



TRF LIMITED

March 29, 2024

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Maharashtra, India.

Scrip Code: **505854**

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.
Maharashtra, India.

Symbol: **TRF**

Dear Madam, Sirs,

Sub: Result of Postal Ballot by remote e-voting process

This is further to our disclosure dated February 28, 2024, enclosing the copy of Postal Ballot Notice dated February 27, 2024 (**'Notice'**) for seeking approval of the Members of TRF Limited (**'the Company'**), on the below Ordinary Resolution:

Material Related Party Transaction(s) with Tata Steel Limited for FY 2024-25 for Operational Matters

Pursuant to the provisions of Section 110, Section 108 and other applicable provisions of the Companies Act, 2013, read with related Rules, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) read with other applicable SEBI Circulars and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Company has transacted special business by way of Postal Ballot through remote e-voting process as set out in the Notice.

The remote e-voting process concluded on Friday, March 29, 2024, at 5:00 p.m. (IST). The Scrutinizer has today i.e., March 29, 2024, submitted his report on the results of the Postal Ballot through remote e-voting. Based on the report of the Scrutinizer, we hereby inform that, the Members of the Company have duly passed the above Ordinary Resolution with requisite majority.

Pursuant to Regulation 44(3) of the Listing Regulations, we are enclosing herewith the details of the voting results as **Annexure A** and the Report of the Scrutinizer as **Annexure B**.



TRF LIMITED

The Voting Results and the Report of the Scrutinizer are being made available on the website of the Company at www.trf.co.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com as well as on the notice board at the Registered Office of the Company at 11, Station Road, Burmamines, Jamshedpur- 831007.

This is for your information and records.

Thanking you

Yours faithfully,
TRF Limited

Prasun Banerjee
Company Secretary & Compliance Officer
Membership No. ACS 29791

Encl: As above



TRF LIMITED

Annexure A

A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF THE LISTING REGULATIONS

SN	Particulars	Details
1	Date of Postal Ballot Notice	Tuesday, February 27, 2024
2	Cut-off Date	Friday, February 23, 2024
3	Voting Start Date & Time	Thursday, February 29, 2024, at 9:00 am (IST)
4	Voting End Date & Time	Friday, March 29, 2024, at 5:00 pm (IST)
5	Total Number of Shareholders as on the Cut-off Date	29473
6	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	N.A.
	Public	N.A.
7	No. of shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	N.A.
	Public	N.A.

B. RESULTS OF THE POSTAL BALLOT

SN	Agenda	Resolution required	Mode of voting	Remarks
1	Material Related Party Transaction(s) with Tata Steel Limited for FY 2024-25 for Operational Matters	Ordinary Resolution	Remote e-voting	Passed with requisite majority

TRF Limited



Prasun Banerjee

Company Secretary and Compliance Officer
(ACS:29791)

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CIN L74210JH1962PLC000700

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TRF Limited-- Voting Results									
Resolution required				Ordinary					
Particulars of Resolution				Material Related Party Transaction(s) with Tata Steel Limited for FY 2024-25 for Operational Matters					
Whether promoter/promoter group are interested in the agenda/ resolution?				Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in Favour on votes polled	% of Votes against on votes polled	No. of Votes invalid
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	37,55,235	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-
Public-Institutions	E-Voting	67,866	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	71,81,311	1,37,913	1.92	1,36,320	1,593	98.84	1.16	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		1,37,913	1.92	1,36,320	1,593	98.84	1.16	0
Total		1,10,04,412	1,37,913	1.25	1,36,320	1,593	98.84	1.16	0

TRF Limited

Prasun Banerjee

Company Secretary & Compliance Officer
Membership No. ACS 29791



**Report of Scrutinizer on Remote E-voting**

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

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted through electronic voting ('Remote e-voting') and closed on Friday, March 29, 2024, at 05.00 pm (IST).

