

Ref :SEC:152 December 26, 2020

The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Maharashtra, India. Scrip Code: **505854** 

General Manager
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001.
Scrip Code: **10030045** 

Dear Madam, Sir,

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** 

#### Sub: Declaration of Voting Results of Postal Ballot

This has reference to our letter dated November 24, 2020, enclosing the Postal Ballot notice dated November 20, 2020, for seeking approval of the Members of the Company through Special Resolution, for sale of the entire stake held by Dutch Lanka Trailer Manufacturers Limited (a step down wholly owned subsidiary of the Company), in Tata International DLT Private Limited, a 50:50 Joint Venture (JV) Company of Tata International Limited and Dutch Lanka Trailer Manufacturers Limited, by way of postal ballot only through remote electronic voting process ("e-voting").

In this regard, please find enclosed the following:

- 1. Voting results of the said Postal Ballot through remote e-Voting, in relation to the aforesaid business, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') **Annexure 1**
- 2. The Scrutinizer's Report dated December 26, 2020, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **Annexure 2**

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at <a href="https://www.trf.co.in">www.trf.co.in</a> and will also be made available on the website of National Securities Depository Limited at <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.

This information is submitted pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations.

For TRF Limited

(Subhashish Datta)

**Company Secretary and Compliance Officer** 

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Encl: As above



#### Annexure 1

#### Format for Voting Results

Date of Declaration of Postal Ballot/AGM/EGM	Resolution passed through Postal ballot on December 26, 2020
Total number of shareholders on record date (i.e. November 20, 2020)	22,489
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group:  Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

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Subhashish Datta Company Secretary & Compliance Officer

11 Station Road Burmamines Jamshedpur 831 007 INDIA
Tel +91 657 3046266 FAX +91 657 2345718 e mail: <a href="mailto:comp-sec@trf.co.in">comp-sec@trf.co.in</a> www trf.co.in
CIN L74210JH1962PLC000700

A TATA Enterprise



Resolution	Approval for sale of the entire stake held by Dutch Lanka Trailer Manufacturers Limited (a step down wholly owned subsidiary of the Company), in Tata International DLT Private Limited, a 50:50 Joint Venture (JV) Company of Tata International Limited and Dutch Lanka Trailer Manufacturers Limited
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	No. of Votes in favour	No. of Votes – against	% of Votes in Favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of invalid votes on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)	(9)=[(8)/(2)]* 100
	E-Voting		37,53,275	99.94	37,53,275	0	100	0	0	0.00
Promoter and	Poll	37,55,235								
Promoter Group	Postal Ballot (if applicable)	37,33,233								
Group	Total	37,55,235	37,53,275	99.94	37,53,275	0	100	0	0	0.00
	E-Voting	2,714	0	0.00	0	0	0.00	0.00	0	0.00
Public-	Poll									
Institutions	Postal Ballot (if applicable)	2,714								
	Total	2,714	0	0.00	0	0	0.00	0.00	0	0.00
	E-Voting		43,943	0.60	43,583	360	99.18	0.82	0	0.00
Public-Non	Poll	72,46,463								
Institutions	Postal Ballot (if applicable)	72,40,403								
	Total	72,46,463	43,943	0.60	43,538	360	99.18	0.82	0	0.00
Total	•	1,10,04,412	37,97,218	100	37,96,858	360	99.99	0.01	0	0
Whether reso	olution is passe	ed or not		•	'		•	'		Yes

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Subhashish Datta

Company Secretary and Compliance Officer



# P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309/310, 3rd Floor, Vikash Bhawan (AIADA), Main Road, Adityapur, Jamshedpur - 831013.

Phone: 0657-2370699, 2370440, 6201089433 E-mail: pramodkumar.pcs@gmail.com /amexis.09@gmail.com

## Combined Report of Scrutinizer [E-voting]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 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: Scrutinizer's Report on Remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 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 on Postal Ballot, closed on Saturday, 26th December, 2020 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 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended till date to scrutinize and submit the report on the remote e-voting process on the postal ballot in respect of the



below mentioned resolution passed by the shareholders of TRF Ltd through remote e-voting on Postal Ballot, closed on Saturday, 26th December, 2020 at 5.00pm.

The Notice dated 20<sup>th</sup> November, 2020 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 on the 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 shareholders of the Company holding shares as on the 'cut off date' Friday 20<sup>th</sup> November, 2020 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot. Ballot was sent through email to shareholders. Notice contains detail information regarding use of e-voting facilities by the shareholders.

The voting period for remote e-voting on Postal Ballot commenced on Friday, 27th November, 2020 at 09:00 am and ended on Saturday, 26th December, 2020 at 5:00 pm and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting, the report on voting was generated by undersigned in the presence of 2 witnesses.

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.

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

#### Item - 1.

Approval for sale of the entire stake held by Dutch Lanka Trailer Manufacturers Limited (a step down wholly owned subsidiary of the Company), in Tata International DLT Private Limited, a 50:50 Joint Venture (JV) Company of Tata International Limited and Dutch Lanka Trailer Manufacturers Limited

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

"RESOLVED THAT pursuant to Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013, rules, notifications, clarifications, circulars, regulations made thereunder including any statutory modifications and amendments issued by the Government of India, or other governmental or statutory authorities thereto, subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, if required, 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 Members of the Company be and is hereby granted for divestment by way of sale, transfer, or disposal of entire stake held by Dutch Lanka Trailer Manufacturers Limited (hereinafter referred as "DLT"), a step down whollyowned subsidiary of the Company, in Tata International DLT Private Limited (hereinafter referred as "TIDLT"), a 50:50 joint venture company of DLT and Tata International Limited (hereinafter referred as "TIL"), at a net consideration value of INR 24.5 crore, to TIL, the other Joint Venture Partner.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company ("Board") be and is hereby authorized 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 the share purchase agreement and other ancillary transaction documents, 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 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.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, 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 in connection with any matter referred to or contemplated in any of the foregoing resolution 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	Number	of	Number	of	votes	%	of	total
voting		members		cast by	ther	n in	num	ber	of
		casted vote		favour		of	valid		votes
				Resolutio	cast				
E-voting		74			379	6858	9	9.9	99
Total		74			379	6858	9	9.9	99

### ii) Voted **against** the resolution:

Method	of	Number	of	Number	of	votes	% (	of total	
voting		members		cast t	ру	them	numl	per of	
		casted vote		against		the	valid	votes	
				resolutio	n		cast		
E-voting		5		360			0.01		
Total		5		360		0.01			



#### iii) Invalid votes:

Method of voting	Total	number	of	Total	number	of	votes		
	membe	ers, whose	votes	declar	ed in	valid	by		
	were de	eclared inva	lid	scruti	nizer				
E-voting		NIL			NIL				
Total	NIL		NIL						

#### RESULT: Resolution passed.

#### Note:-

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

SECRETA

Thanking you,
Yours truly,

For P. K. Singh & Associates

Place: Jamshedpur

Dated: 26 Dec 2020 at 6.00 PM.

UDIN:F005878B001674402

Pramod Kumar Singh,

FCS: 5878 | C.P No.: 19115

Partner

[Name and Signature of the Scrutinizer]

For TRF Limited

Subhashish Datta

Company Secretary & Compliance Officer

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# e-Voting Module



# Result File :114961

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DAT	STATUS	EVEN_RATIO
114961	INE391D01019	TRF LIMITED EQ	27-11-2020	26-12-2020	28-12-2020	U	1.00

EVEN	RESOLUTION ID	OPTION ID	OPTION NAME	VOTER COUNTS	VOTE COUNTS
114961	1	1	I/We assent to the resolution(For/ Yes/ Favour)	74	3796858.000
114961	1	2	I/We dissent to the resolution(Against/ No)	5	360.000

EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_I D	HOLDING S	VOTES	CAST_VOTE_DATE
114961	1203230003502453	BIMAL KUMAR AGARWAL	1	1	1.000	1.000	Nov 27, 2020 9:17:32 AM
114961	IN30154956979643	MANISH LUTHRA	1	1	151.000	151.000	Nov 27, 2020 10:51:37 AM
114961	IN30290240639262	PRATAPSING JAYSING RANE	1	1	50.000	50.000	Nov 27, 2020 11:16:03 AM
114961	1203320025996580	SURENDRA KANTILAL KHAPANDI	1	11,	300.000	300.000	Nov 27, 2020 11:57:49 AM
114961	IN30045013926927	THOMAS RAJESH	1	1	55.000	55.000	Nov 27, 2020 1:33:29 PM
114961	IN30012610406154	ASHWIN RADHESHYAM AGARWAL	1	1	5710.000	5710.000	Nov 27, 2020 4:16:20 PM
114961	IN30154952478389	KALAWATI RADHESHYAM AGARWAL	1	1	1000.000	1000.000	Nov 27, 2020 4:21:03 PM
114961	IN30154954811447	KALAWATI RADHESHYAM AGARWAL	1 CARIVA, DA	1	1360.000	1360.000	Nov 27, 2020 4:25:45 PM
114961	IN30009511709057	Parimal Yatish Mithani	1 (5)	1	100.000	100.000	Nov 27, 2020 4:25:56 PM
114961	IN30047641689077	MANJU SURENDRA GANERIWALA	1 F nagge	1	210.000	210.000	Nov 27, 2020 4:26:49 PM
114961	IN30012610406146	ASHWIN RADHESHYAM AGARWAL	1 13 Way 5	1	1510.000	1510.000	Nov 27, 2020 4:28:06 PM

114961	IN30154914765115	ASHWIN RADHESHYAM AGARWAL	1.	1	210.000	210.000	Nov 27, 2020 4:30:44 PM
14961	IN30306910080328	SANTOSH KUMAR SARAF	1	1	232.000	232.000	Nov 27, 2020 4:34:55 PM
114961	IN30302882079869	DHRUV JI PANDEY	1	1	50.000	50.000	Nov 27, 2020 7:24:42 PM
14961	IN30290244574474	HITESH ARORA	1	1	100.000	100.000	Nov 27, 2020 11:34:19 PM
114961	IN30290244899745	DNYANDEO BALASAHEB SHENDGE	1	1	36.000	36.000	Nov 28, 2020 8:59:24 AM
14961	IN30051321797327	NARENDRA GOPAL KHARADE	1 ,	1	15.000	15.000	Nov 28, 2020 11:49:42 AM
114961	1203320027045785	RAKESH KUMAR SINGH	1	1	25.000	25.000	Nov 28, 2020 3:27:30 PM
14961	1201090004952963	BHOOVENDRAN S C	1	1	200.000	200.000	Nov 28, 2020 3:47:55 PM
114961	IN30164510566879	NARENDRAKUMAR VANMALIDAS MEHTA	1	1	100.000	100.000	Nov 28, 2020 5:21:53 PM
114961	IN30051381356321	NIRMAL KUSHWAHA	1	1	20.000	20.000	Nov 28, 2020 9:22:37 PM
14961	IN30045010316575	ALOK KRISHNA	1	1	900.000	900.000	Nov 29, 2020 6:42:32 AM
114961	IN30133020705795	VIJAY VARDHAN SAH	1	1	1100.000	1100.000	Nov 29, 2020 12:49:07 AM
114961	IN30051317606052	SIDDHARTHA MAJUMDER	1	1	200,000	200.000	Nov 29, 2020 8:17:16 PM
14961	IN30611490067222	ROHINTON FRAMROZE BATIWALA	1	1	200.000	200.000	Nov 30, 2020 10:36:30 AM
14961	IN30290241465722	SUBIR RANJAN BAL	1	1	80.000	80.000	Nov 30, 2020 7:48:53 PM
14961	IN30218910041560	ALPA MADHUKANT HEMANI	1	1	5.000	5.000	Nov 30, 2020 8:12:26 PM
114961	1206810000045996	URMILA MEHTA	1	1	1250.000	1250.000	Dec 1, 2020 9:42:48 AM
14961	IN30018313563650	NARENDRA CHIMANLAL GARACH	1	1	1120.000	1120.000	Dec 1, 2020 9:57:40 AM
14961	IN30290248183056	RAKESH SINHA	1	1	20025.000	20025.000	Dec 2, 2020 8:00:15 AM
14961	IN30051323071026	RONALD FERNANDES	1	1	5.000	5.000	Dec 2, 2020 8:37:45 AM
14961	IN30306910027866	M.DHAMOTHARAN	1	2	1.000	1.000	Dec 2, 2020 3:53:56 PM
14961	IN30036022388159	TATA STEEL LIMITED	1	1	3565689.000	3565689.000	Dec 2, 2020 4:16:35 PM
14961	IN30036020012128	TATA STEEL LIMITED	1	1	187586.000	187586.000	Dec 2, 2020 4:18:45 PM
14961	IN30070810030670	BASANT NARANG	1	1	50.000	50.000	Dec 3, 2020 7:01:52 AM
14961	IN30021414472634	SUDHIR KUMAR	1	1	50.000	50.000	Dec 3, 2020 1:12:27 PM
14961	IN30163742062310	C ANAND	1	1	5.000	5.000	Dec 3, 2020 6:48:07 PM
14961	IN30018310120358	JOHN JOSE	1	2	1.000	1.000	Dec 3, 2020 7:33:04 PM
14961	IN30290243431550	PRAFULLA PRABHAKAR DIWAN	1	1	125.000	125.000	Dec 4, 2020 6:50:55 PM
14961	IN30281412215500	Kamla Chandar Talreja	1	1	200.000	200.000	Dec 5, 2020 9:24:05 AM
14961	IN30318110076904	SAGARIKA DHAR	1 / 2 /	1	80.000	80.000	Dec 5, 2020 11:58:54 AM
14961	IN30023913924589	ALAIN MARK FERNANDES	1 0 6	1	1.000	1.000	Dec 5, 2020 6:14:02 PM

114961	IN30023910394638	KOSHY MATHEW	1	1	5.000	5.000	Dec 6, 2020 8:28:14 PM
114961	1203070000486997	KAMAL KISHORE JHAWAR	1	1	1.000	1.000	Dec 7, 2020 10:50:08 AM
114961	1208160021919804	ANMOL JAIN	1	1	1.000	1.000	Dec 7, 2020 4:28:32 PM
114961	IN30075710820087	SHAH HEENA GOPALBHAI	1	Í	1.000	1.000	Dec 7, 2020 8:28:22 PM
114961	IN30302864423372	SHAILENDRAKUMAR MAURYA	1	1	101.000	101.000	Dec 8, 2020 12:38:16 AM
114961	IN30047641469974	RRAVICHANDRAN	1	1	100.000	100.000	Dec 8, 2020 3:11:08 PM
114961	IN30047610462894	DEDHIA DINESH	1	1	1.000	1.000	Dec 8, 2020 3:51:11 PM
114961	IN30088814605240	RAVINDER NATH KOHLI	1	1	468.000	468.000	Dec 8, 2020 7:46:06 PM
114961	IN30021414689791	SHANTANU PURUSHOTTAM MAINKAR	1	1	55.000	55.000	Dec 8, 2020 9:05:39 PM
114961	IN30267934439149	SHAILESH KUMAR PANDEY	1	1	11.000	11.000	Dec 9, 2020 6:07:26 PM
114961	IN30034311186443	DAVE PAYAL KETANKUMAR	1.	2	10.000	10.000	Dec 10, 2020 6:10:02 PM
114961	IN30090710003699	DINESH GOPALDAS BHATIA	1	1	2.000	2.000	Dec 11, 2020 1:20:38 PM
114961	IN30074910006708	BEHRAM RUSTOM SETHNA	1	1	885.000	885.000	Dec 11, 2020 3:45:24 PM
114961	IN30018311375894	RAJEEV KUMAR SACHDEV	1	1	1000.000	1000.000	Dec 11, 2020 5:56:15 PM
114961	IN30018313047055	SUJATA	1	ĺ	470.000	470.000	Dec 11, 2020 6:28:54 PM
114961	IN30302858684986	SHIVAM K VASHI	1	1	150.000	150.000	Dec 12, 2020 1:19:25 AM
114961	IN30012610330062	MANILAL KANJI POLADIA	1	1	1000.000	1000.000	Dec 12, 2020 7:39:56 AM
114961	IN30018310958800	MARIO MICHAEL ARANHA	1	1	27.000	27.000	Dec 12, 2020 8:30:06 AM
114961	1205140000090218	CELESTINE ELIZABETH MASCARENHAS	1	1	10.000	10.000	Dec 12, 2020 4:41:14 PM
114961	1202890001487824	BERUZ FERAMROZ POUREDEHI	1	1	138.000	138.000	Dec 13, 2020 3:34:44 PM
114961	IN30051310089129	NARENDRA S TRIVEDI	1 ,	1	50.000	50.000	Dec 14, 2020 6:44:44 PM
114961	IN30021418519912	TRIVEDI BHARATBHAI SHIVSHANKARBHAI	1	2	148.000	148.000	Dec 16, 2020 9:30:27 AM
114961	1208160000398623	NIRMALA MUKUND JHAVERI	1	1	20.000	20.000	Dec 16, 2020 3:35:22 PM
114961	IN30429512607723	K S BALAKRISHNAN	1 6	1	4.000	4.000	Dec 16, 2020 3:35:59 PM
114961	IN30311612900912	K S BALAKRISHNAN	1	1	50.000	50.000	Dec 16, 2020 3:43:20 PM
114961	IN30032710612652	CHITRA PAREEK	1	1	100.000	100.000	Dec 17, 2020 6:33:58 AM
114961	1208160003336811	PRATIKSHA NARESH SHAH	1	3 1	44.000	44.000	Dec 17, 2020 12:33:08 AM

114961	IN30032710002882	RAJ KUMAR MOHTA	1	1	550.000	550.000	Dec 18, 2020 11:20:22 AM
114961	IN30082912012201	DAHODWALA YUSUF TAIYEBI	1	1	94.000	94.000	Dec 18, 2020 4:29:22 PM
114961	IN30045013824052	DHIRAJ ASHOK AKUDE	1	1	70.000	70.000	Dec 19, 2020 9:45:22 PM
114961	IN30115112916833	UMA GUPTA	1	1	150.000	150.000	Dec 20, 2020 11:51:55 AM
114961	IN30154915684736	JAYESH JAIN	1	2	200.000	200.000	Dec 20, 2020 7:05:05 PM
114961	IN30075710846476	VINOD KUMAR OHRI	1	1	624.000	624.000	Dec 21, 2020 11:41:31 AM
114961	IN30075710836722	NEELAM OHRI	1	1	400.000	400.000	Dec 21, 2020 11:43:13 AM
114961	` IN30108022777290	R SARALA DEVI	1	1	20.000	20.000	Dec 21, 2020 12:31:47 AM
114961	1201090001244362	LAKSHMAN K N	1	1	100.000	100.000	Dec 22, 2020 4:50:10 PM
114961	IN30115112135655	SUREKHA RAJESH CHHEDA	1	1	50.000	50.000	Dec 24, 2020 12:12:30 AM

Denopor Komar Singh Denopy. Dehandan Kesheur Charden Kesheur