



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

Praveen

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. R.V. 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

Pramod

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).

Aravind

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,
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]