



SEC: 152

Date: 12.04.2016

General Manager- Corporate Services
BSE Ltd.
Floor 25, P.J.Towers
Dalal Street,
Mumbai - 400 001

Manager Listing
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

General Manager
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001

Scrip Code: 505854(BSE) / TRF (NSE) / 10030045(CSE)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended March 31, 2016, pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above on record and confirm.

Thanking you,

Yours faithfully,
For TRF LIMITED

A handwritten signature in blue ink, appearing to read 'Tarun Kumar Srivastava'.

Tarun Kumar Srivastava
Company Secretary

Encl: As above

CIN:L74210JH1962PLC000700

11, Station Road, Burmamines, Jamshedpur-831 007 INDIA
Tel. +91 657 3046500, 3046598, Fax +91 657 2345732, website www.trf.co.in

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : **TRF LIMITED**
2. Quarter ending : **31ST MARCH 2016**

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term	Date of Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Subodh Kumar Bhargava	AAIPB9290R - 00035672	Chairman-Non-Executive	02/08/14	29/03/17	Three years approx	7	4	1
Mr	Ranaveer Sinha	ANDPS0852Q - 00103398	Independent	02/08/14	01/08/19	Five years	1	1	1
Mr	R.V. Raghavan	AAZPR3368R - 01754139	Independent	02/08/14	03/04/17	Three years approx	2	2	0
Mr	Dipankar Chatterji	ACLPC0912G - 00031256	Independent	02/08/14	01/08/19	Five years	3	7	1
Mr	Sabyasachi Hajara	ABFPH9916A - 00004485	Independent	26/09/15	25/09/2020	Five years	2	5	2

Ms	Neera Saggi	AIQPS6 806E - 005010 29	Independent	26/09/15	25/09/ 2020	Five years	3	9	0
Mr	Alok R. Kanagat	AAGPK7 404C - 021931 53	Non- Executive	26/09/15			1	1	0
Mr	Sudhir L. Deoras	ABIPD0 866A - 002060 99	Executive	01/04/13	31/03/ 16	Three years	1	0	0
Mr	P. S. Reddy	ABOPP5 256E - 031811 78	Executive	29/05/15			1	1	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange.
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee		Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee		Mr. Dipankar Chatterji	Chairman-Independent
		Mr. R.V. Raghavan	Independent
		Ms. Neera Saggi	Independent
		Mr. Alok R. Kanagat	Non-Executive
2. Nomination & Remuneration Committee		Mr. Sabyasachi Hajara	Chairman-Independent
		Mr. Subodh K. Bhargava	Independent
		Mr. Ranaveer Sinha	Independent
3. Risk Management Committee (if applicable)			
4. Stakeholders Relationship Committee'		Mr. Ranaveer Sinha	Chairman-Independent
		Mr. Dipankar Chatterji	Independent
		Mr. Sudhir L Deoras	Executive
		Mr. P.S. Reddy	Executive

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28 th October 2015		28 th January 2016	92 days
		9 th March 2016	41 days

IV. Meeting of Committees – Audit Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
28 th January, 2016	Yes. All members were present at the meeting	27 th October 2015	93 days
9 th March, 2016			41 days
STAKEHOLDER RELATIONSHIP COMMITTEE			
30 th March, 2016	Yes. All members were present at the meeting		
Nomination and Remuneration Committee			
28 th January, 2016	Yes. All members were present at the meeting		
9 th March, 2016			
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation: Tarun Kumar Srivastava

Company Secretary & Compliance Officer

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

<i>Approval for material related party transactions</i>	23(4)	N.A
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>Name & Designation</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>		