

Pranav

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

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
22	2591	100

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
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
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)	Number of votes cast by them	% of total number of valid votes cast
18	1841	71.054

Prasad R. Menon

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

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

Handwritten signature

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)	Number of votes cast by them	% of total number of valid votes cast
21	1967	75.917

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	624	24.083

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

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

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
0	0	0

Handwritten signature

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

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: Jamsheerpur.
Dated: 03/08/2014

Yours faithfully,
Pramod Pramod Kumar 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]