



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

Pranav

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

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

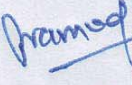
iii. **Invalid votes :**

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: Jamsheelpur.
Dated: 03/08/2014

Yours faithfully,
 **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]