I, Pramod Kumar Singh, partner of M/s P.K. Singh & Associates, Practicing Company Secretaries, (Membership No FCS 5878 & C.P. No. 19115), having my office at 309, Vikas Bhawan (AIADA), Adityapur, Jamshedpur, Jharkhand, have been appointed as the Scrutinizer by the Board of Directors of TRF Limited, to scrutinize the remote e-voting process conducted by the Company in respect of the Ordinary Resolution i.e. Material Related Party Transaction(s) with Tata Steel Limited for FY 2024-25 for Operational Matters, pursuant to the Postal Ballot Notice dated February 27, 2024 issued under Section 110, 108 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") as amended from time to time, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Postal Ballot Notice dated February 27, 2024 along with statement setting out material facts under section 102 of the Act were sent through electronic mode only to those Members whose e-mail addresses were registered with the Company /Depositories.

The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

Pramod



The shareholders of the Company holding shares as on the 'cut off' date of Friday, February 23, 2024 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

The remote e-voting period commenced on Thursday, February 29, 2024 at 09.00 am (IST) and ended on Friday, March 29, 2024 at 5:00 pm (IST) and the NSDL e-voting module was disabled thereafter

The votes cast under remote e-voting facility were thereafter unblocked. After the closure of the e-voting, 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.

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.

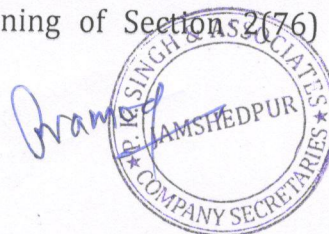
I now submit my Report as under on the result of the remote e-voting in respect of the said Resolutions.

Special Business:

1. Approval of Material Related Party Transaction(s) with Tata Steel Limited for FY 2024-25 for Operational Matters

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

"RESOLVED THAT pursuant to the provisions of Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of TRF Limited (**'Company'**), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**'Board'**, which term shall be deemed to include any Committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to amend/modify/continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Tata Steel Limited, a related party within the meaning of Section 2(76) of the Act, and



Regulation 2(1)(zb) of the SEBI Listing Regulations, for sale of goods and rendering of services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹294 crore (Rupees Two Hundred and Ninety Four crore only) per annum for the financial year 2024-25, and for purchase of goods and receipt of services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹41 crore (Rupees Forty One crore only) per annum for the financial year 2024-25, (as detailed in the Statement annexed to the Notice), provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

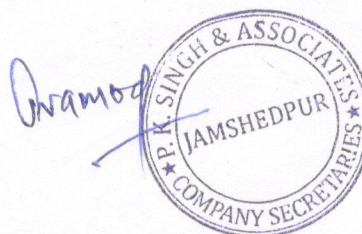
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Managing Director or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, severally, to do all such acts and take such steps as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and 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 of vote	Number of votes cast by them in favour of Resolution	% of total number of valid votes cast
E-voting	195	136,320	98.84
Total	195	136,320	98.84



ii. Voted against the resolution:

Method of voting	Number of members casted vote.	Number of votes cast by them against the resolution	% of total number of valid votes cast
E-voting	13	1593	1.16
Total	13	1593	1.16

iii. Invalid votes :

Method of voting	Total number of members, whose votes were declared invalid	Total number of votes declared invalid by scrutinizer
E-voting	NIL	NIL
Total	NIL	NIL

Result: PASS

Note:-

1. TATA STEEL LIMITED, being interested party has not casted their vote for the Resolution.
2. The registers, all other papers and relevant records relating to electronic voting were sealed and handed over to the Managing Director and Company Secretary as authorized by the chairman in this behalf.

Thanking you,
Yours faithfully,

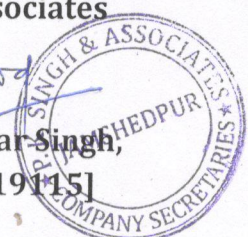
For P. K. Singh & Associates

Pramod
Pramod Kumar Singh,

FCS: 5878 [C.P No. : 19115]

Partner

[Name and Signature of the Scrutinizer]



Place: Jamshedpur

Dated: 29th March, 2024

UDIN: F005878E003649